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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation JOHN & HILDA ARNOLD FOUNDATION INC		A Employer identification number 20-0241446	
Number and street (or P O box number if mail is not delivered to street address) 1888 CENTURY PARK EAST NO 900		B Telephone number (see instructions) (310) 552-0960	
City or town, state, and ZIP code LOS ANGELES, CA 900256912		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,508,480		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	360,954			
	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.	363,637	221,316		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	65,408			
	b Gross sales price for all assets on line 6a _____ 2,240,985				
	7 Capital gain net income (from Part IV , line 2)		65,408		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 7,259	7,259		
	12 Total. Add lines 1 through 11	797,258	293,983		
	13 Compensation of officers, directors, trustees, etc	5,000	0		5,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 3,778	0		3,778
	b Accounting fees (attach schedule)	 46,666	46,666		0
	c Other professional fees (attach schedule)				
	17 Interest	48	48		0
	18 Taxes (attach schedule) (see instructions)	 2,239	2,229		10
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 180,308	180,308		0
	24 Total operating and administrative expenses. Add lines 13 through 23	238,039	229,251		8,788
	25 Contributions, gifts, grants paid	480,000			480,000
	26 Total expenses and disbursements. Add lines 24 and 25	718,039	229,251		488,788
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	79,219			
	b Net investment income (if negative, enter -0-)		64,732		
	c Adjusted net income (if negative, enter -0-)				

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		
	2	Savings and temporary cash investments	197,200	5,000
	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 page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	2,605,503	1,618,095
	b	Investments—corporate stock (attach schedule)	2,440,285	3,008,643
	c	Investments—corporate bonds (attach schedule).	1,847,129	1,849,562
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	1,689,481	2,377,365
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,779,598	8,858,665
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
		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 ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	0	0
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	8,779,598	8,858,665
	30	Total net assets or fund balances (see page 17 of the instructions)	8,779,598	8,858,665
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,779,598	8,858,665

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	8,779,598
2	Enter amount from Part I, line 27a	2	79,219
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	8,858,817
5	Decreases not included in line 2 (itemize) ▶ _____	5	152
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,858,665

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	65,408
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	333,686	7,088,043	0 047077
2010	204,189	3,768,541	0 054183
2009	200,180	3,415,146	0 058615
2008	140,150	3,353,656	0 041790
2007	5,000	319,800	0 015635

2 Total of line 1, column (d).	2	0 217300
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 043460
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	9,569,456
5 Multiply line 4 by line 3.	5	415,889
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	647
7 Add lines 5 and 6.	7	416,536
8 Enter qualifying distributions from Part XII, line 4.	8	488,788

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b		1	647
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	647
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	647
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,187	
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	3,187
8		Enter any penalty for underpayment of estimated tax Check here ☐ 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	2,540
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 2,540	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶STANLEY B SCHNEIDER Telephone no ▶(310) 552-0960 Located at ▶1888 CENTURY PARK EAST SUITE 900 LOS ANGELES CA ZIP +4 ▶90067			
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		
16	At any time during calendar year 2012, 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		No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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		
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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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	
	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?	☐ 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
	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?		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
STANLEY B SCHNEIDER CPA 1888 CENTURY PARK E SUITE 900 LOS ANGELES, CA 90067	SECRETARY/CFO 1 00	0	0	0
CHARLES B BAUMER ESQ 1801 CENTURY PARK EAST LOS ANGELES, CA 90067	PRESIDENT AND DIRECTOR 1 00	2,500	0	0
SEDDA ANTEKELIAN 131 SO RODEO DRIVE SUITE 200 BEVERLY HILLS, CA 90212	DIRECTOR 1 00	2,500	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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	9,518,198
b	Average of monthly cash balances.	1b	196,986
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,715,184
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	9,715,184
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	145,728
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,569,456
6	Minimum investment return. Enter 5% of line 5.	6	478,473

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	478,473
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	647
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	647
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	477,826
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	477,826
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	477,826

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	488,788
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	488,788
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	647
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	488,141
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				477,826
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010. 9,767				
e From 2011.				
f Total of lines 3a through e.	9,767			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 488,788				
a Applied to 2011, 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 2012 distributable amount.				477,826
e Remaining amount distributed out of corpus	10,962			
5 Excess distributions carryover applied to 2012 (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	20,729			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				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 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	20,729			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . . 9,767				
d Excess from 2011. . . .				
e Excess from 2012. . . . 10,962				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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 Paid during the year See Additional Data Table				
Total			3a	480,000
b Approved for future payment				
Total			3b	0

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					
4 Dividends and interest from securities.			14	363,637	
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.			15	7,259	
8 Gain or (loss) from sales of assets other than inventory			18	65,408	
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).		0		436,304	0
13 Total. Add line 12, columns (b), (d), and (e).			13		436,304

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-11-15	*****
Signature of officer or trustee	Date	Title

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

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00441843
	NAZ AFSHAR	NAZ AFSHAR			
	Firm's name ☒	GURSEY SCHNEIDER LLP		Firm's EIN ☒ 95-3309779	
		1888 CENTURY PARK EAST SUITE 900			
	Firm's address ☒	LOS ANGELES, CA 900671735		Phone no (310) 552-0960	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100000 FREEPORT MCMORAN COPPER	P	2011-05-19	2012-03-14
20 GOOGLE INC	P	2011-04-19	2012-04-12
2622 HALLIBURTON	P	2012-01-06	2012-06-04
50000 HEWLETT PACKARD CO	P	2012-07-06	2012-11-20
281 KRAFT FOODS GROUP	P	2012-10-01	2012-10-02
1000 LOWES COMPANIES	P	2011-07-07	2012-04-23
310 ALLSCRIPTS HEALTHCARE	P	2009-09-21	2012-04-02
90 AMAZON COM INC	P	2009-10-14	2012-04-27
820 AMEREN CORP	P	2009-01-09	2012-10-01
400 AMERICAN WATER WORKS	P	2008-06-26	2012-11-01
40000 BAKERSFIELD CA	P	2006-04-04	2012-08-01
810 BANK ONE CAPITAL VI	P	2009-10-19	2012-04-30
25000 CA STWDE	P	2002-07-25	2012-10-01
50000 CALIFORNIA EDL	P	2008-11-04	2012-02-10
5000 CALIFORNIA ST CRC	P	2004-08-24	2012-12-03
40000 CATHEDRAL CITY CAL PUB	P	2006-06-26	2012-08-01
850 COCA COLA CO	P	2006-10-13	2012-01-17
670 CONOCOPHILLIPS	P	2011-02-15	2012-04-23
600 COSTCO WHOLESALE CORP	P	2011-07-07	2012-11-07
100000 COSTCO WHSL CORP	P	2007-11-21	2012-03-15
290 DENTSPLY INTL INC	P	2008-05-13	2012-04-02
550 EMC CORP	P	2007-11-06	2012-06-29
9 EXPRESS SCRIPTS HLDG	P	2006-11-03	2012-04-03
370 FEDEX CORP	P	2007-11-05	2012-05-31
2376 60 FIDELITY ADVISOR MID CAP II	P	2007-06-05	2012-04-25
60000 FREEPORT-MCMORAN COPPER	P	2011-02-10	2012-03-14
1000 GENL MILLS INC	P	2006-10-13	2012-11-01
50000 GENL MILLS INC MW	P	2009-01-21	2012-02-15
100 GRAINGER W W INC	P	2010-10-08	2012-11-01
971 886 HARTFORD CAPITAL APPRECIATION	P	2007-02-08	2012-04-25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
630 HEWLETT PACKARD CO	P	2009-10-19	2012-07-31
25000 KELLOGG CO	P	2009-09-16	2012-12-03
666 KRAFT FOODS GROUP INC	P	2010-09-08	2012-10-02
335 LABORATORY CORP AMER	P	2008-06-26	2012-11-07
70000 LOS ANGELES CA WSTWTR	P	2005-10-03	2012-06-01
690 MEDCO HEALTH SOLUTIONS	P	2006-11-03	2012-04-03
20000 MT DIABLO CALI UNI	P	2004-08-24	2012-02-01
500 NESTLE S A SPONOSORED	P	2008-01-07	2012-11-07
25000 NEWHALL CALIF SCH DIST	P	2005-01-04	2012-08-01
40000 NO ORANGE CNTY CA CMNTY	P	2006-06-26	2012-08-01
75000 PITTSBURG CALIF USD	P	2006-05-25	2012-08-01
500 PLAINS ALL AMER PIPELINE	P	2011-05-10	2012-11-01
200 PRICE T ROWE GROUP	P	2009-10-23	2012-05-31
100000 ROSEVILLE CA NORTHWEST	P	2007-09-05	2012-09-01
5000 SACRAMENTO CALIF MUN UTIL	P	1993-09-29	2012-10-15
5000 SACRAMENTO CO CA SANT	P	2002-05-06	2012-12-01
25000 SAN FRAN CA INTL ARPT	P	2005-10-17	2012-05-01
30000 SAN FRANCISCO CA REDV	P	2007-06-11	2012-07-01
30000 SAN FRANCISCO CALIF CITY	P	2006-05-25	2012-06-15
25000 SAN FRANCISCO CALIF CITY	P	2006-07-05	2012-04-01
30000 SOUTHWESTERN CMNTY	P	2005-02-16	2012-08-01
200 SPDR GOLD TRUST	P	2008-12-23	2012-06-01
400 STARBUCKS CORP	P	2006-10-13	2012-05-01
100000 STOCKTON CAL CMNTY	P	2005-07-05	2012-03-01
40000 US TSY INFL PROT BOND	P	2009-03-25	2012-04-15
10000 SACRAMENTO CALIF MUD ELEC	P	2001-03-29	2012-07-01
225000 LOS ANGELES CALIF DEPT WTR	P	2009-06-03	2012-07-01
50000 LOS ANGELES CO CALIF PUB	P	2006-12-04	2012-09-01
200 MCDONALDS CORP	P	2008-10-22	2012-11-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
104,553		110,050	-5,497
12,880		10,480	2,400
75,512		91,608	-16,096
47,056		52,566	-5,510
12,364		9,440	2,924
31,072		23,869	7,203
5,140		6,220	-1,080
20,243		11,077	9,166
26,798		26,181	617
14,680		8,561	6,119
40,000		38,538	1,462
20,250		19,861	389
25,000		27,977	-2,977
50,500		52,061	-1,561
5,000		5,014	-14
40,000		41,339	-1,339
37,462		31,406	6,056
48,434		49,157	-723
58,411		49,295	9,116
100,000		104,143	-4,143
11,681		11,037	644
13,833		11,532	2,301
52		29	23
32,838		32,215	623
42,589		35,340	7,249
62,733		66,954	-4,221
40,159		28,850	11,309
50,000		52,699	-2,699
20,208		12,183	8,025
31,000		28,534	2,466

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,360		29,244	-17,884
25,000		27,169	-2,169
30		21	9
28,746		22,737	6,009
70,000		74,063	-4,063
50,479		32,821	17,658
20,200		19,546	654
31,595		23,000	8,595
25,250		27,707	-2,457
40,000		42,695	-2,695
75,000		79,434	-4,434
22,800		13,620	9,180
11,469		10,774	695
100,000		103,661	-3,661
5,000		5,827	-827
5,000		5,124	-124
25,000		25,116	-116
30,000		25,490	4,510
30,000		30,861	-861
25,000		26,036	-1,036
30,000		30,841	-841
31,597		16,528	15,069
19,441		8,338	11,103
100,496		101,849	-1,353
44,772		43,821	951
10,000		10,417	-417
225,000		226,719	-1,719
50,000		51,945	-1,945
17,302		11,957	5,345

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,497
			2,400
			-16,096
			-5,510
			2,924
			7,203
			-1,080
			9,166
			617
			6,119
			1,462
			389
			-2,977
			-1,561
			-14
			-1,339
			6,056
			-723
			9,116
			-4,143
			644
			2,301
			23
			623
			7,249
			-4,221
			11,309
			-2,699
			8,025
			2,466

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-17,884
			-2,169
			9
			6,009
			-4,063
			17,658
			654
			8,595
			-2,457
			-2,695
			-4,434
			9,180
			695
			-3,661
			-827
			-124
			-116
			4,510
			-861
			-1,036
			-841
			15,069
			11,103
			-1,353
			951
			-417
			-1,719
			-1,945
			5,345

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A PLACE CALLED HOME 2830 S CENTRAL AVENUE LOS ANGELES, CA 900112037	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
AMERICAN DIABETES ASSOCIATION 3425 W MANCHESTER BLVD INGLEWOOD, CA 90305	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
AMERICAN FRIENDS OF MAGEN DAVID ADOM 6505 WILSHIRE BLVD SUITE 650 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	6,000
AMERICAN RED CROSS PO BOX 4002018 DES MOINES, IA 50340	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
ANTI-DEFAMATION LEAGUE 605 THIRD AVE FL 9 NEW YORK, NY 10157	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
AUTRY NATIONAL CENTER 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 900271462	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
CAMP AREV PO BOX 11145 GLENDALE, CA 91226	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD STUIE 2416 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
CIVIL WAR TRUST 1156 15TH STREET NW SUITE 900 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
COMMUNITIES IN SCHOOLS 8743 BURNET AVENUE NORTH HILLS, CA 91343	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
CRESPI CARMELITE HIGH SCHOOL 5031 ALONZO AVENUE ENCINO, CA 913163611	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
DOCTORS WITHOUT BORDERS P O BOX 5030 HAGERSTOWN, MD 217415030	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
DRUM BARRACKS CIVIL WAR MUSEUM 1052 BANNING BLVD WILMINGTON, CA 90744	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
EMILY SHANE FOUNDATION 2893 SEA RIDGE DRIVE MALIBU, CA 90265	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FARHANG FOUNDATION PO BOX 491571 LOS ANGELES,CA 90049	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
FULFILLMENT FUND 6100 WILSHIRE BLVD SUITE 600 LOS ANGELES,CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
GOOD SHEPHERD SHELTER 2561 W VENICE BLVD LOS ANGELES,CA 900196233	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
HABITAT FOR HUMANITY 17700 S FIGUEROA STREET GARDENA,CA 90248	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
HARKHAM HILLEL HEBREW ACADEMY 9120 WEST OLYMPIC BLVD BEVERLY HILLS,CA 90212	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
HEAVEN ON EARTH SOCIETY FOR ANIMALS PO BOX 8171 VAN NUYS,CA 91409	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
HERNDON-RESTON FISH INC 336 VICTORY DRIVE HERNDON,VA 20170	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
HIRSHBERG FOUNDATION FOR PANCREATIC CANCER RESEARCH 2990 S SEPULVEDA BLVD SUITE 300C LOS ANGELES,CA 90064	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	11,000
HOME BOY INDUSTRIES 130 W BRUNO STREET LOS ANGELES,CA 90012	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
HURDLE JUMPERS PO BOX 642600 LOS ANGELES,CA 90064	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
INNER CITY ARTS 720 KOHLER STREET LOS ANGELES,CA 90021	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,500
JEWISH WORLD WATCH 5551 BALBOA BLVD ENCINO,CA 91316	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
JOYFUL HEART FOUNDATION 32 WEST 22 STREET 4TH FLOOR NEW YORK,NY 10010	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	35,500
JUNIOR ACHIEVEMENT OF SO CAL 6250 FOREST LAWN DRIVE LOS ANGELES,CA 90068	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
JUVENILE DIABETES RESEARCH FOUNDATION 800 W 6TH STREET 450 LOS ANGELES,CA 90017	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KIDSAVE 100 CORPORATE POINTE SUITE 380 CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
KNIGHTS OF COLUMBUS COUNCIL 14660 11967 SUNSET BLVD LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
LAKE TAHOE SHAKESPEARE FESTIVAL 948 INCLINE WAY INCLINE VILLAGE, NV 89451	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
LEVITT & QUINN FAMILY LAW CENTER INC 1557 BEVERLY BLVD LOS ANGELES, CA 90026	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
LIBRARY FOUNDATION OF LOS ANGELES 630 W FIFTH STREET LOS ANGELES, CA 90071	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
LOS ANGELES JEWISH HOME 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
LOS ANGELES REGIONAL FOOD BANK 1734 E 41ST STREET LOS ANGELES, CA 90058	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
MATT LEINART FOUNDATION 17280 NEWHOPE STREET SUITE 10 FOUNTAIN VALLEY, CA 92708	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
MOTION PICTURE & TELEVISION FUND 23388 MULHOLLAND DRIVE WOODLAND HILLS, CA 91364	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
MUSEUM OF THE CONFEDERACY 1201 E CLAY STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,500
NATIONAL CIVIL RIGHTS MUSEUMS 450 MULBERRY STREET MEMPHIS, TN 38103	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
OPERATION GRATITUDE 16444 REFUGIO ROAD ENCINO, CA 91436	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
OXFAM AMERICA 226 CAUSEWAY STREET 5TH FLOOR BOSTON, MA 02114	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000
PS ARTS 1728 ABBOT KINNEY BLVD 101 VENICE, CA 90291	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVENUE SUITE 200 MANHATTAN BEACH, CA 90266	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PATH - PEOPLE ASSISTING THE HOMELESS 340 N MADISON AVENUE LOS ANGELES,CA 90004	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
PBS SOCAL 3080 BRISTOL ST STE 400 COSTA MESA,CA 92626	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU,CA 902634451	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
PILGRIM ARMENIAN CONGREGATIONAL CHURCH 3673 NORTH FIRST STREET FRESNO,CA 937266870	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
PRINCETON BATTLEFIELD SOCIETY PO BOX 7645 PRINCETON,NY 08543	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,500
PROFESSIONAL BASEBALL SCOUTS FOUNDATION 5010 N PARKWAY CALABASAS SUITE 201 CALABASAS,CA 91302	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
PROVIDENCE HIGH SCHOOL 511 S BUENA VISTA STREET BURBANK,CA 91505	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
PROVIDENCE SAINT JOSEPH MEDICAL CENTER 501 S BUENA VISTA STREET BURBANK,CA 91505	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
SAILOR'S CREEK BATTLEFIELD 6541 SAYLERS CREEK ROAD RICE,VA 23966	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,500
SAVE AFRICA'S CHILDREN 3045 CRENSHAW BLVD LOS ANGELES,CA 90016	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
SIMON WIESENTHAL CENTER 1399 SOUTH ROXBURY DRIVE LOS ANGELES,CA 90035	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,500
SKIRBALL CULTURAL CENTER 2701 N SEPULVEDA BLVD LOS ANGELES,CA 900496833	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500
SOCIETY FOR ORPHANED ARMENIAN RELIEF 1060 FIRST AVENUE SUITE 400 KING OF PRUSSIA,PA 19406	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA,CA 91105	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	12,000
TEEN LINECEDARS-SINAI MEDICAL CENTER PO BOX 48750 LOS ANGELES,CA 900480750	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE CHILDREN'S NATURE INSTITUTE 1910 MAGNOLIA AVENUE 403 LOS ANGELES,CA 90007	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000
THE DISCOVERY EYE FOUNDATION 6222 WILSHIRE BOULEVARD SUITE 260 LOS ANGELES,CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
THE JEWISH FEDERATION 6505 WILSHIRE BLVD LOS ANGELES,CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
TOGETHER IN MISSIONSAINT MARTIN OF TOURS 11967 SUNSET BLVD LOS ANGELES,CA 90049	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
UC SAN DIEGO 9500 GILMAN DRIVE 0940 LA JOLLA,CA 920930940	NONE	PUBLIC CHARITY	ANIMAL STUDIES SCHIZOPHRENIA	5,000
UCLA JONSSON CANCER CENTER FOUNDATION 8-950 FACTOR BUILDING BOX 951780 LOS ANGELES,CA 90095	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	6,000
UCLA 10920 WILSHIRE BLVD SUITE 1400 LOS ANGELES,CA 900246516	NONE	PUBLIC CHARITY	UCLA FUND - CHANCELLOR'S GREATEST NEED	10,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON,DC 20024	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,500
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL SUITE 300 LINCOLN,NE 68508	NONE	PUBLIC CHARITY	LAW COLLEGE DEVELOPMENT FUND	6,000
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY PARK LOS ANGELES,CA 90089	NONE	PUBLIC CHARITY	SHOAH-RESTRICTED ACCOUNT GENERAL OPERATIONS	3,500
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY PARK LOS ANGELES,CA 90089	NONE	PUBLIC CHARITY	SWIM WITH MIKE FUND	10,000
VARIETY BOYS & GIRLS CLUB 2530 CINCINNATI STREET LOS ANGELES,CA 90033	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,500
VISTA DEL MAR CHILD & FAMILY SERVICES 3200 MOTOR AVENUE LOS ANGELES,CA 90034	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	8,000
WOMEN'S AMERICAN ORT INC 75 MAIDEN LANE 10TH FLOOR NEWYORK,NY 10038	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
WOMEN'S CANCER RESEARCH FOUNDATION 351 HOSPITAL ROAD SUITE 506 NEWPORT BEACH,CA 92663	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
Total  3a				480,000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization JOHN & HILDA ARNOLD FOUNDATION INC	Employer identification number 20-0241446
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization JOHN & HILDA ARNOLD FOUNDATION INC	Employer identification number 20-0241446
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS ARNOLD 2006 ADMINISTRATIVE TRUST 1888 CENTURY PARK EAST SUITE 900 LOS ANGELES, CA 90067	\$ 100,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	THOMAS ARNOLD 2006 ADMINISTRATIVE TRUST 1888 CENTURY PARK EAST SUITE 900 LOS ANGELES, CA 90067	\$ 260,954	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

[illegible]

Name of organization JOHN & HILDA ARNOLD FOUNDATION INC	Employer identification number 20-0241446
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2012 Accounting Fees Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	46,666	46,666		0

TY 2012 Investments Corporate
 Bonds Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC
 EIN: 20-0241446

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100000 COSTCO WHSL 5.3 3/15/12 (325)	0	0
50K GENL ELEC 5.0 2-1-13	51,052	50,191
50M GENL MILLS INC	0	0
25M KELLOGG CO	0	0
46M WELLS FARGO & CO	48,378	47,558
45M COCA COLA ENTERPRISES	50,882	48,577
40M AMGEN INC	41,649	47,369
50M HEWLETT PACKARD CO	54,753	54,079
50M GOLDMAN SACHS GROUP INC	51,171	51,048
35M ARCELORMITTAL SA NTS	36,238	35,472
25M CATERPILLAR FINL SVCS CORP	25,413	25,112
20M PEPSICO INC	20,947	20,758
100000 ANHEUSER BUSCH	103,030	100,462
100000 GENERAL ELECTRIC CAP CORP NTS	101,046	100,986
50000 AMERICAN EXPRESS CREDIT CORP	50,612	52,419
50000 CLOROX CO NTS	50,927	53,068
50000 BERKSHIRE HATHAWAY FIN	49,822	52,564
100000 BEAR STEARNS COS INC NTS	105,814	112,771
160000 FREEPORT-MCMORAN COPPER	0	0
50000 JOHN DEERE CAPITAL CORP NTS	59,031	58,787
50K TRANSOCEAN SEDCO FOREX	49,725	57,989
50K KRAFT FOODS INC	56,780	60,363
100K JP MORGAN CHASE & CO	102,463	115,990
1005 ARCELORMITTAL NTS	97,995	100,201
50K ARCELORMITTAL NTS	49,512	50,101
50K KELLOGG CO NTS	53,741	55,697
100K MERRILL LYNCH & CO NTS	101,236	109,938
21K DAYTON HUDSON CORP.	24,565	26,821
50K SARA LEE CORP	49,333	54,221
50K BANK OF AMER CORP NTS	51,872	53,297

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50K GOLDMAN SACHS GROUP INC	50,360	52,769
100K MORGAN STANLEY NTS B/E	94,031	112,179
100K ANDARKO PETROLEUM CORP	116,684	120,183
50K JP MORGAN CHASE & CO NTS	50,500	49,351

TY 2012 Investments Corporate

Stock Schedule

Name:

JOHN & HILDA ARNOLD FOUNDATION INC

EIN:

20-0241446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1019 ANADARKO PETROLEUM CORP	68,532	75,723
1240 BP PLC SPON ADR	47,571	51,634
430 BUNGE LIMITED	32,097	31,256
785 CHEVRON CORP	71,308	84,890
1000 COCA COLA CO COM	24,733	36,250
840 CONOCOPHILLIPS	48,256	48,712
2194 GENERAL MILLS INC	79,650	88,681
1456 HSBC HOLDINGS PLC	79,604	77,270
875 INTEL CORP	22,265	18,043
735 JOHNSON & JOHNSON COM	45,764	51,523
955 JPMORGAN CHASE & CO	38,393	41,990
845 MONDELEZ INTL INC	17,627	21,508
558 MEDCO HEALTH SOLUTIONS INC	30,578	30,132
775 MERCK & CO	30,521	31,729
335 MICROSOFT CORP	10,721	8,947
250 NESTLE S A CHAM ET VEVEY	8,453	16,277
1195 PEPSICO INC	78,015	81,774
1948 PROCTER & GAMBLE CO	118,321	132,250
1445 ROYAL DUTCH SHELL PLC CLA	104,751	99,633
660 TEVA PHARMACEUTICALS IND LTD	28,897	24,644
1285 3M CO	111,667	119,312
470 SHS EMC CORP MASS	0	0
44 SHS FEDEX CORP	0	0
290 INTL BUSINESS MACH	34,703	55,550
624 AMERICA MOVIL SAB DE C.V	17,237	14,439
1170 CSX CORPORATION	20,696	23,084
80 SHS EMC CORP MASS	0	0
510 MOSAIC CO	42,896	28,881
710 NESTLE SA SPONSORED ADR	38,858	46,271
580 AMERICAN WATER WORKS CO INC	11,984	21,535

Name of Stock	End of Year Book Value	End of Year Fair Market Value
240 DENTSPLY INTL INC	0	0
760 EXXON MOBIL CORP	63,589	65,778
76 FEDEX CORP	0	0
50 LABORATORY CORP AMER HLDGS	0	0
480 MCDONALDS CORP	28,584	42,341
1752 NIKE INC	57,433	90,403
2000 BANK OF AMERICA CORP 8.2% PREFERRED	48,620	51,200
2000 CREDIT SUISSE 7.9% PREFERRED	42,700	50,740
2000 ING GROEP NV 8.5% PREFERRED	49,480	51,180
190 BANK ONE CAPITAL TR VI PREFERRED	4,659	4,881
50 ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS	0	0
620 AMEREN CORP	0	0
200 APPLE INC	18,226	106,434
1900 ARCELORMITTAL SA NY REG	51,647	33,193
50 DENTSPLY INTL INC	0	0
80 LABORATORY CORP AMER HLDS (222)	0	0
260 T ROWE PRICE GROUP INC	13,673	16,930
1000 HSBC HOLDINGS 8.125 PERPETUAL	23,300	25,370
480 HEWLETT PACKARD CO	0	0
105 LABORATORY CORP AMER HLDGS	0	0
250 FEDEX CORP	0	0
230 GRAINGER WW INC	28,020	46,545
590 UNITED TECHNOLOGIES CORP	45,791	48,386
150 SHS HEWLETT PACKARD CO	0	0
100 SHS LABORATORY CORP AMER HLDGS	0	0
200 SHS AMEREN CORP	0	0
260 SHS ALLSCRIPTS HEALTHCARE SOLUTIONS	0	0
1088 BANK OF NEW YORK MELLON CORP	28,089	27,962
800 COSTCO WHOLESALE CORP.	70,766	78,984
10 GOOGLE INC	5,239	7,074

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1000 LOWES COMPANIES INC	23,869	35,520
650 NETAPP INC	38,298	21,808
31000 JEFFERIES GROUP INC	31,310	30,710
2000 BARCLAYS BANK PLC ADR PFD	51,360	50,860
1000 GOLDMAN SACHS GROUP	25,000	26,120
2000 PUBLIC STORAGE INC PFD	54,544	54,060
2000 WELLS FARGO CAPITAL XII	51,555	50,660
2000 AEGON NV ADR	10,614	12,880
500 AGRIUM INC	48,549	49,936
209 AMAZON.COM INC	48,750	52,432
1333 CERNER CORP	96,989	103,321
1786 COVIDEN PLC	97,834	103,124
1000 FREEPORT-MCMORAN COPPER & GOLD	32,418	34,200
4860 GENERAL ELECTRIC CO	92,163	102,011
1130 OCCIDENTAL PETROLEUM	97,970	86,569
1558 ORACLE CORP	49,153	51,913
420 PHILLIPS 66	15,215	22,302
2083 STARBUCKS CORP	97,894	111,711
1113 BANK ONE CAPITAL VI PREFERRED	28,604	28,593
2000 CITY NATL CORP SER C 5.5%	48,900	48,600
1000 CITY NATL CORP SER C 5.5%	24,000	24,300
2000 JPMORGAN CHASE & CO SER O 5.5%	49,920	50,280
2000 PUBLIC STORAGE SERIES V (PSA) 5.375%	49,820	51,600

TY 2012 Investments Government Obligations Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

**US Government Securities - End of
Year Book Value:**

0

**US Government Securities - End of
Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

1,618,095

**State & Local Government
Securities - End of Year Fair
Market Value:**

1,696,928

TY 2012 Investments - Other Schedule**Name:** JOHN & HILDA ARNOLD FOUNDATION INC**EIN:** 20-0241446

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
185 HELIOS TOTAL RETURN FD	AT COST	4,346	4,370
2140.19 AMERICAN FUNDS	AT COST	52,906	64,441
2376.606 FIDELITY ADVISOR MID CAP II	AT COST	0	0
4001.094 HARTFORD CAPITAL APPRECIATION FUND	AT COST	126,870	137,638
ENERGY TRANSFER PARTNERS LP	AT COST	66,328	85,860
KINDER MORGAN ENERGY PARTNERS	AT COST	26,154	51,863
PLAINS ALL AMERICAN PIPELINE LP	AT COST	170,635	248,820
19984.401 DELAWARE T/F CALIFORNIA	AT COST	229,624	246,008
72005.817 FRANKLIN CALIFORNIA TAX FREE IN FD INC CL A	AT COST	506,215	542,924
83261.306 VIRTUS MULTI-SECTOR SHORT TERM BOND FD	AT COST	400,000	412,976
6128.936 IVY GLOBAL NATURAL RESOURCES FUND	AT COST	101,066	104,008
5000 ALPS ETF TR ALERIAN MLP	AT COST	83,766	79,750
2800 REAVES UTILITY INCOME FUND SBI	AT COST	70,524	66,696
595 SPDR GOLD TRUST	AT COST	52,447	96,402
13774.105 LORD ABBETT DIVERSIFIED INCOME	AT COST	200,000	206,612
BOARDWALK PIPELINE PARTNERS LP	AT COST	38,926	37,350
BP PRUDHOE BAY ROYALTY TRUST	AT COST	180,431	102,810
BREITBURN ENERGY PARTNERS LP	AT COST	16,602	18,470
LINN ENERGY LLC	AT COST	50,525	56,384

TY 2012 Legal Fees Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,778	0		3,778

TY 2012 Other Decreases Schedule**Name:** JOHN & HILDA ARNOLD FOUNDATION INC**EIN:** 20-0241446

Description	Amount
PLAINS ALL AMERICAN PIPELINE, L.P.-NONDEDUCTIBLE EXPENSES.	124
ENERGY TRANSFER PARTNERS, L.P.-NONDEDUCTIBLE EXPENSES	21
KINDER MORGAN, L.P.-NONDEDUCTIBLE EXPENSES.	6
BOARDWALK PIPELINE PARTNERS-NONDEDUCTIBLE EXPENSES	1

TY 2012 Other Expenses Schedule**Name:** JOHN & HILDA ARNOLD FOUNDATION INC**EIN:** 20-0241446

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	146,597	146,597		0
INVESTMENT EXPENSES	15,795	15,795		0
PARTNERSHIP LOSSES	17,907	17,907		0
OFFICE SUPPLIES	9	9		0

TY 2012 Other Income Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BP PRUDOE BAY ROYALTY INCOME	7,259	7,259	7,259

TY 2012 Substantial Contributors Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

Name	Address
THOMAS ARNOLD 2006 ADMINISTRATIVE TRUST	1888 CENTURY PARK EAST SUITE 900 LOS ANGELES, CA 90067

TY 2012 Taxes Schedule**Name:** JOHN & HILDA ARNOLD FOUNDATION INC**EIN:** 20-0241446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	10	0		10
FOREIGN TAX	2,229	2,229		0