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 , 2012, and ending , 20

Name of foundation: THE LANEY THORNTON FOUNDATION

A Employer identification number: 20-1660400

Number and street (or P O box number if mail is not delivered to street address): 633 BATTERY STREET

Room/suite: 100

B Telephone number (see instructions): (415) 351-2893

City or town, state, and ZIP code: SAN FRANCISCO, CA 94111

C If exemption application is pending, check here . . . . . . ▶ ☐

D 1 Foreign organizations check here . ▶ ☐

2 Foreign organizations meeting the 85% test check here and attach computation . . . . ▶ ☐

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

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

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

H Check type of organization ☒ 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)* ▶ $ 9,310,679.

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) .				
	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	170,136.	170,136.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	829,556.			
	b	Gross sales price for all assets on line 6a 3,425,214.				
	7	Capital gain net income (from Part IV, line 2) .		829,556.		
	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) (attach schedule)				
	11	Other income (attach schedule) ATCH 2 . .	36,104.	41,511.		
	12	**Total.** Add lines 1 through 11	1,035,796.	1,041,203.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc . .	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3 .	12,000.			6,000.
	c	Other professional fees (attach schedule) . . .				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 4 .	3,215.	3,185.		
	19	Depreciation (attach schedule) and depletion .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5 .	60,689.	59,965.		
	24	**Total operating and administrative expenses** Add lines 13 through 23	75,904.	63,150.		6,000.
	25	Contributions, gifts, grants paid	460,540.			460,540.
	26	**Total expenses and disbursements** Add lines 24 and 25	536,444.	63,150.	0	466,540.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements** . .	499,352.			
	b	**Net investment income** (if negative, enter -0-)		978,053.		
	c	**Adjusted net income** (if negative, enter -0-) . .				

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JSA **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 (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	108,353.	123,416.	123,416.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 48,157. Less allowance for doubtful accounts ▶	492.	48,157.	48,157.
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	1,059,870.	1,130,876.	1,117,850.
	b	Investments - corporate stock (attach schedule) ATCH 7	3,773,436.	2,229,317.	2,305,804.
	c	Investments - corporate bonds (attach schedule) ATCH 8	548,295.	580,402.	624,154.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	2,600,375.	4,476,636.	5,091,298.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,090,821.	8,588,804.	9,310,679.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,090,821.	8,588,804.	
	30	**Total net assets or fund balances** (see instructions)	8,090,821.	8,588,804.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,090,821.	8,588,804.	

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	8,090,821.
2	Enter amount from Part I, line 27a	2	499,352.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,590,173.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	1,369.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,588,804.

**ATCH 6

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 PART IV SCHEDULE			
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				
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				
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	829,556.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	561,615.	10,101,657.	0.055596
2010	431,050.	10,487,456.	0.041101
2009	522,488.	8,755,718.	0.059674
2008	581,101.	10,408,152.	0.055831
2007	531,545.	11,915,720.	0.044609

2 Total of line 1, column (d)	2	0.256811
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	0.051362
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,027,828.
5 Multiply line 4 by line 3	5	617,773.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,781.
7 Add lines 5 and 6	7	627,554.
8 Enter qualifying distributions from Part XII, line 4	8	466,540.

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 ▶ ☐ 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	19,561.
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	
3	Add lines 1 and 2			3	19,561.
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	19,561.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,820.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	19,820.
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	259.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 259. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PASHA D. THORNTON Telephone no ▶ 415 351-2893

Located at ▶ 633 BATTERY STREET, SUITE 100 SAN FRANCISCO, CA ZIP+4 ▶ 94111-1812

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 11		0	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 ▶

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 ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	5,229,147.
b	Average of monthly cash balances			1b	352,514.
c	Fair market value of all other assets (see instructions)			1c	6,629,332.
d	**Total** (add lines 1a, b, and c)			1d	12,210,993.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	12,210,993.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	183,165.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	12,027,828.
6	**Minimum investment return.** Enter 5% of line 5			6	601,391.

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	601,391.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	19,561.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,561.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	581,830.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	581,830.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	581,830.

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	466,540.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	466,540.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	466,540.

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				581,830.
2	Undistributed income, if any as of the end of 2012				
a	Enter amount for 2011 only			448,355.	
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	Total of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 466,540.				
a	Applied to 2011, but not more than line 2a			448,355.	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				18,185.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				563,645.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b or c for the alternative test relied upon a "Assets' alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c 'Support alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

NONE

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

N/A

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 Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT A				460,540.
Total . . . . ▶ 3a				460,540.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	170,136.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	829,556.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a MISC OTHER INCOME	531110		01	36,104.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,035,796.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,035,796.

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

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ 11/14/13 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name PAULA Y. LO

Preparer's signature

Date 11/14/13

Check ☐ if self-employed

PTIN P00184636

Firm's name ▶ HARRIS MYCFO, LLC

Firm's EIN ▶ 77-0522698

Firm's address ▶ 2200 GENG ROAD, SUITE 100
PALO ALTO, CA 94303

Phone no 650 210-5000

Form 990-PF (2012)

THE LANEY THORNTON FOUNDATION
PFIC OWNERSHIP SCHEDULE
12/31/2012

Description	Date Acquired	Shares held 01/01/12	Date Sold	Shares Sold	Cost Basis	Proceeds	Shares held 12/31/12
K2 Overseas Long Short Fund, Ltd	09/30/2011	486 186	07/01/2012	486 186	$ 500,000	$ 517,475	-

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-4,304.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					15,588.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					38,339.	
		STATE STREET BANK - MY2572 - SEE STMT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
711,706.		655,291.					56,415.	
		STATE STREET BANK - MY2572 - SEE STMT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,363,522.		1,721,846.					641,676.	
		252 SHS AMERICAN FD EUROPACIFIC PROPERTY TYPE: SECURITIES				P	12/27/2011	05/22/2012
9,083.		8,850.					233.	
		8,083 SHS AMERICAN FD EUROPACIFIC PROPERTY TYPE: SECURITIES				P	02/12/2009	05/22/2012
291,280.		209,671.					81,609.	
TOTAL GAIN(LOSS)							829,556.	

The Laney Thornton Foundation
Charitable Donations
12/31/2012

Date	Check #	Recipient	Status of Recipient	Purpose of Grant	Amount
01/04/2012	1630	CIRCLE OF HEARTS FOUNDATION	Public Charity	General Support	400
01/23/2012	1632	CHARITY WATER	Public Charity	General Support	400
02/06/2012	1634	Golden Gate Nat Parks Conservancy	Public Charity	General Support	920
02/17/2012	1635	COFAM	Public Charity	General Support	4,200
02/27/2012	1636	THE MARSH	Public Charity	General Support	140
03/01/2012	1638	The Institute for Applied Tinkering	Public Charity	General Support	6 000
03/01/2012	1637	THE MARSH	Public Charity	General Support	140
03/05/2012	1639	Harvard University	Public Charity	General Support	5 000
03/05/2012	1640	The San Francisco Fall Antiques Show	Public Charity	General Support	1 500
03/09/2012	1641	San Francisco Film Society	Public Charity	General Support	3,000
04/03/2012	1642	Chinatown Community Development Center	Public Charity	General Support	5 000
04/04/2012	1643	Fair Trade Fund, Inc	Public Charity	General Support	5,000
04/06/2012	1644	The Foundation for Meditative Studies	Public Charity	General Support	1 100
04/12/2012	1645	Population-Environment Balance	Public Charity	General Support	500
04/23/2012	1647	WILDAID	Public Charity	General Support	1 300
04/23/2012	1648	BONOBO HOPE	Public Charity	General Support	7 500
06/28/2012	1650	Market Transformation to Sustainability	Public Charity	General Support	10,000
08/13/2012	1651	The Dawn Redwoods Charitable Trust	Public Charity	General Support	1,000
09/17/2012	1655	FILM FORUM	Public Charity	General Support	7 000
09/27/2012	1656	American Conservatory Theatre	Public Charity	General Support	450
10/17/2012	1657	American Conservatory Theatre	Public Charity	General Support	4,600
11/29/2012	1661	Active Reading Clinic	Public Charity	General Support	2,500
11/29/2012	1662	African Wildlife Foundation	Public Charity	General Support	2,500
11/29/2012	1663	American Conservatory Theatre	Public Charity	General Support	5,000
11/29/2012	1664	Bay Area Ridge Trail Council	Public Charity	General Support	1,000
11/29/2012	1665	Bay Nature	Public Charity	General Support	970
11/29/2012	1667	California Academy of Sciences	Public Charity	General Support	10,000
11/29/2012	1668	Californians for Population Stabilization	Public Charity	General Support	15,000
11/29/2012	1669	Center for Immigration Studies	Public Charity	General Support	5,000
11/29/2012	1670	CHARITY WATER	Public Charity	General Support	1,000
11/29/2012	1671	Climate Protection Campaign	Public Charity	General Support	10,000
11/29/2012	1672	Conservation International	Public Charity	General Support	30,000
11/29/2012	1673	Earth Policy Institute	Public Charity	General Support	15,000
11/29/2012	1674	EngenderHealth	Public Charity	General Support	25,000
11/29/2012	1675	Environmental Defense Fund	Public Charity	General Support	25,000
11/29/2012	1676	Fed for American Immigration Reform	Public Charity	General Support	5 000
11/29/2012	1677	Fine Arts Museum of San Francisco	Public Charity	General Support	5,000
11/29/2012	1678	Full Circle Fund	Public Charity	General Support	1,000
11/29/2012	1679	Global Heritage Fund	Public Charity	General Support	2,500
11/29/2012	1680	Golden Gate Nat Parks Conservancy	Public Charity	General Support	920
11/29/2012	1681	Greenbelt Alliance	Public Charity	General Support	9 000
11/29/2012	1682	Hampshire College	Public Charity	General Support	1,000
11/29/2012	1683	Harvard Business School	Public Charity	General Support	1 000
11/29/2012	1684	Harvard College Fund	Public Charity	General Support	1,000
11/29/2012	1685	Institute for Science & Inter	Public Charity	General Support	2,500
11/29/2012	1686	International Planned Parenthood Fed	Public Charity	General Support	2 500
11/29/2012	1689	Natural Resources Defense Council	Public Charity	General Support	15,000
11/29/2012	1691	Pachamama Alliance	Public Charity	General Support	5,000
11/29/2012	1693	Population-Environment Balance	Public Charity	General Support	500
11/29/2012	1694	Progressives for Immigration Reform	Public Charity	General Support	30,000
11/29/2012	1695	RARE	Public Charity	General Support	10 000
11/29/2012	1696	Resource Renewal Institute	Public Charity	General Support	1,000
11/29/2012	1697	San Francisco Ballet	Public Charity	General Support	5,000
11/29/2012	1698	San Francisco Conservatory of Music	Public Charity	General Support	1,000
11/29/2012	1699	San Francisco Opera Association	Public Charity	General Support	5,000
11/29/2012	1701	San Francisco Symphony	Public Charity	General Support	2,500
11/29/2012	1702	Save the Redwoods League	Public Charity	General Support	2,500
11/29/2012	1703	SFJAZZ	Public Charity	General Support	50 000
11/29/2012	1704	Sierra Club Foundation	Public Charity	General Support	20,000
11/29/2012	1705	Sonoma Ashram Foundation	Public Charity	General Support	1,000
11/29/2012	1706	Sonoma Land Trust	Public Charity	General Support	1,000
11/29/2012	1707	The Crucible	Public Charity	General Support	1,000
11/29/2012	1687	The Leakey Foundation	Public Charity	General Support	1 000
11/29/2012	1708	Tipping Point Community	Public Charity	General Support	1 000
11/29/2012	1709	UCSF Foundation	Public Charity	General Support	20 000
11/29/2012	1711	Webb Schools	Public Charity	General Support	1 000
11/29/2012	1688	California Film Institute	Public Charity	General Support	500
11/29/2012	1690	Oakland School for the Arts	Public Charity	General Support	5,000
11/29/2012	1692	Population Institute	Public Charity	General Support	5,000
11/29/2012	1700	San Francisco Parks Alliance	Public Charity	General Support	1,000
11/29/2012	1710	United Church	Public Charity	General Support	1,000
11/29/2012	1712	Women Make Movies	Public Charity	General Support	15,000
11/30/2012	1713	Institute for Applied Tinkering	Public Charity	General Support	15 000
					460,540

ATTACHMENT A

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND		170,136.	170,136.
	TOTAL	170,136.	170,136.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY BUSINESS LOSS -		
WIEL BRIEN FUND IV, LP	-14.	-14.
RENTAL REAL ESTATE LOSS -		
WIEL BRIEN FUND IV, LP	-5,720.	
OTHER INCOME -		
JOHCM INT. SELECT FUND, LP	-250.	-250.
S&E INVESTORS, LP – PORTFOLIO INCOME	24,300.	24,300.
STATE STREET BANK #MY2572 - NONDIV DISTR	313.	
ORDINARY BUSINESS INCOME -		
K2 OVERSEAS LONG SHORT FUND, LTD.-PFIC	17,475.	17,475.
TOTALS	36,104.	41,511.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		12,000.			6,000.
	TOTALS	12,000.			6,000.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		3,185.	3,185.
STATE TAXES PAID		30.	
	TOTALS	3,215.	3,185.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	59,195.	59,195.
BANK FEES	770.	770.
SECTION 1231 LOSS FROM K-1	724.	
TOTALS	60,689.	59,965.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHARLES SCHWAB - US GOVT OBLIG	1,130,876.	1,117,850.
US OBLIGATIONS TOTAL	1,130,876.	1,117,850.

THE LANEY THORNTON FOUNDATION

20-1660400

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS ACCOUNTS - CORP STOCKS	2,229,317.	2,305,804.
TOTALS	2,229,317.	2,305,804.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS ACCOUNTS - CORP BONDS	580,402.	624,154.
TOTALS	580,402.	624,154.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS OTHER INVESTMENTS	1,400,000.	1,936,446.
VARIOUS MUTUAL FUNDS	293,161.	311,011.
WIEL BRIEN FUND IV	371,611.	370,871.
K2 OVERSEAS L/S FUND		
IVA FLOBAL FUND	1,000,000.	1,012,524.
JOHCM INTERNATIONAL	370,100.	383,741.
S&E INVESTORS LP	1,041,764.	1,076,705.
TOTALS	4,476,636.	5,091,298.

ATTACHMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJ - NO TAX IMPACT	1,369.
TOTAL	1,369.

THE LANEY THORNTON FOUNDATION 20-1660400

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
W. LANEY THORNTON 633 BATTERY STREET, SUITE 100 SAN FRANCISCO, CA 94115-1062	PRESIDENT/DIRECTOR 1.00 HR/WEEK	0	0	0
PASHA D. THORNTON 633 BATTERY STREET, SUITE 100 SAN FRANCISCO, CA 94111-1812	SECRETARY/TREASURER 1.00 HR/WEEK	0	0	0
	GRAND TOTALS			

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE LANEY THORNTON FOUNDATION

Employer identification number: 20-1660400

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	56,648.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-4,304.
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	52,344.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	723,285.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	15,588.
9	Capital gain distributions	9	38,339.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	777,212.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

	Part III **Summary of Parts I and II** **Caution:** *Read the instructions before completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			52,344.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			777,212.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			829,556.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) or b $3,000 . . . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30 go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust
THE LANEY THORNTON FOUNDATION

Employer identification number
20-1660400

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo day yr)	(c) Date sold (mo , day yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	STATE STREET BANK - MY2572 - SEE STMT A	VARIOUS	VARIOUS	711,706.	655,291.	56,415.
	252 SHS AMERICAN FD EUROPACIFIC	12/27/2011	05/22/2012	9,083.	8,850.	233.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 56,648.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D-1 (Form 1041) 2012**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a STATE STREET BANK - MY2572 - SEE STMT A	VARIOUS	VARIOUS	2,363,522.	1,721,846.	641,676.
8,083 SHS AMERICAN FD EUROPACIFIC	02/12/2009	05/22/2012	291,280.	209,671.	81,609.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 723,285.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE LANEY THORNTON FOUNDATION	Employer identification number (EIN) or 20-1660400
	Number, street, and room or suite no If a P O. box, see instructions 633 BATTERY STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94111	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application **Is For**	**Return Code**	*Application* **Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PASHA D. THORNTON

Telephone No. ▶ 415 351-2893 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ______, 20___, and ending ______, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 19,820.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 9,820.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 10,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

JSA
2F8054 2 000

85659K 517K 5/1/2013 11:39:36 AM THO004

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE LANEY THORNTON FOUNDATION	Employer identification number (EIN) or 20-1660400
	Number, street, and room or suite no. If a P O. box, see instructions 633 BATTERY STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94111	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ PASHA D. THORNTON
  Telephone No. ▶ 415 351-2893 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension TAXPAYER IS WAITING FOR INFORMATION FROM THIRD PARTIES AND ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 19,820.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 19,820.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

2012 Tax Information Statement

Payer's Name and Address·
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip Quantity Sold (Box 1e)	Description (Box 8) Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
G1151C101	ACCENTURE PLC IRELAND		ACN					
250 0000	09/21/2012	Various	16,382 40	13,511 99	0 00	2,870 41	0 00	0 00
001055102	AFLAC INC COM		AFL					
300 0000	09/21/2012	Various	14,512.95	12,425.04	0.00	2,087 91	0 00	0.00
009158106	AIR PRODUCTS & CHEMICAL INC COM		APD					
100 0000	09/21/2012	05/30/2012	8,482.08	7,999 00	0 00	483 08	0 00	0 00
054937107	BB&T CORP COM		BBT					
125.0000	09/21/2012	Various	4,175 14	3,711 07	0 00	464.07	0.00	0.00
09247X101	BLACKROCK INC CL A		BLK					
110 0000	09/21/2012	Various	20,132 05	21,363 36	0 00	-1,231 31	0 00	0 00
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
800.0000	09/21/2012	Various	26,940.73	26,878 37	0.00	62 36	0 00	0.00
124765108	CAE INC		CAE					
1000 0000	09/21/2012	Various	10,769 72	10,926 26	0 00	-156 54	0 00	0.00
143658300	CARNIVAL CORP		CCL					
100 0000	04/05/2012	Various	3,051 93	3,318 45	0 00	-266.52	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported The taxpayer is ultimately responsible for the accuracy of their own tax return.

STATEMENT A

2012 Tax Information Statement

Payer's Name and Address·
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
143658300	CARNIVAL CORP		CCL					
625 0000	09/21/2012	Various	23,290.16	19,405.36	0.00	3,884.80	0 00	0 00
149123101	CATERPILLAR INC COM		CAT					
175 0000	09/21/2012	Various	16,119.36	14,412.82	0.00	1,706 54	0 00	0 00
15135B101	CENTENE CORP		CNC					
450 0000	09/21/2012	Various	16,705 06	17,968 74	0.00	-1,263 68	0.00	0 00
12572Q105	CME GROUP INC		CME					
300 0000	09/21/2012	Various	17,411 43	17,565 09	0.00	-153.66	0 00	0.00
19075F106	COBALT INTERNATIONAL ENERGY INC		CIE					
500 0000	09/21/2012	Various	12,262.61	14,402 87	0.00	-2,140.26	0.00	0 00
237194105	DARDEN RESTAURANTS INC COM		DRI					
450 0000	09/21/2012	Various	25,682.40	22,428 35	0 00	3,254 05	0.00	0.00
25243Q205	DIAGEO PLC SPONSORED ADR NEW		DEO					
50 0000	09/21/2012	01/12/2012	5,571.87	4,313.80	0.00	1,258 07	0.00	0.00
260543103	DOW CHEMICAL COMPANY COM		DOW					
300 0000	09/21/2012	Various	9,143.67	8,947.83	0.00	195 84	0.00	0 00
278058102	EATON CORP COM		278058102					
700 0000	09/21/2012	Various	33,586.07	35,111 78	0 00	-1,525.71	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

STATEMENT A

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number.
State: CA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip Quantity Sold (Box 1e)	Description (Box 8) Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
278865100	ECOLAB INC COM (**)		ECL					
100 0000	07/27/2012	05/30/2012	6,685 18	6,401 00	0.00	284 18	0.00	0 00
291011104	EMERSON ELECTRIC CO COM		EMR					
25.0000	03/01/2012	01/18/2012	1,255.75	1,245.61	0.00	10 14	0 00	0.00
292505104	ENCANA CORPORATION		ECA					
550 0000	09/21/2012	Various	12,703.00	11,731 18	0 00	971 82	0.00	0.00
G3157S106	ENSCO PLC-CL A		ESV					
400 0000	09/21/2012	Various	23,240.76	22,732.71	0.00	508 05	0 00	0 00
30219G108	EXPRESS SCRIPTS HOLDING CO		ESRX					
575 0000	09/21/2012	Various	36,431.19	26,922.06	0.00	9,509 13	0 00	0.00
30303M102	FACEBOOK INC-A		FB					
500 0000	06/25/2012	Various	16,147 23	17,701 52	0.00	-1,554 29	0 00	0.00
336433107	FIRST SOLAR INC		FSLR					
30 0000	04/09/2012	08/09/2011	607 34	2,997.99	0.00	-2,390 65	0.00	0 00
336433107	FIRST SOLAR INC		FSLR					
40 0000	04/10/2012	08/09/2011	821.10	3,997 31	0 00	-3,176 21	0 00	0.00
G3922B107	GENPACT LIMITED		G					
700 0000	09/21/2012	Various	12,048.05	10,938.17	0 00	1,109 88	0.00	0.00

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STATEMENT A

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	**MY2572**
Recipient's Tax ID Number:	**20-1660400**
Payer's Federal ID Number:	**20-8007203**
Payer's State ID Number:	
State:	**CA**
Questions?	**(800)392-9244**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
375558103	GILEAD SCIENCES INC COM		GILD					
950 0000	09/21/2012	Various	64,337.80	46,388.16	0 00	17,949.64	0.00	0.00
406216101	HALLIBURTON CO COM		HAL					
425 0000	09/21/2012	Various	15,324.73	13,685 06	0 00	1,639.67	0.00	0.00
426281101	HENRY JACK & ASSOC INC		JKHY					
200 0000	09/21/2012	Various	7,567 82	6,838 72	0.00	729 12	0 00	0 00
437076102	HOME DEPOT INC COM		HD					
100 0000	09/21/2012	01/24/2012	5,960.47	4,508 75	0.00	1,451 72	0 00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY COM		IGT					
200 0000	09/21/2012	01/12/2012	2,560 08	3,503.96	0.00	-943.88	0.00	0.00
462846106	IRON MOUNTAIN INC COM		IRM					
125 0000	09/21/2012	Various	4,204 65	3,706 70	0.00	497.95	0.00	0 00
464288687	ISHARES S&P US PREFERRED STOCK INDEX		PFF					
1800 0000	09/21/2012	Various	71,868 42	70,454 41	0.00	1,414 01	0.00	0.00
466313103	JABIL CIRCUIT INC COM		JBL					
700 0000	09/21/2012	Various	15,067.99	15,406.15	0.00	-338.16	0 00	0 00
482480100	KLA INSTRS CORP COM		KLAC					
100 0000	07/26/2012	08/23/2011	4,963.02	3,531 96	0 00	1,431 06	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

STATEMENT A

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
571748102	MARSH & MCLENNAN COS COM		MMC					
100 0000	09/21/2012	05/30/2012	3,456 92	3,216.00	0 00	240.92	0.00	0.00
641069406	NESTLE S A SPONSORED ADR REPSTG REG SH		NSRGY					
25 0000	09/21/2012	06/04/2012	1,595.96	1,412 26	0.00	183 70	0 00	0.00
N63218106	NIELSON HOLDINGS NV		NLSN					
400 0000	09/21/2012	Various	12,152.04	10,603 07	0 00	1,548 97	0 00	0 00
654106103	NIKE INC CL B COM		NKE					
25 0000	09/21/2012	01/12/2012	2,413 60	2,471 94	0 00	-58.34	0.00	0 00
655844108	NORFOLK SOUTHERN CORP COM		NSC					
210 0000	09/21/2012	Various	13,734 61	13,893.68	0 00	-159 07	0.00	0.00
68389X105	ORACLE CORP COM		ORCL					
300 0000	09/21/2012	Various	9,803.81	8,317 52	0.00	1,486 29	0 00	0.00
69331C108	PG&E CORP COM		PCG					
25 0000	04/04/2012	04/27/2011	1,081.77	1,152.98	0 00	-71 21	0.00	0 00
69331C108	PG&E CORP COM		PCG					
200 0000	04/05/2012	Various	8,573.70	9,206.49	0 00	-632 79	0.00	0.00
69331C108	PG&E CORP COM		PCG					
100 0000	04/09/2012	Various	4,261.81	4,481 16	0.00	-219 34	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

STATEMENT A

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
71715N106	PHARMASSET INC		VRUS					
25 0000	01/12/2012	10/04/2011	3,425 00	1,895.98	0.00	1,529 02	0.00	0.00
718172109	PHILIP MORRIS INTL INC		PM					
175 0000	09/21/2012	02/03/2012	16,161.39	13,417 27	0.00	2,744 12	0 00	0 00
745867101	PULTE CORP COM		PHM					
700 0000	01/04/2012	10/04/2011	4,502.24	2,464.28	0 00	2,037 96	0.00	0.00
760759100	REPUBLIC SVCS INC CL A		RSG					
200 0000	09/21/2012	Various	5,597.88	5,386 67	0.00	211 21	0 00	0 00
780259206	ROYAL DUTCH SHELL PLC ADR A		RDS/A					
100 0000	09/21/2012	05/30/2012	7,156.06	6,180 18	0 00	975.88	0 00	0 00
806857108	SCHLUMBERGER LTD COM		SLB					
25.0000	09/21/2012	07/16/2012	1,875.06	1,653.61	0 00	221.45	0 00	0 00
811065101	SCRIPPS NETWORKS INTERACTIVE OPERATE		SNI					
50 0000	09/21/2012	05/30/2012	3,092.20	2,714 50	0 00	377.70	0.00	0 00
G81276100	SIGNET JEWELERS LTD		SIG					
200 0000	09/21/2012	Various	10,020.02	7,798 73	0 00	2,221 29	0.00	0 00
854502101	STANLEY BLACK & DECKER INC		SWK					
175 0000	09/21/2012	Various	13,693.58	10,768.65	0.00	2,924.93	0 00	0 00

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STATEMENT A

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	MY2572
Recipient's Tax ID Number:	**20-1660400**
Payer's Federal ID Number:	**20-8007203**
Payer's State ID Number:	
State·	**CA**
Questions?	**(800)392-9244**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address·
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip Quantity Sold *(Box 1e)*	Description *(Box 8)* Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
87612E106	TARGET CORP COM		TGT					
200 0000	09/21/2012	Various	13,093.56	10,753 51	0 00	2,340 05	0 00	0.00
38141G104	THE GOLDMAN SACHS GROUP INC		GS					
25 0000	05/24/2012	05/27/2011	2,415.10	3,469 26	0 00	-1,054 16	0.00	0 00
886547108	TIFFANY & CO NEW COM		TIF					
75.0000	09/21/2012	Various	4,762.72	4,128 22	0.00	634 50	0.00	0.00
92826C839	VISA INC-CLASS A SHARES		V					
25.0000	02/13/2012	01/12/2012	2,822.53	2,523 69	0.00	298 84	0 00	0.00
Total Short Term Sales Reported on 1099-B **Report on Form 8949, Part I, with Box A checked**			**711,705.77**	**655,291.25**	**0.00**	**56,414.55**	**0.00**	**0.00**
Long Term Sales Reported on 1099-B								
G1151C101	ACCENTURE PLC IRELAND		ACN					
75 0000	08/20/2012	05/18/2011	4,564.81	4,251.84	0.00	312.97	0 00	0 00
G1151C101	ACCENTURE PLC IRELAND		ACN					
25.0000	09/21/2012	05/18/2011	1,638.24	1,417.28	0.00	220.96	0 00	0.00
H0023R105	ACE LTD		ACE					
175 0000	09/21/2012	06/20/2011	13,314.05	11,291.56	0.00	2,022 49	0 00	0 00

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2012 Tax Information Statement

Payer's Name and Address.
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address.
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
054937107	BB&T CORP COM		BBT					
1100 0000	09/21/2012	Various	36,741.20	29,925.26	0 00	6,815.94	0 00	0 00
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
400 0000	09/21/2012	Various	13,470.38	11,733.96	0 00	1,736 42	0 00	0 00
111320107	BROADCOM CORP COM		BRCM					
500 0000	09/21/2012	Various	18,152 05	16,891.22	0 00	1,260 83	0.00	0 00
143658300	CARNIVAL CORP		CCL					
600 0000	09/21/2012	Various	22,358.56	18,107 28	0 00	4,251 28	0 00	0.00
149123101	CATERPILLAR INC COM		CAT					
150 0000	09/21/2012	Various	13,816 60	13,898 32	0.00	-81.72	0.00	0 00
15135U109	CENOVUS ENERGY INC		CVE					
525 0000	09/21/2012	Various	18,568.41	20,350.94	0.00	-1,782 53	0.00	0 00
166764100	CHEVRONTEXACO CORPORATION		CVX					
100 0000	09/21/2012	03/31/2011	11,817.53	10,771.99	0.00	1,045 54	0.00	0 00
194162103	COLGATE PALMOLIVE		CL					
50 0000	07/27/2012	03/10/2011	5,342.67	3,946.89	0.00	1,395.78	0.00	0.00
20030N101	COMCAST CORP-A		CMCSA					
300 0000	09/21/2012	02/01/2011	10,948.79	7,016.49	0.00	3,932.30	0 00	0.00

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PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
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2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
235851102	DANAHER CORP COM		DHR					
25 0000	09/21/2012	02/03/2011	1,376.30	1,187 36	0 00	188 94	0 00	0 00
262037104	DRIL-QUIP INC COM		DRQ					
225 0000	09/21/2012	Various	16,370 23	14,147 65	0 00	2,222 58	0.00	0 00
292505104	ENCANA CORPORATION		ECA					
900 0000	09/21/2012	Various	20,786.74	28,403 30	0 00	-7,616 56	0 00	0 00
369604103	GENERAL ELECTRIC CO COM		GE					
200 0000	09/21/2012	Various	4,520 20	3,385 65	0.00	1,134 55	0 00	0 00
426281101	HENRY JACK & ASSOC INC		JKHY					
800 0000	09/21/2012	Various	30,271.30	26,837.86	0 00	3,433 46	0 00	0 00
437076102	HOME DEPOT INC COM		HD					
800 0000	09/21/2012	Various	47,683.73	27,457.54	0 00	20,226 19	0 00	0.00
444903108	HUMAN GENOME SCIENCES INC COM		HGSI					
300 0000	04/19/2012	Various	4,293.80	8,648 72	0.00	-4,354.92	0.00	0 00
462846106	IRON MOUNTAIN INC COM		IRM					
200 0000	09/21/2012	04/14/2011	6,727.45	6,807.28	0.00	-79 83	0.00	0.00
571748102	MARSH & MCLENNAN COS COM		MMC					
500 0000	09/21/2012	Various	17,284.60	14,492 44	0.00	2,792 16	0.00	0 00

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STATEMENT A

2012 Tax Information Statement

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WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	MY2572
Recipient's Tax ID Number:	20-1660400
Payer's Federal ID Number:	20-8007203
Payer's State ID Number:	
State:	CA
Questions?	(800)392-9244
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
61166W101	MONSANTO CO NEW		MON					
150 0000	09/21/2012	Various	13,645 44	9,551 74	0.00	4,093 70	0 00	0.00
N63218106	NIELSON HOLDINGS NV		NLSN					
500 0000	09/21/2012	Various	15,190 05	13,150 29	0.00	2,039 76	0.00	0 00
717081103	PFIZER INC COM		PFE					
200 0000	09/21/2012	05/06/2011	4,916.88	4,107.32	0.00	809 56	0 00	0 00
760759100	REPUBLIC SVCS INC CL A		RSG					
600 0000	09/21/2012	Various	16,793.63	17,853 59	0.00	-1,059.96	0.00	0 00
808513105	SCHWAB CHARLES CORP NEW COM		SCHW					
200 0000	09/21/2012	07/15/2011	2,694.86	3,025.24	0 00	-330.38	0.00	0 00
812578102	SEATTLE GENETICS INC		SGEN					
1400 0000	09/21/2012	Various	38,573.92	26,822.16	0.00	11,751.76	0 00	0 00
G81276100	SIGNET JEWELERS LTD		SIG					
100 0000	09/21/2012	09/01/2011	5,010.01	3,879.05	0.00	1,130.96	0.00	0 00
38141G104	THE GOLDMAN SACHS GROUP INC		GS					
75.0000	09/21/2012	09/13/2011	8,795.89	7,843 70	0.00	952 19	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP COM		UTX					
275 0000	09/21/2012	Various	22,238.04	22,714 32	0.00	-476 28	0.00	0.00
Total Long Term 15% Sales Reported on 1099-B			**447,906.36**	**389,918 24**	**0.00**	**57,988 14**	**0 00**	**0.00**

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STATEMENT A

2012 Tax Information Statement

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STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	MY2572
Recipient's Tax ID Number:	20-1660400
Payer's Federal ID Number:	20-8007203
Payer's State ID Number:	
State:	CA
Questions?	(800)392-9244

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip Description *(Box 8)* Stock or Other Symbol *(Box 1d)*

Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*

Report on Form 8949, Part II, with Box A checked

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STATEMENT A

2012 Tax Information Statement

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State· CA
Questions? (800)392-9244
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address.
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc , less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip Quantity Sold (Box 1e)	Description (Box 8) Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Long Term 15% Sales Reported on 1099-B								
88579Y101	3M COMPANY		MMM					
100 0000	03/01/2012	Various	8,750.84	8,100.79	0.00	650 05	0 00	0.00
88579Y101	3M COMPANY		MMM					
175.0000	09/21/2012	Various	16,339 35	13,767 40	0.00	2,571 95	0.00	0 00
00846U101	AGILENT TECHNOLOGIES INC		A					
25.0000	01/19/2012	02/19/2008	1,046.19	774.24	0 00	271.95	0.00	0 00
00846U101	AGILENT TECHNOLOGIES INC		A					
75.0000	09/21/2012	02/19/2008	2,932.81	2,322.73	0 00	610 08	0 00	0 00
009158106	AIR PRODUCTS & CHEMICAL INC COM		APD					
100.0000	04/05/2012	07/03/2006	9,060 79	6,451.83	0.00	2,608.96	0 00	0 00
009158106	AIR PRODUCTS & CHEMICAL INC COM		APD					
325.0000	09/21/2012	07/03/2006	27,566.76	20,968 44	0 00	6,598 32	0 00	0 00
01741R102	ALLEGHENY TECHNOLOGIES INC NEW		ATI					
100.0000	05/24/2012	Various	3,457 08	4,840 97	0 00	-1,383 89	0 00	0 00

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STATEMENT A

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
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PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	**MY2572**
Recipient's Tax ID Number:	**20-1660400**
Payer's Federal ID Number:	**20-8007203**
Payer's State ID Number:	
State:	**CA**
Questions?	**(800)392-9244**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address.
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

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Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
01741R102	ALLEGHENY TECHNOLOGIES INC NEW		ATI					
100 0000	05/29/2012	Various	3,488.18	4,155 10	0 00	-666 92	0 00	0 00
01741R102	ALLEGHENY TECHNOLOGIES INC NEW		ATI					
100 0000	05/31/2012	Various	3,202.04	3,461 05	0 00	-259 01	0 00	0 00
01741R102	ALLEGHENY TECHNOLOGIES INC NEW		ATI					
25.0000	06/05/2012	09/24/2009	755 54	856.50	0 00	-100.96	0 00	0 00
01741R102	ALLEGHENY TECHNOLOGIES INC NEW		ATI					
450 0000	09/21/2012	Various	15,117.29	13,343.85	0 00	1,773.44	0.00	0.00
018490102	ALLERGAN INC COM		AGN					
100 0000	07/09/2012	07/03/2006	9,186.86	5,392 84	0.00	3,794 02	0 00	0 00
018490102	ALLERGAN INC COM		AGN					
50.0000	07/11/2012	07/03/2006	4,484.01	2,696 42	0.00	1,787 59	0 00	0 00
018490102	ALLERGAN INC COM		AGN					
425.0000	09/21/2012	Various	38,931.16	20,953.37	0.00	17,977.79	0 00	0 00
020002101	ALLSTATE CORP COM		ALL					
150 0000	09/21/2012	05/20/2009	6,080 86	3,870.39	0 00	2,210 47	0 00	0 00
03027X100	AMERICAN TOWER CORP		AMT					
75.0000	05/25/2012	05/01/2008	4,935 19	3,268 68	0 00	1,666 51	0 00	0 00
03027X100	AMERICAN TOWER CORP		AMT					
525 0000	09/21/2012	Various	37,045 52	22,077 57	0 00	14,967 95	0 00	0 00

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STATEMENT A

2012 Tax Information Statement

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

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Cusip Quantity Sold *(Box 1e)*	Description *(Box 8)* Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
037389103	AON CORP COM		037389103					
200 0000	04/02/2012	Various	9,809 51	7,834.32	0 00	1,975 19	0 00	0 00
G0408V102	AON PLC		AON					
200.0000	09/21/2012	Various	10,543.76	9,809 51	0.00	734 25	0 00	0 00
037833100	APPLE COMPUTER INC COM		AAPL					
75.0000	09/21/2012	10/24/2008	52,720.81	7,141 36	0.00	45,579 45	0 00	0 00
00206R102	AT&T INC		T					
50 0000	01/04/2012	07/03/2006	1,521.11	1,398 50	0 00	122 61	0 00	0.00
067901108	BARRICK GOLD CORP COM		ABX					
300.0000	05/24/2012	Various	11,751 81	8,958 54	0 00	2,793 27	0 00	0 00
067901108	BARRICK GOLD CORP COM		ABX					
300 0000	09/21/2012	04/16/2007	12,811.72	8,900 31	0.00	3,911 41	0 00	0 00
097023105	BOEING CO COM		BA					
125 0000	09/21/2012	Various	8,746.05	6,087 95	0 00	2,658 10	0 00	0 00
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
500 0000	09/21/2012	Various	16,837 97	11,984.82	0 00	4,853 15	0 00	0 00
111320107	BROADCOM CORP COM		BRCM					
400 0000	09/21/2012	02/19/2009	14,521.63	6,697 20	0 00	7,824 43	0 00	0 00
111621306	BROCADE COMMUNICATIONS SYSTEMS INC		BRCD					
200 0000	01/04/2012	01/07/2009	1,059.17	714.72	0.00	344 45	0 00	0.00

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Payer's State ID Number:
State CA
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SAN FRANCISCO, CA 94115

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BOSTON, MA 02206-5300

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Cusip Quantity Sold *(Box 1e)*	Description *(Box 8)* Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
111621306	BROCADE COMMUNICATIONS SYSTEMS INC		BRCD					
200.0000	01/05/2012	01/07/2009	1,068.69	714 72	0.00	353 97	0.00	0 00
138006309	CANON INC ADR		CAJ					
150 0000	01/09/2012	01/24/2008	6,529.06	6,517 50	0 00	11 56	0.00	0 00
15135U109	CENOVUS ENERGY INC		CVE					
625 0000	09/21/2012	Various	22,105.25	16,542 07	0 00	5,563 18	0.00	0 00
156782104	CERNER CORP COM		CERN					
50.0000	01/24/2012	08/03/2006	3,013.67	1,036 37	0 00	1,977.30	0.00	0 00
156782104	CERNER CORP COM		CERN					
100 0000	05/24/2012	08/03/2006	7,929 67	2,072 75	0.00	5,856 92	0 00	0 00
156782104	CERNER CORP COM		CERN					
400 0000	09/21/2012	Various	29,671 00	8,140 08	0 00	21,530 93	0 00	0 00
166764100	CHEVRONTEXACO CORPORATION		CVX					
175 0000	09/21/2012	Various	20,680 68	12,162 42	0 00	8,518 26	0 00	0 00
189754104	COACH INC		COH					
325 0000	09/21/2012	Various	18,391 33	13,341 73	0 00	5,049 60	0 00	0 00
194162103	COLGATE PALMOLIVE		CL					
25 0000	07/27/2012	08/05/2009	2,671.34	1,789 12	0 00	882.22	0 00	0 00
194162103	COLGATE PALMOLIVE		CL					
100 0000	07/27/2012	05/22/2009	10,604 74	6,421 36	0.00	4,183 38	0 00	0 00

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STATEMENT A

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
20030N101	COMCAST CORP-A		CMCSA					
1700.0000	09/21/2012	Various	62,043.17	33,325 94	0.00	28,717 23	0 00	0 00
22160K105	COSTCO WHOLESALE CORP		COST					
125 0000	01/09/2012	07/03/2006	9,890.51	7,160 00	0.00	2,730.51	0 00	0 00
235851102	DANAHER CORP COM		DHR					
800 0000	09/21/2012	Various	44,041.57	27,360 05	0 00	16,681.52	0 00	0 00
23918K108	DAVITA INC		DVA					
25.0000	01/23/2012	07/03/2006	2,009 35	1,246 25	0 00	763 10	0 00	0.00
23918K108	DAVITA INC		DVA					
100 0000	06/04/2012	07/03/2006	8,043 31	4,985 00	0 00	3,058 31	0.00	0 00
25470F104	DISCOVERY COMMUNICATIONS INC-A		DISCA					
200.0000	09/21/2012	Various	12,033.06	4,328.09	0 00	7,704.98	0 00	0 00
254687106	DISNEY WALT CO COM		DIS					
100 0000	03/01/2012	07/03/2006	4,236 92	2,963 41	0 00	1,273 51	0 00	0 00
254687106	DISNEY WALT CO COM		DIS					
425 0000	09/21/2012	Various	22,554.24	9,197 61	0 00	13,356 63	0 00	0 00
278642103	EBAY INC COM		EBAY					
200.0000	01/24/2012	05/18/2007	6,382 89	6,555 20	0 00	-172.31	0 00	0 00
278642103	EBAY INC COM		EBAY					
300.0000	09/21/2012	01/22/2008	14,903.66	8,216.40	0 00	6,687 26	0 00	0 00

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Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State. CA
Questions? (800)392-9244
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address.
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
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BOSTON, MA 02206-5300

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
278865100	ECOLAB INC COM (**)		ECL					
75 0000	07/27/2012	11/12/2008	5,013 88	2,287.50	0.00	2,726 38	0.00	0 00
278865100	ECOLAB INC COM (**)		ECL					
200 0000	09/21/2012	11/12/2008	12,777 31	6,100.00	0 00	6,677 31	0 00	0 00
281020107	EDISON INTL COM		EIX					
100 0000	01/24/2012	01/22/2009	4,017.18	3,248 03	0.00	769 15	0.00	0 00
281020107	EDISON INTL COM		EIX					
175.0000	05/15/2012	01/22/2009	7,754.77	5,684.05	0 00	2,070 72	0.00	0 00
291011104	EMERSON ELECTRIC CO COM		EMR					
75 0000	03/01/2012	07/03/2006	3,767 25	3,152 63	0 00	614 62	0.00	0 00
291011104	EMERSON ELECTRIC CO COM		EMR					
150 0000	05/24/2012	07/03/2006	7,141 63	6,305 25	0 00	836 38	0 00	0 00
291011104	EMERSON ELECTRIC CO COM		EMR					
475 0000	09/21/2012	Various	23,921.08	18,955 85	0 00	4,965 23	0 00	0 00
26875P101	EOG RESOURCES INC		EOG					
200 0000	09/21/2012	Various	22,822 48	12,665.77	0 00	10,156 71	0 00	0 00
30231G102	EXXON MOBIL CORPORATION		XOM					
100 0000	07/16/2012	07/03/2006	8,506.54	6,238.00	0 00	2,268 54	0 00	0.00
31428X106	FEDEX CORPORATION		FDX					
50.0000	03/01/2012	06/03/2009	4,572.91	2,808 77	0.00	1,764 14	0.00	0 00

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2960 BROADWAY
SAN FRANCISCO, CA 94115

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WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

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31428X106	FEDEX CORPORATION		FDX					
100 0000	06/14/2012	Various	8,677.92	5,359 31	0.00	3,318.61	0.00	0 00
336433107	FIRST SOLAR INC		FSLR					
70.0000	04/09/2012	02/26/2009	1,417.13	7,331.84	0 00	-5,914 71	0 00	0 00
343412102	FLUOR CORP NEW -WI		FLR					
25.0000	01/18/2012	04/04/2007	1,383.73	1,145 05	0 00	238 68	0 00	0.00
369604103	GENERAL ELECTRIC CO COM		GE					
200 0000	04/05/2012	07/03/2006	3,923.91	6,658 00	0 00	-2,734 09	0 00	0 00
369604103	GENERAL ELECTRIC CO COM		GE					
1300 0000	09/21/2012	Various	29,381.29	39,965 00	0 00	-10,583 71	0 00	0 00
370334104	GENERAL MILLS INC COM		GIS					
50.0000	01/24/2012	06/11/2009	2,010 42	1,369 08	0 00	641 34	0 00	0 00
370334104	GENERAL MILLS INC COM		GIS					
200 0000	02/03/2012	04/17/2009	7,978 64	4,990 84	0 00	2,987.80	0.00	0 00
G3922B107	GENPACT LIMITED		G					
200.0000	01/11/2012	08/09/2007	2,911.72	3,224 00	0 00	-312 28	0.00	0 00
G3922B107	GENPACT LIMITED		G					
100.0000	01/12/2012	08/10/2007	1,458 85	1,568.51	0.00	-109 66	0 00	0 00
38259P508	GOOGLE INC-A		GOOG					
80 0000	09/21/2012	Various	58,685.97	33,055 73	0.00	25,630.24	0 00	0.00

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STATEMENT A

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BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
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Payer's State ID Number:
State: CA
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☐ **Corrected** ☐ **2nd TIN notice**

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Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
406216101	HALLIBURTON CO COM		HAL					
400.0000	09/21/2012	Various	14,423.28	10,529 53	0 00	3,893 75	0 00	0 00
452308109	ILLINOIS TOOL WORKS INC COM		ITW					
25.0000	01/23/2012	08/25/2006	1,286 46	1,088 75	0 00	197 71	0 00	0.00
452308109	ILLINOIS TOOL WORKS INC COM		ITW					
100 0000	02/28/2012	08/25/2006	5,610 58	4,355 00	0.00	1,255 58	0 00	0 00
452308109	ILLINOIS TOOL WORKS INC COM		ITW					
75.0000	02/29/2012	08/25/2006	4,192 86	3,266 25	0.00	926 61	0 00	0 00
459200101	INTL BUSINESS MACHINES CORP CAP		IBM					
325.0000	09/21/2012	Various	67,437 67	25,906 32	0.00	41,531 35	0.00	0 00
462846106	IRON MOUNTAIN INC COM		IRM					
800 0000	09/21/2012	Various	26,909 77	17,291 96	0 00	9,617 81	0.00	0 00
46625H100	J.P MORGAN CHASE & CO		JPM					
400.0000	05/24/2012	Various	13,559 09	17,248 29	0.00	-3,689 20	0.00	0 00
46625H100	J P. MORGAN CHASE & CO		JPM					
800 0000	09/21/2012	Various	32,791.27	33,422 41	0 00	-631 15	0 00	0 00
48203R104	JUNIPER NETWORKS INC		JNPR					
100 0000	07/16/2012	06/02/2009	1,430.92	2,397 90	0 00	-966 98	0.00	0 00
482480100	KLA INSTRS CORP COM		KLAC					
400 0000	09/21/2012	Various	19,082.76	13,883 86	0.00	5,198 90	0 00	0 00

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PO BOX 5300
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543524300	LOOPNET INC		LOOP					
200 0000	01/17/2012	02/15/2008	3,386 93	2,282 18	0.00	1,104 75	0 00	0 00
548661107	LOWES COMPANIES INC COM		LOW					
200 0000	01/11/2012	01/11/2008	5,298 93	4,072 58	0 00	1,226 35	0 00	0 00
571748102	MARSH & MCLENNAN COS COM		MMC					
100 0000	09/21/2012	04/09/2010	3,456 92	2,435 07	0.00	1,021 85	0 00	0 00
57772K101	MAXIM INTERGRATED PRODS INC COM		MXIM					
100 0000	01/05/2012	09/29/2010	2,608 10	1,857 55	0 00	750 55	0 00	0 00
57772K101	MAXIM INTERGRATED PRODS INC COM		MXIM					
100 0000	01/06/2012	10/01/2010	2,607 86	1,853 51	0.00	754 35	0 00	0 00
57772K101	MAXIM INTERGRATED PRODS INC COM		MXIM					
100.0000	01/09/2012	10/01/2010	2,636.74	1,853 51	0 00	783 23	0 00	0 00
57772K101	MAXIM INTERGRATED PRODS INC COM		MXIM					
100 0000	01/12/2012	10/01/2010	2,626.44	1,853 51	0.00	772 93	0.00	0 00
57772K101	MAXIM INTERGRATED PRODS INC COM		MXIM					
100.0000	01/18/2012	09/30/2010	2,734.03	1,851 68	0 00	882 35	0 00	0 00
57772K101	MAXIM INTERGRATED PRODS INC COM		MXIM					
300.0000	04/10/2012	Various	8,265.59	5,552 46	0 00	2,713 13	0 00	0.00
57772K101	MAXIM INTERGRATED PRODS INC COM		MXIM					
200 0000	04/11/2012	01/26/2009	5,479 91	2,689.70	0 00	2,790 21	0 00	0.00

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STATEMENT A

2012 Tax Information Statement

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Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

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2960 BROADWAY
SAN FRANCISCO, CA 94115

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WMS TAX DEPARTMENT
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BOSTON, MA 02206-5300

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
57772K101	MAXIM INTERGRATED PRODS INC COM		MXIM					
200 0000	04/11/2012	Various	5,478.86	2,480.92	0.00	2,997 95	0 00	0 00
595017104	MICROCHIP TECHNOLOGY INC COM		MCHP					
100 0000	03/01/2012	01/29/2008	3,614.93	2,851 98	0 00	762 95	0 00	0 00
595017104	MICROCHIP TECHNOLOGY INC COM		MCHP					
100 0000	05/04/2012	02/05/2008	3,381 42	2,823 52	0 00	557 90	0 00	0.00
595017104	MICROCHIP TECHNOLOGY INC COM		MCHP					
100.0000	05/07/2012	02/05/2008	3,349 74	2,823 52	0 00	526 22	0 00	0.00
595017104	MICROCHIP TECHNOLOGY INC COM		MCHP					
100 0000	05/09/2012	02/06/2008	3,205.65	2,816 42	0 00	389 23	0 00	0.00
595017104	MICROCHIP TECHNOLOGY INC COM		MCHP					
100 0000	05/10/2012	01/28/2008	3,172.57	2,775 89	0 00	396 68	0 00	0 00
595017104	MICROCHIP TECHNOLOGY INC COM		MCHP					
100 0000	05/10/2012	10/07/2008	3,196 95	2,309 85	0 00	887.10	0 00	0 00
594918104	MICROSOFT CORP COM		MSFT					
100 0000	04/05/2012	06/24/2009	3,109 60	2,369 64	0 00	739 96	0 00	0 00
61166W101	MONSANTO CO NEW		MON					
375 0000	09/21/2012	Various	34,113.59	26,245 12	0.00	7,868 47	0 00	0.00
636274300	NATIONAL GRID PLC-SPONSORED ADR		NGG					
200 0000	09/21/2012	Various	11,177 74	10,984.71	0 00	193 03	0 00	0 00

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(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
636518102	NATIONAL INSTRS CORP COM		NATI					
100 0000	01/11/2012	07/18/2006	2,550.13	1,655 00	0 00	895 13	0 00	0 00
636518102	NATIONAL INSTRS CORP COM		NATI					
100.0000	01/12/2012	07/18/2006	2,532 95	1,655 00	0 00	877.95	0 00	0.00
636518102	NATIONAL INSTRS CORP COM		NATI					
100 0000	01/12/2012	07/18/2006	2,553.99	1,655 00	0 00	898 99	0 00	0 00
641069406	NESTLE S A SPONSORED ADR REPSTG REG SH		NSRGY					
350.0000	09/21/2012	07/03/2006	22,343 50	10,949 40	0 00	11,394.10	0 00	0.00
654106103	NIKE INC CL B COM		NKE					
75.0000	09/21/2012	08/02/2010	7,240.80	5,575.75	0 00	1,665 05	0 00	0 00
655044105	NOBLE ENERGY INC		NBL					
305.0000	09/21/2012	Various	28,475 35	21,667 04	0.00	6,808 31	0 00	0 00
655664100	NORDSTROM INC COM		JWN					
100.0000	01/11/2012	01/15/2008	4,939.13	3,025 55	0 00	1,913 58	0.00	0 00
655844108	NORFOLK SOUTHERN CORP COM		NSC					
300.0000	09/21/2012	Various	19,620.87	15,518 00	0 00	4,102 87	0 00	0 00
670100205	NOVO-NORDISK A S ADR		NVO					
100.0000	09/21/2012	02/12/2010	15,945.64	7,139 85	0.00	8,805 79	0 00	0 00
670346105	NUCOR CORP COM		NUE					
325.0000	09/21/2012	Various	12,863.50	10,652 97	0 00	2,210 53	0 00	0 00

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Cusip Quantity Sold *(Box 1e)*	Description *(Box 8)* Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
681919106	OMNICOM GROUP COM		OMC					
100.0000	01/11/2012	08/25/2006	4,508 23	4,372 00	0.00	136 23	0 00	0.00
68389X105	ORACLE CORP COM		ORCL					
800 0000	09/21/2012	Various	26,143.50	21,140 09	0 00	5,003 41	0 00	0 00
713448108	PEPSICO INC CAP		PEP					
200.0000	01/30/2012	Various	13,072 24	11,884 23	0 00	1,188 01	0 00	0 00
713448108	PEPSICO INC CAP		PEP					
125 0000	09/21/2012	Various	8,837 05	6,548 06	0 00	2,288 99	0 00	0 00
69331C108	PG&E CORP COM		PCG					
75 0000	04/04/2012	10/29/2010	3,245.30	3,579 59	0 00	-334 29	0 00	0 00
718172109	PHILIP MORRIS INTL INC		PM					
125.0000	09/21/2012	Various	11,543 85	5,644 93	0 00	5,898.92	0 00	0 00
73172K104	POLYCOM INC		PLCM					
100 0000	01/04/2012	10/09/2007	1,588.24	1,264 79	0 00	323 45	0 00	0 00
73172K104	POLYCOM INC		PLCM					
100.0000	01/05/2012	10/09/2007	1,593.79	1,264 79	0 00	329.00	0 00	0 00
743315103	PROGRESSIVE CORP OHIO COM (**)		PGR					
100 0000	01/23/2012	02/28/2007	2,065 93	2,282 65	0 00	-216 72	0 00	0.00
743315103	PROGRESSIVE CORP OHIO COM (**)		PGR					
100.0000	01/23/2012	02/27/2007	2,059.21	2,283 26	0.00	-224 05	0 00	0 00

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STATEMENT A

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: MY2572
Recipient's Tax ID Number: 20-1660400
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

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Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
743315103	PROGRESSIVE CORP OHIO COM (**)		PGR					
200 0000	03/01/2012	Various	4,283.92	4,549.91	0 00	-265 99	0 00	0 00
743315103	PROGRESSIVE CORP OHIO COM (**)		PGR					
500 0000	09/21/2012	Various	10,503 00	7,067 14	0 00	3,435 86	0 00	0 00
747525103	QUALCOMM INC COM		QCOM					
525 0000	09/21/2012	Various	33,744 35	21,666.15	0.00	12,078 20	0 00	0 00
767204100	RIO TINTO PLC SPONSORED ADR		RIO					
175 0000	08/28/2012	Various	7,917 42	10,927 43	0 00	-3,010 01	0 00	0 00
767204100	RIO TINTO PLC SPONSORED ADR		RIO					
75 0000	09/21/2012	08/25/2006	3,717.66	3,741 94	0 00	-24.28	0 00	0 00
780259206	ROYAL DUTCH SHELL PLC ADR A		RDS/A					
100 0000	04/05/2012	07/03/2006	6,861.84	6,789 00	0 00	72 84	0 00	0 00
780259206	ROYAL DUTCH SHELL PLC ADR A		RDS/A					
800 0000	09/21/2012	Various	57,248 48	46,291 81	0.00	10,956 67	0 00	0 00
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR		SAP					
100 0000	04/18/2012	Various	6,487 86	4,645 12	0.00	1,842 72	0 00	0 00
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR		SAP					
50 0000	04/19/2012	08/25/2006	3,250 41	2,321 00	0 00	929 41	0 00	0 00
806857108	SCHLUMBERGER LTD COM		SLB					
675 0000	09/21/2012	Various	50,626 63	43,713 82	0.00	6,912 81	0 00	0 00

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STATEMENT A

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Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: CA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LANEY THORNTON FOUNDATION
2960 BROADWAY
SAN FRANCISCO, CA 94115

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

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Cusip Quantity Sold *(Box 1e)*	Description *(Box 8)* Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
808513105	SCHWAB CHARLES CORP NEW COM		SCHW					
200 0000	02/07/2012	Various	2,475 31	3,633 96	0.00	-1,158 65	0 00	0 00
808513105	SCHWAB CHARLES CORP NEW COM		SCHW					
100.0000	02/08/2012	Various	1,242.40	1,802.88	0 00	-560 50	0 00	0 00
808513105	SCHWAB CHARLES CORP NEW COM		SCHW					
1550 0000	09/21/2012	Various	20,885 16	26,902 92	0 00	-6,017 76	0 00	0 00
811065101	SCRIPPS NETWORKS INTERACTIVE OPERATE		SNI					
300 0000	09/21/2012	Various	18,553.17	10,699 81	0 00	7,853 36	0 00	0 00
82481R106	SHIRE PHARMACEUTICALS GROUP PLC		SHPG					
400 0000	09/21/2012	Various	35,558.20	16,736.01	0 00	18,822 20	0 00	0 00
854502101	STANLEY BLACK & DECKER INC		SWK					
225.0000	09/21/2012	Various	17,606.03	12,089.20	0 00	5,516 83	0 00	0 00
87612E106	TARGET CORP COM		TGT					
125.0000	02/14/2012	10/05/2006	6,527.29	7,292 61	0.00	-765 32	0 00	0 00
87612E106	TARGET CORP COM		TGT					
100 0000	04/05/2012	Various	5,799.87	5,727 11	0 00	72 76	0 00	0 00
87612E106	TARGET CORP COM		TGT					
375 0000	09/21/2012	Various	24,550.44	18,649 63	0 00	5,900 81	0 00	0 00
H84989104	TE CONNECTIVITY LTD		TEL					
100.0000	01/24/2012	07/15/2009	3,566 45	1,853 13	0 00	1,713 32	0 00	0 00

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H84989104	TE CONNECTIVITY LTD		TEL					
100.0000	01/25/2012	07/15/2009	3,452.49	1,850 46	0 00	1,602 03	0 00	0 00
H84989104	TE CONNECTIVITY LTD		TEL					
300 0000	09/21/2012	Various	10,729 04	5,234 15	0 00	5,494 89	0 00	0.00
38141G104	THE GOLDMAN SACHS GROUP INC		GS					
25.0000	05/24/2012	Various	2,415 10	3,748 57	0 00	-1,333 47	0 00	0 00
38141G104	THE GOLDMAN SACHS GROUP INC		GS					
180 0000	09/21/2012	Various	21,110.14	15,894 18	0 00	5,215 96	0 00	0.00
886547108	TIFFANY & CO NEW COM		TIF					
500 0000	09/21/2012	Various	31,751 49	21,318 42	0 00	10,433 07	0 00	0 00
88732J207	TIME WARNER CABLE INC		TWC					
100.0000	09/21/2012	06/14/2010	9,475 70	5,475 19	0 00	4,000 51	0 00	0 00
907818108	UNION PACIFIC CORP COM		UNP					
50.0000	09/21/2012	08/25/2006	6,010.36	2,025 25	0 00	3,985 11	0 00	0.00
91324P102	UNITED HEALTH GROUP INC		UNH					
125.0000	01/23/2012	Various	6,592.54	3,592 47	0 00	3,000 07	0 00	0.00
91324P102	UNITED HEALTH GROUP INC		UNH					
100 0000	05/25/2012	Various	5,635 60	2,813 80	0 00	2,821 80	0 00	0.00
91324P102	UNITED HEALTH GROUP INC		UNH					
275 0000	09/21/2012	Various	15,377 29	7,602 74	0 00	7,774 55	0 00	0 00

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(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
911312106	UNITED PARCEL SERVICE - CL B		UPS					
100.0000	06/27/2012	Various	7,669.32	6,494 55	0 00	1,174 79	0 00	0 00
911312106	UNITED PARCEL SERVICE - CL B		UPS					
50.0000	09/21/2012	07/08/2008	3,592.91	2,982 55	0.00	610.36	0 00	0 00
913017109	UNITED TECHNOLOGIES CORP COM		UTX					
225 0000	09/21/2012	Various	18,194 76	14,324.36	0 00	3,870 40	0 00	0 00
917047102	URBAN OUTFITTERS INC		URBN					
400.0000	01/11/2012	Various	9,631.52	8,453 05	0 00	1,178 47	0 00	0 00
917047102	URBAN OUTFITTERS INC		URBN					
200.0000	01/11/2012	Various	4,810 76	7,273 26	0 00	-2,462 50	0 00	0 00
917047102	URBAN OUTFITTERS INC		URBN					
100.0000	01/12/2012	11/17/2008	2,424.31	1,576 26	0 00	848 05	0 00	0 00
92343V104	VERIZON COMMUNICATIONS INC		VZ					
200 0000	01/10/2012	01/08/2010	7,724 95	5,943 11	0 00	1,781 84	0 00	0 00
92826C839	VISA INC-CLASS A SHARES		V					
75.0000	02/13/2012	08/21/2009	8,467 58	5,168 74	0 00	3,298 84	0 00	0 00
92826C839	VISA INC-CLASS A SHARES		V					
50 0000	02/14/2012	Various	5,708 48	3,405 25	0 00	2,303 24	0 00	0 00
92826C839	VISA INC-CLASS A SHARES		V					
25.0000	03/01/2012	Various	2,935.94	1,455 57	0 00	1,480 37	0 00	0 00

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(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
92826C839	VISA INC-CLASS A SHARES		V					
80 0000	09/21/2012	02/26/2009	10,865.35	4,476 42	0.00	6,388 93	0 00	0 00
Total Long Term 15% Sales Reported on 1099-B **Report on Form 8949, Part II, with Box B checked**			**1,868,964.61**	**1,295,159 15**	**0.00**	**573,805.48**	**0 00**	**0 00**
Unknown Term (or Cost) Sales Reported on 1099-B								
594918104	MICROSOFT CORP COM		MSFT	5,051.13		1,168.07		
200 0000	04/05/2012	01/01/1997	6,219.20	0 00	0.00		0 00	0 00
594918104	MICROSOFT CORP COM		MSFT	3,710 38		963 61		
150.0000	04/18/2012	01/01/1997	4,673 99	0 00	0 00		0 00	0 00
594918104	MICROSOFT CORP COM		MSFT	28,007.36		7,750.18		
1145 0000	09/21/2012	01/01/1997	35,757.54	0 00	0 00		0 00	0 00
Total Unknown Term (or Cost) Sales Reported on 1099-B			**46,650.73**	**0.00**	**0 00**		**0.00**	**0 00**

You must determine short-term or long-term based on your records and report on Form 8949, Part I, with Box B checked, or on Form 8949, Part II, with Box B checked, as appropriate.

36,768.87 9,881 86

LONG TERM - SUMMARY	PROCEEDS	COST	GAIN/LOSS
BOX A	447,906 36	389,918.24	57,988.12
BOX B	1,868,964.61	1,295,159.15	573.805.46
BOX C	46,650 73	36,768 87	9,881.86
TOTAL	2,363,521 70	1,721,846 26	641,675.44

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