

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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation QUEEN OF ANGELS CALIFORNIA FOUNDATION		A Employer identification number 95-6071172
% PETER MCANDREWS VP		B Telephone number (see instructions) (310) 472-8742
Number and street (or P O box number if mail is not delivered to street address) 3110 MAIN STREET Suite 210	Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SANTA MONICA, CA 90405		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,728,094	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	0			
	2 Check <input checked="" 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.	44,566	44,566		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	15,729			
	b Gross sales price for all assets on line 6a 805,711				
	7 Capital gain net income (from Part IV, line 2) . . .		15,729		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	60,295	60,295			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,795	2,795	0	0
	b Accounting fees (attach schedule)	15,725	15,275	0	450
	c Other professional fees (attach schedule)	21,104	21,104		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,425	465		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	770	770		
	24 Total operating and administrative expenses. Add lines 13 through 23	42,819	40,409	0	450
	25 Contributions, gifts, grants paid	78,000			78,000
26 Total expenses and disbursements. Add lines 24 and 25	120,819	40,409	0	78,450	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-60,524				
b Net investment income (if negative, enter -0-)		19,886			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	5,232	10,984	10,984	
	2 Savings and temporary cash investments	12,879	14,533	14,533	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	1,383,862 <input checked="" type="checkbox"/>	1,373,280	1,373,280	
	c Investments—corporate bonds (attach schedule)	233,547 <input checked="" type="checkbox"/>	329,297	329,297	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,635,520	1,728,094	1,728,094		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	1,164,866	1,121,325		
	25 Temporarily restricted	0	153,098		
	26 Permanently restricted	470,654	453,671		
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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				
30 Total net assets or fund balances (see page 17 of the instructions)	1,635,520	1,728,094			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,635,520	1,728,094			

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	1,635,520
2	Enter amount from Part I, line 27a	2	-60,524
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	153,098
4	Add lines 1, 2, and 3	4	1,728,094
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,728,094

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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	15,729
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	

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 page 18 of 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))
2012	179,420	1,645,854	0.109013
2011	170,309	1,711,914	0.099485
2010	188,870	1,564,439	0.120727
2009	190,552	1,549,542	0.122973
2008	185,648	1,815,630	0.10225

2 Total of line 1, column (d).	2	0.554448
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	0.11089
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,682,178
5 Multiply line 4 by line 3.	5	186,537
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	199
7 Add lines 5 and 6.	7	186,736
8 Enter qualifying distributions from Part XII, line 4.	8	78,450

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 page 18 of the 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 type="checkbox"/> and enter 1% of Part I, line 27b	1	398
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	
3	Add lines 1 and 2.	3	398
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	398
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	854
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	854
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	456
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 456 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/>	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation .</i>	8b	Yes
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ <u>PETER MCANDREWS VP</u> Telephone no ▶ <u>(310) 260-8750</u> Located at ▶ <u>3110 MAIN STREET SUITE 210 SANTA MONICA CA</u> ZIP +4 ▶ <u>90230</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			No
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 2013?	1c			No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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).	2b			No
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____				
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 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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 2013?	4b			No

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,674,992
b	Average of monthly cash balances.	1b	32,803
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,707,795
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,707,795
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	25,617
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,682,178
6	Minimum investment return. Enter 5% of line 5.	6	84,109

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	84,109
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	398
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	398
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	83,711
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	83,711
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	83,711

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	78,450
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,450
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	78,450

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				83,711
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			76,167	
b Total for prior years 2011, 2010, 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				0
c From 2010.				0
d From 2011.				0
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>78,450</u>				
a Applied to 2012, but not more than line 2a			76,167	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				2,283
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				81,428
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				0
c Excess from 2011.				0
d Excess from 2012.				0
e Excess from 2013.				0

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient 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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				78,000
b <i>Approved for future payment</i>				
Total ▶ 3b				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
35 SHS AFFILIATED MANAGERS	P	2012-06-01	2013-02-28
70 SHS AMEX ENERGY SELECT	P	2012-07-09	2013-01-10
130 SHS AMEX ENERGY SELECT	P	2012-06-12	2013-04-29
135 SHS AMEX HEALTH CARE	P	2012-09-13	2013-01-10
230 SHS AMEX HEALTH CARE	P	2012-09-13	2013-04-08
210 SHS AMEX HEALTH CARE	P	2012-09-13	2013-04-29
125 SHS AMEX HEALTH CARE	P	2012-09-13	2013-08-07
1295 SHS AMEX TECHNOLOGY	P	2013-05-21	2013-07-31
385 SHS AMEX UTILITIES	P	2013-02-20	2013-04-05
190 SHS AMEX HEALTH CARE	P	2012-09-20	2013-01-10
3788 637 SHS ARBITRAGE FUND	P	2011-12-16	2013-01-10
783 SHS CHAMBERS STREET	P	2010-09-27	2013-07-11
40 SHS CHEVRON CORP	P	2012-06-01	2013-07-12
3550 105 SHS CREDIT SUISSE	P	2012-06-28	2013-09-09
1743 191 SHS DIAMOND HILL LONG	P	2011-12-15	2013-07-10
1325 655 SHS DIAMOND HILL LONG	P	2013-01-09	2013-07-10
105 SHS DOUGLAS EMMETT INC	P	2012-10-11	2013-08-16
1839 789 SHS GATEWAY FUND	P	2010-09-02	2013-07-10
1294 506 SHS GATEWAY FUND	P	2012-09-20	2013-07-10
55 SHS GILEAD SCIENCES	P	2012-06-01	2013-04-04
50000 SHS GOLDMAN SACHS GROUP	P	2005-05-25	2013-10-15
350 SHS INTEL CORP	P	2012-06-01	2013-07-12
2270 SHS ISHARES GOLD TRUST	P	2011-07-21	2013-05-24
1515 SHS ISHARES GOLD TRUST	P	2011-04-25	2013-07-02
440 SHS ISHARES INC MSCI PACIF	P	2012-10-24	2013-02-12
150 SHS ISHARES MSCI EAFE	P	2012-10-24	2013-04-29
275 SHS ISHARES MSCI SOUTH KOR	P	2012-12-07	2013-08-05
550 SHS ISHARES S&P EUROPE	P	2012-10-24	2013-02-25
230 SHS ISHARES TR FTSE XINHAU	P	2012-12-07	2013-03-21
45 SHS JOHNSON CONTROLS INC	P	2012-06-01	2013-11-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2000 SHS JP MORGAN CHASE CAP	P	2011-08-18	2013-05-08
1165 SHS MLN ELEMENTS ROGERS	P	2013-01-17	2013-04-29
105 SHS NOVARTIS AG-ADR	P	2012-06-01	2013-02-01
145 SHS PLUM CREEK TIMBER CO I	P	2010-09-02	2013-02-12
350 SHS POTASH CORP SASK	P	2012-12-14	2013-02-25
1000 SHS PUBLIC STORAGE 6 875%	P	2012-11-29	2013-10-01
1113 586 SHS PUTNAM FLOATNG	P	2013-04-24	2013-11-15
100 SHS SABRA HEALTH CARE REIT	P	2013-02-20	2013-11-25
190 SHS TEVA PHARMACEUTICAL	P	2012-06-01	2013-08-23
30 SHS THERMO FISHER SCIENTIF	P	2012-06-01	2013-07-12
20 SHS UNION PACIFIC CORP	P	2010-10-29	2013-07-12
250 SHS VANGUARD FTSE EMERGING	P	2012-03-16	2013-04-29
250 SHS VANGUARD FTSE EMERGING	P	2012-03-16	2013-09-24
6 745 SHS VANGUARD GNMA FUND	P	2013-03-28	2013-07-29
7318 584 SHS VANGUARD GNMA FUN	P	2012-03-30	2013-07-29
927 644 SHS VANGUARD SHORT-TER	P	2012-07-10	2013-02-21
17 448 SHS VANGUARD SHORT-TERM	P	2012-07-10	2013-07-29
1092 045 SHS VANGUARD SHORT-TE	P	2012-12-28	2013-07-29
245 SHS VODAFONE GROUP PLC	P	2012-06-01	2013-01-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,017		3,437	1,580
5,129		4,623	506
10,083		9,333	750
5,519		5,324	195
10,726		9,071	1,655
9,975		8,282	1,693
6,403		5,763	640
40,785		41,158	-373
15,052		14,319	733
9,257		9,432	-175
48,532		50,568	-2,036
7		7	
4,931		3,860	1,071
26,590		26,768	-178
36,520		27,450	9,070
27,773		25,195	2,578
2,551		2,530	21
51,661		46,044	5,617
36,350		35,632	718
2,638		1,340	1,298
50,000		51,291	-1,291
8,106		8,834	-728
30,230		37,580	-7,350
18,015		18,885	-870
21,180		20,029	1,151
9,123		8,019	1,104
15,304		16,741	-1,437
21,857		20,306	1,551
8,476		8,852	-376
2,209		1,309	900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000		50,098	-98
9,961		10,212	-251
7,114		5,438	1,676
6,976		5,152	1,824
14,180		14,329	-149
25,372		27,139	-1,767
10,000		10,045	-45
2,640		2,667	-27
7,429		7,418	11
2,610		1,479	1,131
3,191		1,518	1,673
10,732		11,120	-388
10,640		11,120	-480
71		73	-2
76,479		81,460	-4,981
10,000		10,083	-83
11,686		11,871	-185
182		188	-6
6,449		6,590	-141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,580
			506
			750
			195
			1,655
			1,693
			640
			-373
			733
			-175
			-2,036
			1,071
			-178
			9,070
			2,578
			21
			5,617
			718
			1,298
			-1,291
			-728
			-7,350
			-870
			1,151
			1,104
			-1,437
			1,551
			-376
			900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-98
			-251
			1,676
			1,824
			-149
			-1,767
			-45
			-27
			11
			1,131
			1,673
			-388
			-480
			-2
			-4,981
			-83
			-185
			-6
			-141

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIRSO DEL JUNCO M D 3110 MAIN STREET SANTA MONICA, CA 90405	PRES/DIRECTOR 0 0	0	0	0
PETER F MCANDREWS ESQ 3110 MAIN STREET SANTA MONICA, CA 90405	VP/DIRECTOR 0 0	0	0	0
MAUREEN MINEHAN NEGLIA 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
WILLIAM REGAN 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
MARILYN SHIPMAN 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
WILLIAM LA BELLE 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
HARRY W FRAZEE 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
DALLAS E MARVIL 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
STEVEN R PINGEL 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
LILA ROSE 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
JAMES J SALZ M D 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
SISTER PAULA VANDEGAER S S S 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0
LOUISE VALLE 3110 MAIN STREET SANTA MONICA, CA 90405	DIRECTOR 0 0	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST ANNE'S HOME 155 N OCCIDENTAL BLVD LOS ANGELES, CA 90026	N/A	PUBLIC CHARITY	MEDICAL EQUIPMENT / MEDICAL SERVICES YOUNG MOTHERS CARE	15,000
ORDER OF MALTA CLINIC 465 CALIFORNIA STREET SAN FRANCISCO, CA 94104	N/A	PUBLIC CHARITY	MEDICAL EQUIPMENT / MEDICAL SERVICES POOR/ELDERLY MEDICAL CARE	22,000
GOOD SHEPHERD SHELTER 2561 W VENICE BLVD LOS ANGELES, CA 900196233	N/A	PUBLIC CHARITY	TRANSPORTATION FOR NEEDY FAMILIES, CARE FOR THE ELDERLY	20,000
KNIGHTS OF COLUMBUS 11967 SUNSET BOULEVARD LOS ANGELES, CA 90049	N/A	PUBLIC CHARITY	HELP FOR THE NEEDY AND POOR, HELP FOR DISABLED VETERANS, ASSISTANCE WITH TUITION SUPPORT FOR NEEDY STUDENTS ATTENDING CATHOLIC SCHOOLS	11,000
THOMAS AQUINAS COLLEGE 10000 OJAI ROAD SANTA PAULA, CA 93060	N/A	PUBLIC CHARITY	PROVIDE TUITION ASSISTANCE TO STUDENTS OF NEEDY FAMILIES	10,000
Total				78,000

3a

TY 2013 Accounting Fees Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,725	15,275		450

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

**TY 2013 Investments Corporate
Bonds Schedule****Name:** QUEEN OF ANGELS CALIFORNIA FOUNDATION**EIN:** 95-6071172

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE OBLIGATIONS	160,912	160,912
DOMESTIC MUTUAL FUNDS	131,935	131,935
PREFERRED SECURITIES	36,450	36,450

**TY 2013 Investments Corporate
Stock Schedule**

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE EQUITIES	629,345	629,345
PREFERRED SECURITIES	0	0
DOMESTIC MUTUAL FUNDS	146,335	146,335
INTERNATIONAL MUTUAL FUNDS	203,287	203,287
REAL ESTATE INVESTMENT TRUSTS	114,877	114,877
REAL ASSET FUNDS	21,918	21,918
COMPLEMENTARY STRATEGIES	257,518	257,518

TY 2013 Investments - Land Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

TY 2013 Land, Etc. Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

TY 2013 Legal Fees Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,795	2,795		

TY 2013 Other Expenses Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	2	2		
OFFICE SUPPLIES	361	361		
MEETING EXPENSES	407	407		

TY 2013 Other Income Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME			

TY 2013 Other Increases Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

Description	Amount
UNREALIZED GAIN	153,098

TY 2013 Other Professional Fees Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	21,104	21,104		

TY 2013 Taxes Schedule

Name: QUEEN OF ANGELS CALIFORNIA FOUNDATION

EIN: 95-6071172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	465	465		
TAXES PAID	1,960			



Queen of Angels
Clinic &
Research Foundation

Office of the Secretary
831 North Kent Street
Los Angeles, CA 90028

165 N. Occidental Blvd. • Los Angeles, California 90028

Directive for Application for Grant

The Foundation is a nonprofit corporation, incorporated in 1960 in the state of California. It manages four funds. They are:

1) The General Fund

This fund is utilized for operational expenses, and is restricted to general purposes such as: medical education; medical research; paramedical, technical and nursing education; public education; medical service to the public, especially to needy persons; and assistance to treatment and medical education centers in capital equipment projects. Assistance to needy persons usually is through agencies serving them.

2) The Costler Fund

Its resources are limited to activities proscribed by the General Fund, and must apply to cancer.

3) The Foley Fund

Historically, this fund has been confined to medical education, medical research, and medical services, principally focused on medical schools. Its uses conform to the Foundation's objectives. Its donors currently make recommendations for grants from its resources.

4) Mary Adams Balmat Fund

Directives for assignment from this fund are being formulated, and will correspond to the Foundation's objectives.

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Applications for grants may require consideration for three to six months before decisions are made.

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CALIFORNIA NON-PROFIT CORPORATION

- 12) Describe any benefits that will accrue as a result of this project and the proposed grant to citizens of other nations, particularly neighboring and Latin American countries.
- 13) What studies have been made of future growth of this project or service, and needs for future funding.
- 14) Identify the persons of primary responsibility connected with the request of the grant.
 - A) List chief executive officers, directors, trustees;
 - B) List the person or persons and the specific departments (clinics, boards, committees, etc.) to be most responsible for utilizing the requested grant.
- 15) Include any other information considered by the requester to be pertinent to the application.

Summary

An elaborate presentation is not requested. What is sought is a brief, concise, factual statement of what is needed, why it is needed, when it is needed, how and when it will be used, by whom, for whom, where, and to what extent.

Mail your statement, with a covering letter if it is desired, to:

Queen of Angels Clinic & Research Foundation
122 N. Occidental Blvd.
Los Angeles, California 90026

Address only revised January 26, 1999