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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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






OMB No 1545-0052










2012


Open to Public Inspection

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

Name of foundation THE FLETCHER JONES FOUNDATION		A Employer identification number 23-7030155	
Number and street (or P O box number if mail is not delivered to street address) 117 E COLORADO BOULEVARD SUITE 403		B Telephone number (see instructions) (626) 535-9506	
City or town, state, and ZIP code PASADENA, CA 91105		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 143,372,732		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	2,715,207	3,048,919		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,150,009			
	b Gross sales price for all assets on line 6a <u>25,639,156</u>				
	7 Capital gain net income (from Part IV, line 2)		2,105,572		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		1,223,323		
	12 Total. Add lines 1 through 11	5,865,216	6,377,814		
	13 Compensation of officers, directors, trustees, etc	170,700	28,350		142,350
	14 Other employee salaries and wages	25,788	2,579		23,209
	15 Pension plans, employee benefits	22,674	2,267		20,407
	16a Legal fees (attach schedule) 	27,953	11,181		16,772
	b Accounting fees (attach schedule) 	59,250	35,550		23,700
	c Other professional fees (attach schedule) 	1,899,750	1,899,750		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	333,942	26,731		7,626
	19 Depreciation (attach schedule) and depletion	1,167	0		
	20 Occupancy	20,092	6,028		14,064
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	68,575	737,604		57,560
	24 Total operating and administrative expenses. Add lines 13 through 23	2,629,891	2,750,040		305,688
	25 Contributions, gifts, grants paid	7,155,375			6,605,875
	26 Total expenses and disbursements. Add lines 24 and 25	9,785,266	2,750,040		6,911,563
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,920,050			
	b Net investment income (if negative, enter -0-)		3,627,774		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	443,461	527,534	527,534
	2	Savings and temporary cash investments	4,464,622	5,605,516	5,605,516
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 339,688 Less allowance for doubtful accounts ▶ _____ 0	0	339,688	339,688
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	157,429	71,228	71,228
	10a	Investments—U S and state government obligations (attach schedule)	12,444,673	 10,369,539	10,369,539
	b	Investments—corporate stock (attach schedule)	24,228,225	 24,970,740	24,970,740
	c	Investments—corporate bonds (attach schedule).	8,244,932	 8,091,696	8,091,696
	11	Investments—land, buildings, and equipment basis ▶ _____ 37,461 Less accumulated depreciation (attach schedule) ▶ _____ 35,865	2,763	1,596	1,596
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	80,033,041	 93,395,195	93,395,195
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 3,155,644	 0	 0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	133,174,790	143,372,732	143,372,732
	17	Accounts payable and accrued expenses	71,610	32,464	
	18	Grants payable		550,000	
	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 3,201,888	 580,360	
	23	Total liabilities (add lines 17 through 22)	3,273,498	1,162,824	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	129,901,292	142,209,908	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
	30	Total net assets or fund balances (see page 17 of the instructions)	129,901,292	142,209,908	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	133,174,790	143,372,732	

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	129,901,292
2	Enter amount from Part I, line 27a	2	-3,920,050
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	16,228,666
4	Add lines 1, 2, and 3	4	142,209,908
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	142,209,908

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,105,572
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	7,025,313	140,527,193	0 049993
2010	6,943,343	133,744,097	0 051915
2009	4,756,179	113,673,550	0 041841
2008	8,014,607	152,025,818	0 052719
2007	8,514,007	180,762,856	0 047100

2 Total of line 1, column (d).	2	0 243568
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 048714
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	134,386,660
5 Multiply line 4 by line 3.	5	6,546,512
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	36,278
7 Add lines 5 and 6.	7	6,582,790
8 Enter qualifying distributions from Part XII, line 4. 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	8	6,911,563

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	36,278
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	36,278
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	36,278
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	123,914	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	123,914
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	87,636
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 87,636	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW.FLETCHERJONESFDN.ORG				
14	The books are in care of ▶ CHRISTINE SISLEY EXECUTIVE DIRECTOR Telephone no ▶ (626) 535-9506 Located at ▶ 117 E COLORADO BOULEVARD SUITE 403 PASADENA CA ZIP +4 ▶ 91105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ADVISORS	INVESTMENT MGMT	272,306
100 SUMMER STREET BOSTON,MA 02205		
ADAGE CAPITAL PARTNERS	INVESTMENT MGMT	188,108
200 CLARENDON STREET BOSTON,MA 02116		
DE SHAW	INVESTMENT MGMT	121,471
1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK,NY 10036		
BANK OF NEW YORK MELLON	INVESTMENT MGMT	99,131
201 WASHINGTON STREET BOSTON,MA 02108		
DAVIDSON KEMPNER	INVESTMENT MGMT	94,970
65 EAST 55TH STREET 19TH FLOOR NEW YORK,NY 10022		
Total number of others receiving over \$50,000 for professional services.		8

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	128,209,237
b	Average of monthly cash balances.	1b	8,223,920
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	136,433,157
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	136,433,157
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,046,497
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	134,386,660
6	Minimum investment return. Enter 5% of line 5.	6	6,719,333

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	6,719,333
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	36,278
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	36,278
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,683,055
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	6,683,055
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	6,683,055

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	6,911,563
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	6,911,563
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	36,278
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,875,285
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				6,683,055
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				184,136
e From 2011.				53,325
f Total of lines 3a through e.	237,461			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 6,911,563				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	465,969			
d Applied to 2012 distributable amount.				6,445,594
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).)	237,461			237,461
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	465,969			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	465,969			
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. . . .	465,969			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

CHRISTINE SISLEY
117 E COLORADO BLVD STE 403
PASADENA, CA 91105
(626) 535-9506

b

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

APPLICATIONS FOR GRANTS SHOULD BE MADE ONLINE THROUGH THE FOUNDATION WEBSITE. PLEASE FOLLOW ON SCREEN INSTRUCTIONS AND PROVIDE ALL INFORMATION REQUESTED IN THE APPLICATION.

c

Any submission deadlines

THERE ARE NO DEADLINES FOR GRANT APPLICATIONS AS PROPOSALS ARE ACCEPTED THROUGHOUT THE YEAR.

d

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

NONE

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	6,605,875
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	2,715,207	
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	3,150,009	
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		5,865,216	0
13 Total. Add line 12, columns (b), (d), and (e).			13	5,865,216	5,865,216

[illegible]

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?

(1) Cash.

(2) Other assets.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
-------------	---------------------	---	--

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

**Sign
Here**

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

* * * * *

2013-08-06

* * * * *

Signature of officer or trustee

Date

Title

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

Print/Type preparer's name

Preparer's Signature

Date

Check if self-employed ☐


PTIN

P00234075

Firm's name

GREEN HASSON & JANKS LLP

10990 WILSHIRE BLVD 16TH FLOOR

Firm's address 

LOS ANGELES, CA 900243929

Firm's EIN ➤ 95-1777440

Phone no (310) 873-1600

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ABERDEEN ASIA-PACIFIC INCLUDING JAPAN EQ FUND K-1	P	2012-01-01	2012-12-31
ACADIAN ALL COUNTRY WORLD EX US FUND K-1	P	2012-01-01	2012-12-31
ADAGE CAPITAL PARTNERS, L P K-1	P	2012-01-01	2012-12-31
CITY OF LONDON EMERGING MARKETS FUND K-1	P	2012-01-01	2012-12-31
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L P K-1	P	2012-01-01	2012-12-31
FRONTIER SMALL CAP GROWTH FUND, L P K-1	P	2012-01-01	2012-12-31
LONE CASCADE, L P K-1	P	2012-01-01	2012-12-31
LONE STAR REAL ESTATE FUND II (US), L P K-1	P	2012-01-01	2012-12-31
NCD PARTNERS V, L P K-1	P	2012-01-01	2012-12-31
PERMIT CAPITAL MORTGAGE SERIES H FUND K-1	P	2012-01-01	2012-12-31
RESOURCE CAPITAL FUND V K-1	P	2012-01-01	2012-12-31
WELLINGTON CTF DIVERSIFIED INFLATION HEDGE PORTFOLIO, L P K-1	P	2012-01-01	2012-12-31
GUGGENHEIM	P	2012-01-01	2012-12-31
ACADIAN ASSET	P	2012-01-01	2012-12-31
DES BROAD MKT CORE	P	2012-01-01	2012-12-31
IR & M	P	2012-01-01	2012-12-31
OWL CREEK OVERSEAS	P	2012-01-01	2012-12-31
MFS FUND	P	2012-01-01	2012-12-31
IVA	P	2012-01-01	2012-12-31
FORESTER	P	2012-01-01	2012-12-31
ADAGE CAPITAL	P	2012-01-01	2012-12-31
BARLOW	P	2012-01-01	2012-12-31
TACONIC OPP	P	2012-01-01	2012-12-31
PIMCO TR	P	2012-01-01	2012-12-31
NCD PARTNERS VI	P	2012-01-01	2012-12-31
PERMIT CAPITAL G	P	2012-01-01	2012-12-31
PERMIT CAPITAL H	P	2012-01-01	2012-12-31
MAYO	P	2012-01-01	2012-12-31
VANGUARD	P	2012-01-01	2012-12-31
OTHER INVESTMENTS	P	2012-01-01	2012-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
872			872
		10,042	-10,042
776,868			776,868
		180,627	-180,627
147,596			147,596
59,105			59,105
381,631			381,631
		20	-20
32,253			32,253
13,357			13,357
2,163			2,163
		437,060	-437,060
984,548		1,290,401	-305,853
1,500,000		1,703,245	-203,245
1,481,032			1,481,032
5,048,469		4,892,817	155,652
		100,693	-100,693
1,500,000		1,360,207	139,793
121,652			121,652
5,876,453		5,500,000	376,453
		1,232,224	-1,232,224
50,600			50,600
434,276		431,429	2,847
237,374			237,374
41,653			41,653
31,572			31,572
41,469			41,469
3,459,572		3,206,096	253,476
2,999,953		2,772,035	227,918
1,830,533		1,830,533	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			872
			-10,042
			776,868
			-180,627
			147,596
			59,105
			381,631
			-20
			32,253
			13,357
			2,163
			-437,060
			-305,853
			-203,245
			1,481,032
			155,652
			-100,693
			139,793
			121,652
			376,453
			-1,232,224
			50,600
			2,847
			237,374
			41,653
			31,572
			41,469
			253,476
			227,918
			0

Form 990PF Part VIII Line 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
STEWART SMITH	VP/TRUSTEE 1 00	4,200	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
DONALD NICKELSON	VP/TRUSTEE 1 00	4,200	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
ROCKWELL SCHNABEL	VP/TRUSTEE 1 00	4,200	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
ROBERT KUMMER	VP/TRUSTEE 1 00	4,200	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
PETER BARKER	VP/TRUSTEE 1 00	3,600	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
PARKER KENNEDY	VP/TRUSTEE 1 00	2,400	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
PATRICK HADEN	VP/TRUSTEE 1 00	2,400	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
SAMUEL BELL	VP/TRUSTEE 1 00	2,400	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
DICKINSON ROSS	VP/TRUSTEE 1 00	600	0	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				
CHRISTINE SISLEY	EXECUTIVE DIRECTOR 29 00	142,500	22,674	0
117 E COLORADO BLVD STE 403 PASADENA, CA 91105				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY PARK LOS ANGELES, CA 90089	UNRELATED	SCHOOL	RENOVATION AND EQUIPMENT FOR AN ORGANIC CHEMISTRY TEACHING LAB IN SEELEY G MUDD HALL, THE INSTITUTE FOR ADVANCED CATHOLIC STUDIES @ USC	1,015,000
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD MS 156 84 PASADENA, CA 91125	UNRELATED	PUBLIC CHARITY	FLETCHER JONES FOUNDATION ENDOWED DIRECTORSHIP OF THE KAVLI NEUROSCIENCE INSTITUTE	1,000,000
JOHN TRACY CLINIC 806 WEST ADAMS BLVD LOS ANGELES, CA 90007	UNRELATED	PUBLIC CHARITY	TO NAME THE DICKINSON C ROSS CENTER OF EDUCATION AND INNOVATION, MASTER'S PROGRAM FOR TEACHERS OF THE DEAF	1,000,000
BOY SCOUTS OF AMERICA - LOS ANGELES AREA COUNCIL 2333 SCOUT WAY LOS ANGELES, CA 90026	UNRELATED	PUBLIC CHARITY	ENDOWMENT FOR EQUIPMENT AND MAINTENANCE OF CAMP POLLOCK	725,000
HARVEY MUDD COLLEGE 301 PLATT BOULEVARD CLAREMONT, CA 91711	UNRELATED	PUBLIC CHARITY	ENDOWMENT FOR THE SUMMER UNDERGRADUATE RESEARCH PROGRAM	500,000
UNIVERSITY OF SAN FRANCISCO 2130 FULTON STREET SAN FRANCISCO, CA 94117	UNRELATED	PUBLIC CHARITY	EQUIPMENT FOR THE FLETCHER JONES FOUNDATION MICROSCOPY CENTER	500,000
UNIVERSITY OF THE PACIFIC 3601 PACIFIC AVE STOCKTON, CA 95211	UNRELATED	PUBLIC CHARITY	FLETCHER JONES FOUNDATION MERIT-BASED SCHOLARSHIPS IN THE EBERHARDT SCHOOL OF BUSINESS	380,875
GOLDEN GATE UNIVERSITY 536 MISSION STREET SAN FRANCISCO, CA 94105	UNRELATED	PUBLIC CHARITY	FLETCHER JONES FOUNDATION ENDOWED SCHOLARSHIP FUND	300,000
SIMPSON UNIVERSITY 2211 COLLEGE VIEW DR REDDING, CA 96003	UNRELATED	PUBLIC CHARITY	EQUIPMENT FOR THE NURSING CAPACITY EXPANSION PROJECT	300,000
NOTRE DAME DE NAMUR UNIVERSITY 1500 RALSTON AVENUE BELMONT, CA 94002	UNRELATED	PUBLIC CHARITY	MATCHING GRANT TOWARD ENDOWED SCHOLARSHIP FUNDS FOR HISPANIC AND LOW-INCOME STUDENTS	250,000
VANGUARD UNIVERSITY 55 FAIR DR COSTA MESA, CA 92626	UNRELATED	PUBLIC CHARITY	FLETCHER JONES FOUNDATION ENDOWED SCHOLARSHIP FUND FOR VETERANS OF IRAQ & AFGANISTAN	150,000
DUKE UNIVERSITY 324 BLACKWELL STREET SUITE 920 DURHAM, NC 27701	UNRELATED	PUBLIC CHARITY	PERKINS LIBRARY PROJECT	50,000
ST ANTHONY'S HS FOUNDATION 620 OLIVE AVENUE LONG BEACH, CA 90802	UNRELATED	PUBLIC CHARITY	BUILDING RENOVATION	50,000
PACIFIC COUNCIL ON INTERNATIONAL POLICY 3520 TROUSDALE PARKWAY SOS B-15 LOS ANGELES, CA 90089	UNRELATED	PUBLIC CHARITY	PACIFIC COUNCIL GENERAL FUND	30,000
WOODBURY UNIVERSITY 7500 GLENOAKS BLVD BURBANK, CA 91510	UNRELATED	PUBLIC CHARITY	PRESIDENT'S DISCRETIONARY FUND, DR KENNETH R NEILSEN SCHOLARSHIP FUND	30,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SANTA BARBARA COTTAGE HOSPITAL FOUNDATION PO BOX 689 SANTA BARBARA,CA 93102	UNRELATED	PUBLIC CHARITY	THE NEUROSCIENCE INSTITUTE	27,500
CRIMINAL JUSTICE LEGAL FOUNDATION 2131 L STREET SACRAMENTO,CA 95816	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	25,000
SUN VALLEY SUMMER SYMPHONY PO BOX 1914 SUN VALLEY,ID 83353	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	20,000
TEXAS BIOMEDICAL RESEARCH INSTITUTE PO BOX 760549 SAN ANTONIO,TX 78245	UNRELATED	PUBLIC CHARITY	ENHANCING THE VISION CAMPAIGN	20,000
BOY SCOUTS OF AMERICA - ORANGE COUNTY COUNCIL 1211 EAST DYER ROAD SANTA ANA,CA 92705	UNRELATED	PUBLIC CHARITY	BOY SCOUTS OUTDOOR EDUCATION CAMP	17,500
SAN ANTONIO ACADEMY OF TEXAS 117 EAST FRENCH PLACE SAN ANTONIO,TX 78212	UNRELATED	PUBLIC CHARITY	ENDOWMENT OR GENERAL OPERATIONS	15,000
CALIFORNIA MUSEUM FOUNDATIONCALIF SCIENCE CENTER 700 EXPOSITION PARK DRIVE LOS ANGELES,CA 90037	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	10,000
COUNCIL ON FOREIGN RELATIONS INC 58 E 68TH ST NEWYORK,NY 10065	UNRELATED	PUBLIC CHARITY	GENERAL FUND	10,000
FUND FOR AMERICAN STUDIES INSTITUTE 1706 NEW HAMPSHIRE AVE NW WASHINGTON,DC 20009	UNRELATED	PUBLIC CHARITY	JOURNALISM/EDUCATIONAL PROGRAMS	10,000
GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA 342 NORTH SAN FERNANDO ROAD LOS ANGELES,CA 90031	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	10,000
HOPE FORCE INTERNATIONAL 7065 MOORES LN STE 200 BRENTWOOD,TN 37027	UNRELATED	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
PACIFIC SYMPHONY 3631 S HARBOR BLVD SUITE 100 SANTA ANA,CA 92704	UNRELATED	PUBLIC CHARITY	GENERAL OPERATING SUPPORT AND EDUCATION PROGRAMS	10,000
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DRIVE COSTA MESA,CA 92626	UNRELATED	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
THE LAND TRUST FOR SANTA BARBARA COUNTY PO BOX 91830 SANTA BARBARA,CA 93190	UNRELATED	PUBLIC CHARITY	HOT SPRINGS CANYON OR OTHER PROJECTS	10,000
WESTMONT COLLEGE 955 LA PAZ ROAD SANTA BARBARA,CA 93108	UNRELATED	PUBLIC CHARITY	ENDOWED CHAIR IN BUSINESS AND ECONOMICS	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VISITING NURSE & HOSPICE CARE OF SANTA BARBARA 222 EAST CANON PERDIDO STRREET SANTA BARBARA,CA 93101	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	6,500
AMERICAN JUNIOR GOLF ASSOCIATION 1980 SPORTS CLUB DR BRASELTON,GA 30517	UNRELATED	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
BOY SCOUTS OF AMERICA - ST LOUIS AREA COUNCIL 4568 W PINE BLVD ST LOUIS,MO 63108	UNRELATED	PUBLIC CHARITY	LEARNING FOR LIFE EDUCATION PROGRAM	5,000
DISCOVERY SCIENCE CENTER 2500 NORTH MAIN STREET SANTA ANA,CA 92705	UNRELATED	PUBLIC CHARITY	EDUCATION PROGRAMS	5,000
FIBROLAMELLAR CANCER FOUNDATION 20 HORSENECK LN GREENWICH,CT 06830	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	5,000
LA SALLE HIGH SCHOOL OF PASADENA INC 3880 E SIERRA MADRE BLVD PASADENA,CA 91107	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	5,000
LEE PESKY LEARNING CENTER 345 BOBWHITE COURT BOISE,ID 83706	UNRELATED	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
PACIFIC LEGAL FOUNDATION 10360 OLD PLACERVILLE RD SUITE 100 SACRAMENTO,CA 95827	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	5,000
SWIM WITH MIKE USC HERITAGE HALL 203A LOS ANGELES,CA 90089	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	5,000
THE WOODEN FLOOR FOR YOUTH MOVEMENT DBA THE WOODEN FLOOR 1810 N MAIN ST SANTA ANA,CA 92706	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	5,000
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD LOS ANGELES,CA 90027	UNRELATED	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000
SAN MARINO SCHOOLS FOUNDATION 1665 WEST DRIVE SAN MARINO,CA 91108	UNRELATED	PUBLIC CHARITY	GENERAL OPERATIONS	4,000
JUNIPERO SERRA HIGH SCHOOL 14830 VAN NESS AVENUE GARDENA,CA 90249	UNRELATED	PUBLIC CHARITY	TUITION ASSISTANCE	3,500
ARMORY CENTER FOR THE ARTS 145 N RAYMOND AVENUE PASADENA,CA 91103	UNRELATED	PUBLIC CHARITY	\$2,500 FOR HEINECKEN/BERNARD SHOW AND \$500 IN UNRESTRICTED FUNDS	3,000
PASADENA CONSERVATORY OF MUSIC 100 NORTH HILL PASADENA,CA 91106	UNRELATED	PUBLIC CHARITY	\$2,500 FOR CAPITAL CAMPAIGN AND \$500 IN UNRESTRICTED FUNDS	3,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAMILY PROMISE OF ORANGE COUNTY INC PO BOX 5951 ORANGE,CA 92863	UNRELATED	PUBLIC CHARITY	GENERAL FUND	2,500
NATIONAL ALLIANCE OF AFRICAN AMERICAN ATHLETES PO BOX 60743 HARRISBURG,PA 17106	UNRELATED	PUBLIC CHARITY	GENERAL OPERATIONS	2,500
SKIRBALL CULTURAL CENTER 2701 N SEPULVEDA BLVD LOS ANGELES,CA 90049	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	2,500
CATHOLIC EDUCATION FOUNDATION 3424 WILSHIRE BOULEVARD 3RD FLOOR LOS ANGELES,CA 90010	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	2,000
FRIEDMAN FOUNDATION FOR EDUCATIONAL CHOICE ONE AMERICAN SQUARE SUITE 2420 INDIANAPOLIS,IN 46282	UNRELATED	PUBLIC CHARITY	EDUCATIONAL CHOICE PROGRAMS	2,000
HOSPICE OF WOOD RIVER VALLEY 507 N 1ST AVE KETCHUM,IN 83340	UNRELATED	PUBLIC CHARITY	HOSPICE CARE	2,000
PASADENA COMMUNITY FOUNDATION 260 S LOS ROBLES AVE SUITE 119 PASADENA,CA 91101	UNRELATED	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000
THE UNUSUAL SUSPECTS THEATRE COMPANY 617 OLIVE STREET 812 LOS ANGELES,CA 90014	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	2,000
UNION STATION FOUNDATION 825 E ORANGE GROVE BLVD PASADENA,CA 91104	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	1,750
HILLSIDES 940 AVENUE 64 PASADENA,CA 91105	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	1,500
VERBUM DEI HIGH SCHOOL 11100 S CENTRAL AVE LOS ANGELES,CA 90059	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	1,500
A NOISE WITHIN 3352 E FOOTHILL BLVD PASADENA,CA 91107	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	1,000
CALIFORNIA INTERNATIONAL ARTS FOUNDATION 2737 OUTPOST DR LOS ANGELES,CA 90068	UNRELATED	PUBLIC CHARITY	EXHIBIT OF SPACE PHOTOGRAPHY CURATED BY JAY BELLOLI	1,000
CARMELITE SISTERS OF THE MOST SACRED HEART 920 E ALHAMBRA ROAD ALHAMBRA,CA 91801	UNRELATED	PUBLIC CHARITY	GENERAL OPERATIONS	1,000
CATHOLIC BIG BROTHERS BIG SISTERS 1530 JAMES M WOOD BLVD LOS ANGELES,CA 90015	UNRELATED	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CYSTIC FIBROSIS FOUNDATION 2150 S TOWNE CENTRE PL STE 120 ANAHEIM,CA 92806	UNRELATED	PUBLIC CHARITY	GENERAL OPERATIONS	1,000
DESERT COMMUNITY FOUNDATION 75-105 MERLE STREET PALM DESERT,CA 92211	UNRELATED	PUBLIC CHARITY	ELDORADO COUNTRY CLUB SCHOLARSHIP FUND	1,000
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD SUITE B DAVIS,CA 95616	UNRELATED	PUBLIC CHARITY	BETTERMENT OF TEACHER & STUDENT PROGRAMS	1,000
GIVE RUNNING INC 400 ROOSEVELT CT VENTURA,CA 93003	UNRELATED	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000
OJAI MUSIC FESTIVAL PO BOX 185 OJAI,CA 93024	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	1,000
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA,CA 93130	UNRELATED	PUBLIC CHARITY	BOB & BARBARA KUMMER SCHOLARSHIP	1,000
ST JOSEPH HOSPITAL OF ORANGE A CORP 1100 W STEWART DR ORANGE,CA 92868	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	1,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PL MSC 512 MEMPHIS,TN 38105	UNRELATED	PUBLIC CHARITY	GENERAL OPERATIONS	1,000
THE COLBURN SCHOOL OF PERFORMING ARTS 200 SOUTH GRAND AVENUE LOS ANGELES,CA 90012	UNRELATED	PUBLIC CHARITY	DANCE COUNCIL	1,000
THE FUND FOR MUSIC 750 E GREEN ST STE 305 PASADENA,CA 91101	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	1,000
AMERICAN COUNCIL OF TRUSTEES AND ALUMNI 1726 M STREET NW SUITE 802 WASHINGTON,DC 20036	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	500
CAL HUMANITIES 312 SUTTER STREET SUITE 601 SAN FRANCISCO,CA 94108	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	500
CANCER SUPPORT COMMUNITY PASADENA 200 E DEL MAR BLVD STE 118 PASADENA,CA 91105	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	500
CHARITIES AID FOUNDATION AMERICA 1800 DIAGONAL ROAD SUITE 150 ALEXANDRIA,VA 22314	UNRELATED	PUBLIC CHARITY	CONSERVATION LOWER ZAMBEZI	500
FRACTURED ATLAS PRODUCTIONS INC 248 E 35TH ST RM 1202 NEW YORK,NY 10016	UNRELATED	PUBLIC CHARITY	DOCUMENTARY FILM "THE CANNON AND THE FLOWER"	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LIGHT BRINGER PROJECT 99 S RAYMOND AVE PASADENA,CA 91105	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	500
TEAM HEAL FOUNDATION INC PO BOX 451370 LOS ANGELES,CA 90045	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	500
YEKOPE AMERICA MINISTRIES INTERNATIONAL 6955 GARDEN ROSE ST FONTANA,CA 92336	UNRELATED	PUBLIC CHARITY	UNRESTRICTED	500
FLINTRIDGE CENTER 1040 LINCOLN AVE STE 100 PASADENA,CA 91103	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	250
LANAI ANIMAL RESCUE CENTER INC PO BOX 631577 LANAI CITY,HI 96763	UNRELATED	PUBLIC CHARITY	GENERAL SUPPORT	250
LOYOLA HIGH SCHOOL 1901 VENICE BLVD LOS ANGELES,CA 90006	UNRELATED	PUBLIC CHARITY	FACULTY SUPPORT FUND	250
Total  3a				6,605,875

TY 2012 Accounting Fees Schedule

Name: THE FLETCHER JONES FOUNDATION

EIN: 23-7030155

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	59,250	35,550		23,700

TY 2012 Distribution from Corpus Election

Name: THE FLETCHER JONES FOUNDATION

EIN: 23-7030155

Election: PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2),
THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR
QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY
PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE
OUT OF CORPUS.

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE FLETCHER JONES FOUNDATION
EIN: 23-7030155

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN INST	8,091,696	8,091,696

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE FLETCHER JONES FOUNDATION**EIN:** 23-7030155

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD INCOME ACCOUNT	6,030,059	6,030,059
MAYO CAPITAL	4,089,938	4,089,938
MFS INTERNATIONAL EQUITY	7,833,134	7,833,134
IVA INTERNATIONAL FUND CLASS I	7,017,609	7,017,609

TY 2012 Investments Government Obligations Schedule

Name: THE FLETCHER JONES FOUNDATION

EIN: 23-7030155

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

10,369,539

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

10,369,539

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

0

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

0

TY 2012 Investments - Other Schedule

Name: THE FLETCHER JONES FOUNDATION
EIN: 23-7030155

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADAGE CAPITAL PARTNERS	FMV	11,273,781	11,273,781
DE SHAW	FMV	6,971,105	6,971,105
FRONTIER SMALL CAP	FMV	890,829	890,829
ABERDEEN ASIA	FMV	2,656,568	2,656,568
ACADIAN ACWI	FMV	7,689,520	7,689,520
LONE CASCADE LP	FMV	5,937,262	5,937,262
CITY OF LONDON	FMV	5,777,152	5,777,152
GMO EMERGING MARKETS	FMV	6,065,360	6,065,360
DAVIDSON KEMPNER	FMV	2,901,944	2,901,944
GRUSS GLOBAL INVESTORS	FMV	1,619,745	1,619,745
TACONIC OPP OFFSHORE	FMV	1,202,021	1,202,021
WELLINGTON DIV	FMV	9,264,326	9,264,326
PERSHING SQUARE	FMV	1,303,208	1,303,208
STANDARD PACIFIC	FMV	953,332	953,332
KNIGHTHEAD OFFSHORE FUND LTD.	FMV	1,680,935	1,680,935
SCOPIA PX INT'L LTD.	FMV	1,035,889	1,035,889
BAY RESOURCE OFFSHORE FUND	FMV	1,268,008	1,268,008
DIALECTIC OFFSHORE LTD.	FMV	1,170,516	1,170,516
INDUS OMNI FUND, LTD	FMV	1,293,933	1,293,933
EII GLOBAL	FMV	3,211,938	3,211,938
CONTRARIAN FUND I OFFSHORE, LTD	FMV	1,508,206	1,508,206
INDUS OMNI FUND, LTD	FMV	511,825	511,825
MASON CAPITAL, LTD	FMV	2,322,654	2,322,654
OWL CREEK OVERSEAS FUND	FMV	1,215,451	1,215,451
FORESTER	FMV	0	0
DENHAM COMMODITY PARTNERS FUND	FMV	245,712	245,712
ENERVEST ENERGY INSTITUTIONAL FUND XII, LTD	FMV	1,718,567	1,718,567
GUGGENHEIM PLUS II - REAL ESTATE	FMV	0	0
LONE STAR REAL ESTATE FUND, LP	FMV	860,816	860,816
NCD PARTNERS VI, LP	FMV	1,037,545	1,037,545

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PERMIT CAPITAL MORTGAGE FUND, LP SERIES G	FMV	573,601	573,601
PERMIT CAPITAL MORTGAGE FUND, LP SERIES H	FMV	714,776	714,776
RESOURCE CAPITAL FUND V, LP	FMV	1,247,537	1,247,537
COMMONFUND CAPITAL VENTURE	FMV	44,264	44,264
DOVER STREET VIII LP	FMV	312,496	312,496
FORCE CAPITAL II LTD.	FMV	1,134,142	1,134,142
HBK OFFSHORE FUND II LP	FMV	1,331,295	1,331,295
SENATOR GLOBAL OFFSHORE	FMV	1,332,522	1,332,522
FORTRESS CREDIT OPPORTUNITIES FUND II B LP	FMV	645,029	645,029
TIGER CONSUMER PARTNERS OFFSHORE	FMV	1,217,962	1,217,962
SCOUT CAPITAL	FMV	1,253,423	1,253,423

TY 2012 Legal Fees Schedule

Name: THE FLETCHER JONES FOUNDATION

EIN: 23-7030155

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	27,953	11,181		16,772

TY 2012 Other Assets Schedule

Name: THE FLETCHER JONES FOUNDATION

EIN: 23-7030155

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER ASSETS	3,155,644		

TY 2012 Other Expenses Schedule**Name:** THE FLETCHER JONES FOUNDATION**EIN:** 23-7030155

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES AND EXPENSE	21,534	6,461		15,074
TELEPHONE	5,867	1,760		4,107
INSURANCE	32,162	0		32,162
PARKING	2,306	0		2,306
OTHER TRUSTEE EXPENSES	5,532	2,766		2,766
MISCELLANEOUS EXPENSES	1,174	29		1,145
K-1 INVESTMENT EXPENSES	0	670,912		0
K-1 FOREIGN TAX	0	55,676		0

TY 2012 Other Increases Schedule

Name: THE FLETCHER JONES FOUNDATION

EIN: 23-7030155

Description	Amount
NET UNREALIZED GAIN ON INVESTMENTS	16,228,666

TY 2012 Other Liabilities Schedule**Name:** THE FLETCHER JONES FOUNDATION**EIN:** 23-7030155

Description	Beginning of Year - Book Value	End of Year - Book Value
SECURITIES PURCHASED PAYABLE	3,150,614	236,916
DEFERRED TAX	51,274	298,173
OTHER LIABILITIES	0	45,271

TY 2012 Other Professional Fees Schedule

Name: THE FLETCHER JONES FOUNDATION

EIN: 23-7030155

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	1,899,750	1,899,750		0

TY 2012 Taxes Schedule**Name:** THE FLETCHER JONES FOUNDATION**EIN:** 23-7030155

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	299,585	0		0
FOREIGN TAXES	22,624	22,624		0
PAYROLL TAXES	11,733	4,107		7,626

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Functional Currency and Exchange Rate QBU Statement

Name: THE FLETCHER JONES FOUNDATION

EIN: 23-7030155

QBU Id	Country of Operation	Functional Currency
USD		0.00000