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

OMB No 1545-0052

2012

Open to public inspection

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

BCM FOUNDATION

26-2667384

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

Room/suite

8152 PAINTER AVE

201

City or town, state, and ZIP code

WHITTIER, CA 90602-3757

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

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

I Fair market value of all assets at end of year J Accounting method:  Cash  Accrual  
 (from Part II, col. (c), line 16)  Other (specify) *47,081,130.* (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		10.	10.		STATEMENT 1
4 Dividends and interest from securities		1,171,303.	1,171,303.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,908,131.			
b Gross sales price for all assets on line 6a		24,975,788.			
7 Capital gain net income (from Part IV, line 2)			1,908,131.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		3,079,444.	3,079,444.		
13 Compensation of officers, directors, trustees, etc		162,500.	0.		162,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 3	395.	0.		395.
b Accounting fees	STMT 4	34,675.	0.		34,675.
c Other professional fees	STMT 5	100,140.	90,780.		9,360.
17 Interest					
18 Taxes	STMT 6	160.	0.		160.
19 Depreciation and depletion		312.	0.		
20 Occupancy	STMT 7	12,085.	0.		12,085.
21 Travel, conferences, and meetings		900.	0.		900.
22 Printing and publications		8,066.	0.		8,066.
23 Other expenses	STMT 7				
24 Total operating and administrative expenses Add lines 13 through 23		319,233.	90,780.		228,141.
25 Contributions, gifts, grants paid		2,495,582.			2,495,582.
26 Total expenses and disbursements. Add lines 24 and 25		2,814,815.	90,780.		2,723,723.
27 Subtract line 26 from line 12:		264,629.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,988,664.		
c Adjusted net income (if negative, enter -0-)				N/A	

Revenue

SCANNED MAY 16 2013  
Operating and Administrative Expenses

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		113,904.	58,454.	58,454.
	2 Savings and temporary cash investments				
	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		11,240.	19,200.	19,200.
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 9	28,699,467.	28,791,864.	31,471,786.
	c Investments - corporate bonds	STMT 10	15,075,095.	15,275,771.	15,531,105.
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ►	3,401.			
	Less accumulated depreciation	STMT 11 ►	2,816.		
	15 Other assets (describe ►)			897.	585.
	16 Total assets (to be completed by all filers)		43,900,603.	44,145,874.	47,081,130.
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	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		44,905,240.	44,905,240.	
	29 Retained earnings, accumulated income, endowment, or other funds		<1,004,637. >	<759,366. >	
	30 Total net assets or fund balances		43,900,603.	44,145,874.	
	31 Total liabilities and net assets/fund balances		43,900,603.	44,145,874.	

## 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 43,900,603.
2 Enter amount from Part I, line 27a	2 264,629.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 44,165,232.
5 Decreases not included in line 2 (itemize) ►	5 19,358.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 44,145,874.

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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	SCHWAB-SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	SCHWAB-SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	WASH SALE LOSS DISALLOWED	P	VARIOUS	VARIOUS
d	STOCK CLASS ACTION SETTLEMENTS	P		
e	CAPITAL GAINS DIVIDENDS			
	(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	6,544,122.		6,281,299.	262,823.
b	18,225,572.		16,786,358.	1,439,214.
c	26,491.			26,491.
d	120.			120.
e	179,483.			179,483.
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				262,823.
b				1,439,214.
c				26,491.
d				120.
e				179,483.
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	1,908,131.
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	2,728,963.	46,932,627.	.058146
2010	1,747,817.	44,314,762.	.039441
2009	4,285.	5,157,140.	.000831
2008			
2007			
2			.098418
3			.032806
4			44,820,429.
5			1,470,379.
6			29,887.
7			1,500,266.
8			2,723,723.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	29,887.
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			
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-)			
3 Add lines 1 and 2		2	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	29,887.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6 Credits/Payments:		5	29,887.
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,200.	
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	19,200.
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	10,687.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►		11	
			Refunded ►

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1a	X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	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. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
<i>If "Yes," attach a detailed description of the activities</i>		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If "Yes," attach the statement required by General Instruction T.</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	N/A	
• By language in the governing instrument, or	6	X
• 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?	7	X
7 Did the foundation have at least \$5,000 in assets at any time during the year?		
<i>If "Yes," complete Part II, col. (c), and Part XV.</i>		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
<b>CA</b>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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**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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <b>N/A</b>			
14	The books are in care of ► <b>BCM FOUNDATION</b> Located at ► <b>8152 PAINTER AVE., STE. 201, WHITTIER, CA</b>	Telephone no. ► <b>562/696-0338</b>	
		ZIP+4 ► <b>90602</b>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	<input type="checkbox"/> X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	<input type="checkbox"/> X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	<input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input 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	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input type="checkbox"/> X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	<input type="checkbox"/> X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

6b

X

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES D. SHEPARD 8152 PAINTER AVE, STE 201 WHITTIER, CA 90602	TRUSTEE 40.00	81,250.	0.	0.
KAREN P. SHEPARD 8152 PAINTER AVE, STE 201 WHITTIER, CA 90602	TRUSTEE 40.00	81,250.	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

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**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
<b>NONE</b>		

**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**

<b>1 N/A</b>	
	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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**

<b>1 N/A</b>	
<b>2</b>	

**All other program-related investments. See instructions.**

**3**

►

**0.**

**Total. Add lines 1 through 3**

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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	45,431,662.
b Average of monthly cash balances	1b	71,312.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	45,502,974.
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	45,502,974.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	682,545.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,820,429.
6 Minimum investment return. Enter 5% of line 5	6	2,241,021.

**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	2,241,021.
2a Tax on investment income for 2012 from Part VI, line 5	2a	29,887.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	29,887.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,211,134.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,211,134.
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	2,211,134.

**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	2,723,723.
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	2,723,723.
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	29,887.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,693,836.

**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				2,211,134.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,445,192.			
b From 2008	1,512,964.			
c From 2009				
d From 2010				
e From 2011	420,672.			
f Total of lines 3a through e	4,378,828.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,723,723.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				2,211,134.
e Remaining amount distributed out of corpus	512,589.			
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:	4,891,417.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,445,192.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	2,446,225.			
10 Analysis of line 9:				
a Excess from 2008	1,512,964.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	420,672.			
e Excess from 2012	512,589.			

**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)

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

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

**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:

SEE STATEMENT 12

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

**c Any submission deadlines:**

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

## Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE SCHEDULE ATTACHED				2,495,582.
Total			► 3a	2,495,582.
b Approved for future payment				
NONE				
Total			► 3b	0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10.	
4 Dividends and interest from securities			14	1,171,303.	
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	1,908,131.	
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.		3,079,444.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		3,079,444.
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
PRIOR YR TAX ADJUSTMENT	188. 19,170.
TOTAL TO FORM 990-PF, PART III, LINE 5	19,358.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	28,791,864.	31,471,786.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,791,864.	31,471,786.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	15,275,771.	15,531,105.
TOTAL TO FORM 990-PF, PART II, LINE 10C	15,275,771.	15,531,105.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNISHINGS	268.	218.	50.
FURNISHINGS	2,853.	2,318.	535.
FURNISHINGS	280.	280.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,401.	2,816.	585.

## 2012 DEPRECIATION AND AMORTIZATION REPORT

## FORM 990-PF PAGE 1

## 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNISHINGS	112509SL		5.00	17	268.		134.	134.	57.		27.
2	FURNISHINGS	120709SL		5.00	17	2,853.		1,427.	1,426.	606.		285.
3	FURNISHINGS	080311SL		5.00	17	280.		280.				0.
	* TOTAL 990-PF PG				1	3,401.		1,841.	1,560.	663.	0.	312.
	DEPR											

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

SOURCE	AMOUNT
WELLS FARGO BANK	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	1,343,842.	179,483.	1,164,359.
INVESTCO CORP	6,944.	0.	6,944.
TOTAL TO FM 990-PF, PART I, LN 4	1,350,786.	179,483.	1,171,303.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LARSON & BAWDEN LLP	395.	0.		395.
TO FM 990-PF, PG 1, LN 16A	395.	0.		395.

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALICE C. CLARNO, EA	18,675.	0.		18,675.
DOUGHERTY & CO	16,000.	0.		16,000.
TO FORM 990-PF, PG 1, LN 16B	34,675.	0.		34,675.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JULIE MORADI	9,360.	0.		9,360.
SCHWAB INVESTMENT SERVICES	90,780.	90,780.		0.
TO FORM 990-PF, PG 1, LN 16C	100,140.	90,780.		9,360.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRY OF CHARITABLE TRUSTS	150.	0.		150.
FRANCHISE TAX BOARD	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	160.	0.		160.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE DUES & MEMBERSHIPS	1,166. 6,900.	0. 0.		1,166. 6,900.
TO FORM 990-PF, PG 1, LN 23	8,066.	0.		8,066.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

## NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAMES D. SHEPARD  
8152 PAINTER AVE, STE.201  
WHITTIER, CA 90602

## TELEPHONE NUMBER

562/696-0338

## FORM AND CONTENT OF APPLICATIONS

NO UNSOLICITED GRANT APPLICATIONS, BUT WILL REVIEW 2-3 PG CONCEPT PAPERS.  
INCLUDE PROGRAM DESCRIPTION & BACKGROUND INFO ON ORGANIZATION. FOR MORE  
INFORMATION EMAIL JBCM1897@GMAIL.COM.

## ANY SUBMISSION DEADLINES

## RESTRICTIONS AND LIMITATIONS ON AWARDS

## Capital Gains Report

1/1/12 Through 12/31/12

Page 1

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
SHORT TERM						
Vanguard Intl Growth Fund	1,910,444	1/11/11	1/6/12	100,000.00	118,126.56	-18,126.56
Allianz Agic Convertible Fd	3,778,321	5/3/11	1/9/12	100,000.00	116,701.72	-16,701.72
Vanguard MSCI Emerging Market	1,217,000	5/3/11	2/15/12	53,419.91	60,004.18	-6,584.27
Vanguard MSCI Emerging Market	597,000	1/25/12	2/15/12	26,205.17	25,016.98	1,188.19
SPDR Barclays Capital High Yie	5,292,000	11/1/11	2/22/12	209,848.94	208,301.67	1,547.27
DFA Emerging Mkts Core	2,787,339	2/15/12	3/6/12	55,000.00	56,082.38	-1,082.38
Blackrock Inflation Protected	344,060	5/31/11	5/23/12	4,066.61	3,700.65	365.96
Blackrock Inflation Protected	253,106	6/30/11	5/23/12	2,991.58	2,722.36	269.22
Blackrock Inflation Protected	199,412	7/29/11	5/23/12	2,356.95	2,144.84	212.11
Blackrock Inflation Protected	6,624	8/31/11	5/23/12	78.29	71.25	7.04
Blackrock Inflation Protected	41,995	9/30/11	5/23/12	496.36	451.69	44.67
Blackrock Inflation Protected	125,078	10/31/11	5/23/12	1,478.36	1,345.32	133.04
Blackrock Inflation Protected	78,703	11/30/11	5/23/12	930.23	846.52	83.71
Blackrock Inflation Protected	185,530	12/21/11	5/23/12	2,192.87	1,995.53	197.34
Blackrock Inflation Protected	2,665	12/30/11	5/23/12	31.50	28.66	2.84
Blackrock Inflation Protected	81,032	4/30/12	5/23/12	957.76	871.57	86.19
Dodge & Cox Global Stk Fund	35,349,614	9/26/11	5/23/12	275,000.00	273,898.59	1,101.41
Blackrock Eqty Dividend Fd	5,103,061	9/26/11	7/30/12	100,000.00	88,122.48	11,877.52
SPDR Barclays Capital High Yie	3,144,000	11/1/11	8/1/12	125,059.71	123,752.92	1,306.79
Blackrock Eqty Dividend Fd	13,953,323	9/26/11	8/8/12	275,000.00	240,953.69	34,046.31
Vanguard Total Bond	87,413,941	10/13/11	10/3/12	979,902.88	938,443.15	41,459.73
American Fd Cap World Growth	751,034	12/16/11	10/3/12	27,322.41	25,668.81	1,653.60
American Fd Cap World Growth	4,287,195	1/26/12	10/3/12	155,966.98	146,527.56	9,439.42
American Fd Cap World Growth	394,118	3/16/12	10/3/12	14,337.91	13,470.15	867.76
American Fd Cap World Growth	951,179	6/15/12	10/3/12	34,603.63	32,509.35	2,094.28
American Fd Cap World Growth	365,151	9/21/12	10/3/12	13,284.09	12,480.11	803.98
Blackrock Eqty Dividend Fd	763,515	10/20/11	10/3/12	15,476.35	13,184.80	2,291.55
Blackrock Eqty Dividend Fd	55,633	12/8/11	10/3/12	1,127.67	960.70	166.97
Blackrock Eqty Dividend Fd	866,098	12/8/11	10/3/12	17,555.69	14,956.26	2,599.43
Blackrock Eqty Dividend Fd	3,447,455	1/25/12	10/3/12	69,879.46	59,532.56	10,346.90
Blackrock Eqty Dividend Fd	665,478	4/18/12	10/3/12	13,489.15	11,491.84	1,997.31
Blackrock Eqty Dividend Fd	44,344,510	5/23/12	10/3/12	898,857.41	765,765.50	133,091.91
Blackrock Eqty Dividend Fd	915,679	7/19/12	10/3/12	18,560.69	15,812.45	2,748.24
Calamos Global Growth & Income	1,150,664	12/22/11	10/3/12	12,864.29	11,054.99	1,809.30
Calamos Global Growth & Income	2,705,515	1/25/12	10/3/12	30,247.34	25,993.21	4,254.13
Calamos Global Growth & Income	2,042,408	3/22/12	10/3/12	22,833.88	19,622.42	3,211.46
Calamos Global Growth & Income	853,822	6/21/12	10/3/12	9,545.63	8,203.09	1,342.54
SPDR Barclays Capital High Yie	19,926,000	11/1/11	10/3/12	797,420.47	784,319.55	13,100.92
SPDR Barclays Capital High Yie	9,014,000	12/27/11	10/3/12	360,732.12	350,199.24	10,532.88
DFA Emerging Mkts Core	5,925,811	2/15/12	10/18/12	115,000.00	118,314.20	-3,314.20
Vanguard Value Index	68,758,917	10/3/12	12/19/12	1,600,000.00	1,587,649.38	12,350.62
TOTAL SHORT TERM				6,544,122.29	6,281,298.88	262,823.41
LONG TERM						
DFA Intl Small Company	7,177,184	4/27/10	1/6/12	100,000.00	110,763.94	-10,763.94
Blackrock Inflation Protected	2,606,240	11/19/09	1/10/12	30,000.00	28,026.78	1,973.22
Vanguard Total Bond	20,932,662	11/19/09	1/10/12	230,000.00	224,557.06	5,442.94
Vanguard Total Bond	45,541,890	11/19/09	1/25/12	500,000.00	488,554.83	11,445.17
JPMorgan Mortgage-Backed Sec	14,812,713	4/27/10	2/3/12	170,000.00	166,653.75	3,346.25
Vanguard MSCI Emerging Market	17,983,000	11/19/09	2/15/12	789,359.34	726,458.33	62,901.01
Vanguard MSCI Emerging Market	2,056,000	5/18/10	2/15/12	90,247.61	79,997.62	10,249.99
Vanguard MSCI Emerging Market	9,403,000	10/21/10	2/15/12	412,742.36	435,810.25	-23,067.89
Vanguard MSCI Emerging Market	24,427,000	11/17/10	2/15/12	1,072,217.12	1,131,295.35	-59,078.23
Vanguard MSCI Emerging Market	1,257,000	1/11/11	2/15/12	55,175.70	60,055.02	-4,879.32

## Capital Gains Report

1/1/12 Through 12/31/12

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Templeton Global Total Return	15,216.784	3/24/10	2/22/12	199,154.54	193,440.79	5,713.75
Templeton Global Total Return	543.502	4/15/10	2/22/12	7,113.26	6,909.18	204.08
Templeton Global Total Return	469.614	5/17/10	2/22/12	6,146.22	5,969.89	176.33
Templeton Global Total Return	4,811.400	5/18/10	2/22/12	62,970.74	61,164.11	1,806.63
Templeton Global Total Return	461.569	6/15/10	2/22/12	6,040.93	5,867.62	173.31
Templeton Global Total Return	470.521	7/15/10	2/22/12	6,158.09	5,981.42	176.67
Templeton Global Total Return	468.452	8/18/10	2/22/12	6,131.02	5,955.12	175.90
Templeton Global Total Return	429.993	9/15/10	2/22/12	5,627.67	5,466.21	161.46
Templeton Global Total Return	50.239	10/15/10	2/22/12	657.52	638.65	18.87
Vanguard Total Bond	68,516.329	11/19/09	2/22/12	755,000.00	735,077.49	19,922.51
JPMorgan Mortgage-Backed Sec	50,307.888	4/27/10	3/6/12	580,000.00	566,043.10	13,956.90
Templeton Global Total Return	389.019	10/15/10	3/6/12	5,081.09	4,945.34	135.75
Templeton Global Total Return	5,353.135	10/21/10	3/6/12	69,918.91	68,050.82	1,868.09
Vanguard Total Bond	5,886.873	11/19/09	3/6/12	65,000.00	63,162.10	1,837.90
American Fd Cap World Growth	3,630.951	11/19/09	3/6/12	125,000.00	124,083.20	916.80
Morgan Stanley Global R E	6,958.279	5/1/10	3/6/12	60,000.00	55,174.30	4,825.70
Touchstone Sands Cap Instl Gr	12,043.946	11/19/09	3/6/12	200,000.00	141,689.53	58,310.47
JPMorgan Mortgage-Backed Sec	12,988.745	4/27/10	5/15/12	150,000.00	146,163.17	3,836.83
Vanguard Total Bond	20,759.928	11/19/09	5/15/12	230,000.00	222,769.46	7,230.54
Blackrock Inflation Protected	34,709.872	11/19/09	5/23/12	410,252.80	373,333.26	36,919.54
Blackrock Inflation Protected	17.945	11/30/09	5/23/12	212.10	193.01	19.09
Blackrock Inflation Protected	114.788	12/22/09	5/23/12	1,356.74	1,234.64	122.10
Blackrock Inflation Protected	12.817	12/22/09	5/23/12	151.49	137.86	13.63
Blackrock Inflation Protected	81.352	12/31/09	5/23/12	961.54	875.01	86.53
Blackrock Inflation Protected	69.246	1/29/10	5/23/12	818.45	744.80	73.65
Blackrock Inflation Protected	2.501	2/26/10	5/23/12	29.56	26.90	2.66
Blackrock Inflation Protected	104.365	3/31/10	5/23/12	1,233.54	1,122.53	111.01
Blackrock Inflation Protected	49.331	4/30/10	5/23/12	583.07	530.60	52.47
Blackrock Inflation Protected	188.084	5/28/10	5/23/12	2,223.06	2,023.00	200.06
Blackrock Inflation Protected	104.024	6/30/10	5/23/12	1,229.51	1,118.86	110.65
Blackrock Inflation Protected	63.756	7/30/10	5/23/12	753.56	685.75	67.81
Blackrock Inflation Protected	1.868	8/31/10	5/23/12	22.08	20.09	1.99
Blackrock Inflation Protected	69.342	10/29/10	5/23/12	819.59	745.83	73.76
Blackrock Inflation Protected	48.390	11/30/10	5/23/12	571.94	520.47	51.47
Blackrock Inflation Protected	1,008.555	12/22/10	5/23/12	11,920.60	10,847.84	1,072.76
Blackrock Inflation Protected	271.392	12/22/10	5/23/12	3,207.71	2,919.04	288.67
Blackrock Inflation Protected	76.558	12/31/10	5/23/12	904.88	823.44	81.44
Blackrock Inflation Protected	48.305	1/31/11	5/23/12	570.94	519.56	51.38
Blackrock Inflation Protected	87.684	2/28/11	5/23/12	1,036.38	943.11	93.27
Blackrock Inflation Protected	192.947	3/31/11	5/23/12	2,280.53	2,075.30	205.23
Blackrock Inflation Protected	186.153	4/29/11	5/23/12	2,200.23	2,002.23	198.00
American Fd Cap World Growth	10,369.625	11/19/09	5/23/12	340,000.00	354,446.34	-14,446.34
Vanguard Intl Growth Fund	11,387.740	1/11/11	5/23/12	600,000.00	696,862.47	-96,862.47
Vanguard Total Bond	6,692.239	11/19/09	7/30/12	75,000.00	71,824.45	3,175.55
Primecap Odyssey Stock	18,626.847	11/19/09	8/8/12	290,000.00	234,150.23	55,849.77
Touchstone Sands Cap Instl Gr	32,819.568	11/19/09	8/8/12	558,241.43	386,101.79	172,139.64
Touchstone Sands Cap Instl Gr	985.253	3/24/10	8/8/12	16,758.57	11,590.89	5,167.68
Calamos Global Growth & Income	3,146.451	11/19/09	9/26/12	35,000.00	30,229.50	4,770.50
Vanguard Total Bond	79,879.161	11/19/09	10/3/12	895,438.64	857,552.59	37,886.05
Vanguard Total Bond	671.287	11/30/09	10/3/12	7,525.07	7,206.68	318.39
Vanguard Total Bond	2,857.143	12/10/09	10/3/12	32,028.33	30,673.21	1,355.12
Vanguard Total Bond	1,910.678	12/31/09	10/3/12	21,418.54	20,512.32	906.22
Vanguard Total Bond	1,866.293	1/29/10	10/3/12	20,920.99	20,035.82	885.17
Vanguard Total Bond	1,757.628	2/26/10	10/3/12	19,702.86	18,869.23	833.63
Vanguard Total Bond	17,255.513	3/24/10	10/3/12	193,432.84	185,248.69	8,184.15
Vanguard Total Bond	1,847.156	3/31/10	10/3/12	20,706.46	19,830.37	876.09
Vanguard Total Bond	1,819.419	4/30/10	10/3/12	20,395.53	19,532.60	862.93
Vanguard Total Bond	1,672.274	5/28/10	10/3/12	18,746.05	17,952.90	793.15
Vanguard Total Bond	1,517.034	6/30/10	10/3/12	17,005.82	16,286.31	719.51

## Capital Gains Report

1/1/12 Through 12/31/12

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Vanguard Total Bond	1,517,907	7/30/10	10/3/12	17,015.61	16,295.68	719.93
Vanguard Total Bond	1,475,248	8/31/10	10/3/12	16,537.41	15,837.71	699.70
Vanguard Total Bond	1,437,017	9/30/10	10/3/12	16,108.84	15,427.27	681.57
Vanguard Total Bond	13,769,518	10/21/10	10/3/12	154,355.13	147,824.36	6,530.77
Vanguard Total Bond	1,480,786	10/29/10	10/3/12	16,599.49	15,897.16	702.33
Vanguard Total Bond	1,409,970	11/30/10	10/3/12	15,805.64	15,136.91	668.73
Vanguard Total Bond	742,635	12/23/10	10/3/12	8,324.88	7,972.65	352.23
Vanguard Total Bond	1,438,855	12/23/10	10/3/12	16,129.44	15,447.01	682.43
Vanguard Total Bond	1,395,565	12/31/10	10/3/12	15,644.17	14,982.26	661.91
Vanguard Total Bond	1,403,121	1/31/11	10/3/12	15,728.87	15,063.38	665.49
Vanguard Total Bond	1,333,342	2/28/11	10/3/12	14,946.65	14,314.26	632.39
Vanguard Total Bond	1,449,271	3/31/11	10/3/12	16,246.21	15,558.83	687.38
Vanguard Total Bond	1,402,705	4/29/11	10/3/12	15,724.20	15,058.91	665.29
Vanguard Total Bond	1,240,140	5/31/11	10/3/12	13,901.86	13,313.68	588.18
Vanguard Total Bond	1,182,656	6/30/11	10/3/12	13,257.47	12,696.55	560.92
Vanguard Total Bond	1,169,694	7/29/11	10/3/12	13,112.17	12,557.39	554.78
Vanguard Total Bond	1,075,235	8/31/11	10/3/12	12,053.29	11,543.32	509.97
Vanguard Total Bond	1,006,667	9/30/11	10/3/12	11,284.65	10,807.20	477.45
American Fd Cap World Growth	23,278,991	11/19/09	10/3/12	846,883.33	795,628.30	51,255.03
American Fd Cap World Growth	612,132	12/16/09	10/3/12	22,269.19	20,921.42	1,347.77
American Fd Cap World Growth	534,911	3/19/10	10/3/12	19,459.92	18,282.16	1,177.76
American Fd Cap World Growth	22,922,745	3/24/10	10/3/12	833,923.19	783,452.54	50,470.65
American Fd Cap World Growth	1,660,522	6/18/10	10/3/12	60,409.34	56,753.25	3,656.09
American Fd Cap World Growth	644,549	9/17/10	10/3/12	23,448.52	22,029.37	1,419.15
American Fd Cap World Growth	4,802,205	10/21/10	10/3/12	174,702.90	164,129.54	10,573.36
American Fd Cap World Growth	6,322,220	11/17/10	10/3/12	230,000.63	216,080.55	13,920.08
American Fd Cap World Growth	862,520	12/17/10	10/3/12	31,378.24	29,479.17	1,899.07
American Fd Cap World Growth	1,828,034	1/11/11	10/3/12	66,503.38	62,478.46	4,024.92
American Fd Cap World Growth	674,503	3/18/11	10/3/12	24,538.23	23,053.13	1,485.10
American Fd Cap World Growth	1,630,189	6/17/11	10/3/12	59,305.83	55,716.53	3,589.30
American Fd Cap World Growth	594,756	9/16/11	10/3/12	21,637.06	20,327.54	1,309.52
Blackrock Eqty Dividend Fd	101,719	9/26/11	10/3/12	2,061,846.28	1,756,553.08	305,293.20
Calamos Global Growth & Income	82,445,429	11/19/09	10/3/12	921,730.28	792,093.74	129,636.54
Calamos Global Growth & Income	3,657,262	12/9/09	10/3/12	40,887.76	35,137.11	5,750.65
Calamos Global Growth & Income	2,273,211	3/18/10	10/3/12	25,414.23	21,839.85	3,574.38
Calamos Global Growth & Income	40,000,000	4/27/10	10/3/12	447,195.33	384,299.65	62,895.68
Calamos Global Growth & Income	7,181,215	6/17/10	10/3/12	80,285.15	68,993.46	11,291.69
Calamos Global Growth & Income	29,121,364	10/21/10	10/3/12	325,573.45	279,783.25	45,790.20
Primecap Odyssey Stock	83,544,767	11/19/09	10/3/12	1,325,000.00	1,050,206.00	274,794.00
Dodge & Cox Global Stk Fund	38,087,051	9/26/11	10/18/12	350,000.00	298,373.99	51,626.01
Morgan Stanley Global R E	11,412,863	5/1/10	10/18/12	110,000.00	90,496.04	19,503.96
Primecap Odyssey Stock	6,478,717	11/19/09	10/18/12	105,000.00	81,441.22	23,558.78
<b>TOTAL LONG TERM</b>				<b>18,225,571.77</b>	<b>16,786,357.83</b>	<b>1,439,213.94</b>
<b>OVERALL TOTAL</b>				<b>24,769,694.06</b>	<b>23,067,656.71</b>	<b>1,702,037.35</b>

# BCM FOUNDATION

2012

Company	Tax Status	Amount Funded	Date Closed	Purpose
<b>Amy Biehl Foundation</b>				
P.O. Box 66 San Marcos CA 92079	public charity	\$85,000.00	7/28/2012	Building an infrastructure
<b>Aquarium of the Pacific</b>				
100 Aquarium Way Long Beach CA 90802	Public Charity	\$30,000.00	7/28/2012	Aquarium Scholarship Fund
<b>Assistance League Whittier</b>				
P.O. Box 386 Whittier CA 90608	public charity	\$10,000.00	10/18/2012	Operation School Bell
<b>Belmont Shore Rugby Club</b>				
10900 183rd Street Suite 270 Cerritos CA 90703	public charity	\$10,000.00	2/2/2012	registration costs for 40 youth players
<b>Boys &amp; Girls Club - Whittier</b>				
7905 Greenleaf Ave. Whittier CA 90602	Public Charity	\$150,000.00	10/18/2012	Core Support
<b>Boys &amp; Girls Clubs of America</b>				
1275 Peachtree St. NE Atlanta GA 30309	public charity	\$60,000.00	10/18/2012	Boys & Girls Club - Whittier
<b>C.R.C. Inc./H.O.W. House</b>				
14100 1/2 Glengyle St Whittier CA 90604	Public Charity	\$57,000.00	10/18/2012	Repair driveway, replace water heaters, replace carpeting with tile
<b>CASA of Los Angeles (Friends of CASA)</b>				
201 Centre Plaza Drive, Suite 3 Monterey Park CA 91754	Public Charity	\$100,000.00	10/18/2012	Transition Age Youth

Company	Tax Status	Amount Funded	Date Closed	Purpose
<b>Chorale Bel Canto</b> P.O. Box 451 Whittier CA 90608	Public Charity	\$10,000.00	3/5/2012	2012 Spring Concert
<b>Five Acres</b> 760 West Mountain View Street Altadena CA 91001	Public Charity	\$10,000.00	2/2/2012	Domestic violence prevention program
	Public Charity	\$40,000.00	7/28/2012	Transitional-Aged Youth Program
<b>Friends of EWMSIMP Foundation</b> 14421 East Whittier Blvd. Whittier CA 90605	public charity	\$120,000.00	2/2/2012	assisting young musicians to perform at Carnegie Hall
<b>Interfaith Food Center</b> 14545 Leffingwell Rd. Whittier CA 90604	Public Charity	\$200,000.00	5/10/2012	core operating expenses and food distribution program expenses
<b>Kidspace Children's Museum</b> 480 N. Arroyo Blvd. Pasadena CA 91103	public charity	\$50,000.00	1/4/2012	education programs
<b>Library Foundation of Los Angeles</b> 630 West Fifth St. Los Angeles CA 90071	Public Charity	\$50,000.00	10/18/2012	part-time Cybernaut positions
<b>Long Beach Museum of Art</b> 2300 East Ocean Blvd. Long Beach CA 90803	Public Charity	\$60,000.00	5/10/2012	general operating grant for 2012
<b>Los Angeles Chamber Orchestra</b> 350 S. Figueroa St., Suite 183 Los Angeles CA 90071	public charity	\$20,000.00	3/5/2012	Educational Programs and Field-Trip Transportation
<b>Los Angeles County High School for the Arts</b> 1149 So. Hill Street, Suite 100 Los Angeles CA 90015				

Company	Tax Status	Amount Funded	Date Closed	Purpose
	Public Charity	\$75,000.00	5/10/2012	general operating support
<b>Los Angeles Music &amp; Art School</b>				
3630 East Third St. Los Angeles CA 90063				
	Public Charity	\$25,000.00	7/28/2012	after-school programs
<b>Los Angeles Regional Food Bank</b>				
1734 E. 41st St. Los Angeles CA 90058-1502				
	Public Charity	\$150,000.00	1/4/2012	2012 Program Operating Fund
<b>Mount St. Mary's College</b>				
10 Chester Place Los Angeles CA 90007				
		\$5,000.00	5/10/2012	MAPs scholarship for 2 students
<b>Natural History Museum</b>				
900 Exposition Blvd. Los Angeles CA 90007				
	Public Charity	\$25,000.00	2/2/2012	School Visits Program
<b>Oralingua School for the Hearing Impaired</b>				
7056 S. Washington Ave. Whittier CA 90602				
	public charity	\$25,000.00	10/18/2012	Preparing deaf students for learning in the mainstream
<b>PIH Foundation</b>				
12401 Washington Blvd. Whittier CA 90602				
	Public Charity	\$250,000.00	3/5/2012	Care Force One Mobile Health Clinic and New Plaza Tower Challenge G
<b>Rancho Santa Ana Botanic Garden</b>				
1500 N. College Ave. Claremont CA 91711				
	public charity	\$50,000.00	10/18/2012	PowerPLANT program
<b>School on Wheels, Inc.</b>				
P.O. Box 23371 Ventura CA 93002				
	public charity	\$75,000.00	1/4/2012	Core program funding
<b>Shoes That Fit</b>				
1420 N. Claremont Blvd., Suite 107-B Claremont CA 91711				

Company	Tax Status	Amount Funded	Date Closed	Purpose
	Public Charity	\$5,000.00	5/10/2012	new school shoes
<b>United Peace Officers Against Crime</b>				
P.O. Box 2084 Walnut CA 91789				
	public charity	\$45,000.00	1/4/2012	after school program and summer camp
<b>Whittier Area First Day Coalition</b>				
12426 Whittier Blvd. Whittier CA 90602				
	Public Charity	\$175,000.00	10/18/2012	general operating funds
<b>Whittier Area Literacy Council, Inc.</b>				
12911 Hadley St. Whittier CA 90608				
	public charity	\$32,080.00	7/28/2012	program coordinator
<b>Whittier College - CEC</b>				
13406 E. Philadelphia St. Whittier CA 90608-0634				
	public charity	\$386,502.00	3/5/2012	Fifth Dimension and CEC Programs
<b>Whittier Museum</b>				
6755 Newlin Avenue Whittier CA 90601				
		\$10,000.00	5/10/2012	Elementary School Field Trips
<b>Whittier Public Library Foundation</b>				
7344 S. Washington Ave. Whittier CA 90602				
	Public Charity	\$100,000.00	7/28/2012	the Homework Center and Whittwood Branch Library renovation
<b>Total</b>	<b><u>\$2,495,582.00</u></b>			