See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
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Form 990
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2003 calendar year, or tax year beginning JUL 1, 2003 and ending JUN 30, 2004

B C Name of organization
LIBERTY HILL FOUNDATION

D Employer identification number
51-0181191

E Telephone number
(310)453-3611

F Accounting method
Cash

G Website: WWW.LIBERTYHILL.ORG

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? [ ] Yes [x] No

H(b) If "Yes," enter number of affiliates [ ]

H(c) Are all affiliates included? [ ] N/A [x] Yes [ ] No

(If "No," attach a list)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [x] No

I Group Exemption Number [ ]

J Organization type (check only one) [x] 501(c)(3) (insert no.) 4947(a)(1) or 527

K Check here [ ] if the organization's gross receipts are normally not more than $25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 [x] 8,138,984.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

1 Contributions, gifts, grants, and similar amounts received.
   a Direct public support
   b Indirect public support
   c Government contributions (grants)
   d Total (add lines 1a through 1c) (cash $ 5,485,451. noncash $ 855,510.)

2 Program service revenue including government fees and contracts (from Part VII, line 93)

3 Membership dues and assessments

4 Interest on savings and temporary cash investments

5 Dividends and interest from securities

6 a Gross rents
   b Less rental expenses
   c Net rental income or (loss) (subtract line 6b from line 6a)

7 Other investment income (describe)

8 a Gross amount from sales of assets other than inventory
   b Less cost or other basis and sales expenses
   c Gain or (loss) (attach schedule)
   d Net gain or (loss) (combine line 8c, columns (A) and (B))

9 Special events and activities (attach schedule). If any amount is from gambling, check here [ ]

10 a Gross revenue (not including $ 855,510. of contributions reported on line 1a)
   b Less direct expenses other than fundraising expenses
   c Net income or (loss) from special events (subtract line 9b from line 9a)

11 Other revenue (from Part VII, line 103)

12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)

13 Program services (from line 44, column (B))

14 Management and general (from line 44, column (C))

15 Fundraising (from line 44, column (D))

16 Payments to affiliates (attach schedule)

17 Total expenses (add lines 15 and 44, column (A))

18 Excess or (deficit) for the year (subtract line 17 from line 12)

19 Net assets or fund balances at beginning of year (from line 73, column (A))

20 Other changes in net assets or fund balances (attach explanation)

21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)

Scan barcode for Form 990 processing.

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JAN 31 2005
218
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2003.08000 LIBERTY HILL FOUNDATION 4538

Form 990 (2003)

For Paperwork Reduction Act Notice, see the separate instructions.

11461228 701224 4538

2003.08000 LIBERTY HILL FOUNDATION 4538 1
<table>
<thead>
<tr>
<th>Part II</th>
<th>Statement of Functional Expenses</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Do not include amounts reported on line 6a, 6b, 6c, 6d, or 10b of Part I.</td>
<td>(A) Total</td>
<td>(B) Program services</td>
</tr>
<tr>
<td>22 Grants and allocations (attach schedule)</td>
<td>8,891</td>
<td>2,829,332</td>
</tr>
<tr>
<td>23 Specific assistance to individuals (attach schedule)</td>
<td>100,000</td>
<td>85,000</td>
</tr>
<tr>
<td>24 Benefits paid to or for members (attach schedule)</td>
<td>1,005,274</td>
<td>798,342</td>
</tr>
<tr>
<td>25 Compensation of officers, directors, etc</td>
<td>43,843</td>
<td>35,951</td>
</tr>
<tr>
<td>26 Other salaries and wages</td>
<td>172,945</td>
<td>138,763</td>
</tr>
<tr>
<td>27 Pension plan contributions</td>
<td>70,051</td>
<td>55,632</td>
</tr>
<tr>
<td>28 Other employee benefits</td>
<td>60,000</td>
<td>50,000</td>
</tr>
<tr>
<td>29 Payroll taxes</td>
<td>2,000,000</td>
<td>2,000,000</td>
</tr>
<tr>
<td>30 Professional fundraising fees</td>
<td>30,000</td>
<td>30,000</td>
</tr>
<tr>
<td>31 Accounting fees</td>
<td>31,000</td>
<td>31,000</td>
</tr>
<tr>
<td>32 Legal fees</td>
<td>32,000</td>
<td>32,000</td>
</tr>
<tr>
<td>33 Supplies</td>
<td>24,089</td>
<td>19,307</td>
</tr>
<tr>
<td>34 Telephone</td>
<td>15,575</td>
<td>12,482</td>
</tr>
<tr>
<td>35 Postage and shipping</td>
<td>18,640</td>
<td>10,084</td>
</tr>
<tr>
<td>36 Occupancy</td>
<td>149,906</td>
<td>119,925</td>
</tr>
<tr>
<td>37 Equipment rental and maintenance</td>
<td>25,012</td>
<td>20,010</td>
</tr>
<tr>
<td>38 Printing and publications</td>
<td>81,424</td>
<td>67,124</td>
</tr>
<tr>
<td>39 Travel</td>
<td>35,767</td>
<td>30,649</td>
</tr>
<tr>
<td>40 Conferences, conventions, and meetings</td>
<td>41,153</td>
<td>26,224</td>
</tr>
<tr>
<td>41 Interest</td>
<td>36,713</td>
<td>36,713</td>
</tr>
<tr>
<td>42 Depreciation, depletion, etc (attach schedule)</td>
<td>36,713</td>
<td>36,713</td>
</tr>
<tr>
<td>43 Other expenses not covered above (itemize)</td>
<td>SEE STATEMENT 4</td>
<td></td>
</tr>
<tr>
<td>43a</td>
<td>384,053</td>
<td>288,362</td>
</tr>
<tr>
<td>43b</td>
<td>5,033,777</td>
<td>4,537,187</td>
</tr>
<tr>
<td>Joint Costs. Check □ if you are following SOP 88-2</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? □ Yes □ No</td>
<td></td>
<td></td>
</tr>
<tr>
<td>If &quot;Yes,&quot; enter (1) the aggregate amount of these joint costs $ , (II) the amount allocated to Program services $ , (iii) the amount allocated to Management and general $ and (iv) the amount allocated to Fundraising $</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Part III</th>
<th>Statement of Program Service Accomplishments</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>What is the organization's primary exempt purpose? □ SEE STATEMENT 5</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Program Service Expenses (Required for 501(c)(3) and 4947(a)(1) nonexempt charitable trusts, but optional for others)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a SEE STATEMENT 6</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Grants and allocations $ 2,829,332)</td>
<td>3,180,599</td>
<td></td>
</tr>
<tr>
<td>b SEE STATEMENT 7</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Grants and allocations $ )</td>
<td>267,394</td>
<td></td>
</tr>
<tr>
<td>c SEE STATEMENT 8</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Grants and allocations $ )</td>
<td>273,495</td>
<td></td>
</tr>
<tr>
<td>d SEE STATEMENT 9</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Grants and allocations $ )</td>
<td>815,699</td>
<td></td>
</tr>
<tr>
<td>e Other program services (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Grants and allocations $ )</td>
<td>4,537,187</td>
<td></td>
</tr>
<tr>
<td>f Total of Program Service Expenses (should equal line 44, column (B), Program services)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Form 990 (2003)

11461228 701224 4538 2003.08000 LIBERTY HILL FOUNDATION 4538 1
### Part IV Balance Sheets

**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

<table>
<thead>
<tr>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>45 Cash - non-interest-bearing</td>
<td>45</td>
</tr>
<tr>
<td>46 Savings and temporary cash investments</td>
<td>2,629,556. 46</td>
</tr>
<tr>
<td>47a Accounts receivable</td>
<td>47a 1,853,003. 47c</td>
</tr>
<tr>
<td>47b Less. allowance for doubtful accounts</td>
<td>47b</td>
</tr>
<tr>
<td>48a Pledges receivable</td>
<td>48a 1,853,003. 48c</td>
</tr>
<tr>
<td>48b Less. allowance for doubtful accounts</td>
<td>48b</td>
</tr>
<tr>
<td>49 Grants receivable</td>
<td>49</td>
</tr>
<tr>
<td>50 Receivables from officers, directors, trustees, and key employees</td>
<td>50</td>
</tr>
<tr>
<td>51a Other notes and loans receivable</td>
<td>51a</td>
</tr>
<tr>
<td>51b Less. allowance for doubtful accounts</td>
<td>51b</td>
</tr>
<tr>
<td>52 Inventories for sale or use</td>
<td>52</td>
</tr>
<tr>
<td>53 Prepaid expenses and deferred charges</td>
<td>78,763. 53 70,867.</td>
</tr>
<tr>
<td>54 Investments - securities STMT 12 STMT 13</td>
<td>2,361,116. 54 3,414,446.</td>
</tr>
<tr>
<td>55a Investments - land, buildings, and equipment basis</td>
<td>55a</td>
</tr>
<tr>
<td>55b Less. accumulated depreciation</td>
<td>55b</td>
</tr>
<tr>
<td>56 Investments - other</td>
<td>SEE STATEMENT 14 128,500. 56 46,106.</td>
</tr>
<tr>
<td>57a Land, buildings, and equipment basis</td>
<td>358,731. 57a 186,163. 57c</td>
</tr>
<tr>
<td>57b Less. accumulated depreciation</td>
<td>57b</td>
</tr>
<tr>
<td>58 Other assets (describe)</td>
<td>58</td>
</tr>
<tr>
<td>59 Total assets (add lines 45 through 58) (must equal line 74)</td>
<td>6,177,063. 59 7,150,719.</td>
</tr>
<tr>
<td>60 Accounts payable and accrued expenses</td>
<td>52,279. 60 40,126.</td>
</tr>
<tr>
<td>61 Grants payable</td>
<td>754,250. 61 1,083,000.</td>
</tr>
<tr>
<td>62 Deferred revenue</td>
<td>62</td>
</tr>
<tr>
<td>63 Loans from officers, directors, trustees, and key employees</td>
<td>63</td>
</tr>
<tr>
<td>64a Tax-exempt bond liabilities</td>
<td>64a</td>
</tr>
<tr>
<td>64b Mortgages and other notes payable</td>
<td>64b</td>
</tr>
<tr>
<td>65 Other liabilities (describe)</td>
<td>65</td>
</tr>
<tr>
<td>66 Total liabilities (add lines 60 through 65)</td>
<td>806,529. 66 1,123,126.</td>
</tr>
<tr>
<td>67 Organizations that follow SFAS 117, check here ✔ and complete lines 67 through 69 and lines 73 and 74</td>
<td></td>
</tr>
<tr>
<td>68 Unrestricted</td>
<td>1,066,109. 67 1,030,548.</td>
</tr>
<tr>
<td>69 Temporarily restricted</td>
<td>4,304,425. 68 3,246,817.</td>
</tr>
<tr>
<td>69a Permanently restricted</td>
<td>69</td>
</tr>
<tr>
<td>73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)</td>
<td></td>
</tr>
<tr>
<td>74 Total liabilities and net assets / fund balances (add lines 66 and 73)</td>
<td>6,177,063. 74 7,150,719.</td>
</tr>
</tbody>
</table>

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization’s programs and accomplishments.
**Part IV-A** Reconciliation of Revenue per Audited Financial Statements with Revenue per Return

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>Total revenue, gains, and other support per audited financial statements</td>
<td>$5,949,217.</td>
</tr>
<tr>
<td>b</td>
<td>Amounts included on line a but not on line 12, Form 990</td>
<td></td>
</tr>
<tr>
<td>(1)</td>
<td>Net unrealized gains on investments</td>
<td>$18,568.</td>
</tr>
<tr>
<td>(2)</td>
<td>Donated services and use of facilities</td>
<td>$60,000.</td>
</tr>
<tr>
<td>(3)</td>
<td>Recoveries of prior year grants</td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td>Other (specify)</td>
<td>$198,381.</td>
</tr>
</tbody>
</table>

**STMT 15**

Add amounts on lines (1) through (4)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>b</td>
<td>276,949.</td>
</tr>
<tr>
<td>c</td>
<td>5,672,268.</td>
</tr>
</tbody>
</table>

**Part IV-B** Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>Total expenses and losses per audited financial statements</td>
<td>$5,292,158.</td>
</tr>
<tr>
<td>b</td>
<td>Amounts included on line a but not on line 17, Form 990</td>
<td></td>
</tr>
<tr>
<td>(1)</td>
<td>Donated services and use of facilities</td>
<td>$60,000.</td>
</tr>
<tr>
<td>(2)</td>
<td>Prior year adjustments reported on line 20, Form 990</td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td>Losses reported on line 20, Form 990</td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td>Other (specify)</td>
<td>$198,381.</td>
</tr>
</tbody>
</table>

**STMT 16**

Add amounts on lines (1) through (4)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>b</td>
<td>258,381.</td>
</tr>
<tr>
<td>c</td>
<td>5,033,777.</td>
</tr>
</tbody>
</table>

**Part V** List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated)

(A) Name and address

SEE STATEMENT A

(B) Title and average hours per week devoted to position

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>100,000.</td>
</tr>
</tbody>
</table>

(C) Compensation (If not paid, enter 0.)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>5,000.</td>
</tr>
</tbody>
</table>

(D) Contributions to employee benefit plans & deferred compensation

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>3,000.</td>
</tr>
</tbody>
</table>

(E) Expense account and other allowances

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? If "Yes," attach schedule □ Yes ☒ No

2003.08000 LIBERTY HILL FOUNDATION 4538 _1
<table>
<thead>
<tr>
<th>Part VI</th>
<th>Other Information</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>76</td>
<td>Did the organization engage in any activity not previously reported to the IRS?</td>
<td>76</td>
<td>X</td>
</tr>
<tr>
<td>77</td>
<td>Were any changes made in the organizing or governing documents but not reported to the IRS?</td>
<td>77</td>
<td>X</td>
</tr>
<tr>
<td>78</td>
<td>Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?</td>
<td>N/A</td>
<td>X</td>
</tr>
<tr>
<td>79</td>
<td>Was there a liquidation, dissolution, termination, or substantial contraction during the year?</td>
<td>79</td>
<td>X</td>
</tr>
<tr>
<td>80</td>
<td>Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?</td>
<td>80</td>
<td>X</td>
</tr>
<tr>
<td>81a</td>
<td>Enter direct or indirect political expenditures. See line 81 instructions.</td>
<td>81</td>
<td>X</td>
</tr>
<tr>
<td>81b</td>
<td>Did the organization file Form 1120-POL for this year?</td>
<td>81b</td>
<td>X</td>
</tr>
<tr>
<td>82a</td>
<td>Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?</td>
<td>82a</td>
<td>X</td>
</tr>
<tr>
<td>82b</td>
<td>If &quot;Yes,&quot; you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III).</td>
<td>82b</td>
<td>60,000</td>
</tr>
<tr>
<td>83a</td>
<td>Did the organization comply with the public inspection requirements for returns and exemption applications?</td>
<td>83a</td>
<td>X</td>
</tr>
<tr>
<td>83b</td>
<td>Did the organization comply with the disclosure requirements relating to quasi pro quo contributions?</td>
<td>83b</td>
<td>X</td>
</tr>
<tr>
<td>84a</td>
<td>Did the organization solicit any contributions or gifts that were not tax deductible?</td>
<td>84a</td>
<td>X</td>
</tr>
<tr>
<td>84b</td>
<td>If &quot;Yes,&quot; did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?</td>
<td>84b</td>
<td>X</td>
</tr>
<tr>
<td>85a</td>
<td>501(c)(4), (5), or (6) organizations. Were substantially all dues nondeductible by members?</td>
<td>85a</td>
<td>N/A</td>
</tr>
<tr>
<td>85b</td>
<td>Did the organization make only in-house lobbying expenditures of $2,000 or less?</td>
<td>85b</td>
<td>N/A</td>
</tr>
<tr>
<td>85c</td>
<td>Dues, assessments, and similar amounts from members</td>
<td>85c</td>
<td>N/A</td>
</tr>
<tr>
<td>85d</td>
<td>Section 162(e) lobbying and political expenditures</td>
<td>85d</td>
<td>N/A</td>
</tr>
<tr>
<td>85e</td>
<td>Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices</td>
<td>85e</td>
<td>N/A</td>
</tr>
<tr>
<td>85f</td>
<td>Taxable amount of lobbying and political expenditures (line 85d less 85e)</td>
<td>85f</td>
<td>N/A</td>
</tr>
<tr>
<td>85g</td>
<td>Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?</td>
<td>85g</td>
<td>N/A</td>
</tr>
<tr>
<td>85h</td>
<td>If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimates of dues allocable to nondeductible lobbying and political expenditures for the following tax year?</td>
<td>85h</td>
<td>N/A</td>
</tr>
<tr>
<td>86a</td>
<td>501(c)(7) organizations. Enter a fee paid and capital contributions included on line 12</td>
<td>86a</td>
<td>N/A</td>
</tr>
<tr>
<td>86b</td>
<td>Gross receipts, included on line 12, for public use of club facilities</td>
<td>86b</td>
<td>N/A</td>
</tr>
<tr>
<td>87a</td>
<td>501(c)(12) organizations. Enter a gross income from members or shareholders</td>
<td>87a</td>
<td>N/A</td>
</tr>
<tr>
<td>87b</td>
<td>Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)</td>
<td>87b</td>
<td>N/A</td>
</tr>
<tr>
<td>88</td>
<td>At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3?</td>
<td>88</td>
<td>X</td>
</tr>
<tr>
<td>89a</td>
<td>501(c)(3) organizations. Enter Amount of tax imposed on the organization during the year under section 4911</td>
<td>89a</td>
<td>X</td>
</tr>
<tr>
<td>89b</td>
<td>501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year?</td>
<td>89b</td>
<td>X</td>
</tr>
<tr>
<td>90a</td>
<td>List the states with which a copy of this return is filed</td>
<td>90a</td>
<td>CALIFORNIA</td>
</tr>
<tr>
<td>90b</td>
<td>Number of employees employed in the pay period that includes March 12, 2003</td>
<td>90b</td>
<td>22</td>
</tr>
<tr>
<td>91</td>
<td>The books are open of care of SCOTT ARNESON</td>
<td>91</td>
<td>Telephone no (310) 453-3611</td>
</tr>
<tr>
<td>92</td>
<td>Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the tax year.</td>
<td>92</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Located at 2121 CLOVERFIELD BLVD. STE 113, SANTA MONICA, CA 90404-5226
### Part VII: Analysis of Income-Producing Activities

<table>
<thead>
<tr>
<th>Note: Enter gross amounts unless otherwise indicated.</th>
</tr>
</thead>
<tbody>
<tr>
<td>93 Program service revenue</td>
</tr>
<tr>
<td>a</td>
</tr>
<tr>
<td>b</td>
</tr>
<tr>
<td>c</td>
</tr>
<tr>
<td>d</td>
</tr>
<tr>
<td>e</td>
</tr>
<tr>
<td>f Medicare/Medicaid payments</td>
</tr>
<tr>
<td>g Fees and contracts from government agencies</td>
</tr>
<tr>
<td>94 Membership dues and assessments</td>
</tr>
<tr>
<td>95 Interest on savings and temporary cash investments</td>
</tr>
<tr>
<td>14 90,251.</td>
</tr>
<tr>
<td>96 Dividends and interest from securities</td>
</tr>
<tr>
<td>97 Net rental income (or) loss from real estate</td>
</tr>
<tr>
<td>a debt-financed property</td>
</tr>
<tr>
<td>b not debt-financed property</td>
</tr>
<tr>
<td>98 Net rental income (or) loss from personal property</td>
</tr>
<tr>
<td>99 Other investment income</td>
</tr>
<tr>
<td>100 Gain or (loss) from sales of assets</td>
</tr>
<tr>
<td>other than inventory</td>
</tr>
<tr>
<td>18 183,197.</td>
</tr>
<tr>
<td>101 Net income or (loss) from special events</td>
</tr>
<tr>
<td>102 Gross profit or (loss) from sales of inventory</td>
</tr>
<tr>
<td>103 Other revenue</td>
</tr>
<tr>
<td>a</td>
</tr>
<tr>
<td>b</td>
</tr>
<tr>
<td>c</td>
</tr>
<tr>
<td>d</td>
</tr>
<tr>
<td>e</td>
</tr>
<tr>
<td>104 Subtotal (add columns (B), (D), and (E))</td>
</tr>
<tr>
<td>105 Total (add line 104, columns (B), (D), and (E))</td>
</tr>
<tr>
<td>0 273,448.</td>
</tr>
</tbody>
</table>

### Part VII: Relationship of Activities to the Accomplishment of Exempt Purposes

<table>
<thead>
<tr>
<th>Line No.</th>
<th>Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).</th>
</tr>
</thead>
</table>

### Part IX: Information Regarding Taxable Subsidiaries and Disregarded Entities

<table>
<thead>
<tr>
<th>Name, address, and EIN of corporation, partnership, or disregarded entity</th>
<th>Percentage of ownership interest</th>
<th>Nature of activities</th>
<th>Total income</th>
<th>End-of-year assets</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>%</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Part X: Information Regarding Transfers Associated with Personal Benefit Contracts

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

---

**Form 990 (2003)**

LIBERTY HILL FOUNDATION

51-0181191

Page 6

11461228 701224 4538 2003.08000 LIBERTY HILL FOUNDATION 4538 1
<table>
<thead>
<tr>
<th>Name of the organization</th>
<th>Employer Identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>LIBERTY HILL FOUNDATION</td>
<td>51 0181191</td>
</tr>
</tbody>
</table>

### Part I: Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None ")

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans &amp; deferred compensation</th>
<th>(e) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>CATHERINE SUITOR</td>
<td>DEV. DIRECTOR</td>
<td>82,400.</td>
<td>4,120.</td>
<td></td>
</tr>
<tr>
<td>2121 CLOVERFIELD BLVD, SANTA MONICA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>KIMBERLY REGISTER</td>
<td>LEGAL/FINCL</td>
<td>80,000.</td>
<td>4,000.</td>
<td></td>
</tr>
<tr>
<td>2121 CLOVERFIELD BLVD, SANTA MONICA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MICHELE PRICHARD-LANE</td>
<td>PROJ.DIR.</td>
<td>67,980.</td>
<td>3,399.</td>
<td></td>
</tr>
<tr>
<td>2121 CLOVERFIELD BLVD, SANTA MONICA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JOSEPHINA PAREDES</td>
<td>DIR. OF PROG.</td>
<td>64,375.</td>
<td>3,219.</td>
<td></td>
</tr>
<tr>
<td>2121 CLOVERFIELD BLVD, SANTA MONICA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BARBARA OSBORN</td>
<td>DIR. MEDIA RE</td>
<td>65,000.</td>
<td>3,250.</td>
<td></td>
</tr>
<tr>
<td>2121 CLOVERFIELD BLVD, SANTA MONICA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total number of other employees paid over $50,000: 5

### Part II: Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None ")

<table>
<thead>
<tr>
<th>(a) Name and address of each independent contractor paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total number of others receiving over $50,000 for professional services: 0
**Part III**

**Statements About Activities**  
(See page 2 of the instructions)

1. During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities $\frac{42,368}{2}$ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)
   - Yes: X
   - No: 

   Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.

2. During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.) SEE STATEMENT 17
   - a) Sale, exchange, or leasing of property?
     - Yes: X
     - No: 
   - b) Lending of money or other extension of credit?
     - Yes: X
     - No: 
   - c) Furnishing of goods, services, or facilities?
     - Yes: X
     - No: 
   - d) Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?  SEE PART V, FORM 990
     - Yes: X
     - No: 
   - e) Transfer of any part of its income or assets?
     - Yes: X
     - No: 

3. a) Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)
   - Yes: X
   - No: 
   b) Do you have a section 403(b) annuity plan for your employees?
     - Yes: X
     - No: 

4. Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?
   - Yes: X
   - No: 

**Part IV**

**Reason for Non-Private Foundation Status**  
(See pages 3 through 6 of the instructions)

The organization is not a private foundation because it is  
(Select only ONE applicable box)

5. A church, convention of churches, or association of churches Section 170(b)(1)(A)(i).
6. A school Section 170(b)(1)(A)(ii) (Also complete Part V.)
7. A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(ii)
8. A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
9. A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(vi) Enter the hospital's name, city, and state.
10. An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the Support Schedule in Part IV-A.)
11a. An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(iv) (Also complete the Support Schedule in Part IV-A.)
11b. A community trust. Section 170(b)(1)(A)(iv) (Also complete the Support Schedule in Part IV-A.)
12. An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975  See section 509(a)(2)  (Also complete the Support Schedule in Part IV-A.)
13. An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions)

<table>
<thead>
<tr>
<th>(a) Name(s) of supported organization(s)</th>
<th>(b) Line number from above</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Schedule A (Form 990 or 990-EZ) 2003**
<table>
<thead>
<tr>
<th>Schedule A (Form 990 or 990-EZ) 2003</th>
<th>LIBERTY HILL FOUNDATION</th>
<th>Page 3</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Part IV-A Support Schedule</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting. Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Calendar year (or fiscal year beginning in)</td>
<td>(a) 2002</td>
<td>(b) 2001</td>
</tr>
<tr>
<td>15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)</td>
<td>5,905,773</td>
<td>5,691,213</td>
</tr>
<tr>
<td>16 Membership fees received</td>
<td></td>
<td></td>
</tr>
<tr>
<td>17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose</td>
<td>172,211</td>
<td>96,027</td>
</tr>
<tr>
<td>18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975</td>
<td>126,960</td>
<td>161,436</td>
</tr>
<tr>
<td>19 Net income from unrelated business activities not included in line 18</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets</td>
<td>SEE STATEMENT 18</td>
<td></td>
</tr>
<tr>
<td>23 Total of lines 15 through 22</td>
<td>6,204,944</td>
<td>5,948,676</td>
</tr>
<tr>
<td>24 Line 23 minus line 17</td>
<td>6,032,733</td>
<td>5,852,649</td>
</tr>
<tr>
<td>25 Enter 1% of line 23</td>
<td>62,049</td>
<td>59,487</td>
</tr>
<tr>
<td>26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24</td>
<td></td>
<td>31,712</td>
</tr>
<tr>
<td>b Prepare a list for your records to show the name of, and amount contributed to each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Do not file this list with your return. Enter the total of all these excess amounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Total support for section 509(a)(1) test: Enter line 24, column (e)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Add Amounts from column (e) for lines</td>
<td>543,228</td>
<td>31,712</td>
</tr>
<tr>
<td>e Public support (line 26c minus line 26d total)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Public support percentage (line 26e (numerator) divided by line 26c (denominator))</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a &quot;disqualified person,&quot; prepare a list for your records to show the name of, and total amounts received in each year from, each &quot;disqualified person.&quot; Do not file this list with your return. Enter the sum of such amounts for each year:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b For any amount included in line 17 that was received from each person (other than &quot;disqualified persons&quot;), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) $5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Add Amounts from column (e) for lines:</td>
<td>15</td>
<td>16</td>
</tr>
<tr>
<td>17</td>
<td>20</td>
<td>21</td>
</tr>
<tr>
<td>d Add Line 27a total and line 27b total</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Public support (line 27c total minus line 27d total)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Total support for section 509(a)(2) test Enter amount on line 23, column (e)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Public support percentage (line 27e (numerator) divided by line 27f (denominator))</td>
<td></td>
<td></td>
</tr>
<tr>
<td>h Investment income percentage (line 27g, column (e) (numerator) divided by line 27h (denominator))</td>
<td></td>
<td></td>
</tr>
<tr>
<td>28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15</td>
<td>NONE</td>
<td></td>
</tr>
</tbody>
</table>

11461228 701224 4538 2003.08000 LIBERTY HILL FOUNDATION 4538 1
### Part V Private School Questionnaire

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?</td>
<td>29</td>
<td></td>
</tr>
<tr>
<td>30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?</td>
<td>30</td>
<td></td>
</tr>
<tr>
<td>31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?</td>
<td>31</td>
<td></td>
</tr>
<tr>
<td>(If &quot;Yes,&quot; please describe, if &quot;No,&quot; please explain (If you need more space, attach a separate statement)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>32 Does the organization maintain the following</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Records indicating the racial composition of the student body, faculty, and administrative staff?</td>
<td>32a</td>
<td></td>
</tr>
<tr>
<td>b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?</td>
<td>32b</td>
<td></td>
</tr>
<tr>
<td>cCopies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?</td>
<td>32c</td>
<td></td>
</tr>
<tr>
<td>dCopies of all material used by the organization or on its behalf to solicit contributions?</td>
<td>32d</td>
<td></td>
</tr>
<tr>
<td>(If you answered &quot;No&quot; to any of the above, please explain (If you need more space, attach a separate statement)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33 Does the organization discriminate by race in any way with respect to</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Students' rights or privileges?</td>
<td>33a</td>
<td></td>
</tr>
<tr>
<td>b Admissions policies?</td>
<td>33b</td>
<td></td>
</tr>
<tr>
<td>c Employment of faculty or administrative staff?</td>
<td>33c</td>
<td></td>
</tr>
<tr>
<td>d Scholarships or other financial assistance?</td>
<td>33d</td>
<td></td>
</tr>
<tr>
<td>e Educational policies?</td>
<td>33e</td>
<td></td>
</tr>
<tr>
<td>f Use of facilities?</td>
<td>33f</td>
<td></td>
</tr>
<tr>
<td>g Athletic programs?</td>
<td>33g</td>
<td></td>
</tr>
<tr>
<td>h Other extracurricular activities?</td>
<td>33h</td>
<td></td>
</tr>
<tr>
<td>(If you answered &quot;Yes&quot; to any of the above, please explain (If you need more space, attach a separate statement)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>34 a Does the organization receive any financial aid or assistance from a governmental agency?</td>
<td>34a</td>
<td></td>
</tr>
<tr>
<td>b Has the organization's right to such aid ever been revoked or suspended?</td>
<td>34b</td>
<td></td>
</tr>
<tr>
<td>(If you answered &quot;Yes&quot; to either 34a or b, please explain using an attached statement)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>35 Does the organization certify that it has complied with the applicable requirements of sections 401 through 405 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If &quot;No,&quot; attach an explanation</td>
<td>35</td>
<td></td>
</tr>
</tbody>
</table>
### Part VI-A  Lobbying Expenditures by Electing Public Charities

<table>
<thead>
<tr>
<th>Limits on Lobbying Expenditures</th>
</tr>
</thead>
<tbody>
<tr>
<td>(The term &quot;expenditures&quot; means amounts paid or incurred)</td>
</tr>
<tr>
<td>(a) Affiliated group totals</td>
</tr>
<tr>
<td>---</td>
</tr>
<tr>
<td>36 Total lobbying expenditures to influence public opinion (grassroots lobbying)</td>
</tr>
<tr>
<td>37 Total lobbying expenditures to influence a legislative body (direct lobbying)</td>
</tr>
<tr>
<td>38 Total lobbying expenditures (add lines 36 and 37)</td>
</tr>
<tr>
<td>39 Other exempt purpose expenditures</td>
</tr>
<tr>
<td>40 Total exempt purpose expenditures (add lines 38 and 39)</td>
</tr>
<tr>
<td>41 Lobbying nontaxable amount Enter the amount from the following table -</td>
</tr>
<tr>
<td>If the amount on line 40 is -</td>
</tr>
<tr>
<td>Not over $500,000</td>
</tr>
<tr>
<td>Over $500,000 but not over $1,000,000</td>
</tr>
<tr>
<td>Over $1,000,000 but not over $1,500,000</td>
</tr>
<tr>
<td>Over $1,500,000 but not over $17,000,000</td>
</tr>
<tr>
<td>Over $17,000,000</td>
</tr>
<tr>
<td>42 Grassroots nontaxable amount (enter 25% of line 41)</td>
</tr>
<tr>
<td>Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36</td>
</tr>
<tr>
<td>Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38</td>
</tr>
</tbody>
</table>

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

### 4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2003</th>
<th>(b) 2002</th>
<th>(c) 2001</th>
<th>(d) 2000</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>45 Lobbying nontaxable amount</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>46 Lobbying ceiling amount (150% of line 45(e))</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>47 Total lobbying expenditures</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>48 Grassroots nontaxable amount</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>49 Grassroots ceiling amount (150% of line 48(e))</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>50 Grassroots lobbying expenditures</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Part VI-B  Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines a through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (Add lines a through h.)

Yes | No | Amount
---|---|---
| X | | |
| X | | |
| X | | |
| X | | 168.
| X | | |
| X | | 42,200.
| X | | |
| X | | 42,368.

SEE STATEMENT B

Schedule A (Form 990 or 990-EZ) 2003

11461228 701224 4538

2003.08000 LIBERTY HILL FOUNDATION 4538 1
Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- Transfers from the reporting organization to a noncharitable exempt organization of
  - Cash (l)
  - Other assets (ii)

- Other transactions
  - Sales or exchanges of assets with a noncharitable exempt organization (i)
  - Purchases of assets from a noncharitable exempt organization (ii)
  - Rental of facilities, equipment, or other assets (iii)
  - Reimbursement arrangements (iv)
  - Loans or loan guarantees (v)
  - Performance of services or membership or fundraising solicitations (vi)

- Sharing of facilities, equipment, mailing lists, other assets, or paid employees

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

<table>
<thead>
<tr>
<th>(a) Line no</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td>51A</td>
<td>85,000</td>
<td>FAMILIES TO AMEND</td>
<td>14 GRANTS RANGING FROM $1,000 TO $32,500</td>
</tr>
</tbody>
</table>

Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

- Yes (l)
- No (x)

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) Type of organization</th>
<th>(c) Description of relationship</th>
</tr>
</thead>
</table>
## List of officers, directors, trustees, and key employees

<table>
<thead>
<tr>
<th>(A) Name and address</th>
<th>(B) Title and average hours per week devoted to position</th>
<th>(C) Compensation</th>
<th>(D) Contributions to employee benefit plans &amp;</th>
<th>(E) Expense account and other</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lanny Gertler</td>
<td>Board Chairperson</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
</tbody>
</table>
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Leo Baetsky          | Board Treasurer                                         | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Paula Litt           | Board Secretary                                         | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| JJ Abrams            | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Frank Acosta         | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Michael Balaoning    | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Suzanne Biegel       | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Deborah Ching        | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Barbara Cohn         | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Brickson Diamond     | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Rick Jacobs          | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Fran Jemmott         | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Sheila James Kuehl   | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| Antonio Manning      | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |
| John Bard Manulis    | Board Member                                            | $0              | $0                                          | $0                            |
| 2121 Cloverfield Blvd, Ste 113  
  Santa Monica, CA 90404 | 2                                                        |                 |                                             |                               |

STATEMENT A
<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Units</th>
<th>Salary 1</th>
<th>Salary 2</th>
<th>Salary 3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wally Marks</td>
<td>Board Member</td>
<td>2</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
</tbody>
</table>
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Dennis Martinez | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Katie McGrath   | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Alison Morgan   | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Sarah Pillsbury | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Frank Quevedo   | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Jaime Regaldo   | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Cathy Salser    | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Anneka Scranton | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Gary Stewart    | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Jon Wiener      | Board Member    | 2     | $0       | $0       | $0       |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |
| Torie Osborn    | Executive Director | 40  | $100,000 | $5,000   | $3,000   |
| 2121 Cloverfield Blvd., Ste 113  
Santa Monica, CA 90404 |

**STATEMENT A**
Lobbying activity by nonelecting public charities

<table>
<thead>
<tr>
<th></th>
<th>YES</th>
<th>NO</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>c</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>d</td>
<td>X</td>
<td>168</td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>X</td>
<td>42,200</td>
</tr>
<tr>
<td>g</td>
<td></td>
<td></td>
</tr>
<tr>
<td>h</td>
<td></td>
<td></td>
</tr>
<tr>
<td>l</td>
<td>Total</td>
<td>$ 42,368</td>
</tr>
</tbody>
</table>

Detail of lobbying activity by nonelecting public charities

**Amount**

**Mailings:**
- E-mail Blast opposing Gang Prevention and Effective Deterrence Act
  - June e-news: 66
  - Total: 102

**Grants:**
- 4263 California Environmental Rights Alliance
  - P.O. Box 116
  - El Segundo, CA 90245-0116
  - Amount: 1,750
- 4259 East Yard Communities for Environmental Justice
  - P.O. Box 911194
  - Los Angeles, CA 90091
  - Amount: 950
- 4246 Committee to Bridge the Gap
  - 1637 Butler Avenue #203
  - Los Angeles, CA 90025
  - Amount: 5,000
- 4575 Families to Amend California's Three Strikes
  - 3992 S. Figueroa, Suite 210
  - Los Angeles, CA 90037
  - Amount: 3,000
- 4578 Californians for Justice Education Fund
  - 1611 Telegraph Ave., Suite 317
  - Oakland, CA 94612
  - Amount: 7,000
- 4257 Association of Community Organizations for Reform Now
  - 3655 S. Grand Ave., Suite 250
  - Los Angeles, CA 90007
  - Amount: 7,000
- 4254 Coalition for a Safe Environment
  - 140 W. Lomita Blvd.
  - Wilmington, CA 90744-1223
  - Amount: 1,000
- 4178 California Childcare Providers for Action
  - 3655 S. Grand Ave. Suite 250
  - Los Angeles, CA 90007
  - Amount: 12,000

**STATEMENT B**
<table>
<thead>
<tr>
<th>#</th>
<th>Organization</th>
<th>Address</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>4172</td>
<td>Greater Long Beach Interfaith Community Organization</td>
<td>5600 Linden Ave. Long Beach, CA 90805</td>
<td>1,500</td>
</tr>
<tr>
<td>4226</td>
<td>Korean Resource Center</td>
<td>900 South Crenshaw Blvd. Los Angeles, CA 90019</td>
<td>3,000</td>
</tr>
<tr>
<td>Fund</td>
<td>Donee's name</td>
<td>Donee's address</td>
<td>Amount</td>
</tr>
<tr>
<td>-----------------------------------------------</td>
<td>---------------------------------------</td>
<td>----------------------------------------</td>
<td>--------</td>
</tr>
<tr>
<td>Adelman and Llanos Family Fund</td>
<td>Coalition to Abolish Slavery &amp; Trafficking</td>
<td>5042 Wilshire Blvd., #586</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Adelman and Llanos Family Fund</td>
<td>Coalition to Abolish Slavery &amp; Trafficking</td>
<td>5042 Wilshire Blvd., #586</td>
<td>$1,500.00</td>
</tr>
<tr>
<td>Adelman and Llanos Family Fund</td>
<td>Korean Immigrant Workers Advocates</td>
<td>3465 West 8th Street, Los Angeles, CA 90005</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Adelman and Llanos Family Fund</td>
<td>Los Angeles Alliance for a New Economy</td>
<td>216 W. 6th St., Suite 1204, Los Angeles, CA 90014</td>
<td>$2,500.00</td>
</tr>
<tr>
<td>Adelman and Llanos Family Fund</td>
<td>United Students Against Sweatshops</td>
<td>1150 17th St. NW, Washington, DC 20036</td>
<td>$1,500.00</td>
</tr>
<tr>
<td>Adelman and Llanos Family Fund</td>
<td>Venice Family Clinic</td>
<td>604 Rose Avenue, Venice, CA 90291</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Angelina Fund</td>
<td>California Network of Mental Health Clients</td>
<td>1722 J Street, Suite 324, Sacramento, CA 95814</td>
<td>$600.00</td>
</tr>
<tr>
<td>Angelina Fund</td>
<td>Community Coalition for Substance Abuse Prevention and Treatment</td>
<td>8101 South Vermont Avenue, Los Angeles, CA 90044</td>
<td>$2,500.00</td>
</tr>
<tr>
<td>Angelina Fund</td>
<td>Mind/Freedom Support Coalition International</td>
<td>454 Williams, Suite 216, Eugene, OR 97440-3484</td>
<td>$2,500.00</td>
</tr>
<tr>
<td>Angelina Fund</td>
<td>National Empowerment Center</td>
<td>596 Canal St, Lawrence, MA 01840</td>
<td>$8,000.00</td>
</tr>
<tr>
<td>Anna and Emanuel Cohen Memorial Fund</td>
<td>California Coalition for Women Prisoners</td>
<td>1540 Market St., Suite 490, San Francisco, CA 94102</td>
<td>$500.00</td>
</tr>
<tr>
<td>Anna and Emanuel Cohen Memorial Fund</td>
<td>Inquilinos Unidos</td>
<td>660 S. Bonnie Brae Street, Los Angeles, CA 90057</td>
<td>$500.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>Progressive Christians Uprising</td>
<td>281 South Thomas St., Suite 502, Pomona, CA 91766</td>
<td>$500.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>Rainbow Services</td>
<td>453 W 7th Street, San Pedro, CA 90731</td>
<td>$500.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>Rainbow Services</td>
<td>453 W 7th Street, San Pedro, CA 90731</td>
<td>$2,500.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>Strategic Actions for a Just Economy</td>
<td>152 W. 32nd St., Los Angeles, CA 90007</td>
<td>$500.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>Strategic Actions for a Just Economy</td>
<td>152 W 32nd St., Los Angeles, CA 90007</td>
<td>$500.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>Strategic Actions for a Just Economy</td>
<td>152 W. 32nd St., Los Angeles, CA 90007</td>
<td>$500.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>Strategic Actions for a Just Economy</td>
<td>152 W 32nd St., Los Angeles, CA 90007</td>
<td>$500.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>The Global Fund for Women</td>
<td>1375 Sutter St., Suite 400, San Francisco, CA 94109</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>The Global Fund for Women</td>
<td>1375 Sutter St., Suite 400, San Francisco, CA 94109</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Annetka Scantlon Fund</td>
<td>Women At Work</td>
<td>50 N. Hill Avenue, Ste 300, Pasadena, CA 91106</td>
<td>$500.00</td>
</tr>
<tr>
<td>Arkatov Charitable Fund</td>
<td>American Associates, Ben-Gurion University of the Negev</td>
<td>1430 Broadway, 8th Floor, New York, NY 10018</td>
<td>$400.00</td>
</tr>
<tr>
<td>Arkatov Charitable Fund</td>
<td>Anti-Defamation League</td>
<td>10495 Santa Monica Blvd, Los Angeles, CA 90025-5031</td>
<td>$200.00</td>
</tr>
<tr>
<td>Arkatov Charitable Fund</td>
<td>Cure Autism Now</td>
<td>5455 Wilshire Blvd., Suite 715, Los Angeles, CA 90036-4234</td>
<td>$500.00</td>
</tr>
<tr>
<td>Arkatov Charitable Fund</td>
<td>Los Angeles Chamber Orchestra</td>
<td>707 Wilshire Blvd., Suite 1850, Los Angeles, CA 90071</td>
<td>$740.00</td>
</tr>
<tr>
<td>Arkatov Charitable Fund</td>
<td>National Alliance for Autism Research</td>
<td>99 Wall Street, Research Park, Princeton, NJ 08540</td>
<td>$500.00</td>
</tr>
<tr>
<td>Arkatov Charitable Fund</td>
<td>Southern Poverty Law Center</td>
<td>400 Washington Avenue, Montgomery, AL 36104</td>
<td>$200.00</td>
</tr>
<tr>
<td>Arkatov Charitable Fund</td>
<td>The Colburn School of Performing Arts</td>
<td>200 South Grand Avenue, Los Angeles, CA 90012</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Arkatov Charitable Fund</td>
<td>United Jewish Fund</td>
<td>6505 Wilshire Blvd, Los Angeles, CA 90048</td>
<td>$500.00</td>
</tr>
<tr>
<td>Altias Fund</td>
<td>DreamYard/L.A.</td>
<td>2100 S Figueroa St., Suite 400, Los Angeles, CA 90007</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Fund</td>
<td>Donee's name</td>
<td>Donee's address</td>
<td>Amount</td>
</tr>
<tr>
<td>--------------</td>
<td>-------------------------------------</td>
<td>--------------------------------------</td>
<td>--------</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Families to Amend California's Three Strikes</td>
<td>3982 S Figueroa, Suite 207A, Los Angeles, CA 90037</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Los Angeles Alliance for a New Economy</td>
<td>215 W. 6th St., Suite 1204, Los Angeles, CA 90014</td>
<td>$ 500.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Los Angeles Center for Educational Research</td>
<td>P.O. Box 28883, Los Angeles, CA 90028</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Los Angeles Southwest College Foundation</td>
<td>1600 West Imperial Highway, Los Angeles, CA 90047</td>
<td>$ 1,500.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Mar Vista Family Center</td>
<td>5075 Slauson Avenue, Culver City, CA 90230</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Murchison Street School</td>
<td>1501 Murchison Street, Los Angeles, CA 90033</td>
<td>$ 500.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>NAMI California</td>
<td>1111 Howe Ave., Suite 475, Sacramento, CA 95825-8541</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>New Visions Foundation</td>
<td>The Bridge Program, P.O. Box 611, Barrington Station, Los Angeles, CA 90049</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Ocean Park Community Center</td>
<td>1453 18th Street, Santa Monica, CA 90404-2715</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Santa Monica Allied for Responsible</td>
<td>525 Colorado Blvd, Santa Monica, CA 90401</td>
<td>$ 500.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Tourism</td>
<td>8459 Ridge Avenue, Second Floor, Philadelphia, PA 19128</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Shefa Fund</td>
<td>2433 Main Street, Suite C, Santa Monica, CA 90405</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Venice Community Housing Corporation</td>
<td>720 Rose Avenue, Venice, CA 90291</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Venice Community Housing Corporation</td>
<td>720 Rose Avenue, Venice, CA 90291</td>
<td>$ 1,000.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Women and Youth Supporting Each Other</td>
<td>634 S Spring Street, Ste 902, Los Angeles, CA 90014</td>
<td>$ 750.00</td>
</tr>
<tr>
<td>Atlas Fund</td>
<td>Women's Reproductive Rights Assistance</td>
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**Bertha Wolf - Rosenthal Foundation Fund for Community Service**

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<td>Bill Melamed Jr. Fund</td>
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<td>Carol Sobel Fund</td>
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<td>Sweatshop Watch</td>
<td>310 Eighth Street, Suite 303, Oakland, CA 94607</td>
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<tr>
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<td>Bike Out</td>
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## Cash grants and allocations

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STATEMENT C
# Cash grants and allocations

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STATEMENT C
## Cash grants and allocations

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<th>Donee's address</th>
<th>Amount</th>
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### Cash grants and allocations

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**Statement C**
## Cash grants and allocations

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**Statement C**
## Cash grants and allocations

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STATEMENT C
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**STATEMENT C**
# Cash grants and allocations

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# Cash grants and allocations

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<th>Amount</th>
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**STATEMENT C**
## Cash grants and allocations

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**total grants** $2,829,331.56
**LIBERTY HILL FOUNDATION**

**FORM 990 GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES STATEMENT 1**

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<th>GROSS RECEIPTS</th>
<th>CONTRIBUT. INCLUDED</th>
<th>GROSS REVENUE</th>
<th>DIRECT EXPENSES</th>
<th>NET INCOME</th>
</tr>
</thead>
<tbody>
<tr>
<td>ANNUAL UPTON SINCLAIR AWARD (USA)</td>
<td>726,454.</td>
<td>656,704.</td>
<td>69,750.</td>
<td>155,384.</td>
<td>&lt;85,634.</td>
</tr>
<tr>
<td>SWEET HONEY IN THE ROCK CONCERT</td>
<td>113,730.</td>
<td>71,730.</td>
<td>42,000.</td>
<td>42,997.</td>
<td>&lt;997.</td>
</tr>
<tr>
<td>OTHER EVENTS REVENUE</td>
<td>127,076.</td>
<td>127,076.</td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>TO FM 990, PART I, LINE 9</td>
<td>967,260.</td>
<td>855,510.</td>
<td>111,750.</td>
<td>198,381.</td>
<td>&lt;86,631.</td>
</tr>
</tbody>
</table>

**FORM 990 OTHER CHANGES IN NET ASSETS OR FUND BALANCES STATEMENT 3**

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>UNREALIZED GAIN ON INVESTMENTS</td>
<td>18,568.</td>
</tr>
<tr>
<td>TOTAL TO FORM 990, PART I, LINE 20</td>
<td>18,568.</td>
</tr>
</tbody>
</table>

**FORM 990 OTHER EXPENSES STATEMENT 4**

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>(A) TOTAL</th>
<th>(B) PROGRAM SERVICES</th>
<th>(C) MANAGEMENT AND GENERAL</th>
<th>(D) FUNDRAISING</th>
</tr>
</thead>
<tbody>
<tr>
<td>INSURANCE</td>
<td>11,871.</td>
<td>9,497.</td>
<td>1,068.</td>
<td>1,306.</td>
</tr>
<tr>
<td>INVESTMENT</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MANAGEMENT FEES</td>
<td>46,408.</td>
<td></td>
<td>46,408.</td>
<td></td>
</tr>
<tr>
<td>CONTRACT LABOR</td>
<td>124,910.</td>
<td>119,925.</td>
<td>2,890.</td>
<td>2,095.</td>
</tr>
</tbody>
</table>
### LIBERTY HILL FOUNDATION

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount 1</th>
<th>Amount 2</th>
<th>Amount 3</th>
<th>Amount 4</th>
</tr>
</thead>
<tbody>
<tr>
<td>PUBLIC RELATIONS</td>
<td>8,733</td>
<td>6,986</td>
<td>787</td>
<td>960</td>
</tr>
<tr>
<td>STAFF TRAINING</td>
<td>10,581</td>
<td>5,950</td>
<td>599</td>
<td>4,032</td>
</tr>
<tr>
<td>MISCELLANEOUS</td>
<td>6,247</td>
<td>1,659</td>
<td>4,359</td>
<td>229</td>
</tr>
<tr>
<td>GRANT PROGRAM</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ADMINISTRATION</td>
<td>105,238</td>
<td>105,238</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ADVERTISING</td>
<td>864</td>
<td>500</td>
<td>364</td>
<td></td>
</tr>
<tr>
<td>PROFESSIONAL</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SERVICES</td>
<td>23,593</td>
<td>8,093</td>
<td>15,500</td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL TO FM 990, LN 43</strong></td>
<td><strong>384,053</strong></td>
<td><strong>288,362</strong></td>
<td><strong>86,632</strong></td>
<td><strong>9,059</strong></td>
</tr>
</tbody>
</table>

---

### FORM 990 STATEMENT OF ORGANIZATION’S PRIMARY EXEMPT PURPOSE STATEMENT 5 PART III

**EXPLANATION**

The Liberty Hill Foundation partners with innovative and effective Los Angeles grassroots organizations to combat poverty and injustice, and help transform the "City of Angels" into a place that promises safety, equality and opportunity. Liberty Hill achieves this through grants to community-based organizations, training and leadership development programs, public education on social issues and philanthropic services to donors.
DESCRIPTION OF PROGRAM SERVICE ONE

GRANTMAKING ACCOMPLISHMENTS: IN FY2004, LIBERTY HILL GAVE GRANTS TO 367 ORGANIZATIONS FOR A TOTAL OF $2,894,673. THE ISSUES FUNDED ARE DIVERSE -- INCREASING WAGES AND BENEFITS FOR LOW-INCOME WORKERS, REMOVING TOXIC SUBSTANCES FROM NEIGHBORHOODS, PROVIDING ADVOCACY AND SERVICES TO LESBIANS AND GAY MEN, REFORMING L.A.'S PUBLIC EDUCATION SYSTEM AND INCREASING CIVIC PARTICIPATION BY LOW-INCOME AND DISENFRANCHISED PEOPLE.

TO FORM 990, PART III, LINE A

<table>
<thead>
<tr>
<th>GRANTS</th>
<th>EXPENSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>2,829,332.</td>
<td>3,180,599.</td>
</tr>
</tbody>
</table>

DESCRIPTION OF PROGRAM SERVICE TWO

TECHNICAL ASSISTANCE ACCOMPLISHMENTS: IN FY2004, 620 PEOPLE FROM 321 ORGANIZATIONS ATTENDED LEADERSHIP DEVELOPMENT AND TRAINING WORKSHOPS, PARTICIPATED IN SPECIALIZED PEER LEARNING SESSIONS OR ENTERED INTO ONE-ON-ONE MENTORING RELATIONSHIPS. TOPICS INCLUDED GRANTWRITING, GRASSROOTS FUNDRAISING, TECHNOLOGY TRAINING, ECONOMICS EDUCATION, MEDIA ADVOCACY AND APPLYING FOR NONPROFIT STATUS.

TO FORM 990, PART III, LINE B

<table>
<thead>
<tr>
<th>GRANTS</th>
<th>EXPENSES</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>267,394.</td>
</tr>
</tbody>
</table>
DESCRIPTION OF PROGRAM SERVICE THREE

PUBLIC EDUCATION ACCOMPLISHMENTS: IN FY2004, LIBERTY HILL GENERATED SIGNIFICANT MEDIA INTEREST IN THE ISSUES GRANT RECIPIENTS WORK ON -- ISSUES AS DIVERSE AS REFORMING CALIFORNIA'S THREE STRIKES LAW TO PUNISH ONLY SERIOUS AND VIOLENT OFFENDERS WITH LIFE IN PRISON, TO REGISTERING HOMELESS PEOPLE TO VOTE. ON JUST THE THREE STRIKES ISSUE ALONE, APPROXIMATELY 100 MEDIA STORIES APPEARED IN PRINT, TELEVISION AND ON RADIO.

<table>
<thead>
<tr>
<th>GRANTS</th>
<th>EXPENSES</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>273,495.</td>
</tr>
</tbody>
</table>

TO FORM 990, PART III, LINE C

DESCRIPTION OF PROGRAM SERVICE FOUR


<table>
<thead>
<tr>
<th>GRANTS</th>
<th>EXPENSES</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>815,699.</td>
</tr>
</tbody>
</table>

TO FORM 990, PART III, LINE D

CASH GRANTS AND ALLOCATIONS

<table>
<thead>
<tr>
<th>CLASSIFICATION</th>
<th>DONEE'S NAME</th>
<th>DONEE'S ADDRESS</th>
<th>DONEE'S RELATIONSHIP</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>SEE STATEMENT</td>
<td>C</td>
<td></td>
<td>NONE</td>
<td>2,820,441.</td>
</tr>
<tr>
<td>TOTAL INCLUDED ON FORM 990, PART II, LINE 22</td>
<td></td>
<td></td>
<td></td>
<td>2,820,441.</td>
</tr>
<tr>
<td>CLASS OF ACTIVITY</td>
<td>DONEE'S NAME</td>
<td>DONEE'S ADDRESS</td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------------------</td>
<td>-------------------------------</td>
<td>--------------------------</td>
<td></td>
<td></td>
</tr>
<tr>
<td>BAND TOGETHER FUND</td>
<td>LENNOX MIDDLE SCHOOL MUSIC PROGRAM</td>
<td>11033 BUFORD AVE. LENNOX, CA 90304</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>RELATIONSHIP OF DONEE</th>
<th>DESCRIPTION OF PROPERTY</th>
<th>DATE OF GIFT</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td>NEW AND USED MUSICAL INSTRUMENTS</td>
<td>05/01/04</td>
</tr>
</tbody>
</table>

METHOD USED TO DETERMINE BOOK VALUE

BOOK VALUE IS THE SAME AS FAIR MARKET VALUE.

METHOD USED TO DETERMINE FAIR MARKET VALUE

<table>
<thead>
<tr>
<th>BOOK VALUE</th>
<th>AMOUNT GIVEN</th>
</tr>
</thead>
<tbody>
<tr>
<td>5,173.</td>
<td>5,173.</td>
</tr>
</tbody>
</table>

CLASS OF ACTIVITY

<table>
<thead>
<tr>
<th>DONEE'S NAME</th>
<th>DONEE'S ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>BAND TOGETHER FUND</td>
<td>LENNOX MIDDLE SCHOOL MUSIC PROGRAM</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>RELATIONSHIP OF DONEE</th>
<th>DESCRIPTION OF PROPERTY</th>
<th>DATE OF GIFT</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td>NEW AND USED MUSICAL INSTRUMENTS</td>
<td>03/01/04</td>
</tr>
</tbody>
</table>

METHOD USED TO DETERMINE BOOK VALUE

BOOK VALUE IS THE SAME AS FAIR MARKET VALUE.

METHOD USED TO DETERMINE FAIR MARKET VALUE

<table>
<thead>
<tr>
<th>BOOK VALUE</th>
<th>AMOUNT GIVEN</th>
</tr>
</thead>
<tbody>
<tr>
<td>3,718.</td>
<td>3,718.</td>
</tr>
</tbody>
</table>

TOTAL INCLUDED ON FORM 990, PART II, LINE 22

<p>| |</p>
<table>
<thead>
<tr>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>8,891.</td>
</tr>
</tbody>
</table>
### Form 990: Non-Government Securities

<table>
<thead>
<tr>
<th>Security Description</th>
<th>Corporate Stocks</th>
<th>Corporate Bonds</th>
<th>Other Publicly Traded Securities</th>
<th>Other Securities</th>
<th>Total Non-Government Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporate Bonds &amp; Notes</td>
<td></td>
<td>145,820.</td>
<td></td>
<td></td>
<td>145,820.</td>
</tr>
<tr>
<td>Equities</td>
<td>2,158,561.</td>
<td></td>
<td></td>
<td></td>
<td>2,158,561.</td>
</tr>
<tr>
<td>To 990, Line 54, Column B</td>
<td>2,158,561.</td>
<td>145,820.</td>
<td></td>
<td></td>
<td>2,304,381.</td>
</tr>
</tbody>
</table>

### Form 990: Government Securities

<table>
<thead>
<tr>
<th>Description</th>
<th>U.S. Government</th>
<th>State and Local Gov't</th>
<th>Total Gov't Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>U.S. Government Securities</td>
<td>1,110,065.</td>
<td></td>
<td>1,110,065.</td>
</tr>
<tr>
<td>Total to Form 990, Line 54, Column B</td>
<td>1,110,065.</td>
<td></td>
<td>1,110,065.</td>
</tr>
</tbody>
</table>

### Form 990: Other Investments

<table>
<thead>
<tr>
<th>Description</th>
<th>Valuation Method</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Certificate of Deposit Investment in Limited Partnership</td>
<td>Market Value</td>
<td>10,000.</td>
</tr>
<tr>
<td></td>
<td>Market Value</td>
<td>36,106.</td>
</tr>
<tr>
<td>Total to Form 990, Part IV, Line 56, Column B</td>
<td></td>
<td>46,106.</td>
</tr>
</tbody>
</table>

### Form 990: Other Revenue Not Included on Form 990

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Special Events</td>
<td>198,381.</td>
</tr>
<tr>
<td>Total to Form 990, Part IV-A</td>
<td>198,381.</td>
</tr>
</tbody>
</table>
### FORM 990

**OTHER EXPENSES NOT INCLUDED ON FORM 990**

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>SPECIAL EVENTS</td>
<td>198,381</td>
</tr>
<tr>
<td><strong>TOTAL TO FORM 990, PART IV-B</strong></td>
<td>198,381</td>
</tr>
</tbody>
</table>

### SCHEDULE A

**STATEMENT REGARDING ACTIVITIES WITH SUBSTANTIAL CONTRIBUTORS, TRUSTEES, DIRECTORS, CREATORS, KEY EMPLOYEES, ETC., PART III, LINE 2**

2C. FURNISHING OF GOODS, SERVICES OR FACILITIES: A BOARD MEMBER PROVIDED VOLUNTEER SERVICES TO THE ORGANIZATION VALUED AT $60,000 IN THE CURRENT YEAR.

### SCHEDULE A

**OTHER INCOME**

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>2002 AMOUNT</th>
<th>2001 AMOUNT</th>
<th>2000 AMOUNT</th>
<th>1999 AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>SPECIAL PROJECTS</td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
<td>31,712.</td>
</tr>
<tr>
<td><strong>TOTAL TO SCHEDULE A, LINE 22</strong></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
<td>31,712.</td>
</tr>
</tbody>
</table>
Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box.
- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Note: Do not complete Part II unless you have already granted an automatic 3-month extension on a previously filed Form 8868.

**Part I**

Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note: Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only.

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

<table>
<thead>
<tr>
<th>Type or print</th>
<th>Name of Exempt Organization</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>LIBERTY HILL FOUNDATION</td>
<td>51-0181191</td>
</tr>
<tr>
<td></td>
<td>Number, street, and room or suite no.</td>
<td>10960 WILSHIRE BLVD., SUITE 1100</td>
</tr>
<tr>
<td></td>
<td>City, town or post office, state, and ZIP code.</td>
<td>LOS ANGELES, CA 90024</td>
</tr>
</tbody>
</table>

Check type of return to be filed (file a separate application for each return):

- Form 990
- Form 990-T (corporation)
- Form 990-T (sec. 401(a) or 408(a) trust)
- Form 990-EZ
- Form 990-T (trust other than above)
- Form 990-PF
- Form 1041-A
- Form 4720
- Form 5227
- Form 6069
- Form 8870

- If the organization does not have an office or place of business in the United States, check this box.
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN): . If this is for the whole group, check this box. If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

I request an automatic 3-month (6-month, for 990-T corporation) extension of time until **FEBRUARY 15, 2005** to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year or
tax year beginning **JUL 1, 2003**, and ending **JUN 30, 2004**.

If this tax year is for less than 12 months, check reason:
- Initial return
- Final return
- Change in accounting period

3a. If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions $ .

b. If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit $ .

c. Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions $ N/A

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature: [Signature]
Title: [Title]
Date: **11-9-04**

LHA For Paperwork Reduction Act Notice, see instruction

Form 8868 (12-2000)