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 , **and ending**

Name of foundation: BLOOMFIELD FAMILY FOUNDATION

A Employer identification number: 20-6156014

Number and street (or P O box number if mail is not delivered to street address): 901 1ST STREET

Room/suite:

B Telephone number: (310) 454-5571

City or town, state, and ZIP code: MANHATTAN BEACH, CA 90266

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 45,147,666.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	161,004.	161,004.		STATEMENT 1
	4 Dividends and interest from securities	765,614.	765,614.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,803,159.			
	b Gross sales price for all assets on line 6a 20,446,133.				
	7 Capital gain net income (from Part IV, line 2)		4,803,159.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	609.	609.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	5,730,386.	5,730,386.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	1,678.	0.		1,678.
	b Accounting fees STMT 5	5,430.	2,715.		2,715.
	c Other professional fees STMT 6	113,438.	113,438.		0.
	17 Interest				
	18 Taxes STMT 7	97,190.	13,955.		235.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	217,736.	130,108.		4,628.
	25 Contributions, gifts, grants paid	1,991,000.			1,991,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,208,736.	130,108.		1,995,628.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,521,650.			
	b **Net investment income** (if negative, enter -0-)		5,600,278.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,779,304.	987,356.	987,356.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 9	400,140.	8,074,007.	8,097,054.
	b	Investments - corporate stock STMT 10	29,197,970.	28,018,993.	33,871,935.
	c	Investments - corporate bonds STMT 11	2,117,101.	2,081,166.	2,191,321.
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	35,494,515.	39,161,522.	45,147,666.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	35,494,515.	39,161,522.	
	30	**Total net assets or fund balances**	35,494,515.	39,161,522.	
	31	**Total liabilities and net assets/fund balances**	35,494,515.	39,161,522.	

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	35,494,515.
2	Enter amount from Part I, line 27a	2	3,521,650.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	145,357.
4	Add lines 1, 2, and 3	4	39,161,522.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,161,522.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	20,446,133.		15,642,974.	4,803,159.

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				4,803,159.

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	4,803,159.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	563,175.	31,048,762.	.018138
2010	1,065,334.	11,829,240.	.090059
2009	602,036.	9,978,596.	.060333
2008	483,612.	12,026,803.	.040211
2007	343,042.	9,832,179.	.034890

2	**Total** of line 1, column (d)	2	.243631
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	.048726
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	42,907,259.
5	Multiply line 4 by line 3	5	2,090,699.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	56,003.
7	Add lines 5 and 6	7	2,146,702.
8	Enter qualifying distributions from Part XII, line 4	8	1,995,628.

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	112,006.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	112,006.
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	112,006.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	54,306.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	114,306.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,300.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,300. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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 ▶ WILLIAM E. BLOOMFIELD JR. Telephone no. ▶ (310) 454-5571

Located at ▶ 901 1ST STREET, MANHATTAN BEACH, CA ZIP+4 ▶ 90266

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 N/A

			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)?	N/A	1b		
	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? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(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
MARGARET BLOOMFIELD 1262 CORSICA DRIVE PACIFIC PALISADES, CA 90272	PRESIDENT/DIRECTOR 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	42,061,129.
b	Average of monthly cash balances			1b	1,456,977.
c	Fair market value of all other assets			1c	42,563.
d	**Total** (add lines 1a, b, and c)			1d	43,560,669.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	43,560,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	653,410.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	42,907,259.
6	**Minimum investment return.** Enter 5% of line 5			6	2,145,363.

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	2,145,363.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	112,006.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	112,006.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,033,357.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,033,357.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,033,357.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,995,628.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,995,628.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,995,628.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,033,357.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			961,518.	
b Total for prior years: ______ , ______ , ______		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 1,995,628.				
a Applied to 2011, but not more than line 2a			961,518.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,034,110.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				999,247.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
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				

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12-05-12

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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).)

MARGARET BLOOMFIELD

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient 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*				
ALLIANCE COLLEGE READY PUBLIC 601 SOUTH FIGUEROA STREET, 4TH FLOOR LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	FUND EDUCATIONAL PROGRAMS AND SUPPORT SCHOOL	1,000,000.
ANR FDN 2530 SAN PABLO AVENUE SUITE J BERKELEY, CA 94702	NONE	PUBLIC CHARITY	FUND EDUCATIONAL PROGRAMS	1,000.
CHILDREN'S HOSPITAL LOS ANGELES DEPARTMENT #7924 LOS ANGELES, CA 90084-7924	NONE	PUBLIC CHARITY	FUND RESEARCH PROGRAMS	50,000.
CONCERN FOUNDATION 1026 S ROBERTSON BLVD STE 300 LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	FUND EDUCATIONAL AND RESEARCH PROGRAMS	50,000.
CRIMINAL JUSTICE LEGAL FOUNDATION 2131 L STREET, SACRAMENTO, SACRAMENTO, CA 95812	NONE	PUBLIC CHARITY	FUND EDUCATIONAL AND RESEARCH PROGRAMS	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,991,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	161,004.	
4 Dividends and interest from securities			14	765,614.	
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			14	609.	
8 Gain or (loss) from sales of assets other than inventory			18	4,803,159.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,730,386.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,730,386.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | 11-14-13 Date | Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Kelli Anderson		11/13/13		P07539637

Firm's name ▶ DELOITTE TAX LLP

Firm's EIN ▶ 86-1065772

Firm's address ▶ 350 SOUTH GRAND AVENUE, #200
LOS ANGELES, CA 90071-3462

Phone no. (213) 688-0800

BLOOMFIELD FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
20-6156014 PAGE 1 OF 1

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	MERRILL LYNCH #37544 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
b	MERRILL LYNCH #37544 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
c	MERRILL LYNCH #37672 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
d	MERRILL LYNCH #37672 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,059,650.		3,979,827.	1,079,823.
b	15,265,413.		11,485,184.	3,780,229.
c	17,493.		29,870.	<12,377.>
d	103,577.		148,093.	<44,516.>
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,079,823.
b				3,780,229.
c				<12,377.>
d				<44,516.>
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	4,803,159.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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BLOOMFIELD FAMILY FOUNDATION
MERRILL LYNCH GAIN/LOSS RECONCILIATION
12/31/2012
ML - (16H-37544)

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Proceeeds	Cost Basis	Gain/Loss	
2,240	AMERICAN MOVIL SAB DE CV	1/14/2009	1/4/2012	51,659 46	33,062 40	18,597 06	LT
1,000	CISCO SYSTEMS INC COM	4/23/2009	1/4/2012	18,889 64	17,467 95	1,421 69	LT
500	EMERSON ELEC CO	4/29/2009	1/4/2012	23,859 54	16,858 95	7,000 59	LT
500	FREEPRT-MCMRAN CPR & GLD	6/2/2011	1/4/2012	19,824 62	24,857 95	(5,033 33)	ST
1,000	CENTRAL FUND OF CANADA A	11/23/2011	1/9/2012	20,139 61	21,017 00	(877 39)	ST
1,825	ISHARES MSCI BELGIUM	1/14/2009	1/4/2012	19,472 37	15,348 25	4,124 12	LT
745	ISHARES MSCI BELGIUM	1/20/2010	1/4/2012	7,949 00	9,625 40	(1,676 40)	LT
260	ISHARES MSCI BELGIUM	2/17/2011	1/4/2012	2,774 15	3,585 40	(811 25)	ST
1,910	ISHARES MSCI MALAYSIA	1/14/2009	1/4/2012	25,727 20	13,732 90	11,994 30	LT
850	ISHARES MSCI MALAYSIA	1/20/2010	1/4/2012	11,449 29	9,418 00	2,031 29	LT
1,500	ISHARES MSCI HONG KONG	1/14/2009	1/4/2012	23,564 67	14,700 00	8,864 67	LT
640	ISHARES MSCI HONG KONG	1/20/2010	1/4/2012	10,054 27	9,920 00	134 27	LT
1,630	ISHARES MSCI NETHERLANDS	1/14/2009	1/4/2012	28,182 55	22,575 50	5,607 05	LT
115	ISHARES MSCI NETHERLANDS	2/17/2011	1/4/2012	1,988 34	2,570 25	(581 91)	ST
1,535	ISHARES MSCI SPAIN INDEX	1/14/2009	1/4/2012	46,356 11	50,885 25	(4,529 14)	LT
295	ISHARES MSCI SPAIN INDEX	2/17/2011	1/4/2012	8,908 83	12,564 05	(3,655 22)	ST
2,375	ISHARES MSCI SINGAPORE	1/14/2009	1/4/2012	26,456 99	15,247 50	11,209 49	LT
520	ISHARES MSCI SINGAPORE	1/20/2010	1/4/2012	5,792 68	5,969 60	(176 92)	LT
40	ISHARES MSCI SINGAPORE	2/17/2011	1/4/2012	445 60	533 60	(88 00)	ST
660	ISHARES MSCI SOUTH KOREA	1/14/2009	1/4/2012	35,428 12	17,681 40	17,746 72	LT
465	ISHARES MSCI SOUTH AFRCA	1/14/2009	1/4/2012	28,750 39	15,261 30	13,489 09	LT
130	ISHARES MSCI SOUTH AFRCA	1/20/2010	1/4/2012	8,037 75	7,217 60	820 15	LT
1,515	ISHARES MSCI RUSSIA	1/20/2010	1/4/2012	41,874 80	50,979 75	(9,104 95)	LT
550	ISHARES MSCI HONG TURKEY INDE	1/20/2010	1/4/2012	22,813 55	32,114 50	(9,300 95)	LT
60	ISHARES MSCI HONG TURKEY INDE	2/17/2011	1/4/2012	2,488 76	3,832 20	(1,343 44)	ST
2,300	HSBC HLDG PLC SP ADR	4/16/2008	1/3/2012	90,609 97	193,616 07	(103,006 10)	LT
4,200	HSBC HLDG PLC SP ADR	11/20/2008	1/3/2012	165,461 70	196,055 16	(30,593 46)	LT
958	HSBC HLDG PLC SP ADR	4/8/2009	1/3/2012	37,741 02	17,711 07	20,029 95	LT
1,750	HSBC HLDG PLC SP ADR	4/8/2009	1/3/2012	68,942 38	32,353 21	36,589 17	LT
242	HSBC HLDG PLC SP ADR	2/23/2010	1/3/2012	9,533 75	13,068 21	(3,534 46)	LT
250	HSBC HLDG PLC SP ADR	2/23/2010	1/3/2012	9,848 92	13,500 25	(3,651 33)	LT
4,000	HEWLETT PACKARD CO DEL	8/9/2010	1/19/2012	107,212 73	171,647 20	(64,434 47)	LT
4,800	HEWLETT PACKARD CO DEL	8/9/2010	1/19/2012	128,655 30	205,976 64	(77,321 34)	LT
1,415	ISHARES MSCI INDONESIA	2/17/2011	1/4/2012	42,420 88	37,978 60	4,442 28	ST
200	KINDER MORGAN INC DEL	11/18/2011	1/4/2012	6,505 87	5,685 58	820 29	ST
200	KINDER MORGAN INC DEL	11/18/2011	1/4/2012	6,505 87	5,685 59	820 28	ST
100	KINDER MORGAN INC DEL	11/18/2011	1/4/2012	3,252 94	2,842 80	410 14	ST
400	KINDER MORGAN INC DEL	11/18/2011	1/4/2012	13,011 76	11,371 18	1,640 58	ST
100	KINDER MORGAN INC DEL	11/18/2011	1/4/2012	3,252 94	2,842 80	410 14	ST
13,000	LIBERTY INTERACTIVE CORP	6/7/2010	1/26/2012	219,980 47	166,497 11	53,483 36	LT
7,600	LIBERTY INTERACTIVE CORP	6/7/2010	1/26/2012	128,603 97	97,336 77	31,267 20	LT
8,000	LIBERTY INTERACTIVE CORP	6/7/2010	1/26/2012	135,372 60	102,459 76	32,912 84	LT
1,000	MERCK AND CO INC SHS	9/24/1986	1/4/2012	38,079 27	5,220 00	32,859 27	LT
1,485	MICROCHIP TECHNOLOGY INC	3/16/2011	1/4/2012	52,909 53	52,643 25	266 28	ST
950	PRUDENTIAL FINANCIAL INC	1/14/2009	1/4/2012	48,929 10	25,051 50	23,877 60	LT
2,200	PFIZER INC	5/17/1983	1/4/2012	47,827 08	3,894 00	43,933 08	LT
100	PRECISION CASTPARTS	9/8/2009	1/4/2012	16,801 67	9,456 43	7,345 24	LT
80	PRECISION CASTPARTS	9/11/2009	1/4/2012	13,441 35	7,795 36	5,645 99	LT
300	SHAW GROUP INC	1/7/2011	1/4/2012	8,270 84	10,033 69	(1,762 85)	ST
400	TW TELECOM INC	9/8/2009	1/4/2012	7,763 85	4,679 20	3,084 65	LT
300	TW TELECOM INC	9/10/2009	1/4/2012	5,822 89	3,809 55	2,013 34	LT
630	AIR PRODUCTS & CHEM	6/21/2010	2/6/2012	56,465 81	45,063 90	11,401 91	LT
50	AIR PRODUCTS & CHEM	2/17/2011	2/6/2012	4,481 42	4,679 00	(197 58)	ST
1,600	AMN ELEC POWER CO	9/23/2009	2/6/2012	63,214 78	50,272 00	12,942 78	LT
175	AMN ELEC POWER CO	2/17/2011	2/6/2012	6,914 12	6,256 25	657 87	ST
1,900	BANK NEW YORK MELLON	9/22/2010	2/6/2012	41,495 58	48,557 73	(7,062 15)	LT
140	BANK NEW YORK MELLON	2/17/2011	2/6/2012	3,057 57	4,345 60	(1,288 03)	ST
1,350	CARDINAL HEALTH INC OHIO	12/17/2010	2/6/2012	56,680 14	52,123 50	4,556 64	LT
165	CARDINAL HEALTH INC OHIO	2/17/2011	2/6/2012	6,927 58	6,888 75	38 83	ST
1,000	COCA COLA COM	9/28/2011	2/6/2012	68,049 09	68,846 95	(797 86)	ST
1,460	DISNEY (WALT) CO COM STK	10/1/2009	2/6/2012	59,027 40	39,726 60	19,300 80	LT
800	EQUIFAX INC	11/20/2001	2/8/2012	31,702 35	19,778 35	11,924 00	LT
3,200	EQUIFAX INC	11/20/2001	2/8/2012	126,809 40	79,328 00	47,481 40	LT
2,000	EQUIFAX INC	1/16/2003	2/8/2012	79,255 87	46,605 00	32,650 87	LT
300	EQUIFAX INC	2/12/2003	2/8/2012	11,888 38	5,994 75	5,893 63	LT
1,500	EQUIFAX INC	5/11/2004	2/8/2012	59,441 91	36,609 00	22,832 91	LT
2,000	EQUIFAX INC	6/8/2004	2/8/2012	79,255 88	50,440 00	28,815 88	LT
500	EQUIFAX INC	5/2/2005	2/8/2012	19,813 96	17,270 00	2,543 96	LT
500	EQUIFAX INC	10/19/2006	2/8/2012	19,813 97	18,480 00	1,333 97	LT
2,000	EQUIFAX INC	3/1/2007	2/8/2012	79,255 88	77,180 00	2,075 88	LT
500	EQUIFAX INC	3/14/2007	2/8/2012	19,813 97	18,273 00	1,540 97	LT
2,000	EQUIFAX INC	12/10/2007	2/8/2012	79,255 88	75,816 00	3,439 88	LT

1,300	EQUIFAX INC	5/15/2009	2/8/2012	51,516 33	36,042 50	15,473 83	LT
980	HONEYWELL INTL INC DEL	9/23/2010	2/6/2012	58,965 46	42,473 20	16,492 26	LT
120	HONEYWELL INTL INC DEL	2/17/2011	2/6/2012	7,220 27	6,901 20	319 07	ST
2,250	UNITED STS GAS FD LP	1/20/2010	2/10/2012	11,879 76	23,704 30	(11,824 54)	LT
3,510	UNITED STS GAS FD LP	2/17/2011	2/10/2012	18,532 45	36,978 70	(18,446 25)	LT
2,000	JOHNSON AND JOHNSON COM	11/23/2011	2/15/2012	129,410 47	110,410 00	19,000 47	ST
1,400	KRAFT FOODS INC VA CL A	10/15/2008	2/9/2012	54,094 82	37,553 94	16,540 88	LT
3,200	KRAFT FOODS INC VA CL A	10/15/2008	2/9/2012	123,645 30	85,837 57	37,807 73	LT
4,900	KRAFT FOODS INC VA CL A	12/17/2008	2/9/2012	189,331 87	133,820 27	55,511 60	LT
200	KRAFT FOODS INC VA CL A	12/17/2008	2/9/2012	7,727 83	5,462 05	2,265 78	LT
4,000	KRAFT FOODS INC VA CL A	12/17/2008	2/9/2012	154,556 64	109,241 04	45,315 60	LT
2,100	PARKER HANNIFIN CORP	7/21/2009	2/21/2012	189,674 88	97,960 82	91,714 06	LT
2,000	PARKER HANNIFIN CORP	7/21/2009	2/21/2012	180,642 75	93,296 02	87,346 73	LT
985	PNC FINCL SERVICES GROUP	1/14/2009	2/6/2012	60,093 69	42,808 10	17,285 59	LT
5	PNC FINCL SERVICES GROUP	2/17/2011	2/6/2012	305 05	321 20	(16 15)	ST
1,430	SUNCOR ENERGY INC NEW	1/14/2009	2/6/2012	49,863 86	29,672 50	20,191 36	LT
620	VISA INC CL A SHRS	4/15/2010	2/6/2012	66,651 20	58,354 40	8,296 80	LT
200	VISA INC CL A SHRS	2/17/2011	2/6/2012	21,500 39	15,254 00	6,246 39	ST
100	ALLIANCE RESRC PTNRS LP	3/21/2011	2/10/2012	7,777 85	8,193 80	(415 95)	ST
100	ALLIANCE RESRC PTNRS LP	3/21/2011	2/10/2012	7,777 85	8,193 80	(415 95)	ST
25	ALLIANCE RESRC PTNRS LP	3/21/2011	2/10/2012	1,944 46	2,048 45	(103 99)	ST
75	ALLIANCE RESRC PTNRS LP	3/21/2011	2/10/2012	5,833 38	6,145 35	(311 97)	ST
100	ALLIANCE RESRC PTNRS LP	3/21/2011	2/10/2012	7,777 85	8,193 80	(415 95)	ST
100	ALLIANCE RESRC PTNRS LP	3/21/2011	2/10/2012	7,777 85	8,193 80	(415 95)	ST
500	ALLIANCE RESRC PTNRS LP	9/28/2011	2/10/2012	38,889 27	34,213 95	4,675 32	ST
2,160	WISCONSIN ENERGY CORP	12/11/2009	2/6/2012	74,799 36	51,624 00	23,175 36	LT
620	ISHARES NASDAQ BIOTECH	8/19/2009	3/2/2012	74,770 65	47,399 00	27,371 65	LT
3,505	POWER SHARES DBA	1/14/2009	3/2/2012	102,504 47	83,440 00	19,064 47	LT
1,185	POWER SHARES DB PRECIOUS	1/14/2009	3/2/2012	71,714 01	26,443 00	45,271 01	LT
3,000	POWER SHARES DB BASE	1/20/2010	3/2/2012	63,766 30	72,502 05	(8,735 75)	LT
1,870	POWER SHARES DB BASE	2/17/2011	3/2/2012	39,747 67	45,192 95	(5,445 28)	LT
1,870	POWER SHARES DB OIL FD	1/14/2009	3/2/2012	58,208 08	40,258 74	17,949 34	LT
305	POWER SHARES DB OIL FD	2/17/2011	3/2/2012	9,493 84	6,566 26	2,927 58	LT
3,800	POWER SHARES INDIA ETF TR	1/20/2010	3/2/2012	75,762 31	85,766 00	(10,003 69)	LT
535	POWER SHARES INDIA ETF TR	2/17/2011	3/2/2012	10,666 54	12,042 85	(1,376 31)	LT
2,865	ISHARES RS2000 GROWTH	1/14/2009	3/2/2012	269,262 20	135,972 90	133,289 30	LT
300	3M COMPANY	3/14/2007	3/2/2012	26,127 90	22,386 00	3,741 90	LT
1,200	3M COMPANY	11/20/2008	3/2/2012	104,511 64	68,726 76	35,784 88	LT
1,700	3M COMPANY	2/12/2009	3/2/2012	148,058 15	84,144 05	63,914 10	LT
690	3M COMPANY	3/17/2009	3/2/2012	60,094 20	33,057 90	27,036 30	LT
1,055	TRAVELERS COS INC	11/15/2010	3/2/2012	60,951 31	60,303 80	647 51	LT
10	TRAVELERS COS INC	2/17/2011	3/2/2012	577 74	598 00	(20 26)	LT
400	WAL-MART STORES INC	3/14/2006	3/22/2012	24,276 60	18,145 37	6,131 23	LT
4,300	WAL-MART STORES INC	3/14/2006	3/22/2012	260,973 48	195,062 62	65,910 86	LT
800	WAL-MART STORES INC	12/15/2006	3/22/2012	48,553 20	37,336 00	11,217 20	LT
3,000	WAL-MART STORES INC	7/26/2007	3/22/2012	182,074 52	141,274 80	40,799 72	LT
1,300	WAL-MART STORES INC	10/18/2007	3/22/2012	78,898 96	59,306 00	19,592 96	LT
700	WAL-MART STORES INC	10/18/2007	3/22/2012	42,484 05	31,934 00	10,550 05	LT
1,000	WAL-MART STORES INC	12/12/2007	3/22/2012	60,691 52	48,330 00	12,361 52	LT
4,000	ACCENTURE PLC SHS	4/21/2009	4/24/2012	253,537 52	106,713 20	146,824 32	LT
15,800	CONAGRA FOOD INC	7/29/2011	4/24/2012	408,654 68	406,666 25	1,988 43	ST
1,900	CONAGRA FOOD INC	3/2/2012	4/24/2012	49,142 02	49,822 75	(680 73)	ST
2,245	ISHARES MSCI AUSTRALIA	1/14/2009	4/4/2012	51,497 76	27,905 35	23,592 41	LT
2,380	ISHARES MSCI CDA INDX FD	1/14/2009	4/4/2012	66,012 72	39,365 20	26,647 52	LT
1,490	ISHARES MSCI SWITZERLAND	1/14/2009	4/4/2012	36,519 07	24,838 30	11,680 77	LT
50	ISHARES MSCI SWITZERLAND	2/17/2011	4/4/2012	1,225 48	1,268 00	(42 52)	LT
1,255	ISHARES MSCI SWEDEN	1/14/2009	4/4/2012	34,987 74	16,465 60	18,522 14	LT
6,775	ISHARES MSCI GERMANY	1/14/2009	4/4/2012	151,778 42	109,280 75	42,497 67	LT
4,610	ISHARES MSCI ITALY INDEX	1/14/2009	4/4/2012	56,828 45	67,720 90	(10,892 45)	LT
565	ISHARES MSCI ITALY INDEX	2/17/2011	4/4/2012	6,964 88	10,638 95	(3,674 07)	LT
2,810	ISHARES MSCI FRANCE INDEX	1/14/2009	4/4/2012	59,209 86	51,816 40	7,393 46	LT
125	ISHARES MSCI FRANCE INDEX	2/17/2011	4/4/2012	2,633 90	3,331 25	(697 35)	LT
2,500	ISHARES MSCI TAIWAN	1/20/2010	4/4/2012	31,924 28	32,400 00	(475 72)	LT
120	ISHARES MSCI TAIWAN	2/17/2011	4/4/2012	1,532 37	1,788 00	(255 63)	LT
6,370	ISHARES MSCI UNITED	1/14/2009	4/4/2012	108,151 12	72,044 70	36,106 42	LT
955	ISHARES MSCI MEXICO FREE	1/14/2009	4/4/2012	59,704 94	27,933 75	31,771 19	LT
1,000	WISDOMTREE EMERGING MRKT	3/31/2011	4/4/2012	56,583 73	61,087 95	(4,504 22)	LT
1,235	ISHARES MSCI BRAZIL FREE	1/14/2009	4/4/2012	78,618 55	41,631 85	36,986 70	LT
80	ISHARES MSCI BRAZIL FREE	2/17/2011	4/4/2012	5,092 71	5,930 40	(837 69)	LT
1,500	AES CORP	1/17/2007	5/11/2012	18,699 63	31,563 45	(12,863 82)	LT
1,500	AES CORP	1/31/2007	5/11/2012	18,699 63	31,132 05	(12,432 42)	LT
3,200	AES CORP	7/31/2007	5/11/2012	39,892 54	64,920 32	(25,027 78)	LT
2,800	AES CORP	3/19/2008	5/11/2012	34,905 97	45,508 62	(10,602 65)	LT
2,000	AES CORP	7/28/2008	5/11/2012	24,932 85	32,996 28	(8,063 43)	LT
845	AT & T INC	10/14/2008	5/2/2012	27,859 11	22,755 85	5,103 26	LT
527	AT & T INC	10/28/2008	5/2/2012	17,374 85	13,290 94	4,083 91	LT
880	AT & T INC	1/14/2009	5/2/2012	29,013 05	22,193 60	6,819 45	LT
100	CNOOC LTD ADR	11/2/2010	5/2/2012	21,353 82	21,837 07	(483 25)	LT
100	CNOOC LTD ADR	11/2/2010	5/2/2012	21,353 82	21,831 68	(477 86)	LT
200	CNOOC LTD ADR	12/27/2010	5/2/2012	42,707 64	46,701 95	(3,994 31)	LT
100	CNOOC LTD ADR	3/21/2011	5/2/2012	21,353 83	23,175 55	(1,821 72)	LT
2,400	CAREFUSION CORP SHS	1/9/2012	5/2/2012	62,376 28	56,106 48	6,269 80	ST
1,210	DOLLAR TREE INC	4/7/2009	5/2/2012	123,956 28	35,392 50	88,563 78	LT

1,390	POWERSHARES QQQ TR UNITS	1/14/2009	5/2/2012	92,588 61	40,045 90	52,542 71	LT
234	POWERSHARES QQQ TR UNITS	3/17/2009	5/2/2012	15,586 86	6,736 86	8,850 00	LT
3,500	INTUIT INC COM	11/23/2011	5/14/2012	194,646 74	78,725 00	115,921 74	ST
200	NORFOLK SOUTHERN CORP	11/12/2009	5/2/2012	14,705 61	10,478 00	4,227 61	LT
770	NORFOLK SOUTHERN CORP	1/20/2010	5/2/2012	56,616 60	39,447 10	17,169 50	LT
500	NORFOLK SOUTHERN CORP	3/23/2010	5/2/2012	36,764 03	27,425 00	9,339 03	LT
200	OCCIDENTAL PETE CORP CAL	4/17/2006	5/14/2012	16,415 07	10,036 95	6,378 12	LT
200	OCCIDENTAL PETE CORP CAL	10/24/2006	5/14/2012	16,415 07	9,519 55	6,895 52	LT
100	OCCIDENTAL PETE CORP CAL	11/30/2006	5/14/2012	8,207 53	5,019 75	3,187 78	LT
200	OCCIDENTAL PETE CORP CAL	9/7/2007	5/14/2012	16,415 07	11,821 95	4,593 12	LT
100	OCCIDENTAL PETE CORP CAL	10/20/2009	5/14/2012	8,207 53	8,167 79	39 74	LT
100	OCCIDENTAL PETE CORP CAL	10/20/2009	5/14/2012	8,207 53	8,167 88	39 65	LT
100	OCCIDENTAL PETE CORP CAL	10/20/2009	5/14/2012	8,207 54	8,167 88	39 66	LT
605	OCCIDENTAL PETE CORP CAL	2/10/2010	5/14/2012	49,655 62	47,032 70	2,622 92	LT
1,085	QUALCOMM INC	1/11/2010	5/14/2012	67,037 17	53,262 65	13,774 52	LT
4,000	QUALCOMM INC	11/23/2011	5/14/2012	247,141 67	122,160 00	124,981 67	ST
800	RIO TINTO PLC SPNSRD ADR	6/4/2009	5/2/2012	44,676 68	30,305 17	14,371 51	LT
400	RIO TINTO PLC SPNSRD ADR	6/4/2009	5/2/2012	22,338 33	15,152 58	7,185 75	LT
800	RIO TINTO PLC SPNSRD ADR	2/22/2010	5/2/2012	44,676 68	43,221 35	1,455 33	LT
500	TEVA PHARMACTCL INDS ADR	10/20/2009	5/2/2012	22,897 48	25,638 45	(2,740 97)	LT
100	TEVA PHARMACTCL INDS ADR	12/27/2010	5/2/2012	4,579 49	5,201 69	(622 20)	LT
200	TEVA PHARMACTCL INDS ADR	12/27/2010	5/2/2012	9,159 00	10,403 38	(1,244 38)	LT
100	TEVA PHARMACTCL INDS ADR	12/27/2010	5/2/2012	4,579 50	5,201 69	(622 19)	LT
100	TEVA PHARMACTCL INDS ADR	12/27/2010	5/2/2012	4,579 50	5,201 69	(622 19)	LT
285	UNITED TECHS CORP COM	1/14/2009	5/2/2012	23,166 73	14,224 35	8,942 38	LT
475	UNITED TECHS CORP COM	1/20/2010	5/2/2012	38,611 23	33,587 25	5,023 98	LT
1,515	WALGREEN CO	10/13/2010	5/2/2012	51,767 75	53,237 10	(1,469 35)	LT
500	CHEVRON CORP	4/29/2009	6/14/2012	50,527 91	33,748 95	16,778 96	LT
500	CHEVRON CORP	10/20/2009	6/14/2012	50,527 92	38,428 55	12,099 37	LT
600	CHEVRON CORP	3/16/2011	6/14/2012	60,633 51	60,450 00	183 51	LT
5	EXXON MOBIL CORP COM	9/30/2003	6/14/2012	406 78	183 95	222 83	LT
1,525	EXXON MOBIL CORP COM	1/20/2010	6/14/2012	124,071 07	104,081 25	19,989 82	LT
500	EXXON MOBIL CORP COM	3/21/2011	6/14/2012	40,679 04	41,547 95	(868 91)	LT
500	EXXON MOBIL CORP COM	3/31/2011	6/14/2012	40,679 05	42,278 95	(1,599 90)	LT
3,000	MC DONALDS CORP COM	11/23/2011	6/1/2012	261,608 84	83,627 00	177,981 84	ST
1,000	MICROSOFT CORP	4/23/2009	6/1/2012	28,619 35	18,557 95	10,061 40	LT
1,897	MICROSOFT CORP	11/4/2009	6/1/2012	54,290 92	53,514 37	776 55	LT
1,003	MICROSOFT CORP	3/23/2010	6/1/2012	28,705 22	29,819 19	(1,113 97)	LT
575	MICROSOFT CORP	2/17/2011	6/1/2012	16,456 14	15,697 50	758 64	LT
1,580	PHILIP MORRIS INTL INC	1/14/2009	6/1/2012	130,836 08	64,543 00	66,293 08	LT
650	PEPSICO INC	1/14/2009	6/1/2012	43,668 62	32,864 00	10,804 62	LT
745	PEPSICO INC	1/20/2010	6/1/2012	50,050 96	46,093 15	3,957 81	LT
580	PEPSICO INC	2/17/2011	6/1/2012	38,965 85	37,108 40	1,857 45	LT
2,000	PEPSICO INC	11/23/2011	6/1/2012	134,364 99	102,470 00	31,894 99	ST
675	SCHLUMBERGER LTD	9/23/2009	6/11/2012	43,757 11	41,073 75	2,683 36	LT
1,000	ACCENTURE PLC SHS	4/21/2009	7/2/2012	59,980 85	26,678 30	33,302 55	LT
5,500	ACCENTURE PLC SHS	4/21/2009	7/2/2012	329,894 71	146,730 64	183,164 07	LT
3,900	ACCENTURE PLC SHS	5/21/2010	7/2/2012	233,925 34	148,540 70	85,384 64	LT
1,030	ACCENTURE PLC SHS	5/10/2011	7/2/2012	61,780 29	58,761 50	3,018 79	LT
180	APPLE INC	5/29/2009	7/5/2012	109,950 54	24,291 00	85,659 54	LT
6,000	CHURCH&DWIGHT CO INC	11/23/2011	7/5/2012	339,859 38	83,670 00	256,189 38	ST
945	PROCTER & GAMBLE CO	2/9/2011	7/5/2012	58,059 88	60,801 30	(2,741 42)	LT
45	PROCTER & GAMBLE CO	2/17/2011	7/5/2012	2,764 76	2,886 75	(121 99)	LT
3,650	PROCTER & GAMBLE CO	11/23/2011	7/5/2012	224,252 43	162,559 00	61,693 43	ST
800	QEP RESOURCES INC SHS	4/9/2012	7/26/2012	23,061 56	23,425 04	(363 48)	ST
12,150	QEP RESOURCES INC SHS	4/13/2012	7/26/2012	350,247 49	345,186 36	5,061 13	ST
2,455	WEATHERFORD INTL LTD	1/14/2009	7/5/2012	31,181 48	27,618 75	3,562 73	LT
2,600	WEATHERFORD INTL LTD	12/2/2011	7/5/2012	33,023 16	39,312 00	(6,288 84)	ST
21,980	ISHARES MSCI JAPAN INDEX	1/14/2009	8/3/2012	197,815 56	189,467 60	8,347 96	LT
3,600	ISHARES FTSE HK	1/14/2009	8/3/2012	125,511 51	90,540 00	34,971 51	LT
1,600	ISHARES FTSE HK	1/20/2010	8/3/2012	55,782 89	65,600 00	(9,817 11)	LT
295	ISHARES FTSE HK	2/17/2011	8/3/2012	10,284 98	12,593 55	(2,308 57)	LT
200	ISHARES RS 2000 VALUE	10/15/2008	8/3/2012	13,987 93	10,357 75	3,630 18	LT
100	ISHARES RS 2000 VALUE	10/16/2008	8/3/2012	6,993 96	4,971 15	2,022 81	LT
300	ISHARES RS 2000 VALUE	12/5/2008	8/3/2012	20,981 90	13,217 05	7,764 85	LT
400	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	27,975 86	18,673 17	9,302 69	LT
80	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	5,595 17	3,734 80	1,860 37	LT
100	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	6,993 96	4,668 50	2,325 46	LT
200	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	13,987 93	9,334 99	4,652 94	LT
100	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	6,993 96	4,667 50	2,326 46	LT
500	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	34,969 84	23,337 49	11,632 35	LT
20	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	1,398 79	933 50	465 29	LT
100	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	6,993 96	4,667 50	2,326 46	LT
100	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	6,993 96	4,667 50	2,326 46	LT
100	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	6,993 96	4,667 50	2,326 46	LT
100	ISHARES RS 2000 VALUE	12/30/2008	8/3/2012	6,993 97	4,667 50	2,326 47	LT
3,575	ISHARES RS 2000 VALUE	1/14/2009	8/3/2012	250,034 39	160,052 75	89,981 64	LT
100	ISHARES RS 2000 VALUE	7/29/2009	8/3/2012	6,993 97	5,044 75	1,949 22	LT
8,600	HEINZ H J CO PV 25CT	9/14/2011	9/20/2012	485,961 35	435,898 05	50,063 30	LT
600	HEINZ H J CO PV 25CT	2/6/2012	9/20/2012	33,904 28	31,259 76	2,644 52	ST
13,600	DODGE & COX BALANCED FD	11/23/2011	9/25/2012	1,042,823 00	871,569 60	171,253 40	ST
1	DODGE & COX STOCK FD	9/10/2009	9/6/2012	118 72	91 44	27 28	LT
6,564	DODGE & COX STOCK FD	9/10/2009	9/6/2012	779,319 45	599,999 58	179,319 87	LT

0	DODGE & COX STOCK FD	9/10/2009	9/6/2012	29 56	22 76	6 80	LT
1	DODGE & COX STOCK FD	9/25/2009	9/6/2012	118 72	94 68	24 04	LT
15	DODGE & COX STOCK FD	9/25/2009	9/6/2012	1,780 89	1,371 77	409 12	LT
16	DODGE & COX STOCK FD	12/21/2009	9/6/2012	1,899 62	1,544 45	355 17	LT
22	DODGE & COX STOCK FD	3/26/2010	9/6/2012	2,611 98	2,234 94	377 04	LT
24	DODGE & COX STOCK FD	6/25/2010	9/6/2012	2,849 43	2,210 84	638 59	LT
1	DODGE & COX STOCK FD	9/27/2010	9/6/2012	118 72	104 21	14 51	LT
19	DODGE & COX STOCK FD	9/27/2010	9/6/2012	2,255 80	1,840 32	415 48	LT
16	DODGE & COX STOCK FD	12/21/2010	9/6/2012	1,899 62	1,722 20	177 42	LT
1	DODGE & COX STOCK FD	3/28/2011	9/6/2012	118 72	108 31	10 41	LT
23	DODGE & COX STOCK FD	3/28/2011	9/6/2012	2,730 71	2,594 17	136 54	LT
30	DODGE & COX STOCK FD	6/27/2011	9/6/2012	3,561 80	3,291 04	270 76	LT
28	DODGE & COX STOCK FD	9/27/2011	9/6/2012	3,324 35	2,677 64	646 71	ST
1,000	STANDARD&POORS DEP RCPT	10/15/2008	10/22/2012	142,583 52	93,975 95	48,607 57	LT
500	STANDARD&POORS DEP RCPT	10/16/2008	10/22/2012	71,291 76	44,562 95	26,728 81	LT
1,500	STANDARD&POORS DEP RCPT	12/5/2008	10/22/2012	213,875 28	127,372 45	86,502 83	LT
8,400	STANDARD&POORS DEP RCPT	12/30/2008	10/22/2012	1,197,701 62	738,780 55	458,921 07	LT
100	STANDARD&POORS DEP RCPT	7/29/2009	10/22/2012	14,258 36	9,723 75	4,534 61	LT
96,000	NEUBERGER LC DC GR INST	9/10/2009	10/17/2012	755,519 99	600,049 95	155,470 04	LT
1	NEUBERGER LC DC GR INST	9/10/2009	10/17/2012	4 26	3 66	0 60	LT
266	NEUBERGER LC DC GR INST	12/16/2009	10/17/2012	2,093 42	1,782 20	311 22	LT
218	NEUBERGER LC DC GR INST	12/17/2010	10/17/2012	1,715 67	1,645 90	69 77	LT
4,600	ABBOTT LABS	8/19/2011	11/20/2012	290,350 09	226,769 70	63,580 39	LT
11,300	HOSPIRA INC	1/3/2012	11/27/2012	329,118 68	354,659 54	(25,540 86)	ST
63,694	DIAMOND HILL SM MD CAP I	9/10/2009	11/7/2012	826,086 25	600,047 42	226,038 83	LT
1	DIAMOND HILL SM MD CAP I	9/10/2009	11/7/2012	6 91	5 26	1 65	LT
1	DIAMOND HILL SM MD CAP I	12/30/2009	11/7/2012	12 96	11 28	1 68	LT
114	DIAMOND HILL SM MD CAP I	12/30/2009	11/7/2012	1,478 54	1,178 76	299 78	LT
1	DIAMOND HILL SM MD CAP I	12/16/2010	11/7/2012	12 96	12 65	0 31	LT
19	DIAMOND HILL SM MD CAP I	12/16/2010	11/7/2012	246 42	238 26	8 16	LT
66	DIAMOND HILL SM MD CAP I	12/30/2010	11/7/2012	856 02	834 90	21 12	LT
10,436	DODGE & COX BALANCED FD	11/23/2011	12/5/2012	803,755 72	668,801 50	134,954 22	ST
				20,325,063.06	**15,465,011 61**	**4,860,051.45**	
						4,860,051.45	

	Proceeds	Cost	Gain/(Loss)
Short Term	5,059,650 28	3,979,827 76	1,079,822 52
Long Term	15,265,412 78	11,485,183 85	3,780,228 93
	20,325,063 06	15,465,011 61	**4,860,051.45**

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BLOOMFIELD FAMILY FOUNDATION
MERRILL LYNCH GAIN/LOSS RECONCILIATION
12/31/2012
ML - (16H-37672)

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Proceeeds	Cost Basis	Gain/Loss	
320	DEUTSCH BK AG REG SHS	2/5/2010	3/16/2012	15,861 18	18,887 07	(3,025 89)	LT
160	DEUTSCH BK AG REG SHS	10/8/2010	3/16/2012	7,930 60	7,315 96	614 64	LT
5	NII HLDGS INC CL B	3/7/2008	3/16/2012	80 22	186 67	(106 45)	LT
200	NII HLDGS INC CL B	10/16/2008	3/16/2012	3,209 00	4,384 56	(1,175 56)	LT
110	NII HLDGS INC CL B	7/2/2010	3/16/2012	1,764 95	3,676 20	(1,911 25)	LT
290	NII HLDGS INC CL B	3/8/2011	3/16/2012	4,653 05	11,178 62	(6,525 57)	LT
320	NII HLDGS INC CL B	9/22/2011	3/16/2012	5,134 41	9,511 77	(4,377 36)	ST
2,200	ESPRIT HOLDING LTD SP ADR	11/12/2010	8/8/2012	6,581 81	23,167 50	(16,585 69)	LT
2,045	ESPRIT HOLDING LTD SP ADR	3/23/2011	8/8/2012	6118 09	17,918 58	(11,800 49)	LT
1,625	ESPRIT HOLDING LTD SP ADR	6/20/2011	8/8/2012	4,861 57	10,408 24	(5,546 67)	LT
995	ESPRIT HOLDING LTD SP ADR	4/10/2012	8/8/2012	2,976 78	4,397 90	(1,421 12)	ST
1,149	EXPERIAN PLC SP ADR	3/25/2008	12/26/2012	18,656 70	8,950 71	9,705 99	LT
290	HEINEKEN N V ADR	2/20/2008	12/26/2012	9,491 49	7,841 60	1,649 89	LT
770	RECKITT BENCKISER GROUP	5/19/2011	12/27/2012	9,767 62	8,554 01	1,213 61	LT
857	TIM PARTICIPACO/S ADR	6/3/2011	12/10/2012	14,600 89	25,623 49	(11,022 60)	LT
190	TIM PARTICIPACO/S ADR	4/10/2012	12/10/2012	3,237 07	6,081 90	(2,844 83)	ST
360	TIM PARTICIPACO/S ADR	7/9/2012	12/10/2012	6,133 40	9,878 40	(3,745 00)	ST
	DBS GROUP	7/17/2012	7/17/2012	10 85	-	10 85	ST
				121,069.68	**177,963.18**	**-56,893.50**	
						-56,893.50	

	Proceeds	Cost	Gain/(Loss)
Short Term	17,492 51	29,869 97	(12,377 46)
Long Term	103,577 17	148,093 21	(44,516 04)
	121,069 68	177,963 18	**(56,893.50)**

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOUNDATION FOR DEFENSE OF DEMOCRACIES 1020 19TH STREET WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	FUND EDUCATIONAL PROGRAMS	15,000.
FRIENDS OF CASA HOGAR CANON BV 2711 N SEPULVEDA BLVD MANHATTAN BEACH, CA 90266	NONE	PUBLIC CHARITY	SUPPORT ORPHANAGE	10,000.
GEORGE W. BUSH PRESIDENTIAL LIBRARY AND MUSEUM 2943 SMU BOULEVARD DALLAS, TX 75205	NONE	PUBLIC CHARITY	SUPPORT EDUCATIONAL PROGRAMS AND MUSEUM ACTIVITIES	1,500.
HEALING HANDS OF JOY 294 CLINTON ST #2 BROOKLYN, NY 11201	NONE	PUBLIC CHARITY	FUND EDUCATIONAL PROGRAMS	26,000.
KIPP LOS ANGELES SCHOOLS 4545 DOZIER AVE LOS ANGELES, CA 90022	NONE	PUBLIC CHARITY	FUND EDUCATIONAL PROGRAMS AND SUPPORT SCHOOL	250,000.
LA PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES, CA 90012-3034	NONE	PUBLIC CHARITY	SUPPORT MUSICAL PROGRAMS AND MUSIC EDUCATION	2,500.
LACMA 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	SUPPORT ART PROGRAMS, ART EDUCATION, AND MUSEUM ACTIVITIES	1,500.
LAS MADRECITAS P.O. BOX 1083 PALOS VERDES ESTATES, CA 90274	NONE	PUBLIC CHARITY	PROMOTE WELFARE OF CRIPPLED CHILDREN	2,500.
LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE AT HARBOR-UCLA MEDICAL CENTER 1124 WEST CARSON ST TORRANCE, CA 90502	NONE	PUBLIC CHARITY	FUND RESEARCH PROGRAMS	20,000.
NATIONAL PARKINSONS FOUNDATION 1501 N.W. 9TH AVE/BOB HOPE RD. MIAMI, FL 33136-1494	NONE	PUBLIC CHARITY	FUND RESEARCH PROGRAMS	25,000.
Total from continuation sheets				840,000.

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05-01-12

BLOOMFIELD FAMILY FOUNDATION 20-6156014

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PROVIDENCE LITTLE COMPANY OF MARY HEALTH FOUNDATION 4101 TORRANCE BOULEVARD TORRANCE, CA 90503	NONE	PUBLIC CHARITY	FUND RESEARCH PROGRAMS	25,000.
STUDENTS FIRST 825 K ST., 2ND FLOOR SACRAMENTO, CA 95814	NONE	PUBLIC CHARITY	FUND EDUCATION PROGRAMS	250,000.
THE RONALD REAGAN PRESIDENTIAL FOUNDATION 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065-0600	NONE	PUBLIC CHARITY	SUPPORT CHARITABLE PROGRAMS	1,000.
UCLA - DAVID GEFFEN SCHOOL OF MEDICINE 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	FUND RESEARCH PROGRAMS	10,000.
UCLA DEPT OF NEUROONCOLOGY 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE	PUBLIC CHARITY	FUND RESEARCH PROGRAMS	100,000.
UCLA HEALTH SYSTEMS PARTNERSHIPS 10920 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	FUND RESEARCH PROGRAMS	50,000.
UCLA INSTITUTE FOR STEM CELL BIOLOGY 10920 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	SUPPORT MEDICAL RESEARCH PROGRAMS	50,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACCRUED INTEREST- # 37544	<30,046.>
MERRILL LYNCH - #37544	191,050.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	161,004.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - #37544	715,636.	0.	715,636.
MERRILL LYNCH - #37672	49,978.	0.	49,978.
TOTAL TO FM 990-PF, PART I, LN 4	765,614.	0.	765,614.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB AGRICULTURE FUND	811.	811.	
POWERSHARES DB OIL FUND	<64.>	<64.>	
POWERSHARES DB PRECIOUS METALS FUND	2,017.	2,017.	
POWERSHARES DB BASE METALS FUND	4,212.	4,212.	
ALLIANCE RESOURCE PARTNERS, L.P.	127.	127.	
UNITED STATES NATURAL GAS FUND	<6,503.>	<6,503.>	
CAPITAL GAIN DISTRIBUTIONS	9.	9.	
TOTAL TO FORM 990-PF, PART I, LINE 11	609.	609.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,678.	0.		1,678.
TO FM 990-PF, PG 1, LN 16A	1,678.	0.		1,678.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,430.	2,715.		2,715.
TO FORM 990-PF, PG 1, LN 16B	5,430.	2,715.		2,715.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	111,134.	111,134.		0.
ACCOUNT FEES	2,004.	2,004.		0.
CUSTODIAN FEES	300.	300.		0.
TO FORM 990-PF, PG 1, LN 16C	113,438.	113,438.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	0.		10.
FOREIGN TAXES	13,955.	13,955.		0.
ESTIMATED TAX PAID	83,000.	0.		0.
REGISTRY OF CHARITABLE TRUSTS	225.	0.		225.
TO FORM 990-PF, PG 1, LN 18	97,190.	13,955.		235.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCES AND BASIS ADJUSTMENTS	145,357.
TOTAL TO FORM 990-PF, PART III, LINE 3	145,357.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		8,074,007.	8,081,206.
ACCRUED INTEREST ON US GOVT. OBLIGATIONS	X		0.	15,848.
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,074,007.	8,097,054.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	28,018,993.	33,871,935.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,018,993.	33,871,935.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,081,166.	2,174,345.
ACCRUED INTEREST ON BONDS	0.	16,976.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,081,166.	2,191,321.

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

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. BLOOMFIELD FAMILY FOUNDATION	Employer identification number (EIN) or 20-6156014
	Number, street, and room or suite no. If a P.O. box, see instructions. 1262 CORSICA DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PACIFIC PALISADES, CA 90272	

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 ▶ WILLIAM E. BLOOMFIELD JR.
1262 CORSICA DRIVE - PACIFIC PALISADES, CA 90272
Telephone No. ▶ (310) 454-5571 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , 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 ____________________ , and ending ____________________ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 114,306.
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	$ 54,306.
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	$ 60,000.

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.

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

- 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 BLOOMFIELD FAMILY FOUNDATION	Employer identification number (EIN) or 20-6156014
	Number, street, and room or suite no. If a P.O. box, see instructions. 1262 CORSICA DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PACIFIC PALISADES, CA 90272	

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 ▶ WILLIAM E. BLOOMFIELD JR. 1262 CORSICA DRIVE - PACIFIC PALISADES, CA 90272

  Telephone No. ▶ (310) 454-5571 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 NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______.

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
ADDITIONAL TIME IS REQUIRED IN ORDER TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE 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	$ 114,306.
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	$ 114,306.
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	$ 0.

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 ▶ FOR DELOITTE TAX LLP 86-1065772 Date ▶ 8/14/13

Form **8868** (Rev. 1-2013)