

**Return of Private Foundation**

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

OMB No 1545-0052

**2018**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2018 or tax year beginning

, and ending

Name of foundation: **MARA W. BREECH FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **C/O DOCS, 2120 WILSHIRE BL #400**

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **SANTA MONICA, CA 90403**

A Employer identification number: **95-4474892**

B Telephone number: **310-828-4748**

C If exemption application is pending, check here  **6**

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 **04**  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

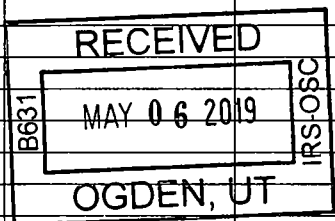
I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 8,714,961.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	419,616.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	173,322.	173,322.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	262,876.			
b	Gross sales price for all assets on line 6a	2,052,047.			
7	Capital gain net income (from Part IV, line 2)		262,876.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-734.	-734.		STATEMENT 2
12	<b>Total</b> Add lines 1 through 11	855,080.	435,464.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	9,300.	9,300.		0.
c	Other professional fees STMT 4	9,786.	9,786.		0.
17	Interest				
18	Taxes STMT 5	3,647.	3,647.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	44,051.	44,051.		0.
24	<b>Total operating and administrative expenses</b> Add lines 13 through 23	66,784.	66,784.		0.
25	Contributions, gifts, grants paid	490,000.			490,000.
26	<b>Total expenses and disbursements</b> Add lines 24 and 25	556,784.	66,784.		490,000.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	298,296.			
b	<b>Net investment income</b> (if negative, enter -0-)		368,680.		
c	<b>Adjusted net income</b> (if negative, enter -0-)			N/A	

SCANNED JUN 24 2019

Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	724,485.	205,241.	205,241.
	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 7	884,501.	921,507.	916,182.
	b Investments - corporate stock STMT 8	3,329,161.	3,701,241.	4,806,698.
	c Investments - corporate bonds STMT 9	2,469,365.	2,877,819.	2,786,840.
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
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)	7,407,512.	7,705,808.	8,714,961.	
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 and complete lines 24 through 26, and lines 30 and 31 <input checked="" type="checkbox"/>			
	24 Unrestricted	7,407,512.	7,705,808.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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			
30 Total net assets or fund balances	7,407,512.	7,705,808.		
31 Total liabilities and net assets/fund balances	7,407,512.	7,705,808.		

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	7,407,512.
2 Enter amount from Part I, line 27a	2	298,296.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,705,808.
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	7,705,808.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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 <b>SEE ATTACHED STATEMENT</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>2,052,047.</b>		<b>1,789,171.</b>	<b>262,876.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<b>262,876.</b>

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	<b>262,876.</b>
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	<b>N/A</b>

**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 doesn't 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))
2017	<b>442,653.</b>	<b>8,624,895.</b>	<b>.051323</b>
2016	<b>401,260.</b>	<b>7,935,127.</b>	<b>.050568</b>
2015	<b>398,261.</b>	<b>7,594,888.</b>	<b>.052438</b>
2014	<b>349,000.</b>	<b>7,137,918.</b>	<b>.048894</b>
2013	<b>305,167.</b>	<b>6,299,054.</b>	<b>.048446</b>

2 Total of line 1, column (d)	2	<b>.251669</b>
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	<b>.050334</b>
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	<b>9,183,968.</b>
5 Multiply line 4 by line 3	5	<b>462,266.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>3,687.</b>
7 Add lines 5 and 6	7	<b>465,953.</b>
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	<b>490,000.</b>

MARA W. BREECH FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 50,000 SHS BERKSHIRE HATHAWAY	P	04/12/11	05/15/18
b OPPENHEIMER...8889 VAR TRADES SEE SCHED	P	02/02/17	12/21/18
c 103,000 SHS STANFORD LELAND JR UNIV	P	12/11/12	11/30/18
d OPPENHEIMER...8889 VAR TRADES SEE SCHED	P	08/11/11	12/31/18
e OPPENHEIMER...8889 VAR TRADES SEE SCHED	P	08/23/10	10/30/18
f CAPITAL GAINS DIVIDENDS			
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 50,000.		50,000.	0.
b 463,727.		456,911.	6,816.
c 353,393.		350,000.	3,393.
d 1,157,848.		914,814.	243,034.
e 23,723.		17,446.	6,277.
f 3,356.			3,356.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			6,816.
c			3,393.
d			243,034.
e			6,277.
f			3,356.
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	262,876.
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

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**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	3,687.
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	3,687.
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	3,687.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,420.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments Add lines 6a through 6d	7	1,420.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	43.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,310.
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 2019 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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

N/A

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>JOHNSON FOSTER FITZGERALD &amp; DARLING</u> Telephone no. ▶ <u>310-454-6545</u> Located at ▶ <u>15200 SUNSET BL. #203, PACIFIC PALISADES, CA</u> ZIP+4 ▶ <u>90272</u>		
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 ▶ <u>15</u> N/A		
16 At any time during calendar year 2018, 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. If "Yes," enter the name of the foreign country ▶		X

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

	Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		
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		
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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A		
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 2018 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 2018.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

5a During the year, did the foundation pay or incur any amount to:			<b>Yes</b>	<b>No</b>
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>			
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			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

1 List all officers, directors, trustees, and 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
ANDREW L. BREECH 2120 WILSHIRE BL. #400 SANTA MONICA, CA 90403	PRESIDENT 0.00	0.	0.	0.
DEBRA N. BREECH 2120 WILSHIRE BL. #400 SANTA MONICA, CA 90403	TREASURER 0.00	0.	0.	0.
DEBRA N. BREECH 2120 WILSHIRE BL. #400 SANTA MONICA, CA 90403	SECRETARY 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	9,323,825.
<b>b</b> Average of monthly cash balances	<b>1b</b>	
<b>c</b> Fair market value of all other assets	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	9,323,825.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	9,323,825.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	139,857.
<b>5</b> Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,183,968.
<b>6</b> Minimum investment return Enter 5% of line 5	<b>6</b>	459,198.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	459,198.
<b>2a</b> Tax on investment income for 2018 from Part VI, line 5	<b>2a</b>	3,687.	
<b>b</b> Income tax for 2018. (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b	<b>2c</b>	3,687.	
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	455,511.	
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.	
<b>5</b> Add lines 3 and 4	<b>5</b>	455,511.	
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	0.	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	455,511.	

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	490,000.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	490,000.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	3,687.
<b>6</b> Adjusted qualifying distributions Subtract line 5 from line 4	<b>6</b>	486,313.

**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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				455,511.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015	23,355.			
d From 2016	9,453.			
e From 2017	17,022.			
f Total of lines 3a through e	49,830.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 490,000.				
a Applied to 2017, 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 2018 distributable amount				455,511.
e Remaining amount distributed out of corpus	34,489.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	84,319.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	84,319.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015	23,355.			
c Excess from 2016	9,453.			
d Excess from 2017	17,022.			
e Excess from 2018	34,489.			

**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 2018, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE**
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE**

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

**SEE STATEMENT 10**

- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
AHA! ATTITUDE, HARMONY, ACHIEVEMENT 1209 DE LA VINA, STE A SANTA BARBARA, CA 93101	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	7,500.
ASSISTANCE LEAGUE OF SOUTHERN CA 1370 NORTH ST. ANDREWS PLACE HOLLYWOOD, CA 90028	N/A	PUBLIC CHARITY	TEACHER TRAINING	5,000.
BLIND CHILDRENS' CENTER 4120 MARATHON ST LOS ANGELES, CA 90029	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	10,000.
BLINK NOW P O BOX 453 MENDHAM, NJ 07945	N/A	PUBLIC CHARITY	TEACHER TRAINING	20,000.
BOY SCOUTS OF AMERICA 16525 SHERMAN WAY #C-8 VAN NUYS, CA 914068700	N/A	PUBLIC CHARITY	TEACHER TRAINING	25,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>490,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				
				<b>0.</b>

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S ART VILLAGE-SEVALAYA 251 21ST PLACE SANTA MONICA, CA 90402	N/A	PUBLIC CHARITY	TEACHER TRAINING	25,000.
CHIME INSTITUTE P O BOX 280310 NORTHRIDGE, CA 91328-0310	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	15,000.
CLAREMONT GRADUATE UNIVERSITY 165 EAST TENTH ST CLAREMONT, CA 917116186	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	20,000.
CSUN FOUNDATION 18111 NORDHOFF ST NORTHRIDGE, CA 91330	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	10,000.
DIOCESE OF OAKLAND SCHOOL DEPARTMENT 2121 HARRISON ST OAKLAND, CA 94612	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	7,500.
EARTH EXPLORERS 3827 PASEO DEL PRADO BOULDER, CO 80301	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	9,000.
EARTHROOTS P O BOX 504 TRABUCO CANYON, CA 92678	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	7,500.
EMILY SHANE FOUNDATION 2893 SEARIDGE ST MALIBU, CA 90265	N/A	PUBLIC CHARITY	TEACHER TRAINING	5,000.
FROSTIG CENTER 971 NO ALTADENA DR PASADENA, CA 91107	N/A	PUBLIC CHARITY	TEACHER TRAINING	7,500.
GEFFEN PLAYHOUSE 10886 LE CONTE AVE LOS ANGELES, CA 90024	N/A	PUBLIC CHARITY	TEACHER TRAINING	5,000.
<b>Total from continuation sheets</b>				<b>422,500.</b>

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JOHN TRACY CLINIC 806 WEST ADAMS BL LOS ANGELES, CA 90007	N/A	PUBLIC CHARITY	TEACHER TRAINING	25,000.
LEAP <del>31 JEFFERSON ST</del> NEW HAVEN, CT 06511	N/A	PUBLIC CHARITY	<del>TEACHER TRAINING</del> TEACHER TRAINING	20,000.
LOS ANGELES COUNTY MUSEUM OF ART MUSEUM ASSOCIATES 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	15,000.
MAR VISTA FAMILY CENTER 5075 SLAUSON AVE CULVER CITY, CA 90230	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	7,500.
MIND RESEARCH INSTITUTE 3631 SO HARBOR BLVD, STE 200 SANTA ANA, CA 92704	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	15,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP 120 WALL ST NEW YORK, NY 10005	N/A	PUBLIC CHARITY	TEACHER TRAINING	10,000.
NO LIMITS 9801 WASHINGTON BLVD., 2ND FLOOR CULVER CITY, CA 90232	N/A	PUBLIC CHARITY	TEACHER TRAINING	5,000.
OVERLAND AVENUE ELEMENTARY SCHOOL 10850 ASHBY AVE LOS ANGELES, CA 90064	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	20,000.
PS SCIENCE 1714 21ST ST SANTA MONICA, CA 90404	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	7,500.
SCRIPPS COLLEGE 1030 COLUMBIA AVE CLAREMONT, CA 91711	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	20,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SMILING CALM HEARTS OPEN OUR LEARNING LAKE AVENUE PASADENA, CA 91104	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	7,500.
STANFORD CENTER TO SUPPORT EXCELLENCE IN TEACHING 520 GALVEZ MALL STANFORD, CA 94304-3084	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	20,000.
TEACH FOR AMERICA 315 W. 9TH ST, #950 LOS ANGELES, CA 90015	N/A	PUBLIC CHARITY	TEACHER TRAINING	20,000.
THE WORLD IS JUST A BOOK AWAY 911 MONTANA AVE, STE C SANTA MONICA, CA 90403	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	22,500.
TRASH FOR TEACHING 12815 SO WESTERN AVE GARDENA, CA 90249	N/A	EDUCATIONAL INSTITUTION	TEACHER TEACHER TEACHER TRAINING	10,000.
UC BERKELEY, GRADUATE SCHOOL OF EDUCATION 1501 TOLMAN HALL, BERKELEY, CA 94720	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	10,000.
UC SAN DIEGO-MATH FOR AMERICA 9500 GILLMAN DR, DEPT 0036 LA JOLLA, CA 92093	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	30,000.
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVENUE LOS ANGELES, CA 90034	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	5,000.
ACTORS' GANG 9070 VENICE BLVD CULVER CITY, CA 90232	N/A	PUBLIC CHARITY	TEACHER TRAINING	5,000.
ALPINE EDUCATION FOUNDATION 2710 ALPINE BLVD ALPINE, CA 91901	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	5,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EDGE FOUNDATION 2017 FAIRVIEW AVE EAST, STE I SEATTLE, WA 98102	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	6,000.
PALISADES CHARTER <del>15777-BOWDOIN-ST</del> PACIFIC PALISADES, CA 90272	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING <del>TEACHER TRAINING</del>	5,000.
RED HEN PRESS P O BOX 40820 PASADENA, CA 91114	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING TEACHER TRAINING	5,000.
TIERRA DEL SOL FOUNDATION 9919 SUNLAND BLVD SUNLAND-TUJUNGA, CA 91040	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	5,000.
VILLA ESPERANZA SERVICES 2116 E VILLA STREET PASADENA, CA 91107	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING	5,000.
CHILDREN'S INSTITUTE 2121 W TEMPLE STREET LOS ANGELES, CA 90026	N/A	EDUCATIONAL INSTITUTION	TEACHER TRAINING TEACHER TRAINING	5,000.
<b>Total from continuation sheets</b>				





**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.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2018**

Name of the organization

Employer identification number

**MARA W. BREECH FOUNDATION****95-4474892**

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 (entering "N/A" in column (b) instead of the contributor name and address), 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2018)

Name of organization <b>MARA W. BREECH FOUNDATION</b>	Employer identification number <b>95-4474892</b>
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**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	MARA BREECH CHARITABLE LEAD ANNUITY TRUST  2120 WILSHIRE BL #400  <del>SANTA MONICA, CA 90403</del>	\$ 139,872.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	MARA BREECH CHARITABLE LEAD ANNUITY TRUST  2120 WILSHIRE BL #400  SANTA MONICA, CA 90403	\$ 139,872.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	MARA BREECH CHARITABLE LEAD ANNUITY TRUST  2120 WILSHIRE BL #400  SANTA MONICA, CA 90403	\$ 139,872.	Person <input checked="" 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)

Name of organization <b>MARA W. BREECH FOUNDATION</b>	Employer identification number <b>95-4474892</b>
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**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization

Employer identification number

**MARA W. BREECH FOUNDATION**

**95-4474892**

**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

(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

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
LESS: BOND AMORTIZATION 7489	-37,222.	0.	-37,222.	-37,222.		
OPPENHEIMER...7489						
ACC INT PAID	-4,372.	0.	-4,372.	-4,372.		
OPPENHEIMER...7489						
INTEREST	139,727.	0.	139,727.	139,727.		
OPPENHEIMER...8889						
INTEREST	445.	0.	445.	445.		
OPPENHEIMER...8889						
DIVIDENDS	78,100.	3,356.	74,744.	74,744.		
TO PART I, LINE 4	176,678.	3,356.	173,322.	173,322.		

FORM 990-PF		OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME			
CAPITAL GAINS TAX TIMING DIFFERENCE	2,762.	2,762.				
AMORTIZATION OF BOND PREMIUM-TIMING DIFFERENCE	-2,811.	-2,811.				
DIV TAX TIMING DIFFERENCE	403.	403.				
CAP GAIN DISTRIB TAX TIMING DIFFERENCE	-1,088.	-1,088.				
TOTAL TO FORM 990-PF, PART I, LINE 11	-734.	-734.				

FORM 990-PF		ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	9,300.	9,300.				0.
TO FORM 990-PF, PG 1, LN 16B	9,300.	9,300.				0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	9,786.	9,786.		0.
TO FORM 990-PF, PG 1, LN 16C	9,786.	9,786.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES--ATTORNEY GENERAL	150.	150.		0.
FOREIGN TAXES ON INVESTMENT INCOME	2,418.	2,418.		0.
FEDERAL EXCISE TAX EXPENSE	1,781.	1,781.		0.
STATE TAX EXPENSE	10.	10.		0.
FOREIGN TAXES--TIMING DIFFERENCE	-712.	-712.		0.
TO FORM 990-PF, PG 1, LN 18	3,647.	3,647.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	43,474.	43,474.		0.
MISCELLANEOUS EXPENSE	577.	577.		0.
TO FORM 990-PF, PG 1, LN 23	44,051.	44,051.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	921,507.	916,182.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			921,507.	916,182.
TOTAL TO FORM 990-PF, PART II, LINE 10A			921,507.	916,182.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
PREFERRED AND COMMON STOCK			3,701,241.	4,806,698.
TOTAL TO FORM 990-PF, PART II, LINE 10B			3,701,241.	4,806,698.

FORM 990-PF	CORPORATE BONDS		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS			2,877,819.	2,786,840.
TOTAL TO FORM 990-PF, PART II, LINE 10C			2,877,819.	2,786,840.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHELLE DOHERTY  
2120 WILSHIRE BL #400  
SANTA MONICA, CA 90403

TELEPHONE NUMBER

310-828-4748

FORM AND CONTENT OF APPLICATIONS

NAME AND MISSION OF ORGANIZATION; CONTACT INFORMATION; INDICATION OF TAX-EXEMPT STATUS; BRIEF DESCRIPTION OF PROJECT, TIME FRAME, TOTAL COST, PORTION REQUESTED FROM THE FOUNDATION; SUMMARY OF PROPOSED RESULTS

ANY SUBMISSION DEADLINES

OCTOBER 31 FOR FUNDING IN THE SAME CALENDAR YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE