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

2012

Open to public inspection

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WHH FOUNDATION

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

333 SOUTH HOPE STREET

Room/suite

54

A Employer identification number

20-0775264

City or town, state, and ZIP code

LOS ANGELES, CA 90071-1406

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization

 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, col (c), line 16)

J Accounting method Cash Accrual Other (specify) _____

► \$ 14882345. (Part I, column (d) must be on cash basis.)

B Telephone number

(213) 486-9500

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 ►

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1035718.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1.	1.		Statement 2
4	Dividends and interest from securities	501582.	501582.		Statement 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	26142.			Statement 1
b	Gross sales price for all assets on line 6a	1207374.			
7	Capital gain net income (from Part IV, line 2)		1030728.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less "Cost of goods sold"				
c	Gross profit or (loss)				
11	Other income				
12	Total: Add lines 1 through 11	1563443.	1532311.		
13	Compensation of officers, directors, trustees, etc.	77000.	24100.		52900.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees Stmt 4	60.	30.		30.
b	Accounting fees Stmt 5	25459.	13121.		12338.
c	Other professional fees Stmt 6	12027.	2725.		9303.
17	Interest				
18	Taxes Stmt 7	26663.	1835.		4142.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	46676.	23338.		23338.
22	Printing and publications				
23	Other expenses Stmt 8	5506.	2755.		2751.
24	Total operating and administrative expenses. Add lines 13 through 23	193391.	67904.		104802.
25	Contributions, gifts, grants paid	638497.			638497.
26	Total expenses and disbursements. Add lines 24 and 25	831888.	67904.		743299.
27	Subtract line 26 from line 12	731555.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1464407.		
c	Adjusted net income (if negative, enter -0-)			N/A	

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		11545.	19862.	19862.
2	Savings and temporary cash investments		855774.	1074526.	1074526.
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U S and state government obligations Stmt 9		752283.	650057.	742124.
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other Stmt 10		10807973.	11414685.	13045833.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		12427575.	13159130.	14882345.
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ►)				
23	Total Liabilities (add lines 17 through 22)		0.	0.	
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted				
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds		0.	0.	
30	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
31	Retained earnings, accumulated income, endowment, or other funds		12427575.	13159130.	
32	Total net assets or fund balances		12427575.	13159130.	
33	Total Liabilities and net assets/fund balances		12427575.	13159130.	

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	12427575.
2	Enter amount from Part I, line 27a	2	731555.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	13159130.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13159130.

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)
a					
b	See Attached Statement				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	1207374.		176646.	1030728.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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		
a					
b					
c					
d					
e				1030728.	
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	1030728.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see 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	801128.	12831903.	.062433
2010	649933.	11567876.	.056184
2009	528952.	9397324.	.056288
2008	598803.	10243961.	.058454
2007	576095.	10503469.	.054848
2 Total of line 1, column (d)		2	.288207
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	.057641
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	13397201.
5 Multiply line 4 by line 3		5	772228.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	14644.
7 Add lines 5 and 6		7	786872.
8 Enter qualifying distributions from Part XII, line 4		8	743299.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)
1	29288.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b
2	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)
3	29288.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
3	29288.
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	29288.
6	Credits/Payments
6a	2012 estimated tax payments and 2011 overpayment credited to 2012 30823.
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments Add lines 6a through 6d 30823.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached 423.
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 1112.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 1112. Refunded ► 0.

Part VII-A Statements 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	<input checked="" type="checkbox"/> 1a <input checked="" type="checkbox"/> 1b
1c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/> 1c
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? <i>If "Yes," attach a detailed description of the activities.</i>	<input checked="" type="checkbox"/> 2
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input checked="" type="checkbox"/> 3
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/> 4a 4b
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input checked="" type="checkbox"/> 5
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?	<input checked="" type="checkbox"/> 6
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input checked="" type="checkbox"/> 7
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	<input checked="" type="checkbox"/> 8b
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	<input checked="" type="checkbox"/> 9
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input checked="" type="checkbox"/> 10

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WHH-FOUNDATION.ORG	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► CHRISTINA BOYLE, CPA Located at ► 1550 LOMA DRIVE, UNIT C, HERMOSA BEACH, CA	Telephone no ► (310) 283-1949 ZIP+4 ► 90254	
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	<input type="checkbox"/> N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	<input checked="" type="checkbox"/> X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	<input checked="" type="checkbox"/> 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
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	<input type="checkbox"/> 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 ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> 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 2012?	4b	<input checked="" type="checkbox"/> 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)?
 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
 Yes No

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

N/A



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?

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

6b

X

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

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.**

(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 11		77000.	0.	25385.

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

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

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



0

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

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

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
3	All other program-related investments. See instructions	
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	13234500.
b Average of monthly cash balances	1b	366719.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	13601219.
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	13601219.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	204018.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13397201.
6 Minimum investment return. Enter 5% of line 5	6	669860.

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6	1	669860.
2a Tax on investment income for 2012 from Part VI, line 5	2a	29288.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	29288.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	640572.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	640572.
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	640572.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	743299.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	743299.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	743299.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				640572.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	83429.			
b From 2008	100951.			
c From 2009	84716.			
d From 2010	99977.			
e From 2011	189537.			
f Total of lines 3a through e	558610.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 743299.			0.	
a Applied to 2011, but not more than line 2a				
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				640572.
e Remaining amount distributed out of corpus	102727.			
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:	661337.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	83429.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	577908.			
10 Analysis of line 9				
a Excess from 2008	100951.			
b Excess from 2009	84716.			
c Excess from 2010	99977.			
d Excess from 2011	189537.			
e Excess from 2012	102727.			

Part XIV **Private Operating Foundations** (see Instructions and Part VII-A, question 9)

N/A

Part XV **Supplementary Information** (Complete this part only if the foundation 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))

See Statement 12

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 or e-mail 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)				
<i>a Paid during the year</i>				
SCHEDULE ATTACHED	NONE	SEC. 501(C)(3) PUBLIC CHARITY	ANNUAL GIVING	638497.
Total			► 3a	638497.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	1.	
5 Net rental income or (loss) from real estate			14	501582.	
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	26142.	
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.		527725.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	527725.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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		
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		

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**

I declare under penalty of perjury, that to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than my tax return preparer) is attached hereto. I declare under penalty of perjury, that I have examined this return, and belief, it is true, correct, and complete. Declaration of preparer (other than my tax return preparer) is attached hereto.

 Bernadeth C.

11/15/13

PR

(c) Description of relationship

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

Signature of officer or trustee		Date 1/7/13	Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date
	TERESA A. BOYLE			11/14/13
	Firm's name ► TERESA A. BOYLE, CPA		Firm's EIN ►	
Firm's address ► 1689 FISKE AVENUE PASADENA, CA 91104-2317		Phone no. 626-639-3306		
PTIN		P00850318		

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

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

OMB No 1545-0047

2012**Name of the organization****Employer identification number****WHD FOUNDATION****20-0775264****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 organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck 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 33 1/3% 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

WHH FOUNDATION

Employer identification number

20-0775264

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	WILLIAM H. & SARAH S. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	\$ 559570.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
2	WILLIAM H. & SARAH S. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	\$ 476148.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

WHH FOUNDATION

20-0775264

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	25,000 SHARES VILLAGE ROADSHOW & 13,500 PARAMOUNT RESOURCES LTD - BOTH SOLD ON 11/28/12	\$ 559570.	11/28/12
2	15,000 ELECTRONIC ARTS, 10,000 YAHOO! INC, 100 GOOGLE - SOLD ON 12/27/12	\$ 476148.	12/27/12
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

Name of organization

Employer identification number

WHH FOUNDATION

20-0775264

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 exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ► \$ _____

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

RECIPIENT NAME	STREET ADDRESS	CITY, STATE AND ZIP CODE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AIDS SERVICE CENTER	909 S Fair Oaks Ave	Pasadena, CA 91105	HEALTH	100
ALAMEDA COMMUNITY FOUNDATION	PO Box 2599	Oakland, CA 94614	COMMUNITY	2,500
AMER TINNITUS ASSOC	Unit 20, PO Box 4900	Portland, OR 97208-4900	HEALTH	1,000
AMOA - ARTHOUSE	3808 W 35th Street	Austin, TX 78703	ARTS	8,000
ANTIOCH UNIVERSITY LOS ANGELES	400 Corporate Pointe	Culver City, CA 90230	EDUCATION	5,000
ARMORY CENTER FOR THE ARTS*	145 N Raymond Ave.	Pasadena, CA 91103	ARTS	1,000
ART CENTER	1700 Lida Street	Pasadena, CA 91103	ARTS	500
ARTS CENTRAL	15 SW Colorado Avenue, Bldg 2, Ste 100	Bend, OR 97702	ARTS	2,550
ASPEN ART MUSEUM	590 North Mill St	Aspen, CO 81611	ARTS	150
ASPEN EDUCATION FOUNDATION	POB 2200	Aspen, CO 81612	EDUCATION	5,000
ASPEN PUBLIC RADIO	110 E. Hallam St., #134	Aspen, CO 81611-1467	COMMUNITY	2,500
ASPEN SANTA FE BALLET CO & SCHOOL	0245 Sage Way	Aspen, CO 81611	ARTS/COMMUNITY	10,000
ASPEN SWIM CLUB	PO Box 12341	Aspen, CO 81612	COMMUNITY	2,500
ASPEN VALLEY MEDICAL FOUNDATION	PO Box 1639	Aspen, CO 81612	COMMUNITY/EDUCATION/HEALTH	10,000
ASPEN YOUTH CENTER	POB 8266	Aspen, CO 81612	COMMUNITY	5,000
BEND LITTLE LEAGUE NORTH	PO Box 7784	Bend, OR 97708	COMMUNITY/HEALTH	1,500
BETHELEM INN	PO Box 8540	Bend, OR 97708	COMMUNITY/HEALTH	5,000
BIG BROTHERS BIG SISTERS	J-Bar-J Boys Ranch, 62895 Hamby Road	Bend, OR 97701	EDUCATION	7,500
BOY SCOUTS/SGV COUNCIL	3450 East Sierra Madre Blvd	Pasadena, CA 91107	COMMUNITY	1,000
BOYS & GIRLS CLUB OF PASADENA	3230 E. Del Mar Ave	Pasadena, CA 91107	COMMUNITY	5,000
CASA OF CENTRAL OREGON	1435 NE 4th Street, Suite C	Bend, OR 97701	COMMUNITY/EDUCATION	20,000
CASCADE MIDDLE SCHOOL	19619 Mountaineer Way	Bend, OR 97702	EDUCATION	2,500
CATHOLIC CHARITIES ARCHDIOCESE OF BOSTON	275 West Broadway	South Boston, MA 02127	EDUCATION	20,000
CENTER FOR EARLY INTERVENTION ON DEAFNESS	1035 Grayson	Berkeley, CA 94710	EDUCATION	5,000
CENTER FOR STUDY OF PRESIDENCY	1020 13th Street, NW, Ste 250	Washington, DC 20036	EDUCATION	10,000
CENTRAL OREGON COMMUNITY COLLEGE	2650 NW College Way	Bend, OR 97701	EDUCATION	6,000
CHILDREN'S HOSPITAL OF LOS ANGELES	4650 Sunset Blvd #29	Los Angeles, CA 90027	HEALTH	67,731
EDUCATION FDN OF BEND LAPINE SCHOOLS	PO Box 6566	Bend, OR 97708	EDUCATION	5,000
FAMILY ACCESS NETWORK	2125 NE Daggett Lane	Bend, OR 97701	COMMUNITY	1,500
FLINTRIDGE CENTER	236 W Mountain St	Pasadena, CA 91103	COMMUNITY/EDUCATION	360
GIRL SCOUTS/MT. WILSON COUNCIL	101 E Wheeler Avenue	Arcadia, CA 91006	COMMUNITY	100
GRANDMA'S HOUSE	PO Box 6372	Bend, OR 97708	COMMUNITY	1,700
GRAY AREA FOUNDATION FOR THE ARTS	55 Taylor St	San Francisco, CA 94102	ARTS/COMMUNITY	2,500
GUGGENHEIM FOUNDATION	1071 Fifth Avenue	New York, NY 10128-0173	ARTS	125
HARVARD MAGAZINE	PO Box 414946	Boston, MA 02241-4946	EDUCATION	100
HARVEY MUDD COLLEGE	301 Platt Boulevard	Claremont, CA 91711	EDUCATION	20,000
HATHAWAY-SYCAMORES	Fund Development Dept, 210 S DeLacy Ave	Pasadena, CA 91105-2006	COMMUNITY	1,000
HAWAII PREPARATORY ACADEMY OHANA ASSOC	65-1198 Kahawai St	Kamuela, Hawaii 96743	EDUCATION	5,000
HEALING REINS	PO Box 5593	Bend, OR 97708	COMMUNITY	4,000
HILL-HARBISON HOUSE	1841 Alhambra Road, PMB 807	San Marino, CA 91108	COMMUNITY	1,000
HILLSIDES HOME FOR CHILDREN	940 Avenue 64	San Marino, CA 91105	COMMUNITY	1,000
HUALALAI ACADEMY	74-4966 Kealaka'a St	Kailua Kona, Hawaii 96740	EDUCATION	2,000
HUNTINGTON LIBRARY	1151 Oxford Road	San Marino, CA 91108	EDUCATION	50,000
HUNTINGTON MEMORIAL HOSPITAL	100 W California Blvd	Pasadena, CA 91105-3027	HEALTH	15,000
INSTITUTE FOR JUSTICE	901 N Glebe Rd, Ste 900	Arlington, VA 22203	EDUCATION	1,000
JOHNSON CREEK WATERSHED COUNCIL	1900 SE Milport Rd, Ste B	Milwaukee, OR 97222	EDUCATION	3,000
JUVENILE DIABETES FOUNDATION	26 Broadway	New York, NY 10004	HEALTH	5,000
KCRW	1900 Pico Blvd	Santa Monica, CA 90405	COMMUNITY	250
KEMPLE CHILDRENS CLINIC	Community Justice Center, 63360 NW Britta St., Bldg #1	Bend, OR 97701	COMMUNITY/HEALTH	1,500
KIDS CENTER	1375 NW Kingston Ave	Bend, OR 97701	COMMUNITY	2,500
KKJZ	Cal State Long Beach, PO Box 251469	Huntington Beach, CA 92647	COMMUNITY	100
KOCE-TV	15751 Gothard St	Kamuela, Hawaii 96743	EDUCATION	2,500
THE KOHALA CENTER	PO Box 437462	Los Angeles, CA 90007-0913	COMMUNITY	2,000
KUSC	PO Box 77913	Venice, CA 90291	ARTS	500
LA THEATRE WORKS	681 Venice Blvd	Los Angeles, CA 90036	ARTS	10,000
LA COUNTY MUSEUM OF ART	5905 Wilshire Blvd	Los Angeles, CA 90036	ARTS	200

RECIPIENT NAME	STREET ADDRESS	CITY, STATE AND ZIP CODE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAKE FOREST ELEMENTARY SCHOOL	21801 Pittsford Drive	Lake Forest, CA 92630	EDUCATION	20,000
LONG NOW FOUNDATION, THE	Fort Mason Center Building A	San Francisco, CA 94123	EDUCATION	2,500
LOS ANGELES PHILHARMONIC*	151 South Grand Ave.	Los Angeles, CA 90012-3034	ARTS/COMMUNITY	2,791
LOS ANGELES REGIONAL FOOD BANK	1734 East 41st Street	Los Angeles, CA 90058	COMMUNITY	2,500
MALAI CULINARY GARDEN OF WAIMEA MID SCH	PO Box 543	Kamuela, Hawaii 96743	EDUCATION/HEALTH	5,000
METROPOLITAN MUSEUM OF ART	1000 Fifth Ave	New York, NY 10028-0198	ARTS	60
MIND RESEARCH INSTITUTE	3631 S Harbor Blvd , Ste 200	Santa Ana, CA 92704	EDUCATION	5,000
MTAINAIN STAR FAM RELIEF NURSERY	2125 NE Dagget Lane	Bend, OR 97701	COMMUNITY/HEALTH	6,000
MPAC			COMMUNITY	5,000
MUSIC CENTER UNIFIED FUND	135 North Grand Ave	Los Angeles, CA 90012	ARTS	5,000
NATURAL HISTORY MUSEUM	900 Exposition Blvd	Los Angeles, CA 90009-4873	EDUCATION	800
NEWPORT BEACH PUBLIC LIBRARY	1000 Avocado Avenue	Newport Beach, CA 92660	EDUCATION	80
NEWPORT HARBOR ART MUSEUM	600 E. Bay Ave	Newport Beach, CA 92661	ARTS	100
NORTON SIMON MUSEUM	411 West Colorado Blvd	Pasadena, CA 91105-1825	ARTS	100
ORANGE COUNTY MUSEUM OF ART	850 San Clemente Dr	Newport Beach, CA 92660	EDUCATION	65
OREGON EPISCOPAL SCHOOL	6300 SW Nicol Rd	Portland, OR 97223	EDUCATION	100
PACIFIC ASIA MUSEUM	46 North Los Robles Avenue	Pasadena, CA 91101	EDUCATION	2,500
PACIFIC COAST SAILING FOUNDATION	1611 Telegraph Avenue, Ste 404	Oakland, CA 94612	EDUCATION	5,000
PARTNERSHIP FOR CHILDREN AND YOUTH	464 E Walnut St, STE 226	Pasadena, CA 91101	COMMUNITY	1,000
PASADENA ART ALLIANCE*	65 South Grand Ave	Pasadena, CA 91105	ARTS	23,000
PASADENA ARTS COUNCIL	260 S Los Robles Ave, Ste 119	Pasadena, CA 91101	ARTS	11,350
PASADENA COMMUNITY FOUNDATION	100 North Hill Ave	Pasadena, CA 91106	EDUCATION	5,000
PASADENA CONSERVATORY OF MUSIC	351 South Hudson Avenue	Pasadena, CA 91109	ARTS	5,000
PASADENA EDUCATIONAL FOUNDATION	665 S Raymond Ave	Pasadena, CA 91105	EDUCATION	10,000
PASADENA GUILD OF THE CHILDRENS HOSPITAL	361 S Raymond Ave	Pasadena, CA 91105	HEALTH	500
PASADENA HUMANE SOCIETY	495 E Colorado Blvd ,	Pasadena, CA 91101	COMMUNITY	3,000
PASADENA MUSEUM OF CALIF ART	1045 N Lake Ave	Pasadena, CA 91104	ARTS	100
PASADENA PLANNED PARENTHOOD	39 S El Molino Ave	Pasadena, CA 91101	EDUCATION	50
PASADENA PLAYHOUSE	285 E Walnut Street	Pasadena, CA 91101	ARTS	500
PASADENA PUBLIC LIBRARY FOUNDATION	1570 E Colorado Blvd	Pasadena, CA 91106	EDUCATION	250
PCC FOUNDATION	201 Park Rd	Ojai, CA 93023	ARTS	1,000
PERFORMANCES TO GROW ON	PO Box 305	Lake Oswego, OR 97034	EDUCATION/EDUCATION/HEALTH	2,000
PROJECT POOCH			COMMUNITY/EDUCATION/HEALTH	5,000
RAISE THE CHILDREN			COMMUNITY	24,000
ROTARY FOUNDATION	One Rotary Center, 1560 Sherman Ave	Evanston, IL 60201	HEALTH	2,000
SAN GABRIEL VALLEY FOUNDATION FOR DENTAL HEALTH	2200 Huntington Dr		HEALTH	500
SAN MARINO FIREFIGHTERS ASSN	2304 Huntington Drive, Ste 202		COMMUNITY	100
SAN MARINO POLICE OFFICERS' ASSOC.	POB 80301		COMMUNITY	100
SAN MARINO ROTARY	P O Box 24		EDUCATION	10,000
SIERRA MADRE SEARCH AND RESCUE	906 NE Greenwood Ave , Ste # 2		COMMUNITY/EDUCATION	100
SPARROW FOUNDATION	312F Aspen Business Center		COMMUNITY	500
SPELBINDERS	835 NW Wall St		EDUCATION	2,000
TOWER THEATRE	44 Montgomery St, Ste 220		ARTS/COMMUNITY	5,500
UCSF SCHOOL OF MEDICINE	USC, Heritage Hall MC 0602		EDUCATION/HEALTH	26,085
USC-PCASF	1028 Marine Drive		COMMUNITY/HEALTH	2,500
USC DEVELOPMENT OFFICE/TROY	0405 Castle Creek Road, Suite 4		COMMUNITY/EDUCATION	17,500
VALLEY PARTNERSHIP FOR DRUG PREVENTION	5015 Eagle Rock Boulevard, Suite 300		HEALTH	7,500
VALLEY SCHOOLS	50 N Hill Avenue		EDUCATION	24,350
WOMEN AT WORK	2105 Martin Luther King Jr Blvd		COMMUNITY	500
WOMEN'S THERAPY CENTER	c/o Lutheran Church of the Cross, 1744 University Ave		EDUCATION/HEALTH	10,000
YEAH	260 S Los Robles Ave , Ste 119		COMMUNITY	20,000
YES, VIRGINIA FUND, PASADENA	3001 SE Oxbow Parkway		COMMUNITY	250
YMCA Columbia Willamette Camp Collins	37 N Holliston Ave		COMMUNITY	6,500
YOUNG AND HEALTHY			COMMUNITY	200
				<u>638,497</u>

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner	Date
				Acquired	Acquired
25000 VILLAGE ROADSHOW				Donated	11/28/12
					11/28/12
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e)	(f)	
91248.	100275.	0.	0.		-9027.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner	Date
				Acquired	Acquired
13500 PARAMOUNT RESOURCES LTD.				Donated	11/28/12
					11/28/12
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e)	(f)	
450107.	459295.	0.	0.		-9188.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner	Date
				Acquired	Acquired
15000 ELECTRONIC ARTS				Donated	12/27/12
					12/27/12
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e)	(f)	
205550.	210225.	0.	0.		-4675.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
			12/27/12
10000 YAHOO! INC	Donated	12/27/12	12/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
193411.	195550.	0.	0.	-2139.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
			12/27/12
100 GOOGLE	Donated	12/27/12	12/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
69700.	70373.	0.	0.	-673.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
			09/20/12
100000 U.S. T-BOND 7.25% MAY/NOV	Purchased	07/14/97	09/20/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
124130.	102226.	0.	0.	21904.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
			01/18/12
3971.406 BOND FUND OF AMERICA	Purchased	12/30/08	01/18/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
50000.	43288.	0.	0.	6712.

Capital Gains Dividends from Part IV	23228.
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Total to Form 990-PF, Part I, line 6a	26142.
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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
MORGAN STANLEY SMITH BARNEY	1.
Total to Form 990-PF, Part I, line 3, Column A	1.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
AMCAP FUND	2503.	0.	2503.
AMERICAN HIGH-INCOME TRUST	243961.	0.	243961.
AMERICAN MUTUAL FUND	22521.	0.	22521.
CAPITAL INCOME BUILDER	45825.	0.	45825.
CAPITAL WORLD GROWTH & INCOME FUND	17809.	0.	17809.
EMERGING MARKETS GROWTH FUND	17036.	2395.	14641.
EUROPACIFIC GROWTH FUND	11633.	0.	11633.
FUNDAMENTAL INVESTORS	12544.	0.	12544.
INTERNATIONAL GROWTH AND INCOME FUND	14189.	0.	14189.
MORGAN STANLEY SMITH BARNEY	49666.	0.	49666.
NEW WORLD FUND	12269.	0.	12269.
SMALLCAP WORLD FUND	8339.	0.	8339.
THE BOND FUND OF AMERICA	41515.	0.	41515.
THE NEW ECONOMY FUND	25000.	20833.	4167.
Total to Fm 990-PF, Part I, ln 4	524810.	23228.	501582.

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LOEB & LOEB	60.	30.		30.
To Fm 990-PF, Pg 1, ln 16a	60.	30.		30.

Form 990-PF

Accounting Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ALFRIDA P. KING	3205.	1603.		1602.
PAYCHEX	1329.	665.		664.
TERESA A. BOYLE, CPA	1950.	1365.		585.
CHRISTINA BOYLE, CPA	18975.	9488.		9487.
To Form 990-PF, Pg 1, ln 16b	25459.	13121.		12338.

Form 990-PF

Other Professional Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
JOSHUA JULIAN	8832.	1766.		7066.
DEBORAH F. KELLAWAY	3195.	959.		2237.
To Form 990-PF, Pg 1, ln 16c	12027.	2725.		9303.

Form 990-PF

Taxes

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	5767.	1730.		4037.
FOREIGN TAX WITHHELD	5686.	0.		0.
FILING FEES	210.	105.		105.
EXCISE TAX	15000.	0.		0.
To Form 990-PF, Pg 1, ln 18	26663.	1835.		4142.

Form 990-PF

Other Expenses

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	515.	258.		257.
DUES AND SUBSCRIPTIONS	984.	492.		492.
INSURANCE	675.	338.		337.
SUPPLIES	1814.	907.		907.
EDUCATION	175.	88.		87.
EQUIPMENT	216.	108.		108.
OUTSIDE SERVICES	276.	138.		138.
WEBSITE FEES	370.	185.		185.
MISCELLANEOUS	481.	241.		240.
To Form 990-PF, Pg 1, ln 23	5506.	2755.		2751.

Form 990-PF

U.S. and State/City Government Obligations

Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US TREASURY BOND	X		650057.	742124.
Total U.S. Government Obligations			650057.	742124.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			650057.	742124.

Form 990-PF

Other Investments

Statement 10

Description	Valuation Method	Book Value	Fair Market Value
AMERICAN HIGH-INCOME TRUST	COST	3605379.	3465367.
EUROPACIFIC GROWTH FUND	COST	466909.	612094.
SMALLCAP WORLD FUND	COST	367321.	588191.
FUNDAMENTAL INVESTORS	COST	652789.	823108.
EMERGING MARKETS GROWTH FUND	COST	500000.	557592.
NEW WORLD FUND	COST	388629.	838789.
CAPITAL WORLD GROWTH & INCOME FUND	COST	621609.	623159.
AMCAP FUND	COST	589991.	646193.
CAPITAL INCOME BUILDER	COST	1110469.	1177736.
AMERICAN MUTUAL FUND	COST	907551.	953789.

WHH FOUNDATION

20-0775264

BOND FUND OF AMERICA	COST	1354259.	1613712.
NEW ECONOMY FUND	COST	401001.	676900.
INTERNATIONAL GROWTH AND INCOME	COST		
FUND		448778.	469203.
Total to Form 990-PF, Part II, line 13		11414685.	13045833.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
WILLIAM H. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	VICE PRESIDENT 2.00	0.	0.	0.
SARAH S. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
KELLEY A. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	TREASURER 1.00	0.	0.	3752.
KATHLEEN C. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	1346.
COURTNEY D. MACMILLAN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	4943.
MARK L. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	CHAIR 2.00	0.	0.	0.
TERRANCE A. MACMILLAN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
MICHAEL T. KERR 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
BERNADETTE GLENN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	PRES & CHIEF OPERATING OFF 40.00	72000.	0.	11805.

WHH FOUNDATION

20-0775264

ELIZABETH MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	SECRETARY 2.00	5000.	0.	1475.
ANDREW F. BARTH 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
DOUGLAS S. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
JAMES R. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	1552.
EVE-LYNNE G. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	512.
OTIS M. HEALY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
J. DALE HARVEY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
KATHARINE J. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
MARY L. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		77000.	0.	25385.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 12

Name of Manager

WILLIAM H. HURT
SARAH S. HURT

WHH FOUNDATION

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)
a 25000	VILLAGE ROADSHOW	D	11/28/12	11/28/12
b 13500	PARAMOUNT RESOURCES LTD.	D	11/28/12	11/28/12
c 15000	ELECTRONIC ARTS	D	12/27/12	12/27/12
d 10000	YAHOO! INC	D	12/27/12	12/27/12
e 100	GOOGLE	D	12/27/12	12/27/12
f 100000	U.S. T-BOND 7.25% MAY/NOV	P	07/14/97	09/20/12
g 3971.406	BOND FUND OF AMERICA	P	12/30/08	01/18/12
h Capital Gains Dividends				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 91248.		7680.	83568.
b 450107.		22587.	427520.
c 205550.		732.	204818.
d 193411.		83.	193328.
e 69700.		50.	69650.
f 124130.		102226.	21904.
g 50000.		43288.	6712.
h 23228.			23228.
i			
j			
k			
l			
m			
n			
o			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			83568.
b			427520.
c			204818.
d			193328.
e			69650.
f			21904.
g			6712.
h			23228.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1030728.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A