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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation Broadcom Foundation		A Employer identification number 26-4754581
Number and street (or P O box number if mail is not delivered to street address) 5300 California Street	Room/suite 14067	B Telephone number (see instructions) (949) 926-9434
City or town, state, and ZIP code Irvine CA 92617		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 74,498,215	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,128,428	1,932,585		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	50,502,480			
	7 Capital gain net income (from Part IV, line 2)		191,547		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,319,975	2,124,132	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	184,500			184,500
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	18,433			18,433
	c Other professional fees (attach schedule)	314,613	284,227		30,386
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	62,180	6,980		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	86,141	141		86,000
	24 Total operating and administrative expenses. Add lines 13 through 23	665,867	291,348	0	319,319
	25 Contributions, gifts, grants paid	3,526,100			3,526,100
26 Total expenses and disbursements. Add lines 24 and 25	4,191,967	291,348	0	3,845,419	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,871,992				
b Net investment income (if negative, enter -0-)		1,832,784			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	2,303,077	2,204,713	2,204,713
	3 Accounts receivable 16,733			
	Less allowance for doubtful accounts	152,521	16,733	16,733
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	13,905,912	17,686,465	18,026,565
	b Investments—corporate stock (attach schedule)	23,041,462	26,987,669	29,720,254
	c Investments—corporate bonds (attach schedule)	33,300,374	23,935,774	24,529,950
	11 Investments—land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	72,703,346	70,831,354	74,498,215	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	72,703,346	70,831,354	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	72,703,346	70,831,354		
31 Total liabilities and net assets/fund balances (see instructions)	72,703,346	70,831,354		

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	72,703,346
2 Enter amount from Part I, line 27a	2	-1,871,992
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	70,831,354
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	70,831,354

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 Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 50,502,480		50,310,933	191,547	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			191,547	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	191,547
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

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

(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	2,693,323	63,533,681	0.042392
2010	1,249,833	48,389,589	0.025829
2009	38,610	10,941,748	0.003529
2008			0.000000
2007			0.000000
2 Total of line 1, column (d)			2 0.071750
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.023917
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 74,150,292
5 Multiply line 4 by line 3			5 1,773,453
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 18,328
7 Add lines 5 and 6			7 1,791,781
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 3,845,419

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	18,328	
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	18,328	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,328	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	71,721		
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	71,721		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	53,393		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 19,000 Refunded <input checked="" type="checkbox"/>	11	34,393		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	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>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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		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? Website address ▶ <u>www.broadcomfoundation.org</u>	13	X	
14	The books are in care of ▶ <u>Lauri Fischer</u> Telephone no ▶ <u>(949) 926-6642</u> Located at ▶ <u>5300 California Street, Suite 14067 Irvine CA</u> ZIP+4 ▶ <u>92617</u>			
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 <u> </u>			
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	Yes	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"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 <u> </u> , 20 <u> </u> , 20 <u> </u> , 20 <u> </u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 <u> </u> , 20 <u> </u> , 20 <u> </u> , 20 <u> </u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>		5b
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
If "Yes" to 6b, file Form 8870				6b
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				7b
				N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Paula Golden 5300 California Street, Ste 14067, Irvine, CA 92617	Executive Director 40 00	184,500		
	00			
	00			
	00			
	00			

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Covington Capital Management 601 South Figueroa St, Ste 2000, Los Angeles, CA 90017	Investment Management	284,227
Foundation Source 55 Walls Drive, Suite 302, Fairfield, CT 06824	Administrative	86,000

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		
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1		
2		
3	All other program-related investments See instructions	
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	70,147,622
b	Average of monthly cash balances	1b	5,131,862
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	75,279,484
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	75,279,484
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,129,192
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	74,150,292
6	Minimum investment return. Enter 5% of line 5	6	3,707,515

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	3,707,515
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,328
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,328
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,689,187
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,689,187
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,689,187

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	3,845,419
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,845,419
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	18,328
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,827,091

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				3,689,187
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,115,980	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,845,419				
a Applied to 2011, but not more than line 2a			2,115,980	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,729,439
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,959,748
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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 <i>Paid during the year</i>				
A HELPING HAND INC 1502 W HWY 54 STE 405 DURHAM, NC 27707	N/A	509(a)(1)	General & Unrestricted	500
ALEARN 3777 STEVENS CRK BLVD STE 330 SANTA CLARA, CA 95051	N/A	509(a)(1)	Math Acceleration Program (MAP)	2,500
AMER CMTE FOR WEIZMANN INST OF SCIENCE 633 3RD AVE FL 20 NEW YORK, NY 10017	N/A	509(a)(1)	Spacell Project	100,000
AMERICAN FORESTS 734 15TH ST NW STE 800 WASHINGTON, DC 20005	N/A	509(a)(2)	General & Unrestricted	500
AMERICAN FRIENDS OF TEL AVIV UNIV, INC 39 BROADWAY RM 1510 NEW YORK, NY 10006	N/A	509(a)(1)	Prof Eran Socher's Research Project	25,000
AMERICAN NATIONAL RED CROSS P O BOX 97089 WASHINGTON, DC 20090	N/A	509(a)(1)	Hurricane Sandy Disaster Relief	10,000
ARIZONA STATE UNIVERSITY OFC FOR RESEARCH AND SPONS PROJ TEMPE, AZ 85287	N/A	509(a)(1)	General & Unrestricted	25,000
ARRIBA JUNTOS 1850 MISSION ST SAN FRANCISCO, CA 94103	N/A	509(a)(1)	IRS VITA Free Tax Preparation	500
BEIJING TSINGHUA UNIVERSITY NO 1 TSINGHUA YUAN, HAIDIAN DISTRICT BEIJING 100084 China	N/A	509(a)(1)	Microelectronics IC Design In Wireless Healthcare System	25,000
BEIJING TSINGHUA UNIVERSITY NO 1 TSINGHUA YUAN, HAIDIAN DISTRICT BEIJING 100084 China	N/A	509(a)(1)	Microelectronics IC Design In Wireless Healthcare System	25,000
BIG BROTHERS BIG SISTERS ORANGE COUNTY 14131 YORBA ST STE 200 TUSTIN, CA 92780	N/A	509(a)(1)	Big Brothers Big Sisters Mentoring Program	2,500
Total See Attached Statement			3a	3,526,100
b <i>Approved for future payment</i>				
Total			3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BOY SCOUTS OF AMERICA - CRADLE OF LIBERTY COUNCIL

Street

1485 VALLEY FORGE RD

City

WAYNE

State

PA

Zip Code

19087

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

BOYS AND GIRLS CLUB OF SANTA ANA INC

Street

950 HIGHLAND ST

City

SANTA ANA

State

CA

Zip Code

92703

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

ClubTech Project

Amount

1,000

Name

BUDDHIST TZU CHI FOUNDATION

Street

1100 S VALLEY CENTER AVE

City

SAN DIMAS

State

CA

Zip Code

91773

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

CALIFORNIA INSTITUTE OF TECHNOLOGY

Street

M/C 5-32, 1200 E CALIFORNIA BLVD

City

PASADENA

State

CA

Zip Code

91125

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

CAMBRIDGE UNIVERSITY - COMPUTER LABORATORY

Street

WILLIAM GATES BLDG, 15 JJ THOMSON AVE

City

CAMBRIDGE

State

CB3

Zip Code

OFD

Foreign Country

United Kingdom (England, Northern Ireland)

Relationship

N/A

Foundation Status

Other

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

25,000

Name

CHAPMAN UNIVERSITY

Street

1 UNIVERSITY DR

City

ORANGE

State

CA

Zip Code

92866

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

40,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CHARITABLE VENTURES OF ORANGE COUNTY INC

Street

1505 E 17TH ST STE 101

City

SANTA ANA

State

CA

Zip Code

92705

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

CHINMAYA MISSION SAN JOSE

Street

1050 PARK AVE

City

SAN JOSE

State

CA

Zip Code

95126

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

CHOC FOUNDATION

Street

455 S MAIN ST

City

ORANGE

State

CA

Zip Code

92868

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Radio Lollipop

Amount

500

Name

CHOC FOUNDATION

Street

455 S MAIN ST

City

ORANGE

State

CA

Zip Code

92868

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Healthkick - Talium Taekwondo

Amount

5,000

Name

CITY OF IRVINE

Street

PO BOX 19575

City

IRVINE

State

CA

Zip Code

92623

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

CSI (Crime Scene Investigation) 2011

Amount

2,500

Name

COMMUNITY ACTION PARTNERSHIP OF ORANGE COUNTY

Street

11870 MONARCH ST

City

GARDEN GROVE

State

CA

Zip Code

92841

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

National Family Volunteer Day

Amount

2,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COMPUTER HISTORY MUSEUM

Street

1401 N SHORELINE BLVD

City

MOUNTAIN VIEW

State

CA

Zip Code

94043

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Investigate Innovation Project

Amount

2,500

Name

CREATIVE OPPORTUNITIES UNLIMITED

Street

1631 ROCKYBEND DR

City

SACRAMENTO

State

CA

Zip Code

95833

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Silicon Valley Odyssey of the Mind Division

Amount

500

Name

CURE CANCER AUSTRALIA FOUNDATION

Street

15-17 YOUNG ST, LEVEL 6

City

SYDNEY

State**Zip Code**

NSW 2000

Foreign Country

Australia

Relationship

N/A

Foundation Status

Other

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

500

Name

DELAWARE VALLEY SCIENCE FAIRS INC

Street

236 RANDELL HALL 3141 CHESTNUT

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Delaware Valley Science Fairs

Amount

2,500

Name

DISCOVERY SCIENCE CENTER OF ORANGE COUNTY

Street

2500 N MAIN ST

City

SANTA ANA

State

CA

Zip Code

92705

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Phase II on FSEA Curriculum - Development of Circuit Board

Amount

25,000

Name

ENGINEERING CENTER EDUCATION TRUST

Street

ONE WALNUT ST

City

BOSTON

State

MA

Zip Code

02108

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

The DIGITS Project

Amount

2,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GIRL SCOUTS OF SAN GORGONIO COUNCIL

Street

1751 PLUM LN

City

REDLANDS

State

CA

Zip Code

92374

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Girl Scout Troop 523, Fontana, CA

Amount

500

Name

GIRLS INCORPORATED OF ORANGE COUNTY

Street

1815 ANAHEIM AVE

City

COSTA MESA

State

CA

Zip Code

92627

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Eureka! Project

Amount

2,500

Name

GREATER SAN DIEGO SCIENCE AND ENGINEERING FAIR INC

Street

PO BOX 22658

City

SAN DIEGO

State

CA

Zip Code

92192

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

GWINNETT COUNTY PUBLIC SCHOOLS FOUNDATION FUND INC

Street

437 OLD PEACHTREE RD NW

City

SUWANEE

State

GA

Zip Code

30024

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Gwinnett Regional Fair

Amount

2,500

Name

HABITAT FOR HUMANITY INTERNATIONAL INC

Street

513 VALLEY WAY

City

MILPITAS

State

CA

Zip Code

95035

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

HABITAT FOR HUMANITY INTERNATIONAL INC - GWINNETT HABITAT

Street

PO BOX 870408

City

STONE MOUNTAIN

State

GA

Zip Code

30087

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

2,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name HABITAT FOR HUMANITY OF ORANGE COUNTY			
Street 2200 S RITCHEY ST			
City SANTA ANA	State CA	Zip Code 92705	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 2,500

Name HELP THEM GROW INC			
Street 1030 E EL CAMINO REAL			
City SUNNYVALE	State CA	Zip Code 94087	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 500

Name HELP THEM GROW INC			
Street 1030 E EL CAMINO REAL			
City SUNNYVALE	State CA	Zip Code 94087	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution Sikshana Project			Amount 7,500

Name HOAG HOSPITAL FOUNDATION			
Street 500 SUPERIOR AVE, STE 350			
City NEWPORT BEACH	State CA	Zip Code 92663	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution Nursing Scholarship Fund			Amount 15,000

Name INDIAN INSTITUTE OF SCIENCE			
Street C V RAMAN RD			
City BANGALORE	State	Zip Code 560012	Foreign Country India
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 5,000

Name INSTITUTE OF COMMUNICATION AND COMPUTER SYSTEMS/ NATIONAL TECHNICAL UNIVERSITY OF ATHENS			
Street IROON POLITECHNIU 9			
City ATHENS	State	Zip Code 157 73	Foreign Country Greece
Relationship N/A	Foundation Status Other		
Purpose of grant/contribution Expenditure Responsibility Grant			Amount 25,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

IOWA STATE UNIVERSITY FOUNDATION

Street

PO BOX 22

City AMES	State IA	Zip Code 50010	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 50,000

Name

IRVINE PUBLIC SCHOOLS FOUNDATION

Street

18552 MACARTHUR BLVD STE 200

City IRVINE	State CA	Zip Code 92612	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution IUSD Science Fair & Science Career Conference			Amount 10,200

Name

KIDS AGAINST HUNGER INC

Street

5401 BOONE AVE N

City NEW HOPE	State MN	Zip Code 55428	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution 2012 San Diego Packaging Event			Amount 4,600

Name

KIDWORKS COMMUNITY DEVELOPMENT CORPORATION

Street

1902 W CHESTNUT AVE

City SANTA ANA	State CA	Zip Code 92703	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution STEM After School for Under-served Youth			Amount 2,000

Name

MASSACHUSETTS INSTITUTE OF TECH

Street

77 MASSACHUSETTS AVE NE49-3142

City CAMBRIDGE	State MA	Zip Code 02139	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 30,000

Name

MASSACHUSETTS STATE SCIENCE & ENGINEERING FAIR INC

Street

955 MASSACHUSETTS AVE

City CAMBRIDGE	State MA	Zip Code 02139	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution Science Fair Video Project			Amount 15,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

MASSACHUSETTS STATE SCIENCE & ENGINEERING FAIR INC

Street

955 MASSACHUSETTS AVE

City

CAMBRIDGE

State

MA

Zip Code

02139

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

NATIONAL FOUNDATION FOR AUTISM RESEARCH

Street

PO BOX 502177

City

SAN DIEGO

State

CA

Zip Code

92150

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Race for Autism 2012

Amount

2,500

Name

NORTH MUSEUM CORPORATION

Street

400 COLLEGE AVE

City

LANCASTER

State

PA

Zip Code

17603

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

North Museum Science and Engineering Fair

Amount

2,500

Name

ORANGE COUNTY SCIENCE AND ENGINEERING FAIR INC

Street

PO BOX 1361

City

HUNTINGTN BCH

State

CA

Zip Code

92647

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

30,000

Name

ORANGE COUNTY SCIENCE AND ENGINEERING FAIR INC

Street

PO BOX 1361

City

HUNTINGTN BCH

State

CA

Zip Code

92647

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Orange County Science and Engineering Fair

Amount

2,500

Name

OREGON STATE UNIVERSITY FOUNDATION

Street

850 SW 35TH ST

City

CORVALLIS

State

OR

Zip Code

97333

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PEKING UNIVERSITY EDUCATION FOUNDATION USA

Street

510 BROADWAY STE 300

City

MILLBRAE

State

CA

Zip Code

94030

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Professor Wen Gao's Research at Peking University

Amount

25,000

Name

REGENTS OF THE UNIVERSITY OF CALIFORNIA - UC DAVIS

Street

1 SHIELDS AVE

City

DAVIS

State

CA

Zip Code

95616

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Name

REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY

Street

2195 HEARST AVE RM 120 MC 1104

City

BERKELEY

State

CA

Zip Code

94720

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Name

REGENTS OF THE UNIVERSITY OF CALIFORNIA AT SAN DIEGO

Street

9500 GILMAN DR, MAIL CODE 0940

City

LA JOLLA

State

CA

Zip Code

92093

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

140,000

Name

REGENTS OF THE UNIVERSITY OF MICHIGAN

Street

3003 S STATE ST G395

City

ANN ARBOR

State

MI

Zip Code

48109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Name

REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES

Street

10920 WILSHIRE BLVD STE 620

City

LOS ANGELES

State

CA

Zip Code

90024

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

200,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES

Street

HENRY SAMUELI SCHOOL OF ENGINEERING & APPLIED SCIENCE

City

LOS ANGELES

State

CA

Zip Code

90095

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Broadcom Foundation First Year Fellowship Program

Amount

250,000

Name

SANTA CLARA VALLEY SCIENCE FAIR ASN

Street

PO BOX 307

City

LOS ALTOS

State

CA

Zip Code

94023

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Science Fair Sponsorship

Amount

5,000

Name

SCIENCE BUDDIES

Street

PO BOX 5038

City

CARMEL

State

CA

Zip Code

93921

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Regional Support for New Engineering Process Guide

Amount

25,000

Name

SEWA INTERNATIONAL INC

Street

4510 COLONY HILLS DR

City

SUGAR LAND

State

TX

Zip Code

77479

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

SILICON VALLEY EDUCATION FOUNDATION

Street

1400 PARKMOOR AVE, STE 200

City

SAN JOSE

State

CA

Zip Code

95126

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

STEM Education Project

Amount

2,500

Name

SOCIETY FOR SCIENCE & THE PUBLIC

Street

1719 N ST NW

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Broadcom MASTERS Program

Amount

1,000,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name SOCIETY FOR SCIENCE & THE PUBLIC				
Street 1719 N ST NW				
City WASHINGTON	State DC	Zip Code 20036	Foreign Country	
Relationship N/A	Foundation Status 509(a)(2)			
Purpose of grant/contribution International MASTERS Program				Amount 260,000

Name SOCIETY OF WOMEN ENGINEERS				
Street PO BOX 61333				
City SUNNYVALE	State CA	Zip Code 94088	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution Outreach Project				Amount 2,500

Name SONOMA MOUNTAIN ELEMENTARY SCHOOL				
Street 1900 RAINIER CIR				
City PETALUMA	State CA	Zip Code 94954	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 500

Name SOUTH VALLEY ACADEMY				
Street 3426 BLAKE RD SW				
City ALBUQUERQUE	State NM	Zip Code 87105	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 500

Name STANFORD UNIVERSITY				
Street 326 GALVEZ ST				
City STANFORD	State CA	Zip Code 94305	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 85,000

Name SUNNY HILLS CROSS COUNTRY BOOSTER CLUB				
Street 1801 WARBURTON WAY				
City FULLERTON	State CA	Zip Code 92833	Foreign Country	
Relationship N/A	Foundation Status 509(a)(2)			
Purpose of grant/contribution General & Unrestricted				Amount 500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

T H I N K TOGETHER

Street

2100 E 4TH ST STE 200

City

SANTA ANA

State

CA

Zip Code

92705

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

30,000

Name

T H I N K TOGETHER

Street

2100 E 4TH ST STE 200

City

SANTA ANA

State

CA

Zip Code

92705

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Broadcom Summer Interns Program

Amount

5,000

Name

TECHNION RESEARCH AND DEVELOPMENT FOUNDATION LTD

Street

TECHNION CITY

City

HAIFA

State**Zip Code**

32000

Foreign Country

Israel

Relationship

N/A

Foundation Status

Other

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

50,000

Name

TECHNISCHE UNIVERSITEIT DELFT

Street

PO BOX 5

City

DELFT

State**Zip Code**

2600

Foreign Country

Netherlands

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Name

TEXAS A&M FOUNDATION

Street

401 GEORGE BUSH DR

City

COLLEGE STATION

State

TX

Zip Code

77840

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Name

THE EXPLORATORIUM

Street

3601 LYON ST

City

SAN FRANCISCO

State

CA

Zip Code

94123

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

2012 Request Program

Amount

4,800

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

THE FU FOUNDATION SCHOOL OF ENGINEERING AND APPLIED SCIENCE AT COLUMBIA UNIVERSITY

Street

622 W 113TH ST, MC4523

City NEW YORK	State NY	Zip Code 10025	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 25,000

Name

TIGER WOODS LEARNING CENTER FOUNDATION

Street

ONE TIGER WOODS WAY

City ANAHEIM	State CA	Zip Code 92801	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution TWLC STEM Education & Enrichment			Amount 2,500

Name

UNIVERSITA DEGLI STUDI DI PAVIA

Street

VIA FERRATA 1

City PAVIA	State	Zip Code 27100	Foreign Country Italy
Relationship N/A	Foundation Status Other		
Purpose of grant/contribution Expenditure Responsibility Grant			Amount 25,000

Name

UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION

Street

100 THEORY, STE 250

City IRVINE	State CA	Zip Code 92617	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution General & Unrestricted			Amount 125,000

Name

UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION

Street

100 THEORY, STE 250

City IRVINE	State CA	Zip Code 92617	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution UCI Saturday Math Class			Amount 12,500

Name

UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION - THE HENRY SAMUELI SCHOOL OF ENGINEERING

Street

5200 ENGINEERING HALL

City IRVINE	State CA	Zip Code 92697	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution Broadcom Foundation UCI Electrical Engineering Fellowship			Amount 200,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF CALIFORNIA SANTA BARBARA

Street

DEVELOPMENT OFC

City

SANTA BARBARA

State

CA

Zip Code

93106

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

UNIVERSITY OF MINNESOTA FOUNDATION

Street

200 OAK ST SE, STE 500

City

MINNEAPOLIS

State

MN

Zip Code

55455

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Name

UNIVERSITY OF SOUTHERN CALIFORNIA

Street

3551 TROUSDALE PKWY, ADM 160

City

LOS ANGELES

State

CA

Zip Code

90089

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

UNIVERSITY OF TORONTO

Street

21 KING'S COLLEGE CIR

City

TORONTO

State**Zip Code**

M5S 3

Foreign Country

Canada

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

VOLUNTEER CENTER OF GREATER ORANGE COUNTY - DBA ONEOC

Street

1901 E 4TH ST STE 100

City

SANTA ANA

State

CA

Zip Code

92705

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Orange County STEM Network Program

Amount

10,000

Name

VOLUNTEER CENTER OF GREATER ORANGE COUNTY - DBA ONEOC

Street

1901 E 4TH ST STE 100

City

SANTA ANA

State

CA

Zip Code

92705

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Science at OC/ Science Synergy

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

VOLUNTEER CENTER OF GREATER ORANGE COUNTY - DBA ONEOC

Street

1901 E 4TH ST STE 100

City SANTA ANA	State CA	Zip Code 92705	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution Volunteer Initiative			Amount 5,000

Name

WINGS OF FREEDOM

Street

613 WATERVIEW DR

City COPPELL	State TX	Zip Code 75019	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution Svechha Foundation			Amount 2,500

Name

WORKING WARDROBES FOR A NEW START

Street

3030 PULLMAN ST

City COSTA MESA	State CA	Zip Code 92626	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 500

Name

ZOOLOGICAL SOCIETY OF SAN DIEGO

Street

PO BOX 120551

City SAN DIEGO	State CA	Zip Code 92112	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution DSZ/China Collaboration - Panda Tracking Project			Amount 5,000

Name

ADRIAN JOSEPH TANG

Street

5300 CALIFORNIA ST, STE 14067

City IRVINE	State CA	Zip Code 92617	Foreign Country
Relationship None	Foundation Status N/A		
Purpose of grant/contribution University Research Competition 1st Place Award			Amount 10,000

Name

BENJAMIN HERSHBERG

Street

5300 CALIFORNIA ST, STE 14067

City IRVINE	State CA	Zip Code 92617	Foreign Country
Relationship None	Foundation Status N/A		
Purpose of grant/contribution University Research Competition 2nd Place Award			Amount 5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

YOUN SUNG PARK

Street

5300 CALIFORNIA ST, STE 14067

City

IRVINE

State

CA

Zip Code

92617

Foreign Country

Relationship

None

Foundation Status

N/A

Purpose of grant/contribution

University Research Competition 3rd Place Award

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,128,428	
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	191,547	
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		2,319,975	0
13 Total. Add line 12, columns (b), (d), and (e)				13	2,319,975

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part I, Line 16b (990-PF) - Accounting Fees

		18,433	0	0	18,433
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Review of Annual Return and Tax Consultations	2,563	0	0	2,563
2	Annual Audit of Financial Statements	15,870	0	0	15,870

Part I, Line 16c (990-PF) - Other Professional Fees

		314,613	284,227	0	30,386
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	284,227	284,227	0	0
2	Volunteer Portal Project	11,638	0	0	11,638
3	Photography Services	640	0	0	640
4	Video Pproduction for Volunteer Program	8,320	0	0	8,320
5	Annual Report Design Costs	9,788	0	0	9,788

Part I, Line 18 (990-PF) - Taxes

		62,180	6,980	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	55,200	0		0
2	Foreign Tax Paid	6,980	6,980		0

Part I, Line 23 (990-PF) - Other Expenses

		86,141	141	0	86,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	86,000	0	0	86,000
2	Bank Charges	141	141	0	0

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local		Federal		State/Local	
		0		13,905,912		10,437,859		0	
				7,248,606				10,582,324	
								7,444,241	
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation		
1	ALAMEDA FING-B - 4 482% - 7/1/2017	400,000		400,000		434,260	X		
2	CALIFORNIA ST GO - 05.750% - 03/01/201	1,400,000		1,623,664		1,605,828	X		
3	CUYAHOGA ECON TXB G - 5.000% - 12/01	600,000		586,500		680,160	X		
4	FFCB - 2 180% - 09/20/2021	1,000,000		1,003,440		1,004,690			
5	FFCB - 2 190% - 03/13/2020	1,000,000		990,000		1,004,030			
6	FFCB - 2.850% - 11/26/2018	600,000		585,018		655,164			
7	FFCB CONS BD - 1 890% - 08/20/2020	545,000		544,046		547,006			
8	FFCB CONS BD - 2 20% - 08/27/2021	750,000		750,000		753,398			
9	FFCB CONS-2 30%-03/26/2019	675,000		682,425		677,909			
10	FHLB 2 430% 10/11/2022	900,000		900,000		900,522			
11	FHLB - 1 200% - 03/30/2022	750,000		750,000		759,045			
12	FHLB - 2 10% - 09/27/2021	1,415,000		1,412,524		1,415,226			
13	FHLB - 5 625% - 06/13/2016	700,000		770,718		811,524			
14	FNMA 1 700% 11/13/2019	1,000,000		1,000,000		1,002,560			
15	LOS ANGELES CALIF 05 08100% 07/01/20	875,000		1,058,680		1,046,684	X		
16	NEW YORK N Y SER 2010 D-1 - 4 649% 11	400,000		451,340		461,016	X		
17	NEW YORK ST DORM AUTH REV TXBL-NI	800,000		800,000		826,952	X		
18	PIERCE SWR-TXB-B-BABS - 2 625% - 08/0	700,000		708,442		736,561	X		
19	UNIVERSITY NC CHAPEL HILL REV-01 89	1,000,000		1,000,000		1,011,260	X		
20	US T BILL - 2.125% - 08/15/2021	1,000,000		1,049,688		1,051,250			
21	WASHINGTON ST UNIV 3.93% 10/01/15	600,000		619,980		641,520	X		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		23,041,462	26,987,669	0	29,720,254
		Book Value	Book Value	FMV	FMV
		Beg of Year	End of Year	Beg of Year	End of Year
Description	Num Shares/ Face Value				
1 3M CO	4,000		326,681		371,400
2 ABBOTT LABS	6,000		314,738		393,000
3 ACCENTURE PLC	4,000		162,183		266,000
4 ACE LTD	4,250		215,937		339,150
5 AFLAC INC	4,500		225,387		239,040
6 AIR PRODS & CHEM INC	4,000		326,530		336,080
7 AMERICAN EXPRESS CO	5,600		258,726		321,888
8 ANALOG DEVICES INC.	6,500		243,410		273,390
9 APACHE CORPORATION	3,500		340,069		274,750
10 APPLE INC.	600		348,900		319,304
11 AUTOMATIC DATA PROCESSING INC.	4,500		203,488		256,185
12 BARRICK GOLD CORP COM	14,000		549,447		490,140
13 BECTON DICKINSON & CO	3,000		221,099		234,570
14 BHP BILLITON LIMITED	4,500		350,769		352,890
15 BLACKROCK INC	2,000		324,403		413,420
16 BOEING CO	4,000		261,694		301,440
17 CHEVRON CORP	4,250		370,464		459,595
18 CHUBB CORP	4,500		245,486		338,940
19 CISCO SYSTEMS INC	15,500		257,154		304,560
20 CLOROX CO	5,500		362,202		402,710
21 COLGATE-PALMOLIVE COMPANY	4,000		322,228		418,160
22 CONOCOPHILLIPS	6,000		280,363		347,940
23 CUMMINS INC	3,750		461,032		406,313
24 DEVON ENERGY CORPORATION	4,000		251,568		208,160
25 DOMINION RESOURCES INC	7,000		324,995		362,600
26 DOUBLELINE TOTAL RETURN BOND	22,341		254,102		253,125
27 DU PONT DE NEMOURS	6,000		299,669		269,871
28 EMERSON ELECTRIC CO	7,500		364,299		397,200
29 EXXON MOBIL CORP	5,500		392,705		476,025
30 FLAHERTY&CRUMRINE CLAYMORE P	60,000		1,024,802		1,172,999
31 FREEPORT-MCMORAN COPPER & GOLD II	9,000		401,577		307,800
32 GENERAL ELECTRIC CO	17,500		311,301		367,325
33 GOOGLE INC CL A	450		222,619		318,321
34 INTEL CORP	14,750		327,885		304,145
35 INTERNATIONAL BUSINESS MACHINES	1,750		290,295		335,213
36 INTUIT	4,500		265,714		267,660
37 ISHARES BARCLAYS 1-3 YR CD BD FD	20,000		2,102,691		2,109,599
38 ISHARES IBOX \$ HIGH YIELD CORPORAT	2,750		243,904		256,713
39 ISHARES MSCI BRAZIL FREE INDEX FD	3,000		216,663		167,820
40 ISHARES MSCI CANADA INDEX FD	6,000		174,156		170,400
41 JOHNSON & JOHNSON	6,000		390,840		420,600
42 JP MORGAN CHASE & CO	8,000		334,165		351,752
43 KRAFT FOODS GROUP, INC	6,500		261,486		295,555
44 LOWES COMPANIES INC	10,000		233,387		355,200
45 MCDONALD'S CORP	4,000		303,074		352,840
46 MEAD JOHNSON NUTRITI	3,600		212,535		237,204
47 MEDTRONIC INC	7,750		306,624		317,905
48 MERCK & CO INC.	10,000		366,748		409,400

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		23,041,462	26,987,669	0	29,720,254
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
Description	Num Shares/ Face Value				
49 MICROSOFT CORPORATION	10,000		286,811		267,097
50 MONDELEZ INTERNATIONAL INC	9,000		194,026		229,079
51 NEXTERA ENERGY, INC	5,500		281,627		380,545
52 NIKE INC-CL B	7,000		277,188		361,200
53 NYSE EUROWEST INC	11,000		304,683		346,940
54 ORACLE CORP	8,000		208,779		266,560
55 PEPSICO INC	5,500		359,467		376,365
56 PIMCO 0-5 YEAR HY CORP BOND	2,500		248,768		258,575
57 PIMCO ALL ASSET FUND INSTITUTIONAL C	40,573		512,484		510,415
58 PLUM CREEK TIMBER REIT	5,000		184,452		221,850
59 POWERSHARES CEF INCOME COMPOSITE	15,000		373,386		377,100
60 POWERSHARES II PFD	80,000		1,125,215		1,174,399
61 PROCTER GAMBLE CO	5,500		344,680		373,395
62 ROCHE HOLDING LTD ADR	6,000		219,985		303,000
63 ROYAL DUTCH SHELL PLC	5,500		364,849		379,225
64 SCHLUMBERGER LTD	4,000		344,803		277,194
65 SPDR S&P EMERGING MARKETS DIV	5,000		239,558		235,900
66 STRYKER CORPORATION	5,000		261,309		274,100
67 TARGET CORPORATION	6,000		322,565		355,020
68 TJX COMPANIES INC	6,750		282,469		286,538
69 UNION PACIFIC	2,750		261,402		345,730
70 UNITED PARCEL SERVICE	4,500		327,409		331,785
71 UNITED TECHNOLOGIES CORP	4,000		297,313		328,040
72 V F CORP	2,500		207,277		377,425
73 VANGUARD MSCI EUROPEAN ETF	4,000		194,887		195,360
74 VERIZON COMMUNICATIONS	7,000		217,083		302,890
75 VODAFONE GROUP PLC	11,600		291,159		292,204
76 WAL-MART STORES INC	6,000		323,268		409,380
77 WALT DISNEY HOLDINGS CO	7,500		269,222		373,425
78 WASTE MANAGEMENT INC	9,000		312,340		303,660
79 WELLS FARGO & CO.	7,749		258,730		264,861
80 WILLIAMS COS	10,000		179,010		327,400
81 WISDOMTREE EMERGING MARKETS DEBT	5,000		261,271		267,300

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		33,300,374		23,935,774		0		24,529,950	
		Book Value		Book Value		FMV		FMV	
		Beg. of Year		End of Year		Beg. of Year		End of Year	
		Interest Rate		Maturity Date					
		Description							
1	AMERICAN EXPRESS CR CORP - 5.125% -								
2	AMGEN INC BOND - 2.125% - 05/15/2017								
3	ANHEUSER-BUSCH INBEV WOR NT - 1.500%								
4	CAMPBELL SOUP CO-0.7426%-08/01/2014								
5	CITIGROUP INC PERP NT 5.950% 12/31/204								
6	EXPRESS SCRIPTS INC NOTE 6.25% 06/15/								
7	GE CAP CORP SR UNSERUES 5.625% 9/15/								
8	GENERAL ELEC CAP CORP - 1.13825% - 05/								
9	GENERAL ELEC CAP CORP-6.250%-12/31/2								
10	GENERAL ELEC CO 5.25% DUE 12-06-2017								
11	GOLDMAN SACHS GROUP INC - 1.135% - 0								
12	GTE CORP 6.840% 4/15/2018								
13	HEWLETT PACKARD CO NT - 03.300% - 12/								
14	INTL PAPER CO-5.250%-04/01/2016								
15	JPMORGAN CHASE & CO - 2.600% - 01/15/2								
16	JPMORGAN CHASE & CO SR NT - 6.000% -								
17	KINDER MORGAN ENER PARTNERS 6.0% 1								
18	MERRILL LYNCH & CO MTN 06.15000% 04/2								
19	METLIFE INC SR NT 6.75000% 06/01/2016								
20	MORGAN STANLEY - 6.000% - 01/24/2020								
21	MORGAN STANLEY 5.45% 1/9/17								
22	OCCIDENTAL PETE CORP-1.50%-02/15/201								
23	ONTARIO NOTE-3.150%-12/15/2017								
24	ORACLE CORP NOTES 05.75000% 04/15/20								
25	PROGRESS ENERGY INC MAKE WHOLE 04								
26	RFMSI 2004-S6 3A2 4.5% 06/25/19								
27	SCHWAB CHARLES CORP NEW - 0.000% -								
28	SIMON PTY GROUP - 2.150% - 09/15/2017								
29	SIMON PROPERTY GROUP LP - 02.800% -								
30	STARBUCKS CORP NOTE CALL 6.25% 08/1								
31	TEXAS INSTRS INC NT - 2.375% - 05/16/201								
32	TIME WARNER INC 5.875% 11/15/2016 MAK								
33	WELLS FARGO & CO NEWSR NT 4.37500%								
34	WELLS FARGO CO MTN - 2.100% - 05/08/20								
35	WESTPAC BANKING CORP - 3.000% - 12/09								

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt. Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1 Universta degli Studi di Pavia		Corso Strada Nuova 65	Pavia			Italy	12/22/2010	25,000	Funding for the High Efficiency Power Amplifier Research Project	25,000	Not to the knowledge of the grantor	9/6/11 and 7/3/12		None necessary
2 Universta degli Studi di Pavia		Corso Strada Nuova 65	Pavia			Italy	12/19/2011	25,000	Scientific Research		Not to the knowledge of the grantor	7/3/12		None necessary
3 Universta degli Studi di Pavia		Corso Strada Nuova 65	Pavia			Italy	11/20/2012	25,000	Scientific Research		Not to the knowledge of the grantor	Report Expected in 2013		None necessary
4 Heart and Stroke Foundation of Ontario		2300 Yonge St Suite 1300	Toronto		MAP IE4	Canada	9/9/2011	2,500	To support the Beel Heart and Stroke Ride for Heart Project		Not to the knowledge of the grantor	Report Expected in 2013		None necessary
5 Technon Research and Development Foundation Ltd		Technon City	Haifa		32000	Israel	1/6/2012	50,000	To support the Win Kinead Enhanced Active Vision Project		Not to the knowledge of the grantor	Report Expected in 2013		None necessary
6 Institute of Communication and Computer Systems/ National Technical University of Athens		Iloou Politechnou 9	Athens		157 73	Greece	2/1/2012	25,000	To support the Terahertz Spectrum Project		Not to the knowledge of the grantor	Report Expected in 2013		None necessary
7 Cure Cancer Australia Foundation		15-17 Young Street Level 6	Sydney		NSW 2000	Australia	4/17/2012	500	To hire individuals working on a scientific research project		Not to the knowledge of the grantor	Report Expected in 2013		None necessary
8 Cambridge University		W Gates Bldg 15 JJ Thomson Ave	Cambridge		CB3 0FD	United Kingdom (England, Northern Ireland, Scotland)	5/16/2012	25,000	To support the Raspberry Pi Computer Project	25,000	Not to the knowledge of the grantor	3/26/13		None necessary

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

0												0		0		0	
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account						
Eric K Brandt		5300 California Street Suite 14067	Irvine	CA	92617		Director	100	0	0	0						
1																	
Arthur Chong		5300 California Street Suite 14067	Irvine	CA	92617		Director	100	0	0	0						
2																	
Lauren Fischer		5300 California Street Suite 14067	Irvine	CA	92617		Secretary	100	0	0	0						
3																	
Scott A McGregor		5300 California Street Suite 14067	Irvine	CA	92617		President / Director	100	0	0	0						
4																	
Gregg S Morrison		5300 California Street Suite 14067	Irvine	CA	92617		CFO	100	0	0	0						
5																	
Henry Samueli		5300 California Street Suite 14067	Irvine	CA	92617		Director	100	0	0	0						
6																	
Terri L Timberman		5300 California Street Suite 14067	Irvine	CA	92617		Director	100	0	0	0						
7																	
Mana Wronski		5300 California Street Suite 14067	Irvine	CA	92617		Treasurer	100	0	0	0						
8																	