Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning , 2015, and ending ,

UEBERROTH FAMILY FOUNDATION
11150 W. OLYMPIC #860
LOS ANGELES, CA 90064

A Employer identification number 33-0078919

B Telephone number (see instructions) (310) 473-7317

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 37,594,587.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ (*Part I, column (d) must be on cash basis*)

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)	210,000.			
2	Ck ► ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	953,391.	953,391.	953,391.	
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	3,768,405.			
b	Gross sales price for all assets on line 6a 31,458,270.				
7	Capital gain net income (from Part IV, line 2)		3,768,405.		
8	Net short term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) See Statement 1	240,937.	240,937.	240,937.	
12	**Total.** Add lines 1 through 11	5,172,733.	4,962,733.	1,194,328.	
OPERATING AND ADMINISTRATIVE EXPENSES					
13	Compensation of officers, directors, trustees, etc	144,000.		144,000.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	22,500.	22,500.	22,500.	
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 3	9,994.	160.	9,994.	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	121,859.	109,181.	121,859.	
24	**Total operating and administrative expenses** Add lines 13 through 23	298,353.	131,841.	298,353.	
25	Contributions, gifts, grants paid Part XV	2,823,900.			2,823,900.
26	**Total expenses and disbursements** Add lines 24 and 25	3,122,253.	131,841.	298,353.	2,823,900.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	2,050,480.			
b	**Net investment income** (if negative, enter -0-)		4,830,892.		
c	**Adjusted net income** (if negative, enter -0-)			895,975.	

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BAA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (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	7,035,221.	7,356,822.	7,356,822.
	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 sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)	208,620.		
	b	Investments – corporate stock (attach schedule) Statement 5	3,328,755.	386,438.	866,860.
	c	Investments – corporate bonds (attach schedule)	5,073,363.		
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) Statement 6	20,265,945.	30,211,053.	29,370,905.
	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)	35,911,904.	37,954,313.	37,594,587.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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 ► ☐ 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 ► ☒ 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	35,911,904.	37,954,313.	
	30	**Total net assets or fund balances** (see instructions)	35,911,904.	37,954,313.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	35,911,904.	37,954,313.	

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	35,911,904.
2	Enter amount from Part I, line 27a	2	2,050,480.
3	Other increases not included in line 2 (itemize) ► See Statement 7	3	4,794.
4	Add lines 1, 2, and 3	4	37,967,178.
5	Decreases not included in line 2 (itemize) ► See Statement 8	5	12,865.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	37,954,313.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 a	SCHEDULE ATTACHED	P	Various	Various
b	THROUGH PARTNERSHIPS	P	Various	Various
c	CAPITAL GAIN DIVIDENDS	P	Various	Various
d	BASIS ADJUSTMENTS	P	Various	Various
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	31,212,765.		27,685,921.	3,526,844.
b	194,709.			194,709.
c	50,796.			50,796.
d			3,944.	-3,944.
e				

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				3,526,844.
b				194,709.
c				50,796.
d				-3,944.
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	3,768,405.
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	3	0.

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))
2014	2,646,280.	39,854,600.	0.066398
2013	2,501,318.	40,178,585.	0.062255
2012	52,000.	3,456,480.	0.015044
2011	2,398,012.	40,794,036.	0.058783
2010	2,029,996.	39,984,782.	0.050769

2	**Total** of line 1, column (d)	2	0.253249
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050650
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	38,412,258.
5	Multiply line 4 by line 3	5	1,945,581.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	48,309.
7	Add lines 5 and 6	7	1,993,890.
8	Enter qualifying distributions from Part XII, line 4	8	2,823,900.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	48,309.
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	48,309.
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	48,309.
6 Credits/Payments				
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6a	24,980.		
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	16.		
7 Total credits and payments Add lines 6a through 6d			7	24,996.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	404.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** See Statement 9 ►			9	23,717.
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 2016 estimated tax** ►	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* See Statement 10	10	X	

Part VII-A | Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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?	13	X	

Website address ► N/A

14 The books are in care of ► ISAAC BARANOWICZ Telephone no ► (310) 473-7317

Located at ► 11150 W. OLYMPIC SUITE 860 LOS ANGELES CA ZIP + 4 ► 90064

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2015, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			**Yes**	**No**
1 a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
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 2015?		1 c		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2015 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 2015)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2015?		4 b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5 a 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)? **5 b** N/A

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)

6 a 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? **6 b** X (No)

If 'Yes' to 6b, file Form 8870

7 a 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 **7 b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 11		144,000.	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 ► 0

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

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

(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 (see instructions)

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes				
a Average monthly fair market value of securities			1 a	31,225,029.
b Average of monthly cash balances			1 b	7,772,187.
c Fair market value of all other assets (see instructions)			1 c	
d **Total** (add lines 1a, b, and c)			1 d	38,997,216.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.		
2 Acquisition indebtedness applicable to line 1 assets			2	0.
3 Subtract line 2 from line 1d			3	38,997,216.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	584,958.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	38,412,258.
6 **Minimum investment return.** Enter 5% of line 5			6	1,920,613.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6			1	1,920,613.
2 a Tax on investment income for 2015 from Part VI, line 5	2 a	48,309.		
b Income tax for 2015 (This does not include the tax from Part VI)	2 b			
c Add lines 2a and 2b			2 c	48,309.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	1,872,304.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	1,872,304.
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	1,872,304.

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	1 a	2,823,900.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,823,900.
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	48,309.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,775,591.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					1,872,304.
2 Undistributed income, if any, as of the end of 2015:					
a Enter amount for 2014 only				0.	
b Total for prior years 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2015					
a From 2010	40,458.				
b From 2011	394,464.				
c From 2012					
d From 2013	544,653.				
e From 2014	681,790.				
f **Total** of lines 3a through e		1,661,365.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► $ 2,823,900.					
a Applied to 2014, 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 2015 distributable amount					1,872,304.
e Remaining amount distributed out of corpus		951,596.			
5 Excess distributions carryover applied to 2015 *(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		2,612,961.			
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 2014 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					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 2010 not applied on line 5 or line 7 (see instructions)		40,458.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		2,572,503.			
10 Analysis of line 9					
a Excess from 2011	394,464.				
b Excess from 2012					
c Excess from 2013	544,653.				
d Excess from 2014	681,790.				
e Excess from 2015	951,596.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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			
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** 'Assets' alternative test – enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

VIRGINIA UEBERROTH

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

See Statement 12

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	NONE		FOUNDATION GOAL	2,823,900.
Total			► **3a**	2,823,900.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					953,391.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					240,937.
8 Gain or (loss) from sales of assets other than inventory					3,768,405.
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)					4,962,733.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,962,733.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	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 (other than by providing funds for such purposes) (See instructions)
N/A	

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

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

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

Virginia Ulberroth 9/21/16 Chairman

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
ISAAC BARANOWICZ		9/20/16		P00587679

Firm's name ▶ I B MANAGEMENT, INC

Firm's EIN ▶ 95-3276792

Firm's address ▶ 11150 W OLYMPIC BLVD, STE 860 LOS ANGELES, CA 90064-1839

Phone no 310-473-7317

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, 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2015

Name of the organization	Employer identification number
UEBERROTH FAMILY FOUNDATION	33-0078919

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 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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2015) Page 1 of 1 of **Part I**

Name of organization
UEBERROTH FAMILY FOUNDATION

Employer identification number
33-0078919

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WASHINGTON SPEAKERS BUREAU 1663 PRINCE STREET ALEXANDRIA, VA 22314	$ 184,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CALIFORNIA SELF STORAGE ASSOCIATION 9431 HAVEN AVESTE 113 RANCHO CUCUMONGA, CA 91730	$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	TURNAROUND MANAGEMENT ASSOC. 150 N. WACKER DRIVE SUITE 1900 CHICAGO, IL 60606	$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

UEBERROTH FAMILY FOUNDATION

Employer identification number

33-0078919

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
	N/A	$	

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

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

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

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

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

Name of organization
UEBERROTH FAMILY FOUNDATION

Employer identification number
33-0078919

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) ► $ N/A
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
	N/A		

(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

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 240,937.	$ 240,937.	$ 240,937.
Total	$ 240,937.	$ 240,937.	$ 240,937.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	$ 22,500.	$ 22,500.	$ 22,500.	
Total	$ 22,500.	$ 22,500.	$ 22,500.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	$ 160.	$ 160.	$ 160.	
PAYROLL TAXES	9,834.		9,834.	
Total	$ 9,994.	$ 160.	$ 9,994.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKERAGE ACCOUNT FEES	$ 92,829.	$ 92,829.	$ 92,829.	
CONSULTING	4,307.		4,307.	
OFFICE EXPENSES	4,817.		4,817.	
PARTNERSHIP PORTFOLIO EXP	11,263.	11,263.	11,263.	
PAYROLL PROCESSING	971.		971.	
TAXES PAID ON INVESTMENTS	5,089.	5,089.	5,089.	
TRAVEL AND CONFERENCES	2,583.		2,583.	
Total	$ 121,859.	$ 109,181.	$ 121,859.	$ 0.

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED	Cost	$ 386,438.	$ 866,860.
	Total	$ 386,438.	$ 866,860.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
SEE SCHEDULE ATTACHED	Cost	$ 13,624,422.	$ 13,442,912.
	Total Other Investments	$ 13,624,422.	$ 13,442,912.
Other Publicly Traded Securities			
SEE SCHEDULE ATTACHED	Cost	16,586,631.	15,927,993.
	Total Other Publicly Traded Securities	$ 16,586,631.	$ 15,927,993.
	Total	$ 30,211,053.	$ 29,370,905.

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

TAX EXEMPT DIVIDENDS	$ 4,794.
Total	$ 4,794.

Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

FEDERAL INCOME TAX	$ 12,736.
NONDEDUCTIBLE PTRSHP EXPENSES	129.
Total	$ 12,865.

Statement 9
Form 990-PF, Part VI, Penalty and Interest
Balance Due

Tax Due	$ 23,717.
Late Interest	352.
Total	$ 24,069.

Statement 10
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
PETER & VIRGINIA UEBERROTH	P. O. BOX 100 LONG BEACH, CA 92652

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
VIRGINIA UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Chairman 3.00	$ 0.	$ 0.	$ 0.
VICKI BOOTH P. O. BOX 100 LAGUNA BEACH, CA 92652	President 40.00	144,000.	0.	0.
KERI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
HEIDI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
PETER UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
	Total	$ 144,000.	$ 0.	$ 0.

Statement 12
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	VICKI BOOTH
Care Of:	
Street Address:	P. O. BOX 37
City, State, Zip Code:	CORONA DEL MAR, CA 92625
Telephone:	(949) 720-9646
E-Mail Address:	
Form and Content:	STANDARD SOLICITATION FORMS
Submission Deadlines:	NONE
Restrictions on Awards:	NONE

08/24/16

UEBERROTH FAMILY FOUNDATION

33-0078919

Capital Gains on Sales of Investments

January through December 2015

Investment Sales

Charles Schwab Investments

Qty	Investment Description	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
500,000 00	Hewlett-Pack Co 3 0 Due 9/15/16 - Called	12/22/2011	11/09/2015	509 145 00	506,185 00	2,960 00
200,000 00	FHLB 2 875 Due 9/11/20	11/03/2014	11/20/2015	209,017 94	207,815 01	1,202 93
10,725 696	UBS PACE Intl Emerging Mkts Equity Investment Fund	VARIOUS	11/20/2015	120,020 54	110,856 28	9,164 26
51,556 598	UBS PACE International Equity Investment Fund	VARIOUS	11/20/2015	734,165 96	601,312 53	132 853 43
47,679 773	UBS PACE Large Company Growth Equity Investment Fund	VARIOUS	11/20/2015	1,276,864 32	796,481 76	480,382 56
49,165 049	UBS PACE Large Company Value Equity Investment Fund	VARIOUS	11/20/2015	1,143,087 39	766,712 26	376,375 13
18,676 701	UBS PACE Small/Medium Co Growth Equity Investment Fund	VARIOUS	11/20/2015	364,195 67	254,559 64	109,636 03
17,183 366	UBS PACE Small/Medium Co Value Equity Investment Fund	VARIOUS	11/20/2015	358,960 52	255,218 27	103,742 25
472,980 183	PIMCO Income	VARIOUS	11/20/2015	5,756,168 83	5,823,987 06	(67,818 23)
15,924 239	Keeley Mid Cap Value Fnd CL I	Pre 11/30/2009	11/20/2015	238,385 86	130,101 03	108,284 83
52,567 429	UBS PACE Int'l Fixed Income Investment Fund	VARIOUS	11/20/2015	515,160 80	580,883 23	(65,722 43)
76,899 933	UBS PACE Mortgage Sec Fixed Income Investment Fund	VARIOUS	11/20/2015	990,471 14	1,018,395 81	(27,924 67)
83,679 503	UBS PACE Strategic Fixed Income Investment Fund	VARIOUS	11/20/2015	1,144,735 60	1,147,057 71	(2,322 11)
250,000 00	Bank of Nova Scotia 2 55 Due 1/12/17	08/21/2012	11/20/2015	253,437 50	262,507 50	(9,070 00)
250 000 00	Colgate-Palmolive Co 2 625% Due 5/1/17	03/07/2012	11/20/2015	255 695 00	267,762 50	(12,067 50)
150,000 00	E I Du Pont De Nemo 4 25 4/1/21	07/02/2014	11/20/2015	160,275 00	163,319 25	(3,044 25)
250,000 00	EBAY Inc 3 25 Due 10/15/20	05/24/2012	11/20/2015	253,402 50	262,417 50	(9,015 00)
250,000 00	Emerson Electric Co 4 25 Due 11/15/20	07/15/2013	11/20/2015	270,375 00	271,402 50	(1,027 50)
150,000 00	General Elec Cap 5 3 2/11/21	07/02/2014	11/20/2015	170,707 50	168,348 37	2,359 13
250,000 00	Hershey Co 4 125 Due 12/1/20	05/07/2013	11/20/2015	270,630 00	289,257 50	(18,627 50)
100,000 00	HSBC Holdings PLC 4 875 Due 1/14/22	04/27/2015	11/20/2015	109,959 00	113,145 00	(3,186 00)
500,000 00	Merrill Lynch SUB DEB Global 6 05 Due 5/16/16	04/05/2010	11/20/2015	510,775 00	515,870 00	(5,095 00)
250,000 00	Statoilhydro ASA 5 25% Due 4/15/19	Pre 11/30/2009	11/20/2015	275,237 50	250,760 00	24 477 50
250,000 00	Total Capital SA (Fina Elf) 4 125 1/28/21	03/14/2014	11/20/2015	269,250 00	270,277 50	(1,027 50)
250,000 00	Unilever Cap Corp 2 75 Due 2/10/16	06/20/2011	11/20/2015	250,700 00	259,592 50	(8,892 50)
46,543 00	Elements Rogers - AB Svensk	VARIOUS	11/20/2015	226,241 36	433,445 03	(207,203 67)
7 625 00	Ishares MSCI EAFE EFT - Mutual Fund	VARIOUS	11/20/2015	464,735 96	390,711 95	74,024 01
4,535 00	IShares MSCI Emerging Markets	07/10/2013	11/20/2015	159,232 71	168,089 32	(8,856 61)
100 00	Ishares Select Dividend EFT	03/11/2013	11/20/2015	7,691 86	6,176 09	1,515 77
6,832 00	Ishares Select Dividend EFT	03/11/2013	11/20/2015	525,539 20	421,950 47	103,588 73
2 834 00	SPDR S&P 500 ETF	Pre 11/30/2009	11/20/2015	594,165 79	301,594 28	292,571 51
10,283 00	Vanguard FTSE Emerging Markets EFT	VARIOUS	11/20/2015	363,007 90	413,411 77	(50,403 87)
5,000 00	AT&T Inc - ISIN US 00206R1023	VARIOUS	11/20/2015	168,326 90	165,460 70	2 866 20
10,000 00	Bristol Myers Squibb Co USD	VARIOUS	11/20/2015	677,919 67	225,346 17	452 573 50
3,000 00	Broadcom Corp Class A Com Stk	02/23/2005	11/20/2015	159,456 07	58,790 00	100 666 07
200 00	Citigroup Inc Com Stk	02/14/2005	11/20/2015	10,979 80	99,404 20	(88 424 40)
4,000 00	Colgate Palmolive Co Com	09/24/2004	11/20/2015	267,724 07	91,333 75	176,390 32
1,000 00	Conocophillips	09/22/2005	11/20/2015	53,279 12	55,383 04	(2,103 92)
2,000 00	Dow Chemical Corp Com Stk	09/25/2003	11/20/2015	106,780 93	65,913 40	40,867 53
25,000 00	Exco Resources Inc	VARIOUS	11/20/2015	27,499 49	125,820 50	(98,321 01)
1 162 00	General Dynamics Corp Com	VARIOUS	11/20/2015	170,333 64	100,045 06	70,288 58
10,605 00	General Elec Co Com Stk USD	VARIOUS	11/20/2015	323,658 64	362,994 08	(39,335 44)
5,000 00	Microsoft Corp USD	09/22/2003	11/20/2015	268,670 06	145,752 05	122,918 01
500 00	Phillips 66 WI	09/22/2005	11/20/2015	46,139 65	16,459 02	29,680 63
22,000 00	Procter & Gamble Co Com	VARIOUS	11/20/2015	1,683,488 83	666,646 76	1,016 842 07
1,100 00	Schlumberger Ltd USD (Curacao)	VARIOUS	11/20/2015	84,265 89	99,916 10	(15,650 21)
2 635 00	Suntrust Bks Inc Com	03/18/2011	11/20/2015	114,914 97	77,732 50	37,182 47
4,000 00	Weatherford Intl LTD	09/21/2007	11/20/2015	41,203 24	138,752 57	(97,549 33)
10,000 00	Felcor Lodging Trust Inc Com	03/10/2000	11/20/2015	77,508 57	162,300 30	(84,791 73)
1,495 00	IShares Barclays Tips Bond Fund 3 595%	02/06/2009	11/20/2015	165,360 41	149,467 13	15,893 28
4,000 00	ML Capital Trust IV Cum Prfd Stk	01/12/1999	11/20/2015	103,737 41	102,000 00	1,737 41
930 00	Spdr Gold Trust Shares EFT	03/12/2009	11/20/2015	96,107 59	85,114 70	10,992 89
7195 921	AMG GW&K Muni Enhanced Yield Fd Inst	VARIOUS	11/20/2015	72,606 84	68,471 62	4,135 22
22793 000	AMG Yacktman Fd Svc	VARIOUS	11/20/2015	551,134 74	474 767 76	76,366 98
4722 000	AQR Diversified Arbitrage Cl I	VARIOUS	11/20/2015	45,708 96	52,034 81	(6,325 85)
1355 000	Arbitrage Fund Class I	VARIOUS	11/20/2015	17,696 30	17,295 76	400 54
3179 000	Blackrock Glbl Long Short Credit Instl	VARIOUS	11/20/2015	33,029 81	34,268 72	(1,238 91)
32610 764	Delaware Value Cl Inst	VARIOUS	11/20/2015	590,907 04	540,405 65	50,501 39
3903 000	Deutsch X Trks MSCI ERP Hog Eqy ETF	VARIOUS	11/20/2015	105,265 87	114,626 04	(9,360 17)
9422 438	Deutsche Global Infrastructure S	VARIOUS	11/20/2015	125,318 43	124,684 61	633 82
32057 588	Doubleline Total Return Bd Fd Cl I	VARIOUS	11/20/2015	347,824 83	360,475 47	(12,650 64)
3256 663	Driehaus Active Income Fd	VARIOUS	11/20/2015	33,055 13	34,976 29	(1,921 16)
1289 000	Driehaus Emrg Mkts Sm Cap Gwth Fd	VARIOUS	11/20/2015	15,455 11	17,337 05	(1,881 94)
1915 000	Eagle Small Cap Growth Fd Cl I	VARIOUS	11/20/2015	106,876 15	90,833 74	16,042 41

UEBERROTH FAMILY FOUNDATION

Capital Gains on Sales of Investments

January through December 2015

Qty	Investment Description	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
3947 000	EGShares Emerging Markets Consu ETF	VARIOUS	11/20/2015	94,427 88	107,284 30	(12 856 42)
4876 000	First Eagle Overseas Fund Cl I	VARIOUS	11/20/2015	111,660 40	117,346 66	(5,686 26)
1560 000	Gotham Absolute Return Inst	VARIOUS	11/20/2015	20,077 20	20,810 40	(733 20)
5389 000	Guggenheim Mid Cap Value Inst	VARIOUS	11/20/2015	58,793 99	68,270 30	(9,476 31)
8626 878	Invesco Floating Rate Fd Cl Y	VARIOUS	11/20/2015	62,889 94	68,232 72	(5,342 78)
31285 194	Invesco Short Term Bond Fd Cl Y	VARIOUS	11/20/2015	267,488 41	272,469 94	(4,981 53)
7976 000	IShares Russell 1000 Growth ETF	VARIOUS	11/20/2015	813,178 12	577,907 46	235,270 66
2999 000	IShares Russell 1000 Value ETF	VARIOUS	11/20/2015	302,923 72	249,979 49	52,944 23
2943 411	JPMorgan Strategic Income Oppty Slct Shr	VARIOUS	11/20/2015	33,260 54	35,080 00	(1,819 46)
12382 066	Loomis Sayles Investment Grade Bo Cl Y	VARIOUS	11/20/2015	138,926 78	155,620 40	(16,693 62)
17231 178	Lord Abbett Short Dur Tax Free F	VARIOUS	11/20/2015	270,874 12	273,319 19	(2,445 07)
1529 000	*Mainstay Marketfield Fd Cl I*	VARIOUS	11/20/2015	23,026 74	25,245 82	(2,219 08)
7206 815	Mfs Emerging Mkts Debt Fd Cl I	VARIOUS	11/20/2015	101,760 23	116,168 38	(14,408 15)
10750 000	Mfs Growth Fund Cl I	VARIOUS	11/20/2015	836,780 00	721,817 20	114,962 80
1653 000	Neuberger Berman Long Short Fd Inst	VARIOUS	11/20/2015	20,844 33	20,811 27	33 06
8102 000	Oakmark Intl Fd Class I	VARIOUS	11/20/2015	186,508 04	203,134 91	(16,626 87)
2766 968	Pimco All Asset All Authority Cl P	VARIOUS	11/20/2015	22,440 11	30,648 76	(8,208 65)
22398 883	Principal Preferred Sec P	VARIOUS	11/20/2015	229,364 56	230,639 67	(1,275 11)
458 000	SPDR Gold Trust	VARIOUS	11/20/2015	47,330 41	63,781 60	(16,451 19)
1944 000	SPDR SSGA Multi Asset Real Return ETF	VARIOUS	11/20/2015	44,945 68	57,464 72	(12,519 04)
2429 000	Vanguard FTSE Europe ETF	VARIOUS	11/20/2015	124,996 47	138,885 26	(13,888 79)
3670 000	*Wells Fargo Advtg Abslt Return Instl*	VARIOUS	11/20/2015	38,608 40	41,618 20	(3,009 80)
91 98	UBS PACE Int'l/Global Fixed Income Investment Fund	11/19/2015	12/01/2015	902 32	1,016 58	(114 26)
149 147	UBS PACE Mortgage Sec Fixed Income Investment Fund	11/19/2015	12/01/2015	1,929 96	1,975 37	(45 41)
184 119	UBS PACE Strategic Fixed Income Investment Fund	11/19/2015	12/01/2015	2,533 48	2,523 63	9 85
Total Charles Schwab Investments				29,300,144 34	25,956 466 40	3,343,677 94
D A Davidson & Co Investments						
100,000 00	Ambassadors Group		06/30/2015	236,660 75	31,579 99	205,080 76
Total D A Davidson & Co Investments				236,660 75	31,579 99	205,080 76
Morgan Stanley PWM Investments						
500,000 00	Goldman Sachs Group Inc 5 125 Due 1/15/15 - Matured	04/05/2010	01/15/2015	500,000 00	527,935 00	(27,935 00)
Total Morgan Stanley PWM Investments				500,000 00	527,935 00	(27,935 00)
UBS PACE Investments						
939 766	UBS PACE Mort/Govt Sec Fixed Income Investment Fund	VARIOUS	01/26/2015	12,263 95	12,188 76	75 19
965 216	UBS PACE Mort/Govt Sec Fixed Income Investment Fund	VARIOUS	04/23/2015	12,625 02	12,518 86	106 16
Total UBS PACE Investments				24,888 97	24,707 62	181 35
Wells Fargo FWG Investments						
250,000 00	Becton Dickinson 5 0% Due 5/15/19	05/11/2009	03/31/2015	278,500 00	248,370 00	30,130 00
250 000 00	Bottling Group LLC 4 125% Due 6/15/15	05/21/2010	03/31/2015	251,880 00	267,347 50	(15,467 50)
250,000 00	BP Capital Markets 4 5 Due 10/1/20	05/21/2012	03/31/2015	277,035 00	277,127 50	(92 50)
250,000 00	Wal-Mart Stores 2 875 Due 4/1/15 - Matured	06/20/2011	04/01/2015	250,000 00	261,992 50	(11,992 50)
Total Wells Fargo FWG Investments				1,057,415 00	1,054,837 50	2,577 50
Merrill Lynch PIA Inve:	**** DETAILS ON SUPPLEMENTAL SCHEDULE ATTACHED**					
	ML PIA Money Funds Total Sales for 2015		2015	93,656 01	90,394 04	3,261 97
Total Merrill Lynch PIA Investments				93,656 01	90,394 04	3,261 97
TOTAL				31,212,765 07	27,685,920.55	3,526,844 52

08/24/16

UEBERROTH FAMILY FOUNDATION

33-0078919

Investment Book and Market Valuations by Class

As of December 31, 2015

Investment Description	Quantity On Hand	Book Value	Market Value
Corporate Stocks			
Coca Cola Company	16,000 00	330,057 27	687,360 00
First American Financial	5,000 00	56,380 50	179,500 00
Total Corporate Stocks		**386,437.77**	**866,860.00**
Other Investments			
Baxter Street Fund II, LP		1,987,230 00	1,987,274 80
Harvest MLP Income Fund LLC		2,465,751 00	2,405,832 41
Kabouter International Opportunities Fund II LLC		1,000,752 00	1,015,418 16
Mariners Republic Holdings LLC		415,184 77	415,184 77
Renaissance Institutional Equities Fund LLC		1,250,766 00	1,259,105 34
The Kiltearn Global Equity Fund		2,005,887 00	1,925,760 00
Two Sigma Active Extension US All Cap Equity Cayman Fund LTD		3,000,000 00	2,930,257 00
Wellington Trust Company NA CTF Durable Companies Portfolio		1,498,851 00	1,504,080 01
Total Other Investments		**13,624,421.77**	**13,442,912.49**
Other Publicly Traded Securities			
T Rowe Price New Era Fund	84,730 613	2,560,353 36	2,310,603 82
Templeton Global Bond Fund Adv	114,386 414	1,391,608 94	1,318,875 35
Vanguard 500 Index Fd Admiral Shrs	16,667 076	3,218,258 26	3,141,410 48
Vanguard Developed Mkts Index	124,507 292	1,508,663 37	1,471,676 19
Vanguard Emrg Mkts Stk Index Fd Adm Shrs	98,555 874	2,863,043 70	2,693,532 04
Vanguard Interm Term Trsy Fd Adm Cl Shrs	443,329 979	5,044,703 18	4,991,895 56
Total Other Publicly Traded Securities		**16,586,630.81**	**15,927,993.44**
TOTAL ALL INVESTMENTS	**903,177.248**	**30,597,490.35**	**30,237,765.93**

THE UEBERROTH FAMILY FOUNDATION
33-0078919
12/31/2015

SCHEDULE OF GIFTS GIVEN

BOYS AND GIRLS CLUBS OF SANTA ANA 950 W. Highland Santa Ana, CA 92703	$150,000.00
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MacArthur Blvd. Ste 510 Newport Beach, CA 92660	$121,000.00
BIG BROTHERS, BIG SISTERS OF O.C. 1801 E. Edinger Ave. Suite 101 Santa Ana, CA 92705	$100,000.00
GIRL'S INC. 1815 Anaheim Ave. Costa Mesa, CA 92627	$100,000.00
GOALS 1170 La Palma Park Way Anaheim, CA 92801	$100,000.00
HOAG HOSPITAL FOUNDATION One Hoag Dr. P.O. Box 6100 Newport Beach, CA 92658-6100	$100,000.00
KIDWORKS 1902 W. Chestnut Ave. Santa Ana, CA 92703	$100,000.00
TALLER SAN JOSE 801 North Broadway Santa Ana, CA 92701	$100,000.00
THE WOODEN FLOOR 1810 North Main St. Santa Ana, CA 92706	$75,000.00
SAGE HILL SCHOOL 20402 Newport Coast Dr. Newport Coast, CA 92657	$70,000.00

CANCER RESEARCH INSTITUTE One Exchange Plaza 55 Broadway # 1802 New York, NY 10006	$65,000.00
EL VIENTO FOUNDATION P.O. Box 3897 Huntington Beach, CA 92605-3897	$60,000.00
CHOC CHILDREN'S FOUNDATION 455 S. Main St. Orange, CA 92868	$55,000.00
ALZHEIMERS FAMILY SERVICES 9451 Indianapolis Ave. Huntington Beach, CA 92646	$50,000.00
C.A.S.A. 1615 E. 17th St. #100 Santa Ana, CA 92705	$50,000.00
CASA TERESA P.O. Box 429 Orange, CA 92856	$50,000.00
ENVIRONMENTAL NATURE CENTER 1601 E. 16th St. Newport Beach, CA 92663	$50,000.00
FAMILIES FORWARD 9221 Irvine Blvd. Irvine, CA 92618	$50,000.00
HUMAN OPTIONS P.O. Box 53745 Irvine, CA. 92619	$50,000.00
ILLUMINATION FOUNDATION 780 Roosevelt Irvine, CA 92620	$50,000.00
LAURA'S HOUSE 999 Corporate Dr. #225 Ladera Ranch, CA 92694	$50,000.00

M.I.N.D. RESEARCH INSTITUTE 1503 South Coast Dr. Ste. 202 Costa Mesa CA 92626	$50,000.00
M.O.M.S. 1128 W. Santa Ana Blvd. Santa Ana, CA 92703	$50,000.00
ORANGEWOOD CHILDRENS FOUNDATION 1575 E. 17th St. Santa Ana, CA 92705	$50,000.00
PADRES UNIDOS 708 North Garfield St. Santa Ana, CA 92701	$50,000.00
PROJECT HOPE ALLIANCE 345 E. Grove Ave. Orange, CA 92865	$50,000.00
PROVIDENCE SPEECH AND HEARING 1301 Providence Ave. Orange, CA 92868	$50,000.00
THINK TOGETHER 2100 E. 4th St. Ste 200 Santa Ana, CA 92705	$50,000.00
LAGUNA BEACH COMMUNITY CLINIC 362 3rd St Laguna Beach, CA 92651	$40,000.00
UCI SAGE SCHOLARS University Research Park 5171 California Ave. #150 Irvine, CA 92697-2505	$40,000.00
SECOND HARVEST FOOD BANK OF O.C. 8014 Marine Way Irvine, CA 92618	$35,000.00
SHEA CENTER 26284 Oso Road San Juan Capistrano, CA 92675	$35,000.00

WORKING WARDROBES 11614 Martens River Circle Fountain Valley, CA 92708	$35,000.00
BOYS HOPE/GIRLS HOPE 1041 W. 18th St. Ste. 101 A Costa Mesa, CA 92627	$25,000.00
CASA YOUTH SHELTER P.O. Box 216 Los Alamitos, CA 90720	$25,000.00
CHILD ABUSE PREVENTION CENTER of OC 500 South Main St. Ste 1100 Orange, CA 92668	$25,000.00
COUNCIL ON AGING OF OC 1971 E. 4th St. Suite 200 Santa Ana, CA 92705	$25,000.00
FREE THE CHILDREN 940 Westmount Drive Suite 304 Los Angeles, CA 90069	$25,000.00
HANDS TOGETHER 201 Civic Center Dr. East Santa Ana, CA 92701	$25,000.00
HEALTHY SMILES FOR KIDS OF OC 10602 Chapman Ave. Suite 200 Garden Grove, CA 92840	$25,000.00
OAKVIEW RENEWAL PARTNERSHIP P.O. Box 3476 Huntington Beach, CA 92605	$25,000.00
PRETEND CITY 29 Hubble Irvine, CA 92618	$25,000.00
VANDERBILT UNIVERSITY VU Station B #357727 2301 Vanderbilt Place Nashville, TN 37235-7727	$25,000.00

CHAPMAN UNIVERSITY One University Dr. Orange, CA 92866	$23,000.00
ACCESS O.C. 25283 Cabot Rd. Ste. 101 Laguna Hills, CA 92653-5509	$20,000.00
ALS TDI/AUGIE'S QUEST 300 Technology Square Ste 400 Cambridge, MA 02139-3515	$20,000.00
CAL POLY POMONA 3801 W. Temple Ave. Pomona, CA 91768	$20,000.00
FRIENDSHIP SHELTER 1335 S. Coast Hwy Laguna Beach, CA 92651	$20,000.00
JOYFUL CHILD FOUNDATION P.O. Box 12680 Westminster, CA 92685	$20,000.00
TIGER WOODS FOUNDATION 121 Innovation Dr. Suite 150 Irvine, CA 92617	$20,000.00
DISCOVERY CUBE 2500 North Main St. Santa Ana, CA 92705	$15,000.00
OCEAN INSTITUTE 24200 Dana Point Harbor Dr. Dana Point, CA 92629	$15,000.00
PBS SO CAL P.O. Box 25113 Santa Ana, CA 92799	$10,000.00
ADVENTURE UNLIMITED 5201 S. Quebec St. Greenwood Village, CO 80111	$10,000.00

ALZHEIMERS ASSOCATION 17771 Cowan Suite 200 Irvine, CA 92614	$10,000.00
AQUARIUM OF THE PACIFIC 100 Aquarium Way Long Beach, CA 90802	$10,000.00
AUTRY NATIONAL CENTER 4700 Western Heritage Way Los Angeles, CA 9002	$10,000.00
BOYS & GIRLS CLUB OF LAGUNA BEACH 1085 Laguna Canyon Rd. Laguna Beach, CA 92651	$10,000.00
CENTER FOR AUTISM & NEURO-DEVELOPMENTAL DISORDERS 2500 Red Hill Ave. Suite 100 Santa Ana, CA 92705	$10,000.00
COUNCIL FOR OPPPORTUNITY IN EDUCATION 1025 Vermont Ave. NW Suite 900 Washington D.C. 20005	$10,000.00
CRYSTAL COVE ALLIANCE #45 Crystal Cove Newport Coast, CA 92657	$10,000.00
DAMON RUNYAN CANCER RESEARCH FDN One Exchange Plaza 55 Broadway, Suite 302 New York, NY 10006	$10,000.00
GOODWILL INDUSTRIES OF OC 410 N. Fairview Santa Ana, CA 92703	$10,000.00
LAGUNA PLAYHOUSE 606 Laguna Canyon Rd. P.O. Box 1747 Laguna Beach, CA 92652	$10,000.00
OCCHC 501 N. Golden Circle Suite 200 Santa Ana, CA 92705	$10,000.00

ONE OC 1901 E. 4th St. Suite 100 Santa Ana, CA 92705	$10,000.00
PLANNED PARENTHOOD 700 S. Tustin St. Orange, CA 92866	$10,000.00
SOUTH COUNTY OUTREACH 7 Whatney Suite B Irvine, CA 92618	$10,000.00
SPECIAL OLYMPICS OF O.C. 2080 N. Tustin Ave. Suite B Santa Ana, CA 92705	$10,000.00
SPIRIT LEAGUE P.O. Box 3766 Mission Viejo, CA 92690	$10,000.00
YEAR UP 93 Summer St. 5th Floor Boston, MA 02110	$10,000.00
SALLY'S FUND P.O. Box 1626 Laguna Beach, CA 92652	$7,500.00
TEXAS CHRISTIAN UNIVERSITY TCU P.O. Box 297440 Fort Worth, Texas 76129	$7,500.00
ANGEL FLIGHT WEST 3161 Donald Douglas Loop S Santa Monica, CA 90405	$5,000.00
CELEBRATE AUTISM INC. P.O. Box 853 Ventura, CA 93002	$5,000.00
CHARITABLE VENTURES OF OC 1505 E. 17th St. Suite 101 Santa Ana, CA 92705	$5,000.00

CHP 11-99 FOUNDATION 2244 North State College Fullerton, CA 92831	$1,000.00
DOMUS KIDS, INC. 83 Lockwood Ave. Stamford, CT 06902	$1,000.00
LAND OF THE FREE FOUNDATION 13191 Crossroads Pkwy North 6th Floor City of Industry, CA 91746-3497	$1,000.00
OAKLAND MILITARY INSTITUTE 3877 Lusk Street Oakland, CA 94608-3822	$1,000.00
PROJECT X P.O. Box 41-437 Los Angeles, CA 90041	$1,000.00
USC TROJAN ATHLETIC FUND P.O. Box 80354 Los Angeles, CA 90080-9987	$200.00
Total:	**$2,823,900.00**