Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c) of the Internal Revenue Code (except black lung benefit trust or private foundation), section 527 or section 4947(a)(1) nonexempt charitable trust

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

OMB No 1545-0047

2000

Open to Public Inspection

A For the 2000 calendar year, or tax year period beginning 10/01 , 2000, and ending 9/30 , 2001

B Check if applicable
☐ Change of address
☐ Change of name
☐ Initial return
☐ Final return
☐ Amended return

Please use IRS label or print or type. See Specific Instructions.

C
CALIFORNIA ALLIANCE FOR ARTS EDUCATION
800 EAST COLORADO BLVD. #500
PASADENA, CA 91101

D Employer identification number
94-2733935

E Telephone number
626.817.6300

F Check ▶ ☐ if application pending

G Organization type (check only one) ▶ ☒ 501(c)(3) ◀ (insert no) ☐ 527 OR ☐ 4947(a)(1)

● **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)**

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) ▶

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.**

Note: H and I are not applicable to section 527 orgs

H(a) Is this a group return filed for affiliates? ☐ Yes ☒ No

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

H(c) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list. See instructions)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I Enter 4-digit group exemption no (GEN) ▶

L Check this box if the organization is **not** required to attach Schedule B (Form 990 or 990-EZ) ▶ ☐

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Specific Instructions on page 16.)

REVENUE	1	Contributions, gifts, grants, and similar amounts received				
	a	Direct public support	1a	10,528		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c	77,240		
	d	Total (add lines 1a through 1c) (cash $ 87,768 noncash $)			1d	87,768
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	449,890
	3	Membership dues and assessments			3	6,705
	4	Interest on savings and temporary cash investments			4	750
	5	Dividends and interest from securities			5	
	6a	Gross rents	6a			
	b	Less rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	
	7	Other investment income (describe ▶)			7	

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

	9	Special events and activities (attach schedule)				
	a	Gross revenue (not including $ of contributions reported on line 1a)	9a			
	b	Less direct expenses other than fundraising expenses	9b			
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c	
	10a	Gross sales of inventory, less returns and allowances	10a			
	b	Less cost of goods sold	10b			
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)			10c	
	11	Other revenue (from Part VII, line 103)			11	16,158
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	561,271
EXPENSES	13	Program services (from line 44, column (B))			13	312,612
	14	Management and general (from line 44, column (C))			14	69,094
	15	Fundraising (from line 44, column (D))			15	76,611
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** (add lines 16 and 44, column (A))			17	458,317
NET ASSETS	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	102,954
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	85,948
	20	Other changes in net assets or fund balances (attach explanation) See Statement 1			20	-11,315
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	177,587

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Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See Specific Instructions on page 20)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (att. sch) (cash $ ______ non cash $ ______)	22				
23 Specific assistance to individuals (att. sch)	23				
24 Benefits paid to or for members (att. sch)	24				
25 Compensation of officers, directors, etc	25	69,333	23,111	23,111	23,111
26 Other salaries and wages	26	30,000	10,000	10,000	10,000
27 Pension plan contributions	27				
28 Other employee benefits	28	3,650	1,217	1,217	1,216
29 Payroll taxes	29	6,911	2,303	2,304	2,304
30 Professional fundraising fees	30	4,994			4,994
31 Accounting fees	31				
32 Legal fees	32				
33 Supplies	33				
34 Telephone	34	8,888	984	3,952	3,952
35 Postage and shipping	35	10,164	5,457		4,707
36 Occupancy	36	17,745	5,915	5,915	5,915
37 Equipment rental and maintenance	37	6,784	5,431	1,353	
38 Printing and publications	38	22,989	13,852		9,137
39 Travel	39	9,329	5,410	3,919	
40 Conferences, conventions, and meetings	40	519		519	
41 Interest	41				
42 Depreciation, depletion, etc (attach schedule)	42				
43 Other expenses (itemize) a Statement 2	43a	267,011	238,932	16,804	11,275
b	43b				
c	43c				
d	43d				
e	43e				
44 Total functional expenses (add lines 22 thru 43) Organizations completing columns (B)-(D), carry these totals to lines 13 – 15.	44	458,317	312,612	69,094	76,611

Reporting of Joint Costs Did you report in column (B) (Program services) any joint costs from a combined educational campaign and fundraising solicitation? ▶ ☐ Yes ☒ No

If "Yes," enter (i) 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 $ ______

Part III Statement of Program Service Accomplishments (See Specific Instructions on page 23)

What is the organization's primary exempt purpose? ▶ See Statement 3

All organizations must describe their exempt purpose achievements in a clear and concise manner State the number of clients served, publications issued, etc Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

	Program Service Expenses (Required for 501(c)(3) and (4) orgs and 4947(a)(1) trusts but optional for others)
a See Statement 4 (Grants and allocations $ 423,534)	312,612
b (Grants and allocations $)	
c (Grants and allocations $)	
d (Grants and allocations $)	
e Other program services (attach schedule) (Grants and allocations $)	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	312,612

Part IV **Balance Sheets** (See Specific Instructions on page 23.)

	Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only			(A) Beginning of year		(B) End of year
ASSETS	45 Cash - non-interest-bearing			85,948	45	123,935
	46 Savings and temporary cash investments				46	
	47a Accounts receivable	47a	13,852			
	b Less allowance for doubtful accounts	47b			47c	13,852
	48a Pledges receivable	48a	74,575			
	b Less allowance for doubtful accounts	48b			48c	74,575
	49 Grants receivable				49	
	50 Receivables from officers, directors, trustees, and key employees (attach sch)				50	
	51a Other notes and loans receivable (attach schedule)	51a				
	b Less allowance for doubtful accounts	51b			51c	
	52 Inventories for sale or use				52	
	53 Prepaid expenses and deferred charges				53	2,814
	54 Investments - securities (attach schedule) ▶ ☐Cost ☐FMV				54	
	55a Investments - land, buildings, and equipment. basis	55a				
	b Less accumulated depreciation (attach schedule)	55b			55c	
	56 Investments - other (attach schedule)				56	
	57a Land, buildings, and equipment basis	57a				
	b Less accumulated depreciation (attach schedule)	57b			57c	
	58 Other assets (describe ▶)				58	
	59 **Total assets** (add lines 45 through 58) (must equal line 74)			85,948	59	215,176
LIABILITIES	60 Accounts payable and accrued expenses				60	10,589
	61 Grants payable				61	
	62 Deferred revenue				62	27,000
	63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a Tax-exempt bond liabilities (attach schedule)				64a	
	b Mortgages and other notes payable (attach schedule)				64b	
	65 Other liabilities (describe ▶)				65	
	66 **Total liabilities** (add lines 60 through 65)			0	66	37,589
NET ASSETS OR FUND BALANCES	**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74					
	67 Unrestricted			34,798	67	-19,195
	68 Temporarily restricted			51,150	68	196,782
	69 Permanently restricted				69	
	Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
	73 **Total net assets or fund balances** (add lines 67 through 69 OR lines 70 through 72, column (A) must equal line 19 and column (B) must equal line 21)			85,948	73	177,587
	74 **Total liabilities and net assets/fund balances** (add lines 66 and 73)			85,948	74	215,176

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 (See Specific Instructions, page 25.)

a	Total revenue, gains, and other support per audited financial statements	a	N/A
b	Amounts included on line a but not on line 12, Form 990		
(1)	Net unrealized gains on investments $		
(2)	Donated services and use of facilities $		
(3)	Recoveries of prior year grants $		
(4)	Other (specify) $		
	Add amounts on lines (1) through (4)	b	
c	Line a minus line b	c	
d	Amounts included on line 12, Form 990 but not on line a		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify) $		
	Add amounts on lines (1) and (2)	d	
e	Total revenue per line 12, Form 990 (line c plus line d)	e	

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

a	Total expenses and losses per audited financial statements	a	N/A
b	Amounts included on line a but not on line 17, Form 990		
(1)	Donated services and use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify) $		
	Add amounts on lines (1) through (4)	b	
c	Line a minus line b	c	
d	Amounts included on line 17, Form 990 but not on line a.		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify) $		
	Add amounts on lines (1) and (2)	d	
e	Total expenses per line 17, Form 990 (line c plus line d)	e	

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see Specific Instructions on page 25.)

(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 & deferred compensation	(E) Expense account and other allowances
DR. TIM BENGE 800 EAST COLORADO BLVD. PASADENA, CA 91101	Executive Dir 40	52,083	0	0
LAURIE SHELL 800 EAST COLORADO BLVD. PASADENA, CA 91101	Executive Dir 40	9,000	0	0
SUSAN CAMBIGUE-TRACEY 800 EAST COLORADO BLVD. PASADENA, CA 91101	Chairman - pa AS NEEDED	0	0	0
TERRY GIVENS 800 EAST COLORADO BLVD. PASADENA, CA 91101	Chairman AS NEEDED	0	0	0
DON DOYLE 800 EAST COLORADO BLVD. PASADENA, CA 91101	Director AS NEEDED	0	0	0
KALETA BROWN 800 EAST COLORADO BLVD. PASADENA, CA 91101	Director AS NEEDED	0	0	0
ELIZABETH LINDSLEY 800 EAST COLORADO BLVD. PASADENA, CA 91101	Secretary AS NEEDED	0	0	0
BETTY MOTT 800 EAST COLORADO BLVD. PASADENA, CA 91101	Assoc. Direct PART TIME	8,250	0	0

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? ☐ Yes ☒ No
If "Yes," attach schedule - see Specific Instructions on page 26

Part VI Other Information (See Specific Instructions on page 26.)

			N/A	Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes		77		X
78 a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		78a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		78b	N/A	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		79		X
80 a	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?		80a		X
b	If "Yes," enter the name of the organization ▶ N/A and check whether it is ☐ exempt OR ☐ nonexempt.				
81 a	Enter the amount of political expenditures, direct or indirect, as described in the instructions for line 81	81a 0			
b	Did the organization file Form 1120-POL for this year?		81b		X
82 a	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?		82a		X
b	If "Yes," 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 for reporting in Part III.)	82b N/A			
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?		83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?		83b	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		84b	N/A	
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		85a	N/A	
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?		85b	N/A	
	If "Yes" was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.				
c	Dues, assessments, and similar amounts from members	85c N/A			
d	Section 162(e) lobbying and political expenditures	85d N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount in 85f?		85g	N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount in 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		85h	N/A	
86	501(c)(7) organizations. Enter:				
a	Initiation fees and capital contributions included on line 12	86a N/A			
b	Gross receipts, included on line 12, for public use of club facilities	86b N/A			
87	501(c)(12) organizations. Enter:				
a	*Gross income from members or shareholders*	87a N/A			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b N/A			
88	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? If "Yes," complete Part IX		88		X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911 ▶ 0 , section 4912 ▶ 0 , section 4955 ▶ 0				
b	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? If "Yes," attach a statement explaining each transaction		89b		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	▶ 0			
d	Enter: Amount of tax in 89c, above, reimbursed by the organization	▶ 0			

90 a List the states with which a copy of this return is filed ▶ CALIFORNIA

b Number of employees employed in the pay period that includes March 12, 2000 (See instructions.) 90b 3

91 The books are in care of ▶ LAURIE SHELL Telephone no. ▶ 626.817.6300

Located at ▶ 800 EAST COLORADO BLVD. ZIP code ▶ 91101

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 – Check here N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A

Part VII Analysis of Income-Producing Activities (See Specific Instructions on page 30.)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a MODEL ARTS PROJECT					202,925
b CA. ARTS ASSESSMENT					45,678
c EMERGING YOUNG ARTIST					201,287
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					6,705
95 Interest on savings & temporary cash investments					750
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain/loss from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a AGENCY FEES					16,158
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))					473,503
105 Total (add line 104, columns (B), (D), and (E)) ▶					473,503

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See Specific Instructions on page 31.)

Line No.	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)
	See Statement 5

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions on page 31.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions on page 31.)

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

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my [redacted] of preparer (other than officer) is based on all information of which preparer [redacted] ge 14.)

[redacted] 2/15/02 Date ▶ LAURIE SHELL Executive Director
Type or print name and title

[redacted]

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

▶ Must be completed by the above organizations and attached to their Form 990 or 990-EZ.

OMB No 1545-0047

2000

Name of the organization: CALIFORNIA ALLIANCE FOR ARTS EDUCATION

Employer identification number: 94-2733935

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 ")

(a) Name and address of each employee paid more than $50 000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over $50,000 ▶	0			

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

(See page 1 of the instructions List each one (whether individuals or firms) If there are none, enter "None ")

(a) Name and address of each independent contractor paid more than $50 000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ▶ 0		

Part III Statements About Activities

			Yes	No
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?	1		X
	If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ N/A			
	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 of its trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d		X
e	Transfer of any part of its income or assets?	2e		X
	If the answer to any question is "Yes," attach a detailed statement explaining the transactions			
3	Does the organization make grants for scholarships, fellowships, student loans, etc ?	3	X	
4a	Do you have a section 403(b) annuity plan for your employees?	4a		X
b	Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs qualify to receive payments (See page 2 of the instructions)			

Part IV Reason for Non-Private Foundation Status (See pages 2 through 5 of the instructions)

The organization is not a private foundation because it is (Please check 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, page 5)

7 ☐ A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

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)(iii) **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)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b ☐ A community trust Section 170(b)(1)(A)(vi) (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)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 ☐ An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

Part IV-A Support Schedule (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

Calendar year (or fiscal year beginning in) ▶	(a) 1999	(b) 1998	(c) 1997	(d) 1996	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	155,646	140,410	86,350	54,591	436,997
16 Membership fees received	8,795	7,155	11,275	12,882	40,107
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's charitable etc , purpose					
18 Gross income from interest, dividends, amounts received from payments on securities (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	3,599		321	440	4,360
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
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					
22 Other income Attach a sch Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	168,040	147,565	97,946	67,913	481,464
24 Line 23 minus line 17	168,040	147,565	97,946	67,913	481,464
25 Enter 1% of line 23	1,680	1,476	979	679	

26 **Organizations described on lines 10 or 11:** a Enter 2% of amount in column (e), line 24 N/A ▶ 26a

b Attach a list (which is not open to public inspection) showing the name of and amount contributed by each person (other than a government unit or publicly supported organization) whose total gifts for 1996 through 1999 exceeded the amount shown in line 26a Enter the sum of all these excess amounts ▶ 26b

c Total support for section 509(a)(1) test. Enter line 24, column (e) ▶ 26c

d Add Amounts from column (e) for lines 18 ______ 19 ______ 22 ______ 26b ______ ▶ 26d

e *Public support (line 26c minus line 26d total)* ▶ 26e

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f %

27 **Organizations described on line 12** a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," attach a list (which is not open to public inspection) to show the name of, and total amounts received in each year from, each "disqualified person" Enter the sum of such amounts for each year

(1999) 0 (1998) 0 (1997) 0 (1996) 0

b For any amount included in line 17 that was received from a nondisqualified person, attach a list 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) After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of all these differences (the excess amounts) for each year

(1999) 0 (1998) 0 (1997) 0 (1996) 0

c Add Amounts from column (e) for lines 15 436,997 16 40,107 17 ______ 20 ______ 21 ______ ▶ 27c 477,104

d Add Line 27a total 0 and line 27b total 0 ▶ 27d 0

e Public support (line 27c total minus line 27d total) ▶ 27e 477,104

f Total support for section 509(a)(2) test. Enter amount on line 23, column (e) ▶ 27f 481,464

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g 99.09%

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)).** ▶ 27h 0.91%

28 **Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 1996 through 1999, attach a list (which is not open to public inspection) for each year showing the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not include these grants in line 15 (See page 5 of the instructions)

Part V **Private School Questionnaire** (See page 5 of the instructions)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

			Yes	No
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?	29		
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?	30		
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?	31		
	If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement.)			
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement.)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 7 of the instructions) N/A
(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check here ▶ a ☐ if the organization belongs to an affiliated group
Check here ▶ b ☐ if you checked "a" above and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table –	41		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44		

If the amount on line 40 is –	**The lobbying nontaxable amount is –**
Not over $500,000	20% of the amount on line 40
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

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 9 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B **Lobbying Activity by Nonelecting Public Charities**
(For reporting only by organizations that did not complete Part VI-A) (See page 9 of the instructions) N/A

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	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c 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 c through h).			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 9 of the instructions.)

51 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?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting 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.

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

52a 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 ☒ No

b If "Yes," complete the following schedule.

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

Schedule B
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for line 1d of Form 990 or line 1 of Form 990-EZ (see instructions)

OMB No 1545-0047

2000

Name of organization	Employer identification number
CALIFORNIA ALLIANCE FOR ARTS EDUCATION	94-2733935

Organization type (check one) – Section ☒ 501(c)(3) ◄ (enter number), ☐ 527 or
☐ 4947(a)(1) nonexempt charitable trust

A Section 501(c)(7), (8), or (10) organizations – Check this box if the organization had no charitable contributors who contributed more than $1,000 during the year (But see **General rule** below) ▶ ☐

Enter here the total gifts received during the year for a religious, charitable, etc , purpose ▶ $

Note: This form is generally not open to public inspection except for section 527 organizations.

Name of organization: CALIFORNIA ALLIANCE FOR ARTS EDUCATION

Employer identification number: 94-2733935

Part I Contributors

(a) No.	(b) Name, address and zip code	(c) Aggregate contributions	(d) Type of contribution
1		$ 6,000	Individual ☒ Payroll ☐ Noncash ☐ (Complete Part II if a noncash contribution)
2		$ 57,240	Individual ☒ Payroll ☐ Noncash ☐ (Complete Part II if a noncash contribution)
3		$ 20,000	Individual ☒ Payroll ☐ Noncash ☐ (Complete Part II if a noncash contribution)
		$	Individual ☐ Payroll ☐ Noncash ☐ (Complete Part II if a noncash contribution)
		$	Individual ☐ Payroll ☐ Noncash ☐ (Complete Part II if a noncash contribution)
		$	Individual ☐ Payroll ☐ Noncash ☐ (Complete Part II if a noncash contribution)

Name of organization	Employer identification number
CALIFORNIA ALLIANCE FOR ARTS EDUCATION	94-2733935

Part II Noncash Property

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

Name of organization: CALIFORNIA ALLIANCE FOR ARTS EDUCATION

Employer identification number: 94-2733935

Part III Section 501(c)(7), (8), or (10) organizations that received more than $1,000 in charitable gifts during the year–

- Enter the total gifts that were from contributors who gave $1,000 or less during the year for a religious, charitable, etc , purpose (see instructions) ▶ $

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and zip code	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and zip code	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and zip code	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and zip code	Relationship of transferor to transferee

Statement 1
Form 990, Part I, Line 20
Other Changes in Net Assets or Fund Balances

PRIOR PERIOD ADJUSTMENT	$ -11,315
Total	$ -11,315

Statement 2
Form 990, Part II, Line 43
Other Expenses

Other Expenses	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
ADVERTISING	$ 45		45	
BANK CHARGES	7		7	
BOARD COSTS	6,484		3,242	3,242
CATERING	40,780	39,920	860	
COMPUTER	3,443		3,443	
CONTRACTED SERVICES	66,512	64,177	672	1,663
DUES AND SUBSCRIPTIONS	836		836	
FACILITIES RENTAL	4,955	4,432	523	
FEES AND PERMITS	606		606	
FISCAL AGENCY FEES	15,198	15,198		
HOTEL	34,084	33,416	668	
INSURANCE	754		754	
INTERNET	1,079			1,079
MARKETING	2,246	2,246		
MILEAGE	615	225	390	
MISCELLANEOUS	503	375	128	
NEWSLETTER	4,422			4,422
OFFICE SUPPLIES	6,695	5,575	1,120	
PROFESSIONAL DEVELOPMENT	869			869
PROFESSIONAL FEES	3,487	68	3,419	
REFUNDS	1,440	1,349	91	
SCHOLARSHIPS	71,951	71,951		
Total	$ 267,011	238,932	16,804	11,275

Statement 3
Form 990 , Part III
Organization's Primary Exempt Purpose

THE ORGANIZATION'S MISSION IS TO PROMOTE,SUPPORT AND ADVOCATE VISUAL AND PERFORMING ARTS EDUCATION FOR PRESCHOOL THROUGH POST-SECONDARY STUDENTS IN CALIFORNIA SCHOOLS.

Statement 4
Form 990, Part III, Line a
Statement of Program Service Accomplishments

Description	Grants and Allocations	Program Service Expenses
THE ORGANIZATION AS FISCAL AGENT, PARTICIPATES IN THE CALIFORNIA MODEL ARTS PROGRAM. THE PROGRAM WAS IMPLEMENTED THROUGHT THE DEPARTMENT OF EDUCATION'S ARTS WORK: VISUAL AND PERFORMING ARTS EDUCATION GRANTS PROGRAM, AND PERFORMING ARTS EDUCATION GRANT PROGRAM, AND IT REPRESENTS A COLLABORATION WITH THE ORGANIZATION, THE CALIFORNIA ARTS COUNCIL AND THE CALIFORNIA ARTS PROJECTS.	$ 176,569	136,132
THE ORGANIZATION AS FISCAL AGENT, PARTICIPATES IN THE CALIFORNIA ARTS ASSESSMENT NETWORK. ACTIVITIES, AS STATED IN THE CALIFORNIA DEPARTMENT OF EDUCATION ARTS WORK: VISUAL AND PERFORMING ARTS EDUCATION GRANT PROGRAM III, CATEGORY 2, INCLUDES AN ON-LINE STUDENT WORK PROFILE PROJECT, THE PRODUCTION OF NETWORK PRODUCTS AND MATERIALS, AND AN ON-LINE ARTS EDUCATION ASSESSMENT ITEM POOL DEVELOPMENT PROJECT.	45,678	39,438
THE ORGANIZATION ADMINISTERS THE EMERGING YOUNG ARTIST AWARDS WHICH SEEKS TO IDENTIFY AND SUPPORT TALENTED YOUNG ARTISTS WHO INTEND TO PURSUE A CAREER IN THE ARTS.	201,287	137,042
	$ 423,534	312,612

Statement 5
Form 990, Part VIII
Relationship of Activities to the Accomplishment of Exempt Purposes

Line #	Explanation of Activities
93	THE ORGANIZATION USES PROGRAMS TO PROMOTE, SUPPORT AND ADVOCATE VISUAL PERFORMING ARTS EDUCATION FOR PRESCHOOL THROUGH POST SECONDARY STUDENTS IN CALIFORNIA SCHOOLS.
94	THE ORGANIZATION USES DUES ASSESSED TO ITS MEMBERS IN CARRYING OUT ITS PROGRAM OF ARTS EDUCATION TO CALIFORNIA STUDENTS.
95	EXCESS FUNDS ARE INVESTED TEMPORARILY TO EARN INTEREST. THE INTEREST RECEIVED IS USED TOGETHER WITH OTHER FUNDS TO FURTHER THE EDUCATIONAL PURPOSE OF THE ORGANIZATION.
103	AGENCY FEES ARE PAID BY PARTICIPANTS ATTENDING THE PROGRAM SERVICE EVENTS. THESE FEES ARE USED TOGETHER WITH OTHER FUNDS TO FURTHER THE EDUCATIONAL PURPOSE OF THE ORGANIZATION.

Merrill Lynch

MERRILL LYNCH STATEMENT LINK SERVICE

6/30/01

LOS ANGELES ARBORETUM
FOUNDATION INC.
ATTN: PETER ATKINS
DISBURSEMENT
301 N BALDWIN AVE
ARCADIA CA 91007-2697

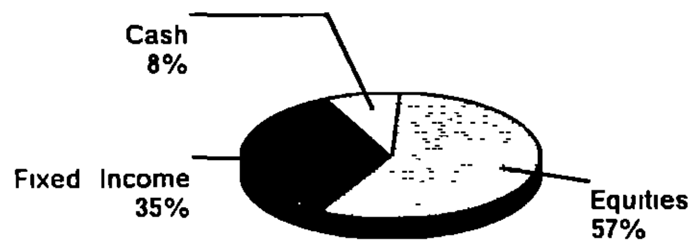
YOUR FINANCIAL CONSULTANT:
DENNY F SPEIDEL
Denny_F_Speidel@ml.com
(805) 497-0390

For Client Service Questions Call:
1-877-2PRIORITY(1-877-277-4674)

Office Serving Your Account
3967C E THOUSAND OAKS BLVD
THOUSAND OAKS CA 91362

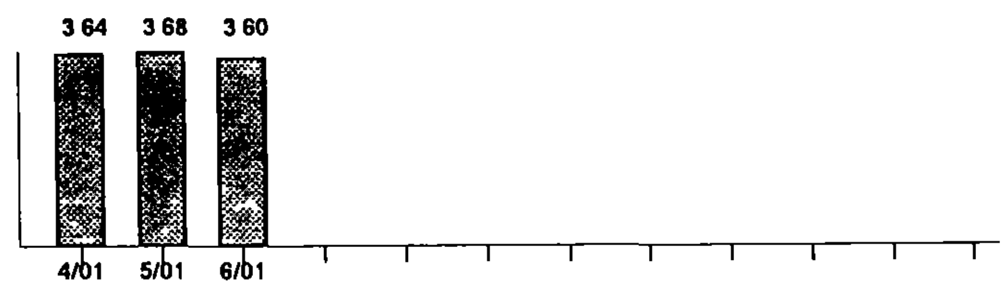
Total Value as of June 29, 2001
$3,600,756.73

Asset Allocation Summary



* May not reflect all holdings

Total Value Comparison (in $ millions)



Statement Information

Account No.	Account Name		Page
249-04103	LOS ANGELES ARBORETUM		3 to 6
210-04B75	TRANSFER TO 24904106	010403 *	7 to 9
249-04104	LOS ANGELES ARBORETUM		10 to 18
249-04105	LOS ANGELES ARBORETUM		19 to 34

Summary of Account(s)

Account Type	Total Value This Month	Total Value Last Month	Gains and Losses YTD Realized	Gains and Losses Unrealized
1 EMA	95,590	95,268	-	-
2 Consults	0	0	2,316	-
3 Consults	843,330	880,572	-93,110	-22,034
4 Consults	1,253,730	1,300,727	28,966	155,061

PLEASE SEE REVERSE SIDE

Merrill Lynch

PRIORITY CLIENT EMA ACCOUNT

Total Account Value As Of 06/29/2001 $95,590.72

LOS ANGELES ARBORETUM
FOUNDATION INC.
ATTN: PETER ATKINS
DISBURSEMENT
301 N BALDWIN AVE
ARCADIA CA 91007-2697

YOUR FINANCIAL CONSULTANT:
DENNY F SPEIDEL
Denny_F_Speidel@ml.com
(805) 497-0390

Your Merrill Lynch Office:
3967C E THOUSAND OAKS BLVD
THOUSAND OAKS CA 91362

FOR CUSTOMER SERVICE QUESTIONS: 1-888-ML 501C3 (1-888-655-0123)

Monthly Portfolio Summary

Asset	05/31/01 Value	%	06/29/01 Value	%
Cash/Money Accounts	95,268	100	95,590	100
CD's/Equivalents				
Government Securities				
Corporate Bonds				
Municipal Bonds				
Equities				
Mutual Funds				
Options				
Other				
Long Market Value	95,268		95,590	
Short Market Value				
Estimated Accrued Interest				
Debit Balance				
Net Portfolio Value	95,268		95,590	

Income Summary

	This Statement	Year-to-Date
Tax-Exempt Funds		
Tax-Exempt Interest		
Reportable Interest	322.69	1,087.84
Reportable Dividends		
Income Not Reported		
Total	322.69	1,087.84

Items for Attention

Security	Message	Date
	No Items For Attention	

Purchasing Power 95,590

NEWS

Your statement will identify "unsolicited" trades and ML Online "client entered" trades placed on or after 6/11

Financial Market Indicators

	This Statement	Last Statement	Previous Year-End
Dow Jones Industrial Average	10499.79	10911.94	10787.99
Three-Month Treasury Bills	3.64%	3.61%	5.88%
Long-Term Treasury Bonds	5.75%	5.74%	5.45%

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PRIORITY CLIENT EMA ACCOUNT

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
	Cash and Money Accounts									
95,590	ML BANKING ADVANTAGE		1.00	95,590	1.00	95,590			4,081	4.27
	Total Cash and Money Accounts			95,590		95,590			4,081	4.27
	Total of Long Portfolio			95,590		95,590			4,081	4.27

Monthly Activity

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Dividends and Interest			
06/29 II	Bank Interest		BANK DEPOSIT INTEREST			.69
	Income Total		ML BANKING ADVANTAGE			322.00
			Net Total			322.69

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Merrill Lynch Consults Service

PRIORITY CLIENT INDIVIDUAL INVESTOR ACCOUNT

Total Account Value As Of 06/29/2001 **$0.00**

TRANSFER TO 24904106 010403 *
L A ARBORETUM FOUNDATION
ATTN: PETER ATKINS
CONSULTS-CREDIT SUISSE
301 N BALDWIN AVE
ARCADIA CA 91007-2697

YOUR FINANCIAL CONSULTANT:
DENNY F SPEIDEL
Denny_F_Speidel@ml.com
(310) 858-1500

Your Merrill Lynch Office:
9560 WILSHIRE BLVD 3RD FLR
BEVERLY HILLS CA 90212

Monthly Portfolio Summary

Asset	05/31/01 Value	%	06/29/01 Value	%
Cash/Money Accounts				
CD's/Equivalents				
Government Securities				
Corporate Bonds				
Municipal Bonds				
Equities				
Mutual Funds				
Options				
Other				
Long Market Value				
Short Market Value				
Estimated Accrued Interest				
Debit Balance				
Net Portfolio Value				

Income Summary

	This Statement	Year-to-Date
Money Fund Dividends		1,155.89
Tax-Exempt Funds		
Tax-Exempt Interest		
Reportable Interest		31,502.75
Reportable Dividends		
Income Not Reported		
Total		32,658.64

Merrill Lynch Consults Service

Your Investment Manager

Bulletin

We encourage you to contact your Financial Advisor whenever there are changes in your financial condition or objectives, or if you wish to impose or modify reasonable restrictions in the management of your account These changes can then be discussed directly with your Consults manager Your Financial Advisor will be able to arrange such a discussion

Important Notice

We encourage you to contact your Financial Consultant whenever there are changes in your particular situation or objectives These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager Your Financial Consultant would be pleased to arrange such discussions

Merrill Lynch
Merrill Lynch Consults Service

PRIORITY CLIENT EMA ACCOUNT

Total Account Value As Of 06/29/2001 $843,330.27

LOS ANGELES ARBORETUM
FOUNDATION INC.
ATTN: PETER ATKINS
CONSULTS-RITTENHOUSE
301 N BALDWIN AVE
ARCADIA CA 91007-2697

YOUR FINANCIAL CONSULTANT:
DENNY F SPEIDEL
Denny_F_Speidel@ml.com
(805) 497-0390

Your Merrill Lynch Office:
3967C E THOUSAND OAKS BLVD
THOUSAND OAKS CA 91362

Monthly Portfolio Summary

Asset	05/31/01 Value	%	06/29/01 Value	%
Cash/Money Accounts	28,222	3	30,859	4
CD's/Equivalents				
Government Securities				
Corporate Bonds				
Municipal Bonds				
Equities	852,349	97	812,470	96
Mutual Funds				
Options				
Other				
Long Market Value	880,571		843,330	
Short Market Value				
Estimated Accrued Interest				
Debit Balance				
Net Portfolio Value	880,572		843,330	

Income Summary

	This Statement	Year-to-Date
Money Fund Dividends	95.77	477.64
Tax-Exempt Funds		
Tax-Exempt Interest		
Reportable Interest		
Reportable Dividends	372.86	1,075.53
Income Not Reported		
Total	468.63	1,553.17

Merrill Lynch Consults Service

Your Investment Manager
RITTENHOUSE FIN SVC EQUITY

Bulletin

We encourage you to contact your Financial Advisor whenever there are changes in your financial condition or objectives, or if you wish to impose or modify reasonable restrictions in the management of your account These changes can then be discussed directly with your Consults manager Your Financial Advisor will be able to arrange such a discussion

Important Notice

We encourage you to contact your Financial Consultant whenever there are changes in your particular situation or objectives These changes can then be discussed directly with your Investment Manager We also encourage you to discuss your portfolio at least annually with your Investment Manager Your Financial Consultant would be pleased to arrange such discussions

Merrill Lynch
Merrill Lynch Consults Service

PRIORITY CLIENT EMA ACCOUNT

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
	Cash and Money Accounts									
	CASH			2,169		2,169				
28,690	CMA MONEY FUND		1.00	28,690	1.00	28,690			1,216	4.24
	Total Cash and Money Accounts			30,859		30,859			1,216	4.24

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	Equities										
530	AMER INTL GROUP INC	AIG		04/16/01	77.16	40,894	85.01	45,055	4,160	89	.19
520	AMGEN INC COM PV $0.0001	AMGN		04/16/01	54.72	28,459	60.68	31,553	3,094		
660	AUTOMATIC DATA PROC	ADP		04/16/01	50.59	33,394	49.70	32,802	(592)	270	.82
565	BRISTOL MYERS SQUIBB CO	BMY		04/16/01	57.74	32,623	52.30	29,549	(3,073)	621	2.10
412	CARDINAL HEALTH INC OHIO	CAH		04/16/01	62.57	25,779	69.00	28,428	2,648	41	.14
224	CVS CORP DELAWARE COM	CVS		05/03/01	55.06	12,333	38.60	8,646	(3,687)	51	.59
8	CVS CORP DELAWARE COM			05/07/01	52.78	422	38.60	308	(113)	1	.59

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LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
Equities											
232	Security Sub-Total					12,756		8,955	(3,800)	53	.59
20	CISCO SYSTEMS INC COM	CSCO		N/A	N/A	N/A	18.20	364	N/A		
520	CISCO SYSTEMS INC COM			10/08/99	35.52	18,472	18.20	9,464	(9,008)		
240	CISCO SYSTEMS INC COM			11/17/99	42.62	10,230	18.20	4,368	(5,862)		
15	CISCO SYSTEMS INC COM			01/21/00	57.60	864	18.20	273	(591)		
795	Security Sub-Total					29,566		14,469	(15,461)		
369	COCA COLA COM	KO		04/16/01	44.50	16,420	45.00	16,605	184	265	1.60
745	COLGATE PALMOLIVE	CL		04/16/01	53.15	39,596	58.99	43,947	4,350	469	1.06
570	DISNEY (WALT) CO COM STK	DIS		04/16/01	29.24	16,669	28.89	16,467	(202)	119	.72
80	E M C CORPORATION MASS	EMC		09/10/99	33.22	2,657	29.25	2,340	(317)		
320	E M C CORPORATION MASS			10/07/99	36.91	11,811	29.25	9,360	(2,451)		
55	E M C CORPORATION MASS			07/26/00	83.87	4,612	29.25	1,608	(3,004)		
455	Security Sub-Total					19,082		13,308	(5,772)		
450	FANNIE MAE (USA) COM NPV	FNM		04/16/01	75.47	33,962	85.03	38,263	4,301	540	1.41
415	GENERAL ELECTRIC	GE		03/28/00	52.42	21,754	49.00	20,335	(1,419)	265	1.30
150	GENERAL ELECTRIC			09/19/00	57.72	8,659	49.00	7,350	(1,309)	96	1.30
270	GENERAL ELECTRIC			10/24/00	52.50	14,175	49.00	13,230	(945)	172	1.30
20	GENERAL ELECTRIC			N/A	N/A	N/A	49.00	980	N/A	12	1.30
150	GENERAL ELECTRIC			02/05/01	46.98	7,047	49.00	7,350	302	96	1.30
1,005	Security Sub-Total					51,635		49,245	(3,371)	643	1.30
170	HOME DEPOT INC	HD		03/13/01	42.74	7,266	47.24	8,030	764	27	.33
550	HOME DEPOT INC			04/16/01	41.05	22,581	47.24	25,982	3,400	88	.33
720	Security Sub-Total					29,847		34,012	4,164	115	.33
220	INTL BUSINESS MACH	IBM		04/16/01	96.75	21,285	113.50	24,970	3,685	123	.49

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LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	Equities										
785	MBNA CORP COM	KRB		04/16/01	33.01	25,915	33.00	25,905	(10)	282	1.09
8	MBNA CORP COM			04/17/01	33.49	267	33.00	264	(3)	2	1.09
793	Security Sub-Total					26,183		26,169	(13)	285	1.09
600	MEDTRONIC INC COM	MDT		04/16/01	43.40	26,045	46.01	27,606	1,560	120	.43
120	MERCK&CO INC	MRK		01/23/01	79.86	9,583	63.91	7,669	(1,914)	163	2.12
260	MERCK&CO INC			04/16/01	79.50	20,670	63.91	16,616	(4,053)	353	2.12
380	Security Sub-Total					30,253		24,285	(5,967)	516	2.12
470	MICROSOFT CORP COM	MSFT		04/16/01	60.52	28,445	73.00	34,310	5,864		
550	NOKIA CORP ADR	NOK		04/16/01	26.58	14,619	22.19	12,204	(2,414)	116	.95
500	ORACLE CORP $0.01 DEL	ORCL		01/13/00	26.29	13,145	19.00	9,500	(3,645)		
828	PFIZER INC DEL PV$0.05	PFE		N/A	N/A	N/A	40.05	33,161	N/A	364	1.09
245	PFIZER INC DEL PV$0.05			03/20/01	37.62	9,218	40.05	9,812	594	107	1.09
1,073	Security Sub-Total					9,218		42,973	594	472	1.09
550	STATE STREET CORP	STT		04/16/01	46.70	25,686	49.49	27,219	1,533	219	.80
335	SCHERING PLOUGH CORP	SGP		04/16/01	36.40	12,194	36.24	12,140	(53)	214	1.76
380	SUN MICROSYSTEMS INC COM	SUNW		09/29/99	23.46	8,915	15.72	5,973	(2,941)		
175	SUN MICROSYSTEMS INC COM			11/09/99	28.02	4,904	15.72	2,751	(2,153)		
555	Security Sub-Total					13,819		8,724	(5,094)		
160	TEXAS INSTRUMENTS	TXN		01/26/01	41.38	6,621	31.90	5,104	(1,517)	13	.26
120	TEXAS INSTRUMENTS			01/29/01	42.99	5,159	31.90	3,828	(1,331)	10	.26
245	TEXAS INSTRUMENTS			03/22/01	36.43	8,926	31.90	7,815	(1,110)	20	.26
205	TEXAS INSTRUMENTS			04/16/01	32.78	6,721	31.90	6,539	(181)	17	.26
730	Security Sub-Total					27,429		23,287	(4,139)	62	.26

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PRIORITY CLIENT EMA ACCOUNT

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	Equities										
155	TYCO INTL LTD NEW COM	TYC		02/08/01	59.80	9,269	54.51	8,449	(819)	7	.09
75	TYCO INTL LTD NEW COM			03/08/01	56.49	4,237	54.51	4,088	(148)	3	.09
430	TYCO INTL LTD NEW COM			04/16/01	46.19	19,865	54.51	23,439	3,574	21	.09
660	Security Sub-Total					33,371		35,976	2,607	32	.09
110	TARGET CORP COM	TGT		05/08/01	38.75	4,263	34.60	3,806	(457)	24	.63
165	TARGET CORP COM			05/09/01	38.44	6,342	34.60	5,709	(633)	36	.63
45	TARGET CORP COM			05/10/01	39.70	1,786	34.60	1,557	(229)	9	.63
17	TARGET CORP COM			05/11/01	40.04	680	34.60	588	(92)	3	.63
337	Security Sub-Total					13,073		11,660	(1,411)	74	.63
205	WAL MART STORES INC	WMT		11/28/00	49.14	10,074	48.80	10,004	(70)	57	.57
410	WAL MART STORES INC			04/16/01	48.87	20,036	48.80	20,008	(28)	114	.57
615	Security Sub-Total					30,111		30,012	(98)	172	.57
1,025	WALGREEN CO	WAG		04/16/01	39.90	40,900	34.46	35,321	(5,579)	143	.40
505	WELLS FARGO & CO NEW DEL	WFC		04/16/01	46.61	23,541	46.43	23,447	(94)	484	2.06
	Total Equities					800,014		812,470	(22,034)	6,266	.77
	Total of Long Portfolio					830,874*		843,330	(22,034)*	7,482	.89

* - Excludes N/A Items

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PRIORITY CLIENT EMA ACCOUNT

Total Account Value As Of 06/29/2001 $1,253,730.64

LOS ANGELES ARBORETUM
FOUNDATION INC.
ATTN: PETER ATKINS
CONSULTS-SPEARS BENZAK
301 N BALDWIN AVE
ARCADIA CA 91007-2697

YOUR FINANCIAL CONSULTANT:
DENNY F SPEIDEL
Denny_F_Speidel@ml.com
(805) 497-0390

Your Merrill Lynch Office:
3967C E THOUSAND OAKS BLVD
THOUSAND OAKS CA 91362

Monthly Portfolio Summary

Asset	05/31/01 Value	%	06/29/01 Value	%
Cash/Money Accounts	40,287	3	70,535	6
CD's/Equivalents				
Government Securities				
Corporate Bonds				
Municipal Bonds				
Equities	1,260,439	97	1,183,195	94
Mutual Funds				
Options				
Other				
Long Market Value	1,300,727		1,253,730	
Short Market Value				
Estimated Accrued Interest				
Debit Balance				
Net Portfolio Value	1,300,727		1,253,730	

Income Summary

	This Statement	Year-to-Date
Money Fund Dividends	172.00	421.09
Tax-Exempt Funds		
Tax-Exempt Interest		
Reportable Interest		
Reportable Dividends	1,249.14	3,480.41
Income Not Reported		
Total	1,421.14	3,901.50

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Your Investment Manager
VICTORY SBSF - CATEGORY VI

Bulletin

We encourage you to contact your Financial Advisor whenever there are changes in your financial condition or objectives, or if you wish to impose or modify reasonable restrictions in the management of your account These changes can then be discussed directly with your Consults manager Your Financial Advisor will be able to arrange such a discussion

Important Notice

We encourage you to contact your Financial Consultant whenever there are changes in your particular situation or objectives These changes can then be discussed directly with your Investment Manager We also encourage you to discuss your portfolio at least annually with your Investment Manager Your Financial Consultant would be pleased to arrange such discussions

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PRIORITY CLIENT EMA™ ACCOUNT

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	Equities										
905	AT&T CORP COM	T		11/14/00	20.81	18,835	22.00	19,910	1,074	135	.68
1,259	AT&T CORP COM			02/01/01	24.15	30,407	22.00	27,698	(2,709)	188	.68
2,164	Security Sub-Total					49,242		47,608	(1,635)	324	.68
790	ADC TELECOMMUNCTNS INC	ADCT		12/20/00	16.90	13,354	6.60	5,214	(8,140)		
993	ADC TELECOMMUNCTNS INC			02/02/01	14.12	14,021	6.60	6,553	(7,467)		
326	ADC TELECOMMUNCTNS INC			02/16/01	12.49	4,074	6.60	2,151	(1,922)		
2,109	Security Sub-Total					31,450		13,919	(17,529)		
256	AOL TIME WARNER INC	AOL		07/24/00	55.77	14,279	53.00	13,568	(711)		
145	AOL TIME WARNER INC			08/02/00	52.56	7,621	53.00	7,685	63		
43	AOL TIME WARNER INC			12/21/00	37.11	1,595	53.00	2,279	683		
444	Security Sub-Total					23,497		23,532	35		
992	ACE LTD	ACE		08/31/99	21.68	21,514	39.09	38,777	17,263	595	1.53
668	AMER HOME PRODUCTS	AHP		08/31/99	41.56	27,763	58.75	39,245	11,481	614	1.56
611	AON CORP COM	AOC		01/04/01	34.51	21,089	35.00	21,385	295	549	2.57
16	AON CORP COM			01/11/01	33.56	537	35.00	560	23	14	2.57
627	Security Sub-Total					21,626		21,945	318	564	2.57
182	BECKMAN COULTER INC COM	BEC		08/31/99	23.71	4,316	40.80	7,425	3,108	61	.83
508	BECKMAN COULTER INC COM			09/08/99	24.33	12,363	40.80	20,726	8,362	172	.83
690	Security Sub-Total					16,680		28,152	11,470	234	.83
120	BURLINGTON RESOURCES INC	BR		08/31/99	41.18	4,942	39.75	4,770	(172)	66	1.38
505	BURLINGTON RESOURCES INC			09/23/99	38.05	19,215	39.75	20,073	857	277	1.38
625	Security Sub-Total					24,158		24,843	685	343	1.38
610	CITIGROUP INC	C		06/29/00	29.97	18,281	52.84	32,232	13,950	341	1.05
176	CITIGROUP INC			07/18/00	32.71	5,758	52.84	9,299	3,541	98	1.05

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PRIORITY CLIENT EMA ACCOUNT

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	Equities										
786	Security Sub-Total					24,040		41,532	17,491	440	1.05
634	DELPHI AUTOMOTIVE SYS	DPH		08/31/99	18.56	11,768	15.93	10,099	(1,669)	177	1.75
64	DELPHI AUTOMOTIVE SYS			10/07/99	15.96	1,021	15.93	1,019	(2)	17	1.75
1,041	DELPHI AUTOMOTIVE SYS			03/29/00	16.12	16,786	15.93	16,583	(203)	291	1.75
618	DELPHI AUTOMOTIVE SYS			01/05/01	13.25	8,188	15.93	9,844	1,656	173	1.75
259	DELPHI AUTOMOTIVE SYS			04/19/01	14.97	3,877	15.93	4,125	248	72	1.75
2,616	Security Sub-Total					41,642		41,672	30	732	1.75
682	ELECTR DATA SYS CORP NEW	EDS		08/31/99	55.18	37,637	62.50	42,625	4,987	409	.96
112	ELECTR DATA SYS CORP NEW			03/06/00	65.25	7,308	62.50	7,000	(308)	67	.96
39	ELECTR DATA SYS CORP NEW			02/16/01	61.70	2,406	62.50	2,437	31	23	.96
833	Security Sub-Total					47,352		52,062	4,710	499	.96
440	EOG RESOURCES INC	EOG		09/20/99	23.86	10,501	35.55	15,642	5,140	70	.45
41	EOG RESOURCES INC			12/02/99	18.29	749	35.55	1,457	707	6	.45
376	EOG RESOURCES INC			03/29/00	20.93	7,872	35.55	13,366	5,494	60	.45
857	Security Sub-Total					19,123		30,466	11,341	137	.45
3	FANNIE MAE (USA) COM NPV	FNM		08/31/99	62.62	187	85.03	255	67	3	1.41
364	FANNIE MAE (USA) COM NPV			02/17/00	54.96	20,008	85.03	30,950	10,941	436	1.41
154	FANNIE MAE (USA) COM NPV			06/19/00	56.87	8,758	85.03	13,094	4,335	184	1.41
521	Security Sub-Total					28,955		44,300	15,343	625	1.41
400	FEDEX CORP DELAWARE COM	FDX		06/29/00	38.82	15,530	40.20	16,080	549		
146	FEDEX CORP DELAWARE COM			06/30/00	39.88	5,823	40.20	5,869	45		
304	FEDEX CORP DELAWARE COM			06/25/01	37.00	11,248	40.20	12,220	972		
850	Security Sub-Total					32,602		34,170	1,566		
672	GENUINE PARTS CO	GPC		10/25/00	19.50	13,104	31.50	21,168	8,063	766	3.61
473	HEINZ H J CO PV 25CT	HNZ		08/31/99	46.37	21,935	40.89	19,340	(2,594)	742	3.83
180	HEINZ H J CO PV 25CT			09/15/99	44.62	8,031	40.89	7,360	(671)	282	3.83
84	HEINZ H J CO PV 25CT			12/17/99	41.43	3,480	40.89	3,434	(45)	131	3.83

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PRIORITY CLIENT EMA ACCOUNT

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	Equities										
737	Security Sub-Total					33,447		30,135	(3,310)	1,157	3.83
53	INTL BUSINESS MACH	IBM		10/01/99	118.87	6,300	113.50	6,015	(284)	29	.49
194	INTL BUSINESS MACH			10/27/99	93.00	18,042	113.50	22,019	3,977	108	.49
50	INTL BUSINESS MACH			02/22/01	109.14	5,457	113.50	5,675	217	28	.49
297	Security Sub-Total					29,799		33,709	3,910	166	.49
241	J P MORGAN CHASE AND CO	JPM		12/05/00	40.57	9,779	44.47	10,717	937	327	3.05
401	J P MORGAN CHASE AND CO			02/15/01	52.10	20,892	44.47	17,832	(3,059)	545	3.05
158	J P MORGAN CHASE AND CO			06/07/01	44.81	7,080	44.47	7,026	(54)	214	3.05
800	Security Sub-Total					37,752		35,576	(2,176)	1,087	3.05
543	MASCO CORP	MAS		06/16/00	18.53	10,062	24.96	13,553	3,490	282	2.08
575	MASCO CORP			10/19/00	15.53	8,933	24.96	14,352	5,418	299	2.08
1,118	Security Sub-Total					18,996		27,905	8,908	581	2.08
282	MCDONALDS CORP COM	MCD		09/14/00	26.50	7,473	27.06	7,630	157	60	.79
310	MCDONALDS CORP COM			10/16/00	28.98	8,986	27.06	8,388	(597)	66	.79
26	MCDONALDS CORP COM			10/19/00	28.00	728	27.06	703	(24)	5	.79
394	MCDONALDS CORP COM			02/15/01	29.52	11,631	27.06	10,661	(969)	84	.79
59	MCDONALDS CORP COM			03/22/01	25.02	1,476	27.06	1,596	120	12	.79
1,071	Security Sub-Total					30,295		28,981	(1,313)	230	.79
501	NCR CORP NEW	NCR		08/31/99	42.56	21,323	47.00	23,547	2,223		
334	NCR CORP NEW			09/21/99	33.72	11,263	47.00	15,698	4,434		
835	Security Sub-Total					32,587		39,245	6,657		
629	PFIZER INC DEL PV$0.05	PFE		08/31/99	24.66	15,514	40.05	25,191	9,676	276	1.09
1,189	ROBERTHALF INTL INC COM	RHI		08/31/99	13.03	15,494	24.89	29,594	14,100		
228	ROBERTHALF INTL INC COM			09/24/99	11.25	2,565	24.89	5,674	3,109		
40	ROBERTHALF INTL INC COM			10/13/99	10.46	418	24.89	995	577		
1,457	Security Sub-Total					18,477		36,264	17,786		

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LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	Equities										
735	ROWAN COMPANIES INC	RDC		08/07/00	26.54	19,507	22.10	16,243	(3,263)		
218	ROWAN COMPANIES INC			10/05/00	28.15	6,137	22.10	4,817	(1,319)		
64	ROWAN COMPANIES INC			04/19/01	28.23	1,806	22.10	1,414	(392)		
1,017	Security Sub-Total					27,451		22,475	(4,974)		
176	SBC COMMUNICTNS INC PV$1	SBC		03/29/00	42.87	7,546	40.06	7,050	(495)	180	2.55
678	SBC COMMUNICTNS INC PV$1			05/03/00	42.24	28,642	40.06	27,160	(1,481)	694	2.55
272	SBC COMMUNICTNS INC PV$1			04/23/01	39.82	10,833	40.06	10,896	63	278	2.55
1,126	Security Sub-Total					47,021		45,107	(1,913)	1,154	2.55
345	SCHERING PLOUGH CORP	SGP		02/20/01	43.00	14,835	36.24	12,502	(2,332)	220	1.76
317	SCHERING PLOUGH CORP			05/15/01	37.00	11,729	36.24	11,488	(240)	202	1.76
662	Security Sub-Total					26,564		23,990	(2,572)	423	1.76
162	SANMINA CORP	SANM		03/16/01	25.83	4,184	23.41	3,792	(392)		
422	SANMINA CORP			N/A	N/A	N/A	23.41	9,879	N/A		
44	SANMINA CORP			06/01/01	26.89	1,183	23.41	1,030	(153)		
467	SANMINA CORP			06/21/01	20.72	9,677	23.41	10,932	1,255		
1,095	Security Sub-Total					15,045		25,633	710		
21	SUNTRUST BKS INC COM	STI		09/20/00	49.51	1,039	64.78	1,360	320	33	2.46
153	SUNTRUST BKS INC COM			09/26/00	49.00	7,497	64.78	9,911	2,414	244	2.46
194	SUNTRUST BKS INC COM			10/20/00	44.56	8,645	64.78	12,567	3,922	310	2.46
43	SUNTRUST BKS INC COM			05/14/01	60.66	2,608	64.78	2,785	176	68	2.46
411	Security Sub-Total					19,790		26,624	6,832	657	2.46
126	TELLABS INC DEL PV 1CT	TLAB		02/23/01	48.64	6,128	19.38	2,441	(3,687)		
332	TELLABS INC DEL PV 1CT			03/16/01	43.12	14,316	19.38	6,434	(7,882)		
99	TELLABS INC DEL PV 1CT			04/12/01	33.31	3,298	19.38	1,918	(1,379)		
557	Security Sub-Total					23,743		10,794	(12,948)		
583	TENET HEALTHCARE CORP	THC		08/31/99	17.06	9,947	51.60	30,082	20,135		
48	TEXACO INC	TX		11/30/99	60.99	2,927	66.66	3,199	272	86	2.70

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PRIORITY CLIENT EMA ACCOUNT

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Symbol	Sector	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	Equities										
232	TEXACO INC			02/17/00	49.75	11,544	66.66	15,465	3,921	417	2.70
358	TEXACO INC			06/30/00	54.74	19,599	66.66	23,864	4,265	644	2.70
638	Security Sub-Total					34,071		42,529	8,458	1,148	2.70
116	TRIBUNE CO NEW	TRB		04/13/00	38.12	4,422	40.01	4,641	218	51	1.09
631	TRIBUNE CO NEW			06/13/00	36.96	23,324	40.01	25,246	1,921	277	1.09
303	TRIBUNE CO NEW			07/06/00	33.70	10,213	40.01	12,123	1,909	133	1.09
1,050	Security Sub-Total					37,961		42,010	4,048	461	1.09
398	UNUMPROVIDENT CORP COM	UNM		05/30/01	32.98	13,126	32.12	12,783	(342)	234	1.83
13	UNOCAL CORP	UCL		08/31/99	41.87	544	34.15	443	(100)	10	2.34
396	UNOCAL CORP			03/29/00	28.87	11,434	34.15	13,523	2,088	316	2.34
379	UNOCAL CORP			06/19/00	34.88	13,221	34.15	12,942	(279)	303	2.34
788	Security Sub-Total					25,200		26,910	1,709	630	2.34
576	WASHINGTON MUTUAL INC	WM		08/31/99	21.08	12,144	37.55	21,628	9,484	760	3.51
583	WASHINGTON MUTUAL INC			06/23/00	19.69	11,482	37.55	21,891	10,409	769	3.51
1,159	Security Sub-Total					23,626		43,520	19,893	1,529	3.51
611	XL CAPITAL LTD CL A	XL		08/31/99	50.00	30,550	82.10	50,163	19,613	1,124	2.24
166	WORLDCOM GROUP COM	WCOM		06/26/00	36.54	6,066	14.20	2,357	(3,708)		
192	WORLDCOM GROUP COM			06/27/00	37.52	7,205	14.20	2,726	(4,479)		
203	WORLDCOM GROUP COM			08/08/00	34.76	7,056	14.20	2,882	(4,174)		
725	WORLDCOM GROUP COM			10/03/00	28.78	20,871	14.20	10,295	(10,576)		
134	WORLDCOM GROUP COM			10/11/00	24.80	3,324	14.20	1,902	(1,421)		
1,420	Security Sub-Total					44,524		20,164	(24,358)		
	Total Equities					1,018,249		1,183,195	155,061	16,742	1.42
	Total of Long Portfolio					1,088,784*		1,253,730	155,061 *	19,733	1.57

* - Excludes N/A Items

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PRIORITY CLIENT EMA ACCOUNT

Total Account Value As Of 06/29/2001 **$1,408,105.10**

LOS ANGELES ARBORETUM
FOUNDATION INC.
ATTN: PETER ATKINS
CONSULTS-CREDIT SUISSE
301 N BALDWIN AVE
ARCADIA CA 91007-2697

YOUR FINANCIAL CONSULTANT:
DENNY F SPEIDEL
Denny_F_Speidel@ml.com
(805) 497-0390

Your Merrill Lynch Office:
3967C E THOUSAND OAKS BLVD
THOUSAND OAKS CA 91362

Monthly Portfolio Summary

Asset	05/31/01 Value	%	06/29/01 Value	%
Cash/Money Accounts	117,328	8	116,948	8
CD's/Equivalents				
Government Securities	801,802	58	878,372	63
Corporate Bonds	472,798	34	396,622	28
Municipal Bonds				
Equities				
Mutual Funds				
Options				
Other				
Long Market Value	1,391,929		1,391,943	
Short Market Value				
Estimated Accrued Interest	12,135		16,162	
Debit Balance				
Net Portfolio Value	1,404,065		1,408,105	

Income Summary

	This Statement	Year-to-Date
Money Fund Dividends	337.44	873.41
Tax-Exempt Funds		
Tax-Exempt Interest		
Reportable Interest	2,981.17	14,007.00
Reportable Dividends		
Income Not Reported		
Total	3,318.61	14,880.41

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Your Investment Manager
CREDIT SUISSE (FIXED) - CAT II

Bulletin

Ve encourage you to contact your Financial Advisor whenever there re changes in your financial condition or objectives, or if you vish to impose or modify reasonable restrictions in the management f your account These changes can then be discussed directly with our Consults manager Your Financial Advisor will be able o arrange such a discussion

Important Notice

We encourage you to contact your Financial Consultant whenever there are changes in your particular situation or objectives These changes can then be discussed directly with your Investment Manager We also encourage you to discuss your portfolio at least annually with your Investment Manager Your Financial Consultant would be pleased to arrange such discussions

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PRIORITY CLIENT EMA ACCOUNT

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
	Cash and Money Accounts									
	CASH			8,403		8,403				
108,545	CMA MONEY FUND		1.00	108,545	1.00	108,545			4,602	4.24
	Total Cash and Money Accounts			116,948		116,948			4,602	4.24
	Government Securities									
4,000	FEDERAL HOME LN MTG CORP NOTES 06 625% AUG 15 2002	12/05/00	100.97	4,039	102.65	4,106	67	99	265	6.45
30,000	FEDERAL NATL MTG ASSOC BONDS 07 125% FEB 15 2005	05/16/00	98.47	29,542	105.96	31,790	2,247	796	2,137	6.72
40,000	FEDERAL NATL MTG ASSOC BONDS 07 125% FEB 15 2005	06/20/00	100.42	40,171	105.96	42,387	2,216	1,061	2,849	6.72
25,000	FEDERAL NATL MTG ASSOC BONDS 07 125% FEB 15 2005	12/01/00	103.17	25,792	105.96	26,492	699	663	1,781	6.72
95,000	Security Sub-Total			95,506		100,670	5,162	2,520	6,768	6.72
3,000	ΔU S TREASURY NOTE 8 75% MAY 15 2005 ORIGINAL UNIT COST 108 50	04/06/01	108.00	3,240	106.45	3,193	(46)	25	202	6.34
20,000	ΔU S TREASURY NOTE 6 75% MAY 15 2005 ORIGINAL UNIT COST 106 59	05/23/01	106.42	21,284	106.45	21,290	6	165	1,349	6.34

LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
	Government Securities									
23,000	Security Sub-Total			24,524		24,484	(40)	190	1,552	6.34
13,000	U S TREASURY NOTE 6 50% FEB 15 2010	N/A	N/A	N/A	107.34	13,954	N/A	313	844	6.05
54,000	ΔU S TREASURY NOTE 6 50% FEB 15 2010 ORIGINAL UNIT COST 108.75	06/26/01	108.74	58,724	107.34	57,965	(758)	1,299	3,509	6.05
67,000	Security Sub-Total			58,724		71,920	(758)	1,612	4,354	6.05
109,411	FNMA P485603 06%2014 AMORTIZED FACTOR 0 789287610 AMORTIZED VALUE 86356	09/01/99	95.28	82,281	98.75	85,277	2,995	403	5,181	6.07
86,330	FHLMC E7 8142 06 50%2014 AMORTIZED FACTOR 0 788849000 AMORTIZED VALUE 68101	09/01/99	97.28	66,249	100.37	68,356	2,106	344	4,426	6.47
59,000	ΔU S TREASURY BOND 8 875% AUG 15 2017 ORIGINAL UNIT COST 125 06	09/01/99	122.25	72,129	131.31	77,474	5,344	1,938	5,236	6.75
61,000	ΔU S TREASURY BOND 8 875% AUG 15 2017 ORIGINAL UNIT COST 126 40	03/21/00	124.25	75,797	131.31	80,100	4,302	2,004	5,413	6.75
7,000	ΔU S TREASURY BOND 8 875% AUG 15 2017 ORIGINAL UNIT COST 124 62	05/26/00	122.89	8,602	131.31	9,191	589	230	621	6.75
127,000	Security Sub-Total			156,530		166,766	10,235	4,172	11,271	6.75
6,000	U S TREASURY BOND 07 875% FEB 15 2021	N/A	N/A	N/A	122.54	7,352	N/A	175	472	6.42
98,000	FNMA P252805 07% 2029 AMORTIZED FACTOR 0 869866570 AMORTIZED VALUE 85246	09/01/99	97.23	82,889	100.46	85,646	2,757	465	5,967	6.96

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LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
	Government Securities									
113,000	FNMA P252807 08% 2029 AMORTIZED FACTOR 0 643398740 AMORTIZED VALUE 72704	09/01/99	101.40	73,726	103.28	75,089	1,363	452	5,816	7.74
59,000	FNMA P252981 07 50% 2030 AMORTIZED FACTOR 0 781238170 AMORTIZED VALUE 44913	11/15/99	100.46	45,123	102.03	45,825	701	262	3,368	7.35
79,000	FNMA P532153 07 50%2030 AMORTIZED FACTOR 0 716842030 AMORTIZED VALUE 56630	02/08/00	97.78	55,374	102.03	57,780	2,406	330	4,247	7.35
66,634	FNMA P535290 08%2030 AMORTIZED FACTOR 0 663210140 AMORTIZED VALUE 44192	07/06/00	100.50	44,413	103.28	45,642	1,229	275	3,535	7.74
41,599	FNMA P572672 06%2031 AMORTIZED FACTOR 0 988254400 AMORTIZED VALUE 41110	05/16/01	96.18	39,543	95.96	39,453	(89)	192	2,466	6.25
	Total Government Securities			828,926		878,372	28,134	11,491	59,693	6.80
	Bonds purchased at a premium show amortization	Δ								
	Bonds purchased at a discount show accretion	θ								
	Corporate Bonds									
30,000	MORGAN ST DEAN WITTER GLOBAL NOTES 7 125% JAN 15 2003 MOODY'S AA3, S&P AA-	03/22/00	99.41	29,825	103.27	30,981	1,156	974	2,137	6.89
32,000	GENERAL ELEC CAP CORP	07/10/00	99.80	31,938	103.61	33,158	1,219	908	2,239	6.75

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LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
	Corporate Bonds									
	NOTES GLOBAL 7 000% FEB 03 2003 MOODY'S AAA, S&P: AAA									
4,000	LEHMAN BROS HOLDINGS INC GLOBAL NOTES 6 625% APR 01 2004 MOODY'S· A2, S&P A	10/14/99	97.22	3,889	101.89	4,075	186		265	6.50
30,000	LEHMAN BROS HOLDINGS INC GLOBAL NOTES 6 625% APR 01 2004 MOODY'S A2, S&P· A	01/26/00	96.23	28,870	101.89	30,568	1,697		1,987	6.50
34,000	Security Sub-Total			32,759		34,644	1,883		2,252	6.50
25,000	ASSOCIATES CORP GLOBAL BONDS 5 8% APRIL 20 2004 MOODY'S: AA3, S&P· AA-	10/05/99	96.04	24,011	100.13	25,034	1,022		1,449	5.79
23,000	ΔGENL MOTORS ACCEPT CORP NOTES 07 500% JUL 15 2005 MOODY'S A2, S&P· A ORIGINAL UNIT COST: 102 64	12/15/00	102.33	23,536	104.99	24,148	612	786	1,724	7.14
18,000	CITI CC ISSUANC ABS 2000 A A1 08 900%OCT17 07 AMORTIZED VALUE 18000 MOODY'S· AAA, S&P: AAA	06/25/01	105.69	19,025	104.46	18,804	(221)	255	1,241	6.60
17,000	MBNA MASTER CC ABS 2000 I A 08 800%JAN15 08 AMORTIZED VALUE 17000 MOODY'S· AAA, S&P· AAA	12/22/00	103.88	17,660	104.68	17,796	136	46	1,172	6.59

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LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
	Corporate Bonds									
3,000	MBNA MASTER CC ABS 2000 I A 06 900%JAN15 08 AMORTIZED VALUE 3000 MOODY'S AAA, S&P: AAA	N/A	N/A	N/A	104.68	3,140	N/A	8	207	6.59
7,000	MBNA MASTER CC ABS 2000 I A 06 900%JAN15 08 AMORTIZED VALUE 7000 MOODY'S AAA, S&P AAA	05/17/01	104.69	7,328	104.68	7,328		19	483	6.59
27,000	Security Sub-Total			24,989		28,265	136	73	1,862	6.59
29,000	FORD MOTOR CREDIT CO GLOBAL SR NOTES 5 800% JAN 12 2009 MOODY'S A2, S&P A	11/29/99	90.04	26,112	92.25	26,753	641			
18,000	ΔDAIMLER CHRYSLER NA GLOBAL CO GTD BONDS 7 200% SEP 01 2009 MOODY'S A3, S&P A- ORIGINAL UNIT COST 100 00	10/12/99	100.00	18,000	99.38	17,889	(111)		1,295	7.24
13,000	DAIMLER CHRYSLER NA GLOBAL CO GTD BONDS 7 200% SEP 01 2009 MOODY'S A3, S&P A-	03/24/00	97.35	12,656	99.38	12,920	264		935	7.24
31,000	Security Sub-Total			30,656		30,809	153		2,231	7.24
5,000	FORD MOTOR CREDIT CO GLOBAL LANDMARK SECS 7 375% OCT 28 2009 MOODY'S A2, S&P A	03/09/00	97.38	4,869	101.07	5,053	184	62	368	7.29
1,000	FORD MOTOR CREDIT CO GLOBAL LANDMARK SECS 7 375% OCT 28 2009 MOODY'S A2, S&P A	05/09/00	94.45	944	101.07	1,010	66	12	73	7.29

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LOS ANGELES ARBORETUM

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
	Corporate Bonds									
21,000	ΔFORD MOTOR CREDIT CO GLOBAL LANDMARK SECS 7 375% OCT 28 2009 MOODY'S A2, S&P A ORIGINAL UNIT COST 102 58	05/16/01	102.54	21,534	101.07	21,225	(309)	262	1,548	7.29
27,000	Security Sub-Total			27,348		27,289	(59)	336	1,991	7.29
34,000	NATIONAL WESTMINSTER BNK YANKEE SUB NOTES 7 375% OCT 01 2009 MOODY'S AA3, S&P A+	09/24/99	100.64	34,218	104.72	35,607	1,388	613	2,507	7.04
25,000	ΔBANK OF AMERICA CORP GLOBAL SUB NOTES 7 800% FEB 15 2010 MOODY'S AA3, S&P A ORIGINAL UNIT COST 101 64	10/18/00	101.51	25,379	106.23	26,558	1,178	726	1,949	7.34
55,000	ASSOCIATES CORP GLOBAL NOTES 6 95% NOVEMBER 1 2018 MOODY'S AA3, S&P AA-	12/01/99	94.61	52,037	99.21	54,566	2,528		3,822	7.00
	Total Corporate Bonds			381,839		396,622	11,636	4,671	25,413	6.41
	Total of Long Portfolio			1,327,714*		1,391,943	39,770 *	16,162	89,709	6.44

Bonds purchased at a premium show amortization Δ
Bonds purchased at a discount show accretion θ

* - Excludes N/A Items

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