Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE COTO FOUNDATION

A Employer identification number: 26-3896152

Number and street (or P O box number if mail is not delivered to street address): 625 S FAIR OAKS AVE — Room/suite: 360

B Telephone number: 626-441-5188

City or town, state, and ZIP code: SOUTH PASADENA, CA 91030

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 858311.

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

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

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

	Line	(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	461902.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7033.	7033.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	117690.			
	b Gross sales price for all assets on line 6a 502551.				
	7 Capital gain net income (from Part IV, line 2)		117690.		
	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	586625.	124723.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	1683.	0.		0.
	b Accounting fees Stmt 3	10739.	2148.		7517.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	185.	185.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	564.	564.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13171.	2897.		7517.
	25 Contributions, gifts, grants paid	233200.			233200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	246371.	2897.		240717.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	340254.			
	b **Net investment income** (if negative, enter -0-)		121826.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 30 2013

RECEIVED MAY 30 2013 IRS-OSC OGDEN, UT

223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

G-18 18

09140517 769268 5129 2012.03030 THE COTO FOUNDATION 5129___1

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	266032.	114.	114.
2 Savings and temporary cash investments		477671.	477671.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock Stmt 6	253587.	380526.	380526.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	519619.	858311.	858311.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	306558.	306558.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	213061.	551753.	
30 **Total net assets or fund balances**	519619.	858311.	
31 **Total liabilities and net assets/fund balances**	519619.	858311.	

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	519619.
2 Enter amount from Part I, line 27a	2	340254.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	859873.
5 Decreases not included in line 2 (itemize) ▶ CAPITAL GAINS BOOK-TO-TAX ADJUSTMENT	5	1562.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	858311.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	502551.		384861.	117690.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				117690.

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** 117690.

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	220000.	296185.	.742779
2010	156000.	241499.	.645965
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	1.388744
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	.694372
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	378238.
5	Multiply line 4 by line 3	5	262638.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1218.
7	Add lines 5 and 6	7	263856.
8	Enter qualifying distributions from Part XII, line 4	8	240717.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2437.
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	2437.
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	2437.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2500.		
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	2500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	55.
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	8.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 8. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ WHITTIER TRUST COMPANY Telephone no. ▶ 626-441-5188
Located at ▶ 625 S FAIR OAKS AVE, STE 360, SOUTH PASADENA, CA ZIP+4 ▶ 91030

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

		Yes	No
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)?		**5b**	X
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? See Statement 8	☒ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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
MELANIE COTO 625 S FAIR OAKS AVE STE #360 SOUTH PASADENA, CA 91030	PRESIDENT 0.00	0.	0.	0.
MARGARET SIMPKINS 625 S FAIR OAKS AVE STE #360 SOUTH PASADENA, CA 91030	VP & TREASURER 0.00	0.	0.	0.

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

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

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

Form **990-PF** (2012)

223551
12-05-12

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

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

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

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

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

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

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

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

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	222293.
b	Average of monthly cash balances	1b	161705.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	383998.
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	383998.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5760.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	378238.
6	**Minimum investment return.** Enter 5% of line 5	6	18912.

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	18912.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 2437.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	2437.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16475.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16475.
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	16475.

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	240717.
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	240717.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	240717.

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				16475.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010 142425.				
e From 2011 205191.				
f **Total** of lines 3a through e	347616.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 240717.				
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)	0.			
d Applied to 2012 distributable amount				16475.
e Remaining amount distributed out of corpus	224242.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	571858.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	571858.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 142425.				
d Excess from 2011 205191.				
e Excess from 2012 224242.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Blue Shadows Mounted Drill Team 9721 Hierba Rd. Aqua Dulce, CA 91390	NONE	170 (b)(1)(A)(vi)	General Operating Support	9000.
Blue Shadows Mounted Drill Team 9721 Hierba Rd. Aqua Dulce, CA 91390	NONE	170 (b)(1)(A)(vi)	Horse Surgery	1200.
California Rangers, Inc. 16410 Ludlow Street Granada Hills, CA 91344	NONE	509(a)(2)	General Operating Support	8000.
California State Horseman's Association 24163 Saint Moritz Drive Valencia, CA 91355	NONE	509(a)(2)	Drill Team	10000.
Children of the Americas - Children of the World Inc. 1781 Eastwood Drive Lexington, KY 40502	NONE	170(b)(1)(A)(vi	General Operating Support	5000.
Total See continuation sheet(s)			▶ **3a**	233200.
b *Approved for future payment*				
Lifesavers, Inc. Wild Horse Rescue and Sanctuary 23809 E. Avenue J. Lancaster, CA 93535	NONE	170 (b)(1)(A)(vi)	Challenge Grant to Support	20000.
Total			▶ **3b**	20000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	7033.	
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	117690.	
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.		124723.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 124723.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Peggy Grayson | 5/21/13 | Secretary ~~PRESIDENT~~

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KYLE WEBSTER, CPA	[signature]	5/20/13		P00148175
Firm's name ▶ WHITTIER TRUST COMPANY			Firm's EIN ▶	
Firm's address ▶ 1600 HUNTINGTON DRIVE SOUTH PASADENA, CA 91030			Phone no. 626-463-2660	

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

THE COTO FOUNDATION

Employer identification number

26-3896152

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: THE COTO FOUNDATION

Employer identification number: 26-3896152

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MELANIE COTO CLAT-COMERICA BANK & TRUST P.O. BOX 75000 DETROIT, MI 48275	$ 461902.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE COTO FOUNDATION	26-3896152

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE COTO FOUNDATION

Employer identification number: 26-3896152

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	94 SHS 3M CO COM	P	02/11/11	08/15/12
b	168 SHS ALTERA CORP	P	02/11/11	08/15/12
c	33 SHS ALTERA CORP	P	09/08/11	08/15/12
d	42 SHS ALTERA CORP	P	12/12/11	08/15/12
e	97 SHS AMERICAN EXPRESS	P	03/01/12	08/15/12
f	107 SHS ANIXTER INTL INC	P	02/11/11	08/15/12
g	6 SHS BECTON DICKINSON	P	03/02/11	08/15/12
h	92 SHS BECTON DICKINSON	P	02/11/11	08/15/12
i	470 SHS BG PLC	P	02/11/11	08/15/12
j	6 SHS BLACKROCK INC	P	05/23/11	08/15/12
k	35 SHS BLACKROCK INC	P	02/11/11	08/15/12
l	4 SHS BLACKROCK INC	P	09/08/11	08/15/12
m	569 SHS CHARLES SCHWAB	P	02/11/11	08/15/12
n	179 SHS CHARLES SCHWAB	P	09/08/11	08/15/12
o	37 SHS CIMAREX ENERGY	P	02/11/11	08/15/12

	(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	8693.		8571.	122.
b	6066.		6944.	-878.
c	1192.		1160.	32.
d	1517.		1487.	30.
e	5489.		5111.	378.
f	6490.		7531.	-1041.
g	457.		478.	-21.
h	7010.		7461.	-451.
i	9696.		11470.	-1774.
j	1056.		1164.	-108.
k	6158.		7119.	-961.
l	704.		626.	78.
m	7399.		10891.	-3492.
n	2328.		2089.	239.
o	2282.		3900.	-1618.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				122.
b				-878.
c				32.
d				30.
e				378.
f				-1041.
g				-21.
h				-451.
i				-1774.
j				-108.
k				-961.
l				78.
m				-3492.
n				239.
o				-1618.

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	
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	

223591
05-01-12

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	19 SHS CIMAREX ENERGY	P	09/09/11	08/15/12
b	48 SHS CIMAREX ENERGY	P	08/17/11	08/15/12
c	179 SHS COMCAST CLA SP	P	02/11/11	08/15/12
d	133 SHS COVIDIEN PLC	P	02/11/11	08/15/12
e	227 SHS DANAHER CORP	P	02/11/11	08/15/12
f	8 SHS ECOLAB INC	P	08/11/11	08/15/12
g	76 SHS ECOLAB INC	P	08/29/11	08/15/12
h	6 SHS GOOGLE INC.	P	06/30/11	08/15/12
i	12 SHS GOOGLE INC.	P	04/27/11	08/15/12
j	155 SHS IFC INTERNATIONAL	P	02/11/11	08/15/12
k	14 SHS MASTER CARD INC.	P	02/11/11	08/15/12
l	144 SHS MC CORMICK & CO	P	02/11/11	08/15/12
m	23 SHS MC CORMICK & CO	P	04/06/11	08/15/12
n	205 SHS MILLER HERMAN	P	02/11/11	08/15/12
o	209 SHS NATIONAL INSTRUMENTS	P	02/11/11	08/15/12

	(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	1172.		1280.	-108.
b	2960.		3281.	-321.
c	5962.		4054.	1908.
d	7606.		6690.	916.
e	12144.		11701.	443.
f	519.		363.	156.
g	4935.		3948.	987.
h	4000.		3027.	973.
i	8000.		6439.	1561.
j	3430.		3609.	-179.
k	5975.		3531.	2444.
l	8591.		6484.	2107.
m	1372.		1096.	276.
n	3909.		5368.	-1459.
o	5466.		6469.	-1003.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-108.
b				-321.
c				1908.
d				916.
e				443.
f				156.
g				987.
h				973.
i				1561.
j				-179.
k				2444.
l				2107.
m				276.
n				-1459.
o				-1003.

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

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

223591
05-01-12

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	153 SHS NEWFIELD	P	02/11/11	08/15/12
b	40 SHS NEWFIELD	P	01/11/12	08/15/12
c	30 SHS NEWFIELD	P	10/21/11	08/15/12
d	24 SHS NEWFIELD	P	09/14/11	08/15/12
e	43 SHS NEWFIELD	P	08/29/11	08/15/12
f	58 SHS NOBLE ENRGY	P	02/11/11	08/15/12
g	41 SHS NOVO NORDISK	P	02/11/11	08/15/12
h	85 SHS NOVOZYMES A/S UNSPON	P	02/11/11	08/15/12
i	1000 SHS PIMCO HIGH YIELD	P	05/20/10	09/28/12
j	2000 SHS PIMCO HIGH YIELD	P	02/18/10	09/28/12
k	2000 SHS PIMCO HIGH YIELD	P	04/16/10	09/28/12
l	2000 SHS PIMCO HIGH YIELD	P	05/18/10	09/28/12
m	1000 SHS PIMCO HIGH YIELD	P	02/01/10	09/28/12
n	52 SHS PRAXAIR INC	P	02/11/11	08/15/12
o	14 SHS PROCTER & GAMBLE	P	04/05/11	08/15/12

	(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	4935.		10801.	-5866.
b	1290.		1535.	-245.
c	968.		1088.	-120.
d	774.		1120.	-346.
e	1387.		2127.	-740.
f	5169.		5065.	104.
g	6518.		4876.	1642.
h	2106.		2372.	-266.
i	13953.		10789.	3164.
j	27907.		21959.	5948.
k	27907.		23997.	3910.
l	27907.		23011.	4896.
m	13953.		11294.	2659.
n	5609.		5027.	582.
o	933.		866.	67.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-5866.
b				-245.
c				-120.
d				-346.
e				-740.
f				104.
g				1642.
h				-266.
i				3164.
j				5948.
k				3910.
l				4896.
m				2659.
n				582.
o				67.

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	
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	

223591
05-01-12

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	131 SHS PROCTER & GAMBLE	P	02/11/11	08/15/12
b	369 SHS PROGRESSIVE CORP	P	02/11/11	08/15/12
c	65 SHS PROGRESSIVE CORP	P	05/23/11	08/15/12
d	77 SHS PROGRESSIVE CORP	P	09/09/11	08/15/12
e	162 SHS ROCHE HLDG	P	02/11/11	08/15/12
f	133 SHS SCRIPPS NETWORKS	P	02/11/11	08/15/12
g	33 SHS SCRIPPS NETWORKS	P	09/09/11	08/15/12
h	34 SHS SCRIPPS NETWORKS	P	08/29/11	08/15/12
i	53 SHS SMUCKER J.M	P	02/11/11	08/15/12
j	33 SHS TARGET CORP	P	04/05/11	08/15/12
k	12 SHS TARGET CORP	P	02/28/11	08/15/12
l	89 SHS TARGET CORP	P	02/11/11	08/15/12
m	335 SHS TEXAS INSTRUMENTS	P	02/11/11	08/15/12
n	500 SHS ULTA SALON	P	05/18/10	09/28/12
o	1000 SHS ULTA SALON	P	01/20/11	09/28/12

	(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	8733.		8478.	255.
b	7311.		7412.	-101.
c	1288.		1401.	-113.
d	1526.		1397.	129.
e	7285.		5921.	1364.
f	7859.		6881.	978.
g	1950.		1340.	610.
h	2009.		1403.	606.
i	4177.		3326.	851.
j	2127.		1674.	453.
k	773.		630.	143.
l	5736.		4834.	902.
m	9987.		11935.	-1948.
n	48265.		11800.	36465.
o	96529.		36146.	60383.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				255.
b				-101.
c				-113.
d				129.
e				1364.
f				978.
g				610.
h				606.
i				851.
j				453.
k				143.
l				902.
m				-1948.
n				36465.
o				60383.

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	
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	

223591
05-01-12

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	6 SHS UNILEVER	P	03/01/12	08/15/12
b	138 SHS UNILEVER	P	10/05/11	08/15/12
c	89 SHS UNILEVER	P	01/25/12	08/15/12
d	25 SHS W W GRAINGER	P	02/11/11	08/15/12
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	207.		1.	206.
b	4764.		4329.	435.
c	3073.		2915.	158.
d	5058.		3769.	1289.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				206.
b				435.
c				158.
d				1289.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	117690.
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

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Finding Freedom Through Friendship 1781 Eastwood Drive Lexington, KY 40502	NONE	170 (b)(1)(A)(vi)	General Operating Support	8000.
Foothill Mounted Patrol 10842 Art Street Shadow Hills, CA 91040	NONE	170 (b)(1)(A)(vi)	General Operating Support	5000.
Fueled by the Fallen 1905 Cedar Lodge Terrace Los Angeles, CA 90039	NONE	170 (b)(1)(A)(vi)	General Operating Support	20000.
Lifesavers, Inc. Wild Horse Rescue and Sanctuary 23809 E. Avenue J. Lancaster, CA 93535	NONE	170 (b)(1)(A)(vi)	Shipment of Horses to South Dakota	25000.
Lifesavers, Inc. Wild Horse Rescue and Sanctuary 23809 E. Avenue J. Lancaster, CA 93535	NONE	170 (b)(1)(A)(vi)	General Operating Support	10000.
Mothers' Club Family Learning Center 980 North Fair Oaks Avenue Pasadena, CA 91103	NONE	509(a)(2)	General Operating Support	5000.
Northridge Hospital Foundation 18300 Roscoe Blvd Northridge, CA 91328-9920	NONE	509(a)(3)	General Operating Support	25000.
Project Cuddle Inc. 2973 Harbor Blvd., #236 Costa Mesa, CA 92626	NONE	170 (b)(1)(A)(vi)	General Operating Support	8000.
Shadow Hills Riding Club Inc. 10263 La Canada Way Shadow Hills, CA 91040	NONE	170 (b)(1)(A)(vi)	General Operating Support	25000.
Shadow Hills Riding Club Inc. 10263 La Canada Way Shadow Hills, CA 91040	NONE	170 (b)(1)(A)(vi)	Horse Upkeep	5000.
Total from continuation sheets				200000.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Strait Up Foundation 4490 Cornishon Avenue La Canada, CA 91011	NONE	170 (b)(1)(A)(vi)	Scholarship Support	14000.
Union Station Homeless Services 825 East Orange Grove Boulevard Pasadena, CA 91104	NONE	170 (b)(1)(A)(vi)	General Operating Support	10000.
Catholic Education Foundation 3414 Wilshire Boulevard Los Angeles, CA 90010-2241	NONE	Under Catholic Archdiocese of	General Operating Support	5000.
Flintridge Sacred Heart Academy 440 St. Katherine Drive La Canada, CA 91011	NONE	170 (b)(1)(A)(i)	General Operating Support	10000.
Shadow Hills Riding Club Inc. 10263 La Canada Way Shadow Hills, CA 91040	NONE	170 (b)(1)(A)(vi)	General Operating Support	25000.
Total from continuation sheets				

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
UBS	504.	0.	504.
WTC	6529.	0.	6529.
Total to Fm 990-PF, Part I, ln 4	7033.	0.	7033.

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	1683.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	1683.	0.		0.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIDUCIARY FEES	10739.	2148.		7517.
To Form 990-PF, Pg 1, ln 16b	10739.	2148.		7517.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	185.	185.		0.
To Form 990-PF, Pg 1, ln 18	185.	185.		0.

Form 990-PF	Other Expenses	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK FEES	564.	564.		0.
To Form 990-PF, Pg 1, ln 23	564.	564.		0.

Form 990-PF	Corporate Stock	Statement 6

Description	Book Value	Fair Market Value
EQUITY SECURITIES	380526.	380526.
Total to Form 990-PF, Part II, line 10b	380526.	380526.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement 7

Name of Contributor	Address
MELANIE COTO CLAT-WHITTIER TRUST COMPANY	1600 HUNTINGTON DRIVE SOUTH PASADENA, CA 91030

Form 990-PF | Expenditure Responsibility Statement Part VII-B, Line 5c | Statement 8

Grantee's Name

SHADOW HILLS RIDING CLUB

Grantee's Address

10263 LA CANADA WAY
SHADOW HILLS, CA 91040

Grant Amount	Date of Grant	Amount Expended	Verification Date
25000.	03/01/12	25000.	12/15/12

Purpose of Grant

THE FUNDS WERE GIVEN TO ASSIST IN THE GROWTH OF SHADOW HILLS RIDING CLUB.

Dates of Reports by Grantee

12/15/12

Any Diversion by Grantee

NONE

Results of Verification

ALL FUNDS RECEIVED BY THE DONEE ORGANIZATION WERE PROPERLY EXPENDED WITHIN THE TERMS OF THE INTERNAL REVENUE CODE.

Account Holdings as of 12/31/2012

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	477,671 1300	477,671 13		477,671 13	12/31/2012
Total	**MISC CASH EQUIV-TAXABLE**	**477,671.1300**	**477,671.13**		**477,671.13**	
Total	**CASH EQUIVALENTS**	**477,671.1300**	**477,671.13**		**477,671.13**	
FIXED INCOME SECURITIES						
	US LARGE CAP EQUITIES					
72201R833	PIMCO ENHANCED SHORT	740 0000	75,077 30	101 48	75,095 20	12/31/2012
78468R408	SPDR BARC CAP S/T HY	350 0000	10,559 50	30 55	10,692 50	12/31/2012
92206C409	VANG ST CORP BD-VCSH	325 0000	25,909 00	80 32	26,104 00	12/31/2012
Total	**US LARGE CAP EQUITIES**	**1,415.0000**	**111,545.80**		**111,891.70**	
Total	**FIXED INCOME SECURITIES**	**1,415.0000**	**111,545.80**		**111,891.70**	
EQUITIES						
	US LARGE CAP EQUITIES					
037833100	APPLE COMPUTER	190 0000	19,477 20	532 1729	101,112 85	12/31/2012
464287655	ISHARES RUSL 2000	200 0000	16,026 00	84 3178	16,863 56	12/31/2012
78388J106	SBA COMM	200 0000	3,429 71	70 98	14,196 00	12/31/2012
78462F103	SPDR S&P 500	800 0000	112,760 00	142 41	113,928 00	12/31/2012
78467Y107	MIDCAP SPDR	125 0000	21,940 00	185 71	23,213 75	12/31/2012
921946406	VANGUARD HIGH DVD	1,250 0000	62,250 00	49 38	61,725 00	12/31/2012
Total	**US LARGE CAP EQUITIES**	**2,765.0000**	**235,882.91**		**331,039.16**	
	FOREIGN EQUITIES					
922042775	VGRD ALL WORLD EX-US	425 0000	18,054 00	45 75	19,443 75	12/31/2012
922042858	EMERG MKT EQ ETF	175 0000	7,215 25	44 53	7,792 75	12/31/2012
97717W281	WISDOMTREE EM - DGS	175 0000	7,827 75	49 44	8,652 00	12/31/2012
Total	**FOREIGN EQUITIES**	**775.0000**	**33,097.00**		**35,888.50**	
Total	**EQUITIES**	**3,540.0000**	**268,979.91**		**366,927.66**	
	Total Securities	**482,626.1300**	**858,196.84**		**956,490.49**	
	Income Cash		**76.22**		**76.22**	
	Principal Cash		**38.03**		**38.03**	
	Account Total		**858,311.09**		**956,604.74**	