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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

A Employer identification number

L.L.W.W. FOUNDATION

95-3464689

Number and street (or P O box number if mail is not delivered to street address)

Room/suite
360

B Telephone number

(626) 441-5188

625 SOUTH FAIR OAKS AVENUE

City or town, state, and ZIP code

SOUTH PASADENA, CA 91030

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 15,366,590. (Part I, column (d) must be on cash basis)

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

N/A

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

264,529.

264,529.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

188,177.

b Gross sales price for all assets on line 6a

3,510,786.

7 Capital gain net income (from Part IV, line 2)

188,177.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

14,764.

14,764.

STATEMENT 2

12 Total. Add lines 1 through 11

467,470.

467,470.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

STMT 3

10,380.

380.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 4

134,605.

26,884.

107,720.

24 Total operating and administrative expenses Add lines 13 through 23

144,985.

27,264.

107,720.

25 Contributions, gifts, grants paid

924,563.

924,563.

26 Total expenses and disbursements.

Add lines 24 and 25

1,069,548.

27,264.

1,032,283.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-602,078.

b Net investment income (if negative, enter -0-)

440,206.

c Adjusted net income (if negative, enter -0-)

N/A

123501
12-02-11

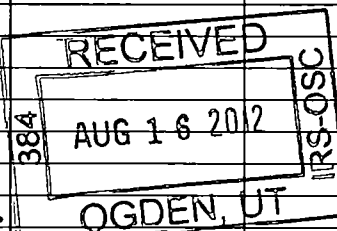
LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

POSTMARK DATE AUG 1 2012

SCANNED AUG 2 1 2012

Operating and Administrative Expenses



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,747.	4,304.	4,304.
	2 Savings and temporary cash investments	132,317.	575,850.	575,850.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	103,060.	102,595.	128,242.
	b Investments - corporate stock STMT 6	8,482,552.	7,952,779.	9,178,630.
	c Investments - corporate bonds STMT 7	767,513.	761,880.	782,448.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	4,896,321.	4,408,265.	4,692,619.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)	21,738.	4,497.	4,497.	
16 Total assets (to be completed by all filers)	14,412,248.	13,810,170.	15,366,590.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	14,412,248.	13,810,170.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	14,412,248.	13,810,170.		
31 Total liabilities and net assets/fund balances	14,412,248.	13,810,170.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,412,248.
2 Enter amount from Part I, line 27a	2	-602,078.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,810,170.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,810,170.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,510,786.		3,322,609.	188,177.

(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				188,177.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		2	188,177.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	336,157.	14,716,272.	.022843
2009	913,923.	12,915,202.	.070763
2008	1,601,431.	17,027,825.	.094048
2007	1,602,428.	21,125,325.	.075853
2006	1,271,525.	20,063,804.	.063374

2 Total of line 1, column (d)	2	.326881
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.065376
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,184,843.
5 Multiply line 4 by line 3	5	1,058,100.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,402.
7 Add lines 5 and 6	7	1,062,502.
8 Enter qualifying distributions from Part XII, line 4	8	1,032,283.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,804.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,804.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,804.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,643.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,643.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,839.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 3,839. Refunded <input type="checkbox"/> 0.	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>LINDA BLINKENBERG</u> Telephone no. ► <u>(626) 441-5188</u> Located at ► <u>625 SO. FAIR OAKS AVE., SUITE 360, SOUTH PASADENA</u> ZIP+4 ► <u>91030</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA-LEE W. WOODS 625 S. FAIR OAKS AVENUE STE. 360 SO PASADENA, CA 91030	PRESIDENT/DIR 0.00	0.	0.	0.
MICHAEL J. CASEY 625 S. FAIR OAKS AVENUE STE. 360 SO PASADENA, CA 91030	VICE PRES./DIR 0.00	0.	0.	0.
LINDA J. BLINKENBERG 625 S. FAIR OAKS AVENUE STE. 360 SO PASADENA, CA 91030	SECRETARY/DIR 0.00	0.	0.	0.
GREG E. CUSTER 625 S. FAIR OAKS AVENUE STE. 360 SO PASADENA, CA 91030	CFO/DIR 0.00	0.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,500,424.
b	Average of monthly cash balances	1b	603,302.
c	Fair market value of all other assets	1c	5,327,587.
d	Total (add lines 1a, b, and c)	1d	16,431,313.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,431,313.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	246,470.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,184,843.
6	Minimum investment return. Enter 5% of line 5	6	809,242.

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

1	Minimum investment return from Part X, line 6	1	809,242.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,804.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,804.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	800,438.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	800,438.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	800,438.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,032,283.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,032,283.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,032,283.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				800,438.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	150,228.			
c From 2008	755,244.			
d From 2009	272,453.			
e From 2010				
f Total of lines 3a through e	1,177,925.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,032,283.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				800,438.
e Remaining amount distributed out of corpus	231,845.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,409,770.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,409,770.			
10 Analysis of line 9:				
a Excess from 2007	150,228.			
b Excess from 2008	755,244.			
c Excess from 2009	272,453.			
d Excess from 2010				
e Excess from 2011	231,845.			

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE ATTACHED SCHEDULE				924,563.
Total			▶ 3a	924,563.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

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


- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | 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 foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here  8/1/12 **DIRECTOR**

Signature of officer or trustee Date Title

☐ Yes ☒ No

return with the preparer shown below (see instr 7)

May the IRS discuss this return with the preparer shown below (see instr)?

☐ Yes ☒ No

**Paid
Preparer
Use Only**

Print/Type preparer's name KYLE WEBSTER, CPA	Preparer's signature <i>[Signature]</i>	Date 7/31/12	Check <input type="checkbox"/> if self-employed	PTIN P00148175
Firm's name ► WHITTIER TRUST COMPANY			Firm's EIN ► 95-4195174	
Firm's address ► 1600 HUNTINGTON DRIVE SO PASADENA, CA 91030			Phone no. 626-441-5111	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1000 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/12/11
b	750 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/13/11
c	740 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/14/11
d	696 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/18/11
e	1814 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/19/11
f	965 SHS AMER FINL GROUP	P	09/22/10	01/26/11
g	573 SHS AMER FINL GROUP	P	09/22/10	01/28/11
h	104 SHS AMER FINL GROUP	P	09/22/10	02/07/11
i	40 SHS AMER FINL GROUP	P	09/22/10	02/08/11
j	818 SHS AMER FINL GROUP	P	09/22/10	03/28/11
k	200 SHS KIMCO REALTY	P	08/23/10	04/27/11
l	2500 SHS TELEPHONE 7 3/15/16	P	03/21/11	05/03/11
m	595 SHS KIMCO REALTY	P	08/23/10	05/04/11
n	1302 SHS KIMCO REALTY	P	08/23/10	05/05/11
o	403 SHS KIMCO REALTY	P	08/23/10	05/06/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 24,873.		25,000.	-127.
b 18,637.		18,750.	-113.
c 18,389.		18,500.	-111.
d 17,295.		17,400.	-105.
e 45,077.		45,350.	-273.
f 24,136.		24,125.	11.
g 14,325.		14,325.	0.
h 2,600.		2,600.	0.
i 1,000.		1,000.	0.
j 20,397.		20,450.	-53.
k 5,001.		5,000.	1.
l 62,976.		62,500.	476.
m 14,891.		14,875.	16.
n 32,590.		32,550.	40.
o 10,105.		10,075.	30.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-127.
b			-113.
c			-111.
d			-105.
e			-273.
f			11.
g			0.
h			0.
i			0.
j			-53.
k			1.
l			476.
m			16.
n			40.
o			30.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1250 SHS PUBLIC STORAGE 6.5	P	04/05/11	06/06/11
b	750 SHS PUBLIC STORAGE 6.5	P	04/05/11	06/07/11
c	500 SHS PUBLIC STORAGE 6.5	P	04/05/11	06/08/11
d	2500 SHS QWEST 7.375 6/1/51	P	06/01/11	06/27/11
e	1265 SHS TELE 6.875 11/15/59	P	11/16/10	07/06/11
f	365 SHS TELE 6.875 11/15/59	P	11/16/10	07/07/11
g	870 SHS TELE 6.875 11/15/59	P	11/16/10	07/08/11
h	5000 SHS GOLD 6.125	P	10/26/10	07/20/11
i	1880 SHS PARTNERRE LTD	P	06/08/11	08/24/11
j	620 SHS PARTNERRE LTD	P	06/08/11	08/25/11
k	1040 SHS UNITED STATES CELL	P	05/09/11	08/31/11
l	1710 SHS UNITED STATES CELL	P	05/09/11	09/01/11
m	1000 SHS UNITED STATES CELL	P	05/09/11	09/02/11
n	3125 SHS PUBLIC STORAGE 6.35	P	07/19/11	09/28/11
o	2465 SHS QWEST 7.5 09/15/2051	P	09/14/11	11/02/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 32,263.		31,250.	1,013.
b 19,312.		18,750.	562.
c 12,782.		12,500.	282.
d 63,001.		62,500.	501.
e 31,925.		31,625.	300.
f 9,198.		9,125.	73.
g 21,942.		21,750.	192.
h 124,851.		125,000.	-149.
i 47,281.		47,000.	281.
j 15,531.		15,500.	31.
k 26,475.		26,000.	475.
l 43,438.		42,750.	688.
m 25,360.		25,000.	360.
n 78,572.		78,125.	447.
o 62,387.		61,625.	762.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,013.
b			562.
c			282.
d			501.
e			300.
f			73.
g			192.
h			-149.
i			281.
j			31.
k			475.
l			688.
m			360.
n			447.
o			762.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1285 SHS QWEST 7.5 09/15/2051	P	09/14/11	11/03/11
b	0.1 SHS CITIGROUP INC	P	05/06/08	11/17/11
c	175 SHS FLUOR CORP	P	12/09/10	01/04/11
d	1225 SHS FLUOR CORP	P	02/02/10	01/04/11
e	250 SHS PHILIP MORRIS INTL	P	12/09/10	01/11/11
f	35 SHS WAL MART STORES	P	05/07/03	01/11/11
g	75 SHS WAL MART STORES	P	01/09/02	01/11/11
h	420 SHS WAL MART STORES	P	11/09/99	01/11/11
i	65 SHS BECTON DICKINSON	P	12/09/10	01/14/11
j	25 SHS BECTON DICKINSON	P	02/05/08	01/14/11
k	25 SHS BECTON DICKINSON	P	04/09/09	01/14/11
l	50 SHS CELGENE CORP	P	09/11/07	01/14/11
m	140 SHS CEMIG SA - SPONS ADR	P	07/27/09	01/14/11
n	370 SHS CEMIG SA - SPONS ADR	P	12/09/10	01/14/11
o	130 SHS LIFE TECH	P	12/09/10	01/14/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 32,510.		32,125.	385.
b 3.		3.	0.
c 11,197.		10,861.	336.
d 78,379.		58,356.	20,023.
e 13,980.		14,833.	-853.
f 1,904.		1,937.	-33.
g 4,080.		4,253.	-173.
h 22,850.		24,455.	-1,605.
i 5,373.		5,292.	81.
j 2,067.		2,188.	-121.
k 2,067.		1,679.	388.
l 2,871.		3,426.	-555.
m 2,495.		1,748.	747.
n 6,595.		6,164.	431.
o 7,163.		6,790.	373.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			385.
b			0.
c			336.
d			20,023.
e			-853.
f			-33.
g			-173.
h			-1,605.
i			81.
j			-121.
k			388.
l			-555.
m			747.
n			431.
o			373.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	180 SHS LIFE TECH	P	08/07/08	01/14/11
b	100 SHS MCKESSON HBOC INC	P	12/09/10	01/14/11
c	65 SHS MEDCO HEALTH	P	08/25/08	01/14/11
d	140 SHS MEDCO HEALTH	P	12/09/10	01/14/11
e	455 SHS PG & E CORP	P	04/27/10	01/14/11
f	20 SHS THERMO ELECT CORP	P	01/14/09	01/14/11
g	110 SHS THERMO ELECT CORP	P	04/09/09	01/14/11
h	125 SHS THERMO ELECT CORP	P	12/09/10	01/14/11
i	715 SHS INTEL CORP	P	03/29/06	02/02/11
j	350 SHS INTEL CORP	P	12/09/10	02/02/11
k	500 SHS INTEL CORP	P	08/04/06	02/02/11
l	1100 SHS INTEL CORP	P	06/30/06	02/02/11
m	50 SHS INTEL CORP	P	05/07/03	02/02/11
n	555 SHS ENTERGY CORP	P	02/02/10	02/02/11
o	80 SHS ENTERGY CORP	P	12/09/10	02/02/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,918.		7,824.	2,094.
b 7,416.		6,732.	684.
c 4,205.		3,081.	1,124.
d 9,057.		8,910.	147.
e 21,469.		19,841.	1,628.
f 1,127.		730.	397.
g 6,201.		4,091.	2,110.
h 7,046.		6,487.	559.
i 15,441.		14,229.	1,212.
j 7,559.		7,647.	-88.
k 10,798.		8,830.	1,968.
l 23,756.		20,988.	2,768.
m 1,080.		968.	112.
n 40,697.		43,782.	-3,085.
o 5,866.		5,583.	283.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,094.
b			684.
c			1,124.
d			147.
e			1,628.
f			397.
g			2,110.
h			559.
i			1,212.
j			-88.
k			1,968.
l			2,768.
m			112.
n			-3,085.
o			283.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	70 SHS DIAGEO PLC	P	12/09/10	03/15/11
b	270 SHS DIAGEO PLC	P	12/03/08	03/15/11
c	135 SHS TEXAS INSTRUMENTS	P	12/09/10	04/05/11
d	940 SHS TEXAS INSTRUMENTS	P	02/02/10	04/05/11
e	240 SHS COMPANHIA VALE	P	12/09/10	04/18/11
f	480 SHS COMPANHIA VALE	P	02/02/10	04/18/11
g	1200 SHS COMPANHIA VALE	P	08/21/09	04/18/11
h	5 SHS GOOGLE INC.	P	12/09/10	05/11/11
i	195 SHS DEERE & CO	P	09/21/09	05/11/11
j	130 SHS DEERE & CO	P	12/09/10	05/11/11
k	380 SHS MICROSOFT CORP	P	01/09/02	05/11/11
l	520 SHS MICROSOFT CORP	P	09/11/07	05/11/11
m	175 SHS MICROSOFT CORP	P	02/05/08	05/11/11
n	100 SHS MICROSOFT CORP	P	07/13/07	05/11/11
o	3785 SHS NATL SEMICONDUCTOR	P	02/02/11	05/11/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,167.		5,143.	24.
b 19,928.		14,381.	5,547.
c 4,697.		4,556.	141.
d 32,706.		21,930.	10,776.
e 7,672.		8,006.	-334.
f 15,343.		13,229.	2,114.
g 38,358.		24,552.	13,806.
h 2,673.		2,955.	-282.
i 17,767.		8,764.	9,003.
j 11,845.		10,495.	1,350.
k 9,606.		13,214.	-3,608.
l 13,144.		15,028.	-1,884.
m 4,424.		5,128.	-704.
n 2,528.		2,992.	-464.
o 92,194.		58,289.	33,905.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			24.
b			5,547.
c			141.
d			10,776.
e			-334.
f			2,114.
g			13,806.
h			-282.
i			9,003.
j			1,350.
k			-3,608.
l			-1,884.
m			-704.
n			-464.
o			33,905.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	430 SHS PETROLEO BRASI	P	08/04/10	05/11/11
b	170 SHS PETROLEO BRASI	P	12/09/10	05/11/11
c	720 SHS PETROLEO BRASI	P	07/15/09	05/11/11
d	140 SHS UNION PACIFIC	P	01/14/09	05/11/11
e	300 SHS VERIZON COMM	P	12/09/10	05/11/11
f	1200 SHS VERIZON COMM	P	01/05/10	05/11/11
g	745 SHS VERIZON COMM	P	08/04/10	05/11/11
h	75 SHS VERIZON COMM	P	07/27/10	05/11/11
i	605 SHS TJX COMPANIES	P	11/25/08	05/13/11
j	90 SHS TJX COMPANIES	P	12/09/10	05/13/11
k	5 SHS GOLDMAN SACHS	P	03/17/09	05/19/11
l	5 SHS GOLDMAN SACHS	P	06/29/09	05/19/11
m	200 SHS GOLDMAN SACHS	P	08/04/10	05/19/11
n	70 SHS GOLDMAN SACHS	P	12/09/10	05/19/11
o	185 SHS MEDCO HEALTH	P	08/25/08	06/08/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,706.		16,648.	-1,942.
b 5,814.		5,649.	165.
c 24,625.		28,027.	-3,402.
d 14,316.		5,815.	8,501.
e 11,117.		10,073.	1,044.
f 44,469.		37,470.	6,999.
g 27,608.		21,925.	5,683.
h 2,779.		2,152.	627.
i 32,984.		12,607.	20,377.
j 4,907.		4,045.	862.
k 698.		488.	210.
l 698.		745.	-47.
m 27,930.		31,389.	-3,459.
n 9,776.		11,656.	-1,880.
o 10,627.		8,768.	1,859.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,942.
b			165.
c			-3,402.
d			8,501.
e			1,044.
f			6,999.
g			5,683.
h			627.
i			20,377.
j			862.
k			210.
l			-47.
m			-3,459.
n			-1,880.
o			1,859.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	750 SHS MEDCO HEALTH	P	06/30/05	06/08/11
b	911 SHS BANK OF AMERICA	P	01/14/11	06/09/11
c	459 SHS BANK OF AMERICA	P	06/16/08	06/09/11
d	76 SHS BANK OF AMERICA	P	03/17/09	06/16/11
e	560 SHS BANK OF AMERICA	P	08/04/10	06/16/11
f	635 SHS BANK OF AMERICA	P	12/09/10	06/16/11
g	74 SHS BANK OF AMERICA	P	01/14/11	06/16/11
h	350 SHS JP MORGAN CHASE	P	06/04/07	06/16/11
i	85 SHS AFLAC	P	11/12/09	06/22/11
j	135 SHS AFLAC	P	12/09/10	06/22/11
k	485 SHS AT&T INC	P	05/11/11	06/22/11
l	330 SHS ABBOTT LABS	P	05/11/11	06/22/11
m	150 SHS ABBOTT LABS	P	01/05/10	06/22/11
n	25 SHS AMAZON.COM	P	03/15/11	06/22/11
o	300 SHS AMERICAN EXPRESS	P	06/09/11	06/22/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 43,084.		20,142.	22,942.
b 9,675.		13,938.	-4,263.
c 4,874.		12,801.	-7,927.
d 798.		464.	334.
e 5,880.		7,969.	-2,089.
f 6,667.		8,045.	-1,378.
g 777.		1,132.	-355.
h 14,035.		18,093.	-4,058.
i 3,880.		3,763.	117.
j 6,163.		7,499.	-1,336.
k 15,030.		15,194.	-164.
l 17,192.		17,505.	-313.
m 7,814.		8,091.	-277.
n 4,812.		4,161.	651.
o 14,985.		14,614.	371.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			22,942.
b			-4,263.
c			-7,927.
d			334.
e			-2,089.
f			-1,378.
g			-355.
h			-4,058.
i			117.
j			-1,336.
k			-164.
l			-313.
m			-277.
n			651.
o			371.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	40 SHS AMERICAN EXPRESS	P	06/16/11	06/22/11
b	520 SHS AMERICAN WTR WORKS	P	04/19/11	06/22/11
c	45 SHS APACHE CORP	P	02/01/06	06/22/11
d	5 SHS APACHE CORP	P	05/11/11	06/22/11
e	120 SHS APACHE CORP	P	12/09/10	06/22/11
f	90 SHS APPLE COMPUTER	P	12/09/10	06/22/11
g	40 SHS APPLE COMPUTER	P	04/27/10	06/22/11
h	560 SHS BANK OF AMERICA	P	03/17/09	06/22/11
i	120 SHS BECTON DICKINSON	P	04/09/09	06/22/11
j	145 SHS BERKSHIRE CLB	P	03/16/10	06/22/11
k	65 SHS BHP LTD ADR	P	12/09/10	06/22/11
l	25 SHS BHP LTD ADR	P	05/05/10	06/22/11
m	310 SHS BOEING CO	P	05/11/11	06/22/11
n	420 SHS CVS CORP	P	01/20/10	06/22/11
o	105 SHS CA INC.	P	02/02/10	06/22/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,998.		1,929.	69.
b 15,267.		14,733.	534.
c 5,368.		3,341.	2,027.
d 596.		618.	-22.
e 14,313.		13,696.	617.
f 29,372.		28,791.	581.
g 13,054.		10,503.	2,551.
h 6,087.		3,418.	2,669.
i 10,391.		8,059.	2,332.
j 11,018.		11,942.	-924.
k 5,887.		5,800.	87.
l 2,264.		1,723.	541.
m 22,558.		24,498.	-1,940.
n 15,838.		14,169.	1,669.
o 2,326.		2,328.	-2.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			69.
b			534.
c			2,027.
d			-22.
e			617.
f			581.
g			2,551.
h			2,669.
i			2,332.
j			-924.
k			87.
l			541.
m			-1,940.
n			1,669.
o			-2.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	280 SHS CA INC.	P	12/09/10	06/22/11
b	170 SHS CELGENE CORP	P	09/11/07	06/22/11
c	190 SHS CHEVRON	P	12/09/10	06/22/11
d	5 SHS CHEVRON	P	05/11/11	06/22/11
e	80 SHS CHEVRON	P	06/30/05	06/22/11
f	50 SHS CISCO SYS INC	P	12/22/10	06/22/11
g	765 SHS CISCO SYS INC	P	12/09/10	06/22/11
h	305 SHS CISCO SYS INC	P	01/09/02	06/22/11
i	105 SHS CITRIX SYSTEMS	P	12/09/10	06/22/11
j	40 SHS CITRIX SYSTEMS	P	08/30/10	06/22/11
k	125 SHS COG TECH SOL	P	12/09/10	06/22/11
l	60 SHS COG TECH SOL	P	08/16/10	06/22/11
m	135 SHS COMCAST CL A	P	06/30/05	06/22/11
n	320 SHS COMCAST CL A	P	12/09/10	06/22/11
o	555 SHS CEMIG SA - SPONS ADR	P	07/27/09	06/22/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,202.		6,750.	-548.
b 10,228.		11,647.	-1,419.
c 19,370.		16,430.	2,940.
d 510.		510.	0.
e 8,156.		4,476.	3,680.
f 773.		979.	-206.
g 11,827.		15,155.	-3,328.
h 4,715.		6,475.	-1,760.
i 8,020.		7,380.	640.
j 3,055.		2,333.	722.
k 9,038.		8,816.	222.
l 4,338.		3,496.	842.
m 3,251.		2,778.	473.
n 7,706.		6,672.	1,034.
o 11,161.		6,930.	4,231.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-548.
b			-1,419.
c			2,940.
d			0.
e			3,680.
f			-206.
g			-3,328.
h			-1,760.
i			640.
j			722.
k			222.
l			842.
m			473.
n			1,034.
o			4,231.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	125 SHS DEERE & CO	P	09/21/09	06/22/11
b	150 SHS DEVON ENERGY	P	04/21/08	06/22/11
c	45 SHS DEVON ENERGY	P	12/09/10	06/22/11
d	60 SHS DIAGEO PLC	P	12/03/08	06/22/11
e	165 SHS DISNEY WALT CO	P	12/09/10	06/22/11
f	60 SHS DISNEY WALT CO	P	04/16/09	06/22/11
g	60 SHS DU PONT	P	07/21/10	06/22/11
h	155 SHS DU PONT	P	12/09/10	06/22/11
i	785 SHS EMC CORP	P	05/11/11	06/22/11
j	25 SHS EXXON-MOBIL	P	04/21/08	06/22/11
k	155 SHS EXXON-MOBIL	P	05/11/11	06/22/11
l	300 SHS EXXON-MOBIL	P	07/13/07	06/22/11
m	120 SHS FREEPORT - MCMORAN	P	12/09/10	06/22/11
n	50 SHS FREEPORT - MCMORAN	P	03/20/07	06/22/11
o	1075 SHS GENERAL ELECTRIC	P	01/11/05	06/22/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 10,307.		5,618.	4,689.
b 11,790.		17,857.	-6,067.
c 3,537.		3,260.	277.
d 4,876.		3,196.	1,680.
e 6,351.		6,064.	287.
f 2,309.		1,202.	1,107.
g 3,105.		2,198.	907.
h 8,022.		7,452.	570.
i 20,873.		21,406.	-533.
j 2,007.		2,361.	-354.
k 12,440.		12,544.	-104.
l 24,078.		27,209.	-3,131.
m 5,956.		6,640.	-684.
n 2,481.		1,540.	941.
o 19,995.		38,266.	-18,271.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,689.
b			-6,067.
c			277.
d			1,680.
e			287.
f			1,107.
g			907.
h			570.
i			-533.
j			-354.
k			-104.
l			-3,131.
m			-684.
n			941.
o			-18,271.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	370 SHS GILEAD SCIENCES	P	01/05/10	06/22/11
b	40 SHS GOLDMAN SACHS	P	03/17/09	06/22/11
c	5 SHS GOOGLE INC.	P	04/21/08	06/22/11
d	15 SHS GOOGLE INC.	P	12/09/10	06/22/11
e	40 SHS HEALTH CARE	P	06/28/10	06/22/11
f	245 SHS HEALTH CARE	P	12/09/10	06/22/11
g	10 SHS ILLINOIS TOOL WKS	P	05/11/11	06/22/11
h	145 SHS ILLINOIS TOOL WKS	P	12/09/10	06/22/11
i	200 SHS ILLINOIS TOOL WKS	P	11/15/10	06/22/11
j	640 SHS JP MORGAN CHASE	P	06/04/07	06/22/11
k	135 SHS JOHNSON & JOHNSON	P	12/09/10	06/22/11
l	170 SHS JOHNSON CTLS	P	05/13/11	06/22/11
m	345 SHS JUNIPER NETWORKS	P	12/09/10	06/22/11
n	45 SHS KRAFT FOODS	P	05/18/10	06/22/11
o	100 SHS KRAFT FOODS	P	12/09/10	06/22/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,863.		15,884.	-1,021.
b 5,489.		3,907.	1,582.
c 2,454.		2,699.	-245.
d 7,361.		8,865.	-1,504.
e 2,139.		1,716.	423.
f 13,104.		11,117.	1,987.
g 559.		578.	-19.
h 8,110.		7,311.	799.
i 11,187.		9,621.	1,566.
j 26,431.		33,084.	-6,653.
k 8,962.		8,354.	608.
l 6,638.		6,561.	77.
m 10,260.		12,365.	-2,105.
n 1,560.		1,360.	200.
o 3,466.		3,104.	362.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,021.
b			1,582.
c			-245.
d			-1,504.
e			423.
f			1,987.
g			-19.
h			799.
i			1,566.
j			-6,653.
k			608.
l			77.
m			-2,105.
n			200.
o			362.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	130 SHS LIFE TECH	P	08/07/08	06/22/11
b	225 SHS LOWES COS	P	12/09/10	06/22/11
c	100 SHS LOWES COS	P	07/15/09	06/22/11
d	275 SHS MACY'S INC	P	12/09/10	06/22/11
e	125 SHS MACY'S INC	P	03/19/08	06/22/11
f	100 SHS MCDONALDS CORP	P	01/11/11	06/22/11
g	125 SHS MCDONALDS CORP	P	12/09/10	06/22/11
h	65 SHS MCKESSON HBOC INC	P	12/09/10	06/22/11
i	110 SHS MCKESSON HBOC INC	P	01/14/09	06/22/11
j	405 SHS MICROSOFT CORP	P	12/09/10	06/22/11
k	230 SHS MICROSOFT CORP	P	09/11/07	06/22/11
l	440 SHS MYLAN LABS	P	06/08/11	06/22/11
m	115 SHS NIKE	P	12/29/10	06/22/11
n	60 SHS NIKE	P	12/09/10	06/22/11
o	255 SHS ORACLE SYSTEMS	P	10/13/09	06/22/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,874.	5,650.	1,224.
b	5,265.	5,658.	-393.
c	2,340.	2,004.	336.
d	7,849.	7,004.	845.
e	3,568.	2,915.	653.
f	8,279.	7,404.	875.
g	10,349.	9,692.	657.
h	5,426.	4,376.	1,050.
i	9,183.	4,520.	4,663.
j	10,015.	10,963.	-948.
k	5,688.	6,647.	-959.
l	10,080.	9,945.	135.
m	9,628.	9,871.	-243.
n	5,023.	5,246.	-223.
o	8,226.	5,345.	2,881.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,224.
b			-393.
c			336.
d			845.
e			653.
f			875.
g			657.
h			1,050.
i			4,663.
j			-948.
k			-959.
l			135.
m			-243.
n			-223.
o			2,881.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	405 SHS ORACLE SYSTEMS	P	12/09/10	06/22/11
b	265 SHS PNC FINANCIAL	P	05/27/10	06/22/11
c	205 SHS PEPSICO INC	P	12/09/10	06/22/11
d	30 SHS PEPSICO INC	P	06/30/05	06/22/11
e	25 SHS PEPSICO INC	P	02/05/08	06/22/11
f	10 SHS PHILIP MORRIS INTL	P	11/14/08	06/22/11
g	150 SHS PHILIP MORRIS INTL	P	01/14/09	06/22/11
h	5 SHS PHILIP MORRIS INTL	P	12/09/10	06/22/11
i	75 SHS PHILIP MORRIS INTL	P	03/06/07	06/22/11
j	140 SHS PRICE T ROWE GROUP	P	12/09/10	06/22/11
k	65 SHS PRICE T ROWE GROUP	P	11/14/08	06/22/11
l	370 SHS PROCTER & GAMBLE	P	07/22/08	06/22/11
m	220 SHS QUALCOMM INC	P	05/11/11	06/22/11
n	205 SHS SCHLUMBERGER LTD	P	12/09/10	06/22/11
o	85 SHS SCHLUMBERGER LTD	P	06/30/05	06/22/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,065.		11,858.	1,207.
b 15,060.		17,039.	-1,979.
c 14,139.		13,249.	890.
d 2,069.		1,625.	444.
e 1,724.		1,710.	14.
f 670.		390.	280.
g 10,045.		6,172.	3,873.
h 335.		297.	38.
i 5,023.		3,302.	1,721.
j 8,128.		8,734.	-606.
k 3,774.		2,148.	1,626.
l 23,783.		23,706.	77.
m 11,926.		12,401.	-475.
n 17,290.		16,628.	662.
o 7,169.		3,243.	3,926.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,207.
b			-1,979.
c			890.
d			444.
e			14.
f			280.
g			3,873.
h			38.
i			1,721.
j			-606.
k			1,626.
l			77.
m			-475.
n			662.
o			3,926.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	75 SHS SIGMA ALDRICH	P	01/14/11	06/22/11
b	365 SHS SYSCO CORP	P	06/30/05	06/22/11
c	135 SHS TARGET CORP	P	01/11/11	06/22/11
d	140 SHS TARGET CORP	P	12/09/10	06/22/11
e	145 SHS TEVA PHARM	P	12/09/10	06/22/11
f	105 SHS TEVA PHARM	P	01/14/09	06/22/11
g	5 SHS THERMO ELECT CORP	P	06/30/05	06/22/11
h	130 SHS THERMO ELECT CORP	P	01/14/09	06/22/11
i	200 SHS 3M CO COM	P	08/04/10	06/22/11
j	285 SHS TIME WARNER	P	06/30/05	06/22/11
k	115 SHS UNION PACIFIC	P	01/14/09	06/22/11
l	225 SHS UNITED PARCEL	P	01/04/11	06/22/11
m	125 SHS WAL MART STORES	P	12/09/10	06/22/11
n	190 SHS WAL MART STORES	P	05/07/03	06/22/11
o	110 SHS WELLPOINT INC.	P	04/21/11	06/22/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,203.		4,817.	386.
b 11,413.		13,293.	-1,880.
c 6,332.		7,461.	-1,129.
d 6,566.		8,307.	-1,741.
e 6,902.		7,607.	-705.
f 4,998.		4,464.	534.
g 320.		163.	157.
h 8,319.		4,744.	3,575.
i 18,707.		17,605.	1,102.
j 10,160.		10,125.	35.
k 11,821.		4,777.	7,044.
l 16,114.		16,356.	-242.
m 6,641.		6,801.	-160.
n 10,095.		10,517.	-422.
o 8,702.		7,989.	713.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			386.
b			-1,880.
c			-1,129.
d			-1,741.
e			-705.
f			534.
g			157.
h			3,575.
i			1,102.
j			35.
k			7,044.
l			-242.
m			-160.
n			-422.
o			713.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	455 SHS WELLS FARGO	P	01/14/11	06/22/11
b	165 SHS WELLS FARGO	P	01/11/05	06/22/11
c	190 SHS ACE LIMITED	P	10/27/10	06/22/11
d	2664 SHS BANK OF AMERICA	P	03/17/09	06/23/11
e	1610 SHS JUNIPER NETWORKS	P	08/30/10	07/11/11
f	35 SHS JUNIPER NETWORKS	P	12/09/10	07/11/11
g	680 SHS CITRIX SYSTEMS	P	08/30/10	07/27/11
h	115 SHS BHP LTD ADR	P	05/05/10	08/08/11
i	1860 SHS CA INC.	P	02/02/10	08/08/11
j	205 SHS GOLDMAN SACHS	P	03/17/09	08/08/11
k	50 SHS HEALTH CARE	P	06/28/10	08/08/11
l	495 SHS ILLINOIS TOOL WKS	P	11/15/10	08/08/11
m	1 SHS LIFE TECH	P	08/07/08	08/08/11
n	1 SHS LIFE TECH	P	04/09/09	08/08/11
o	615 SHS MACY'S INC	P	03/19/08	08/08/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,590.		14,890.	-2,300.
b 4,565.		5,121.	-556.
c 12,365.		11,495.	870.
d 28,246.		16,258.	11,988.
e 50,327.		43,513.	6,814.
f 1,094.		1,254.	-160.
g 48,219.		39,663.	8,556.
h 8,259.		7,926.	333.
i 35,864.		41,240.	-5,376.
j 24,132.		20,022.	4,110.
k 2,054.		2,144.	-90.
l 21,190.		23,813.	-2,623.
m 39.		43.	-4.
n 39.		33.	6.
o 14,815.		14,339.	476.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,300.
b			-556.
c			870.
d			11,988.
e			6,814.
f			-160.
g			8,556.
h			333.
i			-5,376.
j			4,110.
k			-90.
l			-2,623.
m			-4.
n			6.
o			476.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	55 SHS MACY'S INC	P	09/23/08	08/08/11
b	230 SHS UNION PACIFIC	P	01/14/09	08/08/11
c	300 SHS UNION PACIFIC	P	03/31/09	08/08/11
d	299 SHS LIFE TECH	P	04/09/09	08/09/11
e	329 SHS LIFE TECH	P	08/07/08	08/09/11
f	245 SHS AMERICAN EXPRESS	P	06/16/11	08/15/11
g	235 SHS PNC FINANCIAL	P	05/27/10	08/15/11
h	730 SHS CITIGROUP INC	P	06/23/11	08/24/11
i	335 SHS JP MORGAN CHASE	P	06/04/07	08/24/11
j	190 SHS MICROSOFT CORP	P	06/30/05	09/08/11
k	345 SHS MICROSOFT CORP	P	12/09/10	09/08/11
l	1075 SHS UNITED PARCEL	P	01/04/11	10/24/11
m	350 SHS THERMO ELECT CORP	P	06/30/05	10/21/11
n	50 SHS GENERAL ELECTRIC	P	02/05/08	10/21/11
o	265 SHS GENERAL ELECTRIC	P	01/11/05	10/21/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,325.		984.	341.
b 20,103.		9,554.	10,549.
c 26,221.		12,414.	13,807.
d 11,580.		9,984.	1,596.
e 12,742.		14,300.	-1,558.
f 11,207.		11,814.	-607.
g 11,194.		15,110.	-3,916.
h 20,190.		28,332.	-8,142.
i 11,800.		17,318.	-5,518.
j 4,982.		4,741.	241.
k 9,046.		9,339.	-293.
l 76,089.		78,147.	-2,058.
m 18,499.		11,380.	7,119.
n 811.		1,721.	-910.
o 4,301.		9,433.	-5,132.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			341.
b			10,549.
c			13,807.
d			1,596.
e			-1,558.
f			-607.
g			-3,916.
h			-8,142.
i			-5,518.
j			241.
k			-293.
l			-2,058.
m			7,119.
n			-910.
o			-5,132.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	125 SHS GENERAL ELECTRIC	P	08/04/06	10/21/11
b	305 SHS GENERAL ELECTRIC	P	07/22/08	10/21/11
c	640 SHS GENERAL ELECTRIC	P	02/01/06	10/21/11
d	275 SHS THERMO ELECT CORP	P	06/30/05	10/27/11
e	685 SHS AMERICAN WTR WORKS	P	04/19/11	11/09/11
f	830 SHS ACCENTURE PLC	P	07/11/11	11/09/11
g	80 SHS UTILITIES HOLDERS	P	11/09/11	12/15/11
h	370 SHS UTILITIES HOLDERS	P	08/09/11	12/15/11
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,029.		4,124.	-2,095.
b 4,950.		8,659.	-3,709.
c 10,387.		21,062.	-10,675.
d 13,977.		8,941.	5,036.
e 21,086.		19,407.	1,679.
f 47,145.		51,110.	-3,965.
g 8,727.		8,719.	8.
h 40,362.		35,417.	4,945.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,095.
b			-3,709.
c			-10,675.
d			5,036.
e			1,679.
f			-3,965.
g			8.
h			4,945.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	188,177.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TO ADJUST CASH	23.	0.	23.
WHITTIER TR CO. - NOMINEE 00 5010 DIV.	79,159.	0.	79,159.
WHITTIER TR CO. - NOMINEE 00 5010 U.S. GOV'T INTEREST	6,786.	0.	6,786.
WHITTIER TR CO. - NOMINEE 00 5010-CORPORATE INTEREST	7,841.	0.	7,841.
WHITTIER TR CO. - NOMINEE 73 5010 DIV.	25,223.	0.	25,223.
WHITTIER TR CO. - NOMINEE 82 5010 DIV.	145,497.	0.	145,497.
TOTAL TO FM 990-PF, PART I, LN 4	264,529.	0.	264,529.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PRTNRSHPS. - SCHEDULE ATTACHED	14,420.	14,420.	
OTHER REVENUES	344.	344.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,764.	14,764.	

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX-CURRENT YEAR	10,000.	0.		0.
FOREIGN TAX WITTHELD	380.	380.		0.
TO FORM 990-PF, PG 1, LN 18	10,380.	380.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATION EXPENSE - ALLOCATED 60% TO CHARITABLE	132,908.	26,581.		106,326.	
FILING FEE	180.	0.		180.	
INSURANCE EXPENSE	1,517.	303.		1,214.	
TO FORM 990-PF, PG 1, LN 23	134,605.	26,884.		107,720.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
UST NTS 7.25 5/15/16	X		102,595.	128,242.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			102,595.	128,242.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			102,595.	128,242.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
OWENS WTS EX SER B	2,207.		15.	
COMMON STOCKS-SEE ATTACHED SCHEDULE-73 5010	806,365.		978,256.	
COMMON STOCKS-SEE ATTACHED SCHEDULE-82-5010	5,441,149.		6,532,040.	
PREFERRED STOCKS-00 5010	806,250.		800,238.	
FOREIGN EQUITIES-82 5010	130,295.		154,434.	
SPDR S&P 500	685,502.		651,345.	
CITIGROUP	81,011.		62,302.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,952,779.		9,178,630.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES 1-3 YR INV CR	199,930.	200,064.
CORPORATE BONDS & NOTES	312,061.	316,681.
ISHARES AGG BONDS	249,889.	265,703.
TOTAL TO FORM 990-PF, PART II, LINE 10C	761,880.	782,448.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER AGGRESSIVE GROWTH FUND A	COST	1,624,524.	1,681,178.
WHITTIER VALUE FUND A	COST	1,520,666.	1,811,897.
WHITTIER INTERNATIONAL FUND A	COST	1,263,075.	1,199,544.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,408,265.	4,692,619.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FUND DISTRIBUTION RECEIVED IN THE FOLLOWING YEAR	4,760.	4,497.	4,497.
ACCOUNTS RECEIVABLE-SALE OF 100 SHARES OF PG&E	4,783.	0.	0.
ACCOUNTS RECEIVABLE-SALE OF 255 SHARES OF PG&E	12,195.	0.	0.
TO FORM 990-PF, PART II, LINE 15	21,738.	4,497.	4,497.

Report Date **April 24, 2012**
 Time Prepared. **10:35:22 AM**
 Requested By **Myrna Dichosa**
 Includes **Account: 52 00 5010 0 0Y LLWW FOUNDATION**

THE WHITTIER TRUST COMPANY

Account Holdings as of 12/31/2011

CORPORATE BONDS & NOTES

10206RAQ5	AT&T 4 85 2/15/14	100,000 0000	106,622.04	107.787	107,787 00	12/30/2011
169604AY9	GE 5% 2/1/13	100,000.0000	104,379 02	104.21	104,210.00	12/30/2011
14974BEU0	WELLS 3 625 4/15/15	100,000 0000	101,058 81	104 684	104,684 00	12/30/2011
Total	CORPORATE BONDS & NOTES	300,000.0000	312,059.87		316,681.00	

WARRANTS & RIGHTS

190742127	OWENS WTS EX SER B	7 9400	2,206 83	1.85	14.69	12/30/2011
Total	WARRANTS & RIGHTS	7.9400	2,206.83		14.69	

PREFERRED STOCK

145488202	ASSOC BANC-CORP 8 0	3,125 0000	78,125 00	25 15	78,593 75	12/30/2011
15382A203	AVIVA 8 25 12/01/41	1,250 0000	31,250 00	25 12	31,400.00	12/30/2011
160505559	BANK AMER CORP	10,000.0000	250,000 00	21 96	219,600 00	12/30/2011
18144G184	GOLDMAN 6 5 11/01/61	3,750 0000	93,750 00	25 05	93,937 50	12/30/2011
8123W209	JPM CHASE	2,500 0000	62,500.00	25 42	63,550 00	12/30/2011
15339K506	NEXTERA 8 75 3/1/69	1,000 0000	25,000.00	28 95	28,950 00	12/30/2011
19352P889	PPL CAPITAL	5,000 0000	125,000 00	26.00	130,000 00	12/30/2011
29042869	VORNADO REALTY	625 0000	15,625 00	26.89	16,806.25	12/30/2011
29043602	VOR 7.875 9/30/39	5,000 0000	125,000 00	27 48	137,400 00	12/30/2011
Total	PREFERRED STOCK	32,250.0000	806,250.00		800,237.50	

Report Date **April 24, 2012**

THE WHITTIER TRUST COMPANY

Time Prepared **10:35:22 AM**Requested By **Myrna Dichosa**Includes **Account: 34 73 5010 0 0Y LLWW FOUNDATION VALUE STRATEGY****Account Holdings as of 12/31/2011**

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
US LARGE CAP EQUITIES						
00206R102	AT&T INC	605 0000	22,712 97	30.24	18,295 20	12/30/2011
013817101	ALCOA	605 0000	20,238.47	8 65	5,233 25	12/30/2011
025816109	AMERICAN EXPRESS	605 0000	29,006 16	47 17	28,537 85	12/30/2011
060505104	BANK OF AMERICA	605 0000	23,631.30	5 56	3,363 80	12/30/2011
097023105	BOEING CO	605 0000	23,518 31	73 35	44,376 75	12/30/2011
149123101	CATERPILLAR INC	605 0000	12,382 84	90 60	54,813 00	12/30/2011
166764100	CHEVRON	605 0000	53,137.15	106.40	64,372 00	12/30/2011
17275R102	CISCO SYS INC	605.0000	12,097.94	18.08	10,938.40	12/30/2011
191216100	COCA COLA CO	605.0000	32,803.33	69 97	42,331.85	12/30/2011
254687106	DISNEY WALT CO	605 0000	20,219.20	37 50	22,687 50	12/30/2011
263534109	DU PONT	605 0000	32,520 02	45 78	27,696 90	12/30/2011
30231G102	EXXON-MOBIL	605 0000	24,159 72	84.76	51,279.80	12/30/2011
369604103	GENERAL ELECTRIC	605 0000	27,489.99	17 91	10,835 55	12/30/2011
428236103	HEWLETT-PACKARD	605 0000	28,725 23	25 76	15,584 80	12/30/2011
437076102	HOME DEPOT	605 0000	32,480 15	42 04	25,434 20	12/30/2011
458140100	INTEL CORP	605 0000	32,430 37	24 25	14,671 25	12/30/2011
459200101	I B.M	605 0000	65,771 63	183.88	111,247 40	12/30/2011
46625H100	JP MORGAN CHASE	605 0000	19,857.50	33.25	20,116 25	12/30/2011
478160104	JOHNSON & JOHNSON	605 0000	24,905 24	65.58	39,675 90	12/30/2011
50075N104	KRAFT FOODS	605 0000	20,063 89	37.36	22,602.80	12/30/2011
580135101	MCDONALDS CORP	605 0000	19,709 31	100.33	60,699 65	12/30/2011
58933Y105	MERCK & CO	605 0000	20,134 76	37 70	22,808 50	12/30/2011
594918104	MICROSOFT CORP	605 0000	32,726 23	25.96	15,705 80	12/30/2011
717081103	PFIZER INC	605 0000	21,695 30	21 64	13,092 20	12/30/2011
742718109	PROCTER & GAMBLE	605.0000	27,791 86	66.71	40,359 55	12/30/2011
88579Y101	3M CO COM	605 0000	26,600 34	81 73	49,446 65	12/30/2011
89417E109	TRAVELERS	605.0000	27,012 40	59 17	35,797 85	12/30/2011
913017109	UTD TECHNOLOGIES	605 0000	15,445 65	73 09	44,219 45	12/30/2011
92343V104	VERIZON COMM	645 0000	21,615.55	40 12	25,877 40	12/30/2011
931142103	WAL MART STORES	605.0000	35,481 80	59.76	36,154 80	12/30/2011
Total	US LARGE CAP EQUITIES	18,190.0000	806,364.61		978,256.30	

Report Date **April 24, 2012****THE WHITTIER TRUST COMPANY**Time Prepared **10:35:22 AM**Requested By **Myrna Dichosa**Includes **Account: 42 82 5010 0 0Y LLWW FOUNDATION CORPORATE AMERICA****Account Holdings as of 12/31/2011**

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
US LARGE CAP EQUITIES						
001055102	AFLAC	1,065.0000	47,151 17	43 26	46,071 90	12/30/2011
00130H105	AES CORP	4,230 0000	49,287 12	11.84	50,083 20	12/30/2011
00206R102	AT&T INC	2,680.0000	82,538 62	30.24	81,043 20	12/30/2011
002824100	ABBOTT LABS	2,295.0000	106,343 75	56 23	129,047 85	12/30/2011
021441100	ALTERA CORP	1,170 0000	48,466 67	37.10	43,407 00	12/30/2011
023135106	AMAZON COM	130 0000	21,637 52	173.10	22,503 00	12/30/2011
025816109	AMERICAN EXPRESS	1,385 0000	62,703 24	47 17	65,330 45	12/30/2011
030420103	AMERICAN WTR WORKS	1,850 0000	48,462.71	31 86	58,941 00	12/30/2011
037411105	APACHE CORP	805 0000	59,766.90	90.58	72,916 90	12/30/2011
037833100	APPLE COMPUTER	615 0000	102,472 65	405.00	249,075 00	12/30/2011
060505104	BANK OF AMERICA	4,820 0000	33,460 36	5.56	26,799 20	12/30/2011
075887109	BECTON DICKINSON	565 0000	29,892 57	74.72	42,216.80	12/30/2011
084670702	BERKSHIRE CLB	700 0000	56,621.20	76 30	53,410 00	12/30/2011
097023105	BOEING CO	1,445 0000	93,540 98	73 35	105,990 75	12/30/2011
126650100	CVS CORP	2,385 0000	77,066 24	40 78	97,260 30	12/30/2011
14040H105	CAPITAL ONE	505 0000	22,973 36	42.29	21,356 45	12/30/2011
151020104	CELGENE CORP	795 0000	46,508 68	67 60	53,742 00	12/30/2011
166764100	CHEVRON	1,475 0000	88,234.64	106.40	156,940 00	12/30/2011
17275R102	CISCO SYS INC	5,395 0000	101,352.25	18.08	97,541 60	12/30/2011
192446102	COG TECH SOL	895 0000	45,804 48	64.31	57,557 45	12/30/2011
20030N101	COMCAST CL A	2,175 0000	43,376 68	23 71	51,569 25	12/30/2011
244199105	DEERE & CO	880.0000	48,081 14	77 35	68,068 00	12/30/2011
25179M103	DEVON ENERGY	930.0000	50,496 41	62 00	57,660 00	12/30/2011
254687106	DISNEY WALT CO	1,090.0000	21,833 02	37 50	40,875 00	12/30/2011
263534109	DU PONT	1,000 0000	36,634 99	45 78	45,780 00	12/30/2011
268648102	EMC CORP	3,690 0000	72,016 81	21.54	79,482 60	12/30/2011
278058102	EATON CORP	1,845 0000	76,952 74	43 53	80,312 85	12/30/2011
291011104	EMERSON ELECTRIC	1,200 0000	52,754 93	46 59	55,908 00	12/30/2011
30231G102	EXXON-MOBIL	2,480 0000	158,331 53	84 76	210,204 80	12/30/2011
35671D857	FREEMPORT - MCMORAN	820 0000	14,521 91	36 79	30,167 80	12/30/2011
369604103	GENERAL ELECTRIC	3,765 0000	95,587 90	17 91	67,431 15	12/30/2011
375558103	GILEAD SCIENCES	1,785 0000	67,744 64	40 93	73,060.05	12/30/2011
38259P508	GOOGLE INC	100 0000	50,369.95	645.90	64,590 00	12/30/2011
42217K106	HEALTH CARE	1,310 0000	56,184.85	54 53	71,434 30	12/30/2011
452308109	ILLINOIS TOOL WKS	1,167 0000	56,140 75	46.71	54,510 57	12/30/2011
464287200	ISHARES S&P 500	7,965 0000	823,130.80	125.96	1,003,271 40	12/30/2011
46625H100	JP MORGAN CHASE	2,725 0000	120,544 25	33.25	90,606 25	12/30/2011
478160104	JOHNSON & JOHNSON	1,225 0000	64,355 71	65 58	80,335 50	12/30/2011
478366107	JOHNSON CTLS	1,205 0000	44,341 64	31.26	37,668 30	12/30/2011
50075N104	KRAFT FOODS	705 0000	21,301 36	37 36	26,338 80	12/30/2011
548661107	LOWES COS	1,560 0000	31,262 40	25 38	39,592 80	12/30/2011
55616P104	MACY'S INC	1,245.0000	22,268 11	32.18	40,064.10	12/30/2011
580135101	MCDONALDS CORP	1,065 0000	34,058 13	100 33	106,851 45	12/30/2011
58155Q103	MCKESSON HBOC INC	820 0000	30,734 14	77.91	63,886 20	12/30/2011
594918104	MICROSOFT CORP	2,465 0000	60,964 03	25 96	63,991 40	12/30/2011
628530107	MYLAN LABS	2,100 0000	44,316 89	21 46	45,066 00	12/30/2011
654106103	NIKE	815 0000	64,561 08	96 37	78,541 55	12/30/2011
68389X105	ORACLE SYSTEMS	3,170 0000	49,354 15	25 65	81,310 50	12/30/2011
693475105	PNC FINANCIAL	1,010 0000	61,900 68	57.67	58,246 70	12/30/2011
713448108	PEPSICO INC	1,255.0000	58,587 65	66 35	83,269 25	12/30/2011
718172109	PHILIP MORRIS INTL	1,150 0000	22,876.91	78 48	90,252.00	12/30/2011
74144T108	PRICE T ROWE GROUP	975 0000	32,226.58	56 95	55,526 25	12/30/2011
742718109	PROCTER & GAMBLE	1,780 0000	103,033 77	66.71	118,743 80	12/30/2011

Report Date **April 24, 2012****THE WHITTIER TRUST COMPANY**Time Prepared **10:35:22 AM**Requested By **Myrna Dichosa**Includes **Account: 42 82 5010 0 0Y LLWW FOUNDATION CORPORATE AMERICA****Account Holdings as of 12/31/2011**

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
747525103	QUALCOMM INC	1,040.0000	56,483.04	54 70	56,888 00	12/30/2011
78462F103	SPDR S&P 500	8,195 0000	954,173 10	125 50	1,028,472.50	12/30/2011
806857108	SCHLUMBERGER LTD	1,395.0000	53,226 22	68 31	95,292 45	12/30/2011
826552101	SIGMA ALDRICH	735 0000	44,401 83	62 46	45,908 10	12/30/2011
871829107	SYSCO CORP	1,750 0000	56,183.88	29 33	51,327 50	12/30/2011
87612E106	TARGET CORP	1,300.0000	64,459 50	51 22	66,586 00	12/30/2011
882508104	TEXAS INSTRUMENTS	1,550 0000	47,291 59	29 11	45,120 50	12/30/2011
88579Y101	3M CO COM	965 0000	74,011 51	81 73	78,869 45	12/30/2011
887317303	TIME WARNER	1,376 0000	32,044 80	36 14	49,728 64	12/30/2011
931142103	WAL MART STORES	1,480 0000	69,679 61	59 76	88,444.80	12/30/2011
94973V107	WELLPOINT INC	545.0000	35,447.30	66 25	36,106.25	12/30/2011
949746101	WELLS FARGO	2,915.0000	86,425 40	27 56	80,337.40	12/30/2011
H0023R105	ACE LIMITED	900 0000	54,310 50	70 12	63,108 00	12/30/2011
Total US LARGE CAP EQUITIES		116,823.0000	5,443,269.92		6,532,040.26	
FOREIGN EQUITIES						
088606108	BHP LTD ADR	310 0000	19,619.37	70.63	21,895.30	12/30/2011
204409601	CEMIG SA - SPONS ADR	3,345 0000	44,687.66	17 79	59,507 55	12/30/2011
25243Q205	DIAGEO PLC	280 0000	14,913.66	87 42	24,477.60	12/30/2011
881624209	TEVA PHARM	1,203 0000	51,074 89	40 36	48,553 08	12/30/2011
Total FOREIGN EQUITIES		5,138.0000	130,295.58		154,433.53	

LLWW FOUNDATION

CONTRIBUTIONS PAID 2011

Tax Id# 95-3464689

Payee Organization	Tax Status	Purpose	Amount
Armand Hammer Museum of Art and Cultural Center at UCLA 10899 Wilshire Boulevard Los Angeles, CA 90024-4201	170 (b)(1)(A)(vi)	Ed Ruscha On The Road Exhibition Project	\$5,000
The Armitage Foundation LTD 139 Fulton Street Suite 317 New York, NY 10038	170 (b)(1)(A)(vi)	2011-2012 U.S. Tour	\$10,000
Music Associates of Aspen, Inc (Aspen Music School) 2 Music School Road Aspen, CO 81611	170 (b)(1)(A)(ii)	Scholarship Support	\$20,000
Byrd Hoffman Watermill Foundation 115 West 29th Street, 10th Floor New York, NY 10001	170 (b)(1)(A)(vi)	Watermill Center Space Extension Project	\$500,000
California Heritage Museum 2612 Main Street Santa Monica, CA 90405	170 (b)(1)(A)(vi)	Educational and Community Programs	\$30,000
The Chinati Foundation P.O. Box 1135 Marfa, TX 79843	170 (b)(1)(A)(vi)	Publication of Annual Newsletter	\$15,000
The Colleagues 3312 Pico Blvd. Santa Monica, CA 90405	170 (b)(1)(A)(vi)	Program Support	\$9,250
The Fabric Workshop, Inc 1214 Arch Street Philadelphia, PA 19107	170 (b)(1)(A)(vi)	Artist In Residence Program	\$50,000
Ganna Walska Lotusland Foundation 695 Ashley Road Santa Barbara, CA 93108	501c(3)	Program Support	\$14,000

Payee Organization	Tax Status	Purpose	Amount
Ganna Walska Lotusland Foundation 695 Ashley Road Santa Barbara, CA 93108	501c(3)	Program Support	\$150
Ganna Walska Lotusland Foundation 695 Ashley Road Santa Barbara, CA 93108	501c(3)	Program Support	\$1,000
The International Council of the Museum of Mod Art 11 W 53rd Street New York, NY 10019	509(a)(1)	Program Support	\$7,500
Los Angeles Opera Company 135 N. Grand Avenue Los Angeles, CA 90012	170 (b)(1)(A)(vi)	Program Support	\$788
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 90012-3034	509(a)(2)	Program Support	\$29,300
Museum Associates /dba Los Angeles County Museum of Art (LACMA) 5905 Wilshire Blvd. Los Angeles, CA 90036-9938	509(a)(2)	Program Support - President's Circle	\$4,050
Museum Associates /dba Los Angeles County Museum of Art (LACMA) 5905 Wilshire Blvd. Los Angeles, CA 90036-9938	509(a)(2)	Ken Price Sculpture Exhibition	\$100,000
Museum of Contemporary Art San Diego 1100 Kettner Blvd San Diego, CA 92101	170 (b)(1)(A)(vi)	2011 Exhibitions	\$10,000
Museum of Contemporary Art (MOCA) 250 S. Grand Avenue Los Angeles, CA 90012	170 (b)(1)(A)(vi)	Program Support	\$425
Museum of Modern Art 11 W. 53rd Street	170 (b)(1)(A)(vi)	Party In The Garden	\$1,000

New York, NY 10019
\$1,000 00

Payee Organization	Tax Status	Purpose	Amount
Museum of Modern Art 11 W. 53rd Street New York, NY 10019	170 (b)(1)(A)(vi)	Annual Fund	\$15,000
The Painted Turtle 1300 4th Street Suite 300 Santa Monica, CA 90401 \$1,000.00	170 (b)(1)(A)(vi)	General Operating Support	\$1,000
Phoenix House 11600 Eldridge Avenue Lake View Terrace, CA 91342	170 (b)(1)(A)(vi)	Triumph for Teens	\$700
Planned Parenthood Los Angeles 400 West 30th Street Los Angeles, CA 90007 \$4,400.00	170 (b)(1)(A)(vi)	Program Support	\$4,400
Reading is Fundamental of Southern California, Inc. 7250 Bandini Blvd Suite 208 Los Angeles, CA 90040	170 (b)(1)(A)(vi)	Motivational Reading Program	\$10,000
Santa Barbara Museum of Art 1130 State Street Santa Barbara, CA 93101-2746 \$20,000 00	170 (b)(1)(A)(vi)	Charles Garabedian A Retrospective Exhibit	\$20,000
Santa Barbara Museum of Natural History 2559 Puesta del Sol Road Santa Barbara, CA 93105-2936	170 (b)(1)(A)(vi)	Butterflies Alive!	\$10,000
Santa Monica Museum of Art Bergamot Station 2525 Michigan Avenue, Building G1 Santa Monica, CA 90404	170 (b)(1)(A)(vi)	Beatrice Wood Exhibition	\$50,000
Tower Cancer Research Foundation 9090 Wilshire Blvd, Suite 200 Beverly Hills, CA 90211	170 (b)(1)(A)(vi)	In Memory of Sandra Stream Miller	\$5,000

Venice Family Clinic 604 Rose Avenue Venice, CA 90291	170 (b)(1)(A)(iii) Telemedicine Project	\$1,000
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Grand Totals		\$ 924,563
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Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **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).

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. L.L.W.W. FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 95-3464689
	Number, street, and room or suite no. If a P.O. box, see instructions. 625 SOUTH FAIR OAKS AVENUE, NO. 360	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SOUTH PASADENA, CA 91030	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LINDA BLINKENBERG - 625 SO. FAIR OAKS AVE., SUITE 360 -

- The books are in the care of ► **SOUTH PASADENA, CA 91030**

Telephone No. ► **(626) 441-5188**

FAX No. ►

- 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 is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 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.	3a	\$	8,084.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	12,643.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)