Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning 7/01 , 2011, and ending 6/30 , 2012

THE WHARTON FOUNDATION, INC.
1001 ARBOLADO ROAD
SANTA BARBARA, CA 93103-2037

A Employer identification number 36-6130748

B Telephone number (see the instructions) (805) 845-8861

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 3,135,710.

J Accounting method. [X] Cash ☐ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

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) (see instructions).)*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	8.	8.		
	4 Dividends and interest from securities	79,097.	79,097.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	82,780.			
	b Gross sales price for all assets on line 6a 1,499,813.				
	7 Capital gain net income (from Part IV, line 2)		82,780.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	161,885.	161,885.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	44,000.	4,400.		28,600.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	2,800.	560.		2,240.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 2	4,028.	762.		2,333.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	42,510.	23,691.		18,661.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	93,338.	29,413.		51,834.
	25 Contributions, gifts, grants paid STMT 4	108,569.			108,569.
	26 **Total expenses and disbursements.** Add lines 24 and 25	201,907.	29,413.	0.	160,403.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-40,022.			
	b **Net investment income** (if negative, enter -0-)		132,472.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	49,749.	3,110.	3,110.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 5	2,875,435.	2,889,995.	3,132,350.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 6)		250.	250.
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,925,184.	2,893,355.	3,135,710.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 7)		8,193.	
	23 **Total liabilities** (add lines 17 through 22)	0.	8,193.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,925,184.	2,885,162.	
	30 **Total net assets or fund balances** (see instructions)	2,925,184.	2,885,162.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,925,184.	2,893,355.	

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	2,925,184.
2	Enter amount from Part I, line 27a	2	-40,022.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,885,162.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,885,162.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SCHWAB ACCT -DETAILS AVAIL. UPON REQUEST	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,499,813.		1,417,033.	82,780.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				82,780.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	82,780.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	144,932.	3,269,880.	0.044323
2009	122,269.	3,024,118.	0.040431
2008	89,122.	3,081,986.	0.028917
2007	189,416.	3,581,015.	0.052895
2006	200,870.	3,596,379.	0.055853

2	**Total** of line 1, column (d)	2	0.222419
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044484
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,156,536.
5	Multiply line 4 by line 3	5	140,415.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,325.
7	Add lines 5 and 6	7	141,740.
8	Enter qualifying distributions from Part XII, line 4	8	160,403.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	1,325.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,325.
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	1,325.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 1,200.		
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	1,200.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	25.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	150.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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?	13	X	

Website address ► N/A

14 The books are in care of ► JEAN PETTITT Telephone no ► (805) 845-8861

Located at ► 1001 ARBOLADO ROAD SANTA BARBARA CA ZIP + 4 ► 93103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)*		3b	N/A	
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

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)? (see instructions) ☐ 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)? **5b** 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? **6b** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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 (see instructions).

(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
SEE STATEMENT 8		44,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 (see instructions)

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	3,161,566.
b Average of monthly cash balances		1b	43,039.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	3,204,605.
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	3,204,605.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	48,069.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,156,536.
6 **Minimum investment return.** Enter 5% of line 5		6	157,827.

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	157,827.
2a Tax on investment income for 2011 from Part VI, line 5	2a 1,325.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	1,325.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	156,502.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	156,502.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	156,502.

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	160,403.
b Program-related investments — total from Part IX-B	1b	
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	160,403.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,325.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	159,078.

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					156,502.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006	8,639.				
b From 2007	11,521.				
c From 2008					
d From 2009					
e From 2010					
f **Total** of lines 3a through e		20,160.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 160,403.					
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					156,502.
e Remaining amount distributed out of corpus		3,901.			
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:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		24,061.			
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 instructions				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) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		8,639.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		15,422.			
10 Analysis of line 9:					
a Excess from 2007	11,521.				
b Excess from 2008					
c Excess from 2009					
d Excess from 2010					
e Excess from 2011	3,901.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total			► 3a	
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	8.	
4 Dividends and interest from securities			14	79,097.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	82,780.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				161,885.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 161,885.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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.

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

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		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge 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

W. Pettit 2/5/13 President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID R. ALVARADO	DAVID R. ALVARADO	1/28/13		P00146534

Firm's name ► PERI & ALVARADO CPAS, INC. Firm's EIN ► 77-0052443

Firm's address ► 360 S. HOPE AVENUE, SUITE C300 SANTA BARBARA, CA 93105 Phone no (805) 563-1049

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX PREPARATION	$ 2,800.	$ 560.		$ 2,240.
TOTAL	$ 2,800.	$ 560.	$ 0.	$ 2,240.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FILING FEES	$ 35.			
FEDERAL EXCISE TAX	403.	$ 403.		
PAYROLL TAX	3,590.	359.		$ 2,333.
TOTAL	$ 4,028.	$ 762.	$ 0.	$ 2,333.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETINGS	$ 12,268.	$ 2,454.		$ 9,814.
DUES AND SUBSCRIPTIONS	1,000.	200.		800.
INSURANCE	1,302.			1,302.
INVESTMENT FEES	20,927.	20,927.		
MISCELLANEOUS	8.	8.		
OFFICE SUPPLIES	526.			526.
PAYROLL PROCESSING	635.	64.		413.
POSTAGE AND DELIVERY	145.			145.
PROGRAM DEVELOPMENT	5,143.			5,143.
SITE VISITS	365.			365.
TELEPHONE	191.	38.		153.
TOTAL	$ 42,510.	$ 23,691.	$ 0.	$ 18,661.

STATEMENT 4
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	BOARD DESIGNATED FUND
DONEE'S NAME:	S.B. MUSEUM OF NATURAL HISTORY'S EDUCATI
DONEE'S ADDRESS:	SANTA BARBARA, CA
RELATIONSHIP OF DONEE:	NONE

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		$ 5,000.
CLASS OF ACTIVITY:	BOARD DESIGNATED FUND	
DONEE'S NAME:	FNDN ROUNDTABLE PTSHP FOR EXCELLENCE	
DONEE'S ADDRESS:	SANTA BARBARA, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	MATCHING FUND	
DONEE'S NAME:	SANTA BARBARA GENEALOGY SOCIETY	
DONEE'S ADDRESS:	SANTA BARBARA, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		4,000.
CLASS OF ACTIVITY:	BOARD DESIGNATED FUND	
DONEE'S NAME:	FOUNDATION FOR SBCC RUNNING START	
DONEE'S ADDRESS:	SANTA BARBARA, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	BOARD DESIGNATED FUND	
DONEE'S NAME:	SANTA BARBARA SCHOOL DISTRICT'S SCIENCE	
DONEE'S ADDRESS:	SANTA BARBARA, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		42,000.
CLASS OF ACTIVITY:	TRUSTEE FUND	
DONEE'S NAME:	ANTI-DEFAMATION LEAGUE EDUCATION PROGRAM	
DONEE'S ADDRESS:	SANTA BARBARA, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	TRUSTEE FUND	
DONEE'S NAME:	GRAND CANYON YOUTH	
DONEE'S ADDRESS:	FLAGSTAFF, AZ	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	TRUSTEE FUND	
DONEE'S NAME:	RANIER SCHOLARS	
DONEE'S ADDRESS:	SEATTLE, WA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN:		$ 500.
CLASS OF ACTIVITY:	TRUSTEE FUND	
DONEE'S NAME:	SANSUM SURGICAL PROGRAM	
DONEE'S ADDRESS:	SANTA BARBARA, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	TRUSTEE FUND	
DONEE'S NAME:	UNIVERSITY OF NEBRASKA	
DONEE'S ADDRESS:	LINCOLN, NE	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	TRUSTEE FUND	
DONEE'S NAME:	UNIVERSITY OF THE PACIFIC SCHOLARSHIP FU	
DONEE'S ADDRESS:	STOCKTON, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	MATCHING FUND	
DONEE'S NAME:	CALIFORNIA LUTHERAN UNIVIERSITY	
DONEE'S ADDRESS:	THOUSAND OAKS, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,200.
CLASS OF ACTIVITY:	MATCHING FUND	
DONEE'S NAME:	NATIONAL MS SOCIETY GREATER WASHINGTON	
DONEE'S ADDRESS:	SEATTLE, WA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		525.
CLASS OF ACTIVITY:	MATCHING FUND	
DONEE'S NAME:	ROMANIA LEADERSHIP MINISTRIES	
DONEE'S ADDRESS:	WHEATON, IL	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		3,000.
CLASS OF ACTIVITY:	MATCHING FUND	
DONEE'S NAME:	WAYLAND ACADEMY	
DONEE'S ADDRESS:	BEAVER DAM, WI	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: $ 1,500.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: FOUNDATION FOR SBCC SCHOLARSHIPS & BOOK
DONEE'S ADDRESS: SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,500.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: FUTURE LEADERS OF AMERICA LEADERSHIP TRA
DONEE'S ADDRESS: SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: JUST COMMUNITIES
DONEE'S ADDRESS: SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: REGENTS OF UNIV. OF CA GIRVETZ GRADUATE
DONEE'S ADDRESS: SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 5,287.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: LA CUMBRE JUNIOR HIGH FDTN EDUC PROGRAMS
DONEE'S ADDRESS: SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 200.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: UNITED WAY OF TREASURE VALLEY EDUC PARTN
DONEE'S ADDRESS: BOISE, ID
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 25,000.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: 350.ORG
DONEE'S ADDRESS: BROOKLYN, NY
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN:		$ 1,000.
CLASS OF ACTIVITY:	TRUSTEE FUND	
DONEE'S NAME:	BOISE PUBLIC SCHOOLS FOUNDATION	
DONEE'S ADDRESS:	BOISE, ID	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	MATCHING FUND	
DONEE'S NAME:	KIMBALL ELEMENTARY SCHOOL PTSA	
DONEE'S ADDRESS:	SEATTLE , WA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		300.
CLASS OF ACTIVITY:	MATCHING FUND	
DONEE'S NAME:	SEATTLE UNION GOSPEL MISSION	
DONEE'S ADDRESS:	SEATTLE , WA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		57.
	TOTAL	$ 108,569.

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A ATTACHED	COST	$ 2,889,995.	$ 3,132,350.
	TOTAL	$ 2,889,995.	$ 3,132,350.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DUE FROM FTB	$ 250.	$ 250.
TOTAL	$ 250.	$ 250.

STATEMENT 7
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

OVERDRAFTS	$ 8,193.
TOTAL	$ 8,193.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
J.W. PETTITT C/O 1001 ARBOLADO ROAD SANTA BARBARA, CA 93103	PRESIDENT 30.00	$ 44,000.	$ 0.	$ 0.
S.D. PETTITT C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	DIRECTOR 2.00	0.	0.	0.
K. SCHAFER C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	DIRECTOR 2.00	0.	0.	0.
J. EDWARDS C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	TREASURER 5.00	0.	0.	0.
E.W. PETERSON C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	VICE PRESIDENT 2.00	0.	0.	0.
J. MEISEL C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	SECRETARY 2.00	0.	0.	0.
W. PETTITT C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	DIRECTOR 2.00	0.	0.	0.
	TOTAL	$ 44,000.	$ 0.	$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	THE WHARTON FOUNDATION, INC.
CARE OF:	MS. JEAN PETTITT
STREET ADDRESS:	1001 ARBOLADO ROAD
CITY, STATE, ZIP CODE:	SANTA BARBARA, CA 93103
TELEPHONE:	(805) 845-8861

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

FORM AND CONTENT:	LETTER, VIA MAIL, FAX OR EMAIL, DESCRIBING THE PROJECT AND IT'S COST, AMOUNT OF FUNDS REQUESTED, GENERAL BACKGROUND OF THE ORGANIZATION AND THE PURPOSE AND OBJECTIVES OF THE PROJECT TO BE FUNDED. COPY OF MOST RECENT IRS LETTER OF TAX EXEMPT STATUS MUST BE INCLUDED.
SUBMISSION DEADLINES:	JANUARY
RESTRICTIONS ON AWARDS:	NONE

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/12

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Real Estate							
Funds - real estate							
Total FUNDS - REAL ESTATE							
12,525.06		**0.00**	**105,210.50**	**136,428.62**	**- 31,218.12**	**0.00**	**- 31,218.12**
Total Real Estate							
12,525.06		**0.00**	**105,210.50**	**136,428 62**	**- 31,218.12**	**0.00**	**- 31,218.12**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Commodities							
Funds - commodity etf							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
990 00	155 1900000	0 00	153,638 10	109,877 31	43,760 79	0 00	43,760 79
Total USD		0 00	153,638 10	109,877.31	43,760 79	0.00	43,760 79
Total Global Region		0 00	153,638 10	109,877 31	43,760 79	0 00	43,760 79
Total Funds - Commodity ETF							
990.00		**0.00**	**153,638.10**	**109,877.31**	**43,760.79**	**0.00**	**43,760.79**
Total Commodities							
990.00		**0.00**	**153,638.10**	**109,877.31**	**43,760.79**	**0.00**	**43,760.79**

Grand total - pages 6-17 2,889,995

Northern Trust

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STATEMENT A

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Fixed Income							
Funds - fixed income etf							
United States - USD							
MFC ISHARES INTERMEDIATE CREDIT CUSIP 464288638							
1,000 00	109 3200000	0 00	109,320 00	108,580 00	740 00	0 00	740 00
Total USD		0.00	109,320 00	108,580 00	740 00	0 00	740 00
Total United States		0 00	109,320 00	108,580 00	740 00	0 00	740.00
Total Funds - Fixed Income ETF							
1,000.00		**0.00**	**109,320 00**	**108,580.00**	**740.00**	**0.00**	**740.00**
Total Fixed Income							
125,208.63		**1,953.47**	**842,325.00**	**819,795.98**	**22,529.02**	**0.00**	**22,529.02**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Real Estate							
Funds - real estate							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
12,525 06	8 4000000	0 00	105,210 50	136,428 62	- 31,218 12	0 00	- 31,218 12
Total USD		0 00	105,210 50	136,428 62	- 31,218 12	0 00	- 31,218 12
Total United States		0 00	105,210.50	136,428.62	- 31,218.12	0 00	- 31,218.12

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/12

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income							
Corporate bonds							
MORGAN STANLEY 4 75% DUE 04-01-2014 CUSIP 61748AAE6							
5,000 00	100 8802000	59 37	5,044 01	4,955 60	88 41	0 00	88 41
Issue Date 30 Mar 04 Rate 4 75% Yield to Maturity 4 221% Matunty Date 1 Apr 14							
Total USD		1,047 73	80,177 76	72,346 65	7,831 11	0 00	7,831 11
Total United States		1,047 73	80,177 76	72,346.65	7,831 11	0 00	7,831 11
Total Corporate Bonds							
70,000.00		**1,047.73**	**80,177.76**	**72,346.65**	**7,831.11**	**0.00**	**7,831.11**
Government mortgage backed securities							
United States - USD							
FNMA POOL #535982 7 5% DUE 05-01-2031 REG CUSIP 31384WM72							
282 29	122 0355000	1 76	344 49	288 65	55 84	0 00	55 84
Issue Date 1 May 01 Rate 7 5% Yield to Maturity 0 878% Matunty Date 1 May 31							
Total USD		1 76	344 49	288 65	55.84	0 00	55 84
Total United States		1 76	344.49	288 65	55 84	0.00	55 84
Total Government Mortgage Backed Securities							
282.29		**1.76**	**344.49**	**288.65**	**55.84**	**0.00**	**55.84**

Northern Trust

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THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/12

Asset Detail - Base Currency

Fixed Income

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Funds - government agencies							
United States - USD							
MFB NORTHERN INSTL FDS SHORT BD PORT CL A CUSIP 665278735							
12,878 41	19 1300000	0 00	246,363 98	238,455 56	7,908 42	0 00	7,908 42
MFB NORTHERN INSTL FDS U S GOVT SECS PORTFOLIO CL A CUSIP 665278776							
5,031 98	20 1800000	0 00	101,545 35	99,267 39	2,277 96	0 00	2,277 96
Issue Date 25 Aug 08							
MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700							
26,015 95	11 3000000	824 03	293,980 23	290,703 00	3,277 23	0 00	3,277 23
Total USD		824 03	641,889 56	628,425 95	13,463 61	0 00	13,463 61
Total United States		824.03	641,889 56	628,425 95	13,463 61	0 00	13,463 61
Total Funds - Government Agencies							
43,926.34		**824.03**	**641,889.56**	**628,425.95**	**13,463.61**	**0.00**	**13,463.61**
Corporate bonds							
United States - USD							
HSBC FINANCE CORP 6 375 NTS 27/11/12 USD1000 CUSIP 441812KA1							
15,000 00	102 1160000	90 31	15,317 40	16,370 55	- 1,053 15	0 00	- 1,053 15
Issue Date 27 Nov 02 Rate 6 375% Yield to Maturity 1 196% Maturity Date 27 Nov 12							
LOWES COS INC 6 1% DUE 09-15-2017 CUSIP 548661CN5							
50,000 00	119 6327000	898 05	59,816 35	51,020 50	8,795 85	0 00	8,795 85
Issue Date 11 Sep 07 Rate 6 1% Call Date 14 Sep 17 Call Price 100 00 Yield to Maturity 2 102% Maturity Date 15 Sep 17							

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Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Funds - common stock							
Total Funds - Common Stock							
75,590.80		**0.00**	**770,682.97**	**743,350.45**	**27,332.52**	**0.00**	**27,332.52**
Total Equities							
97,105.80		**1,290.91**	**2,031,176.47**	**1,823,893 00**	**207,283.47**	**0 00**	**207,283 47**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Fixed Income							
Government agencies							
United States - USD							
FHLMC DEB DTD 10/17/2003 4 875 11-15-2013 CUSIP 3134A4UK8							
5,000 00	106 3106000	31 14	5,315 53	5,098 49	217 04	0 00	217 04
Issue Date 17 Oct 03 Rate 4 875% Yield to Maturity 0 282% Maturity Date 15 Nov 13							
FNMA NT 4 625 10-15-2013 CUSIP 31359MTG8							
5,000 00	105 5533000	48 81	5,277 66	5,056 24	221 42	0 00	221 42
Issue Date 26 Sep 03 Rate 4 625% Yield to Maturity 0 363% Maturity Date 15 Oct 13							
Total USD		79 95	10,593 19	10,154.73	438.46	0 00	438 46
Total United States		79 95	10,593 19	10,154 73	438 46	0.00	438 46
Total Government Agencies							
10,000.00		**79.95**	**10,593.19**	**10,154.73**	**438.46**	**0.00**	**438.46**

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/12

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Funds - common stock							
Total Emerging Markets Region		0 00	306,738.67	292,294.52	14,444 15	0.00	14,444 15
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
15,500 13	9 2700000	0 00	143,686 20	154,000 81	- 10,314 61	0 00	- 10,314 61
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
11,397 92	8 5400000	0 00	97,338 23	106,325 04	- 8,986 81	0 00	- 8,986 81
Total USD		0.00	241,024 43	260,325.85	- 19,301 42	0 00	- 19,301 42
Total International Region		0 00	241,024 43	260,325 85	- 19,301 42	0 00	- 19,301 42
United States - USD							
MFB NORTHERN FDS SMALL CAP INDEX FD CUSIP 665162723							
8,468 58	8 8400000	0 00	74,862 24	67,247 72	7,614 52	0 00	7,614 52
MFB NORTHERN FDS SMALL CAP VALUE FD CUSIP 665162400							
3,502 17	15 8200000	0 00	55,404 32	41,685 51	13,718 81	0 00	13,718 81
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
8,001 15	11 5800000	0 00	92,653 31	81,796 85	10,856 46	0 00	10,856 46
Total USD		0 00	222,919.87	190,730 08	32,189 79	0 00	32,189 79
Total United States		0 00	222,919 87	190,730 08	32,189 79	0 00	32,189 79

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THE WHARTON FOUNDATION, INC.
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Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
V F CORP COM CUSIP 918204108							
215 00	133 4500000	0 00	28,691 75	25,728 33	2,963 42	0 00	2,963 42
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
300 00	44 4400000	0 00	13,332 00	11,116 73	2,215 27	0 00	2,215 27
WAL-MART STORES INC COM CUSIP 931142103							
215 00	69 7200000	0 00	14,989 80	12,536 37	2,453 43	0 00	2,453 43
WALT DISNEY CO CUSIP 254687106							
375 00	48 5000000	0 00	18,187 50	12,693 80	5,493 70	0 00	5,493 70
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
1,035 00	33 4400000	0 00	34,610 40	30 482 39	4,128 01	0 00	4,128 01
WHOLE FOODS MKT INC COM CUSIP 966837106							
300 00	95 3200000	42 00	28,598 00	16,362 16	12,233 84	0 00	12,233 84
Total USD		1,290 91	1,247,433 50	1,065,866 62	181,566 88	0 00	181,566 88
Total United States		1,290 91	1,247,433 50	1,065,866 62	181,566 88	0 00	181,566 88
Total Common Stock							
21,515.00		**1,290.91**	**1,260,493.50**	**1,080,542.55**	**179,950.95**	**0.00**	**179,950.95**
Funds - common stock							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162582							
28,720 85	10 6800000	0 00	306,738 67	292,294 52	14,444 15	0 00	14,444 15
Total USD		0 00	306,738.67	292,294 52	14,444 15	0 00	14,444 15

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THE WHARTON FOUNDATION, INC.
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Portfolio Statement

Asset Detail - Base Currency

Equities

Common stock

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
OMNICOM GROUP INC COM CUSIP 681919106							
400 00	48 6000000	120 00	19,440 00	18,108 19	1,331 81	0 00	1,331 81
ORACLE CORP COM CUSIP 68389X105							
910 00	29 7000000	0 00	27,027 00	26,889 94	137 06	0 00	137 06
PRECISION CASTPARTS CORP COM CUSIP 740189105							
75 00	164 4900000	2 25	12,336 75	12,822 33	- 485 58	0 00	- 485 58
PROCTER & GAMBLE COM NPV CUSIP 742718109							
400 00	61 2500000	0 00	24,500 00	24,822 53	- 322 53	0 00	- 322 53
QUALCOMM INC COM CUSIP 747525103							
610 00	55 6800000	0 00	33,964 80	33,466 56	498 24	0 00	498 24
SCHLUMBERGER LTD COM COM CUSIP 806857108							
250 00	64 9100000	59 12	16,227 50	18,392 20	- 2,164 70	0 00	- 2,164 70
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
200 00	155 6600000	0 00	31,132 00	21,187 79	9,944 21	0 00	9,944 21
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
600 00	29 0600000	0 00	17,436 00	16,309 16	1,126 84	0 00	1,126 84
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
180 00	75 5300000	0 00	13,595 40	10,007 65	3,587 75	0 00	3,587 75
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
435 00	58 5000000	0 00	25,447 50	16,573 83	8,873 67	0 00	8,873 67
US BANCORP CUSIP· 902973304							
730 00	32 1600000	142 35	23,476 80	21,064 99	2,411 81	0 00	2,411 81

Asset Detail - Base Currency

Equities

Common stock

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
100 00	135 9800000	0 00	13,598 00	13,609 00	- 11 00	0 00	- 11 00
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
135 00	195 5800000	0 00	26,403 30	19,465 25	6,938 05	0 00	6,938 05
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
160 00	67 5600000	0 00	10,809 60	10,417 52	392 08	0 00	392 08
JOHNSON CTL INC COM CUSIP 478366107							
430 00	27 7100000	77 40	11,915 30	12,504 98	- 589 68	0 00	- 589 68
JPMORGAN CHASE & CO COM CUSIP 46625H100							
835 00	35 7300000	0 00	29,834 55	33,730 42	- 3,895 87	0 00	- 3,895 87
MC DONALDS CORP COM CUSIP 580135101							
185 00	88 5300000	0 00	16,378 05	17,117 65	- 739 60	0 00	- 739 60
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
295 00	64 4400000	0 00	19,009 80	14,897 17	4,112 63	0 00	4,112 63
NIKE INC CL B CUSIP 654106103							
140 00	87 7800000	50 40	12,289 20	10,503 39	1,785 81	0 00	1,785 81
NOBLE ENERGY INC COM CUSIP 655044105							
135 00	84 8200000	0 00	11,450 70	9,565 31	1,885 39	0 00	1,885 39
NORFOLK SOUTHN CORP COM CUSIP 655844108							
300 00	71 7700000	0 00	21,531 00	21,195 99	335 01	0 00	335 01
NUCOR CORP COM CUSIP 670346105							
250 00	37 9000000	91 25	9,475 00	11,285 10	- 1,810 10	0 00	- 1,810 10

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Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
EATON CORP COM CUSIP 278058102							
365 00	39 6300000	0 00	14,464 95	18,160 73	- 3,695 78	0 00	- 3,695 78
EMC CORP COM CUSIP. 268648102							
1,000 00	25 6300000	0 00	25,630 00	21,883 28	3,746 72	0 00	3,746 72
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
225 00	55 8300000	0 00	12,561 75	11,675 60	886 15	0 00	886 15
EXXON MOBIL CORP COM CUSIP 30231G102							
500 00	85 5700000	0 00	42,785 00	38,674 93	4,110 07	0 00	4,110 07
FRKLN RES INC COM CUSIP 354613101							
180 00	110 9900000	48 60	19,978 20	18,435 60	1,542 60	0.00	1,542 60
GENERAL ELECTRIC CO CUSIP 369604103							
1,065.00	20 8400000	181 05	22,194 60	23,629 59	- 1,434 99	0 00	- 1,434 99
GOOGLE INC CL A CL A CUSIP 38259P508							
55 00	580 0700000	0 00	31,903 85	29,376 74	2,527 11	0 00	2,527 11
GRAINGER W W INC COM CUSIP 384802104							
75 00	191 2400000	0 00	14,343 00	9,958 72	4,384 28	0 00	4,384 28
H J HEINZ CUSIP 423074103							
350 00	54 3800000	180 25	19,033 00	17,281 68	1,751 32	0 00	1,751 32
HOME DEPOT INC COM CUSIP 437076102							
525 00	52.9900000	0 00	27,819 75	23,702 82	4,116 93	0 00	4,116 93
INTEL CORP COM CUSIP 458140100							
700 00	26 6500000	0 00	18,655 00	18,256 00	399 00	0 00	399 00

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Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
715 00	35 9500000	0 00	25,704 25	23,082 30	2,621 95	0 00	2,621 95
CHEVRON CORP COM CUSIP 166764100							
300 00	105 5000000	0 00	31,650 00	27,529 34	4,120 66	0 00	4,120 66
CITRIX SYS INC COM CUSIP 177376100							
200 00	83 9400000	0 00	16,788 00	11,697 73	5,090 27	0 00	5,090 27
COCA COLA CO COM CUSIP 191216100							
375 00	78 1900000	191 25	29,321 25	25,422 75	3,898 50	0 00	3,898 50
CONOCOPHILLIPS COM CUSIP 20825C104							
205 00	55 8800000	0 00	11,455 40	10,464 57	990 83	0 00	990 83
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
275 00	95 0000000	0 00	26,125 00	20,540 17	5,584 83	0 00	5,584 83
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
300 00	53 5000000	0 00	16,050 00	14,732 67	1,317 33	0 00	1,317 33
CVS CAREMARK CORP COM STK CUSIP 126650100							
400 00	46 7300000	0 00	18,692 00	18,291 76	400 24	0 00	400 24
DANAHER CORP COM CUSIP 235851102							
645.00	52 0800000	16 12	33,591 60	20,708 61	12,882 99	0 00	12,882 99
DOMINION RES INC VA NEW COM CUSIP 25746U109							
400 00	54 0000000	0 00	21,600 00	18,704 42	2,895 58	0 00	2,895 58
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
250 00	50 5700000	0 00	12,642 50	10,709 73	1,932 77	0 00	1,932 77

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
200 00	65 3000000	0 00	13,060 00	14,675 93	- 1,615 93	0 00	- 1,615 93
Total USD		0 00	13,060 00	14,675 93	- 1,615.93	0 00	- 1,615 93
Total Australia		0 00	13,060 00	14,675 93	- 1,615 93	0 00	- 1,615 93
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
230 00	64 4700000	0 00	14,828 10	12,670 15	2,157 95	0 00	2,157 95
AMAZON COM INC COM CUSIP 023135106							
75 00	228 3500000	0 00	17,126 25	12,042 90	5,083 35	0 00	5,083 35
AMERICAN EXPRESS CO CUSIP 025816109							
455 00	58 2100000	0 00	26,485 55	21,937 73	4,547 82	0 00	4,547 82
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
265 00	34 2800000	0 00	9,084 20	8,857 50	226 70	0 00	226 70
AMGEN INC COM CUSIP 031162100							
350 00	73 0400000	0 00	25,564 00	23,742 06	1,821 94	0 00	1,821 94
APPLE INC COM STK CUSIP 037833100							
125 00	584 0000000	0 00	73,000 00	28,721 78	44,278 22	0 00	44,278 22
AUTODESK INC COM CUSIP 052769106							
290 00	34 9900000	0 00	10,147 10	9,658 07	489 03	0 00	489 03
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
225 00	55 6600000	88 87	12,523 50	12,459 96	63 54	0 00	63 54

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