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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

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

Name of foundation GUMPERT FOUNDATION		A Employer identification number 26-6065762	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 231549		B Telephone number (see instructions) (760) 815-0146	
City or town, state, and ZIP code ENCINITAS, CA 920231549		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) <input checked="" type="checkbox"/> \$ 44,856,753	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	304,021	304,021		
	4 Dividends and interest from securities.	1,176,450	1,176,450		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,129,479			
	b Gross sales price for all assets on line 6a _____ 26,063,697				
	7 Capital gain net income (from Part IV, line 2)		1,129,479		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	75,109	75,470		
	12 Total. Add lines 1 through 11	2,685,059	2,685,420		
	13 Compensation of officers, directors, trustees, etc	341,140	170,570		170,570
	14 Other employee salaries and wages	33,525	16,763		16,762
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	17,925	8,963		8,962
	b Accounting fees (attach schedule)	19,050	9,525		9,525
	c Other professional fees (attach schedule)	183,246	172,546		10,700
	17 Interest	1	1		0
	18 Taxes (attach schedule) (see instructions)	127,686	23,218		14,320
	19 Depreciation (attach schedule) and depletion	2,485	2,485		
	20 Occupancy	4,907	2,454		2,453
	21 Travel, conferences, and meetings	26,842	13,421		13,421
	22 Printing and publications				
	23 Other expenses (attach schedule)	153,351	100,976		52,375
	24 Total operating and administrative expenses. Add lines 13 through 23	910,158	520,922		299,088
	25 Contributions, gifts, grants paid	1,989,000			1,989,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,899,158	520,922		2,288,088
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-214,099			
	b Net investment income (if negative, enter -0-)		2,164,498		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,144,928	3,534,763	3,534,763
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,169,741	567,980	601,492
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	38,388,708	37,381,102	40,710,335
	14	Land, buildings, and equipment basis ▶ _____ 13,998 Less accumulated depreciation (attach schedule) ▶ _____ 3,835	4,730	10,163	10,163
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	41,708,107	41,494,008	44,856,753
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	41,708,107	41,494,008	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	41,708,107	41,494,008	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	41,708,107	41,494,008	

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	41,708,107
2	Enter amount from Part I, line 27a	2	-214,099
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	41,494,008
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	41,494,008

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,129,479
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,276,794	43,255,160	0 052636
2010	2,211,619	40,117,178	0 055129
2009	2,727,453	31,597,954	0 086317
2008	1,250,012	40,393,511	0 030946
2007	31,986	5,797,370	0 005517

2	Total of line 1, column (d).	2	0 230545
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 046109
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	41,888,497
5	Multiply line 4 by line 3.	5	1,931,437
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	21,645
7	Add lines 5 and 6.	7	1,953,082
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	2,288,088

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	21,645
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	21,645
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	21,645
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	85,229	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	50,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	135,229
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	113,584
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 25,000	Refunded <input type="checkbox"/>	11	88,584

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DAVID CORNSWEET Telephone no ▶(760) 815-0146 Located at ▶PO BOX 231549 ENCINITAS CA ZIP +4 ▶920231549			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

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

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID CORNSWEET	DIRECTOR	168,000	570	0
1038 COTTAGE WAY ENCINITAS, CA 92024	35 00			
PATRICK DEMPSEY	DIRECTOR	168,000	4,570	0
2181 EDINBURG AVE CARDIFF, CA 920071804	35 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MEKETA INVESTMENT GROUP	INVESTMENT MANAGEMENT SERVICES	125,243
5796 ARMADA DRIVE		
CARLSBAD, CA 92008		
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	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	41,258,171
b	Average of monthly cash balances.	1b	1,268,222
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	42,526,393
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	42,526,393
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	637,896
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	41,888,497
6	Minimum investment return. Enter 5% of line 5.	6	2,094,425

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	2,094,425
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	21,645
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,645
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,072,780
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,072,780
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,072,780

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,288,088
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,288,088
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	21,645
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,266,443
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,072,780
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				104,336
d From 2010.				236,342
e From 2011.				172,974
f Total of lines 3a through e.	513,652			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,288,088				
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.				2,072,780
e Remaining amount distributed out of corpus	215,308			
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	728,960			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	728,960			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				104,336
c Excess from 2010. . . .				236,342
d Excess from 2011. . . .				172,974
e Excess from 2012. . . .				215,308

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,989,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	304,021	
4 Dividends and interest from securities.			14	1,176,450	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	75,109	
8 Gain or (loss) from sales of assets other than inventory			18	1,129,479	
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		2,685,059	0
13 Total. Add line 12, columns (b), (d), and (e).			13	2,685,059	2,685,059

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

[illegible]

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

**Sign
Here**

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

*****	2013-11-13	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P01358141
	JOHN BOVARD MIRON	JOHN BOVARD MIRON			
	Firm's name <input type="checkbox"/>	QUIGLEY & MIRON CPA'S 3550 WILSHIRE BOULEVARD-SUITE 1660		Firm's EIN <input type="checkbox"/> 95-4656881	
	Firm's address <input type="checkbox"/>	LOS ANGELES, CA 900102481		Phone no (213) 639-3550	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1,000 SH H B FULLER COMPANY		2011-05-23	2010-01-05
1,000 SH H B FULLER COMPANY		2009-10-21	2012-01-06
500 SH H B FULLER COMPANY		2011-06-08	2012-01-09
500 SH H B FULLER COMPANY		2009-10-21	2012-01-27
8,150 049 SH VANGUARD FTSE ALL WORLD EX US INDEX FD		2009-10-21	2012-01-31
1,500 SH SOLUTIA INC		2011-12-14	2012-02-03
500 SH CONSTELLATION BRANDS INC		2009-10-21	2012-02-14
41,962 67 SH RIDGEWORTH SEIX HIGH YIELD BOND FUND CL I		2009-10-21	2012-02-21
300 SH MADISON SQUARE GARDEN INC		2011-11-18	2012-02-21
700 SH MADISON SQUARE GARDEN INC		2011-11-18	2012-02-22
1,500 SH PERKINELMER INC		2011-08-05	2012-03-02
900 SH H B FULLER COMPANY		2011-08-18	2012-03-05
650 SH POST HOLDINGS INC		2011-10-03	2012-03-21
28,312 571 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2012-02-07	2012-03-27
500 SH LENDER PROCESSING SERVICES INC		2011-06-15	2012-04-02
1,000 SH SOLUTIA INC		2009-10-21	2012-04-02
500 SH SOLUTIA INC		2012-01-09	2012-04-03
500 SH LENDER PROCESSING SERVICES INC		2011-06-15	2012-04-12
242,743 301 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2012-06-27
1,346 461 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2009-10-21	2012-08-15
600 SH FEDERATED INVESTORS INC		2012-03-01	2012-10-05
500 SH FEDERATED INVESTORS INC		2009-10-21	2012-10-09
300 SH BILL BARRETT CORPORATION		2009-10-21	2012-11-16
4,900 SH FEDERATED INVESTORS INC		2009-10-21	2012-11-16
100 SH RALCORP HOLDINGS INC		2009-10-21	2012-11-16
6,500 SH WPX ENERGY INC COMMON STOCK W		2009-10-21	2012-11-16
100 SH CIRCOR INTERNATIONAL INC		2009-10-21	2012-11-19
9,800 SH EXELIS INC		2009-10-21	2012-11-19
800 SH GEORGIA GULF CORP		2009-10-21	2012-11-19
1,600 SH PHARMERICA CORP		2009-10-21	2012-11-19

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
400 SH TIDEWATER INC		2009-10-21	2012-11-19
38,200 SH ISHARES MSCI ACWI INDEX FUND		2009-10-21	2012-11-27
200 SH RALCORP HOLDINGS INC		2012-03-27	2012-12-11
300 SH TIDEWATER INC		2009-10-21	2012-01-13
14,241 75 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2012-01-20
16,584 961 SH VANGUARD FTSE ALL WORLD EX US INDEX FD		2009-10-21	2012-01-31
72,267 389 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2012-01-31
500 SH CONSTELLAION BRANDS INC		2010-04-06	2012-01-31
500 SH TIDEWATER INC		2010-04-06	2012-02-02
16,983 696 SH DFA US MICRO CAP PORTFOLIO		2009-12-22	2012-02-09
68,119 891 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2012-02-09
100 SH CONSTELLATION BRANDS INC		2009-10-21	2012-02-14
488,110 419 SH RIDGEWORTH SEIX HIGH YIELD BOND FUND CL I		2009-10-21	2012-02-21
17,882 69 SH VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL		2009-10-21	2012-03-16
8,912 656 SH VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL		2009-10-01	2012-04-09
500 SH BRINKER INTERNATIONAL INC		2010-04-23	2012-05-09
8,973 528 SH VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL		2009-10-21	2012-05-10
500 SH BRINKER INTERNATIONAL INC		2009-10-21	2012-05-10
200 SH BRINKER INTERNATIONAL INC		2010-05-05	2012-05-11
1,000 SH BRINKER INTERNATIONAL INC		2009-10-21	2012-05-15
200 SH BRINKER INTERNATIONAL INC		2010-07-07	2012-05-16
500 SH UNITED STATES CELLULAR CORP		2010-04-23	2012-06-07
500 SH HANESBRANDS INC		2010-04-14	2012-06-20
15,625 563 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2010-09-20	2012-06-21
72,651 532 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2012-06-27
1,000 SH GENERAC HOLDINGS INC		2009-10-21	2012-07-13
500 SH CHECKPOINT SYSTEMS INC		2009-10-21	2012-07-18
300 SH GENERAC HOLDINGS INC		2009-10-21	2012-07-19
700 SH UNITED STATES CELLULAR CORP		2010-05-03	2012-07-25
300 SH PENSKE AUTOMOTIVE GROUP INC		2010-11-03	2012-07-27

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
300 SH HANESBRANDS INC		2010-05-04	2012-07-30
500 SH PENSKE AUTOMOTIVE GROUP INC		2010-11-03	2012-07-30
200 SH HANESBRANDS INC		2010-05-04	2012-07-31
200 SH GENERAC HOLDINGS INC		2011-03-29	2012-08-01
500 SH GENERAC HOLDINGS INC		2011-03-29	2012-08-08
550 SH PENSKE AUTOMOTIVE GROUP INC		2010-11-03	2012-08-08
500 SH LENDER PROCESSING SERVICES INC		2011-06-24	2012-08-17
550 SH GENERAC HOLDINGS INC		2011-03-29	2012-08-23
1,400 SH KAR AUCTION SVCS INC		2010-04-06	2012-08-23
500 SH CABOT MICROELECTRONICS CORPORATION		2009-10-21	2012-09-24
1,000 SH PENSKE AUTOMOTIVE GROUP INC		2009-10-21	2012-09-24
8,865 305 SH VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL		2009-10-21	2012-09-26
800 SH UNITED STATES CELLULAR CORP		2009-10-21	2012-10-09
80,591 001 SH DFA US MICRO CAP PORTFOLIO		2009-12-22	2012-11-05
3,844 675 SH VANGUARD ENERGY INDEX FUND ADM		2009-10-21	2012-11-05
4,389 384 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2011-08-26	2012-11-14
1,667 966 SH VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL		2009-10-21	2012-11-14
3,000 SH BILL BARRETT CORPORATION		2009-10-21	2012-11-16
1,200 SH CABOT MICROELECTRONICS CORPORATION		2009-10-21	2012-11-16
2,800 SH HANESBRANDS INC		2009-10-21	2012-11-16
3,400 SH LENDER PROCESSING SERVICES INC		2009-10-21	2012-11-16
3,200 SH PENSKE AUTOMOTIVE GROUP INC		2009-10-21	2012-11-16
1,300 SH RALCORP HOLDINGS INC		2009-10-21	2012-11-16
5,300 SH VCA ANTECH INC		2009-10-21	2012-11-16
500 SH ZEBRA TECHNOLOGIES CORPORATION		2010-05-25	2012-11-16
4,200 SH BABCOCK & WILCOX CO		2009-10-21	2012-11-19
6,500 SH CALGON CARBON CORPORATION		2009-10-21	2012-11-19
2,900 SH CHECKPOINT SYSTEMS INC		2009-10-21	2012-11-19
1,000 SH CIRCOR INTERNATIONAL INC		2009-10-21	2012-11-19
4,100 SH JOHN BEAN TECHNOLOGIES CORP		2009-10-21	2012-11-19

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5,200 SH KAR AUCTION SVCS INC		2009-10-21	2012-11-19
10,800 SH LIVE NATION ENTERTAINMENT INC		2009-10-21	2012-11-19
200 SH PENSKE AUTOMOTIVE GROUP INC		2011-04-14	2012-11-19
3,400 SH PERKINELMER INC		2009-10-21	2012-11-19
1,300 SH TIDEWATER INC		2009-10-21	2012-11-19
200 SH ZEBRA TECHNOLOGIES CORPORATION		2009-10-21	2012-11-19
250 SH CABOT MICROELECTRONICS CORPORATION		2010-05-06	2012-11-20
179,211 47 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2012-12-14
3,651 398 SH VANGUARD TOTAL MARKET INDEX FUND INSTITUTIONAL SH		2011-10-11	2012-12-31
PARTNERSHIP - TRADEWINDS GLOBAL ALL-CAP PORTFOLIO		2010-04-01	2012-05-02
PAUL CAPITAL VIII PRIVATE EQUITY FUND		2012-06-29	2012-08-31
WASH SALE - CHECKPOINT SYSTEMS INC		2009-10-21	2012-07-18
STCG FROM K-1 VARIOUS FLOW THROUGH ENTITIES		2009-10-21	
LTCG FROM K-1 VARIOUS FLOW THROUGH ENTITIIES		2009-10-21	

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
23,533		21,299	2,234
23,879		20,993	2,886
11,931		10,491	1,440
14,205		10,400	3,805
680,122		667,000	13,122
41,883		22,454	19,429
10,743		9,464	1,279
406,618		409,635	-3,017
9,947		7,580	2,367
22,904		17,687	5,217
40,458		33,364	7,094
26,434		18,066	8,368
19,477		15,018	4,459
1,000,000		958,947	41,053
12,876		12,130	746
27,920		17,051	10,869
14,003		8,704	5,299
12,223		12,130	93
2,696,878		2,624,486	72,392
47,153		45,737	1,416
12,558		12,476	82
10,330		10,264	66
5,319		9,630	-4,311
92,586		102,213	-9,627
7,017		7,260	-243
98,292		104,682	-6,390
3,404		3,264	140
105,077		100,382	4,695
33,900		21,381	12,519
21,152		19,615	1,537

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
17,484		18,460	-976
1,782,861		1,738,951	43,910
17,862		14,519	3,343
14,875		14,696	179
156,232		148,541	7,691
1,384,015		1,409,224	-25,209
800,000		753,866	46,134
10,377		8,444	1,933
28,597		24,742	3,855
250,000		177,480	72,520
750,000		733,534	16,466
2,149		1,689	460
4,729,790		4,472,950	256,840
500,000		445,458	54,542
250,000		222,014	27,986
15,556		10,220	5,336
250,000		219,047	30,953
15,758		10,023	5,735
6,352		3,694	2,658
31,536		16,224	15,312
6,319		2,935	3,384
19,154		21,377	-2,223
14,330		14,686	-356
173,600		168,912	4,688
807,159		781,573	25,586
22,261		18,014	4,247
4,215		10,404	-6,189
6,735		5,538	1,197
27,637		30,052	-2,415
7,216		4,322	2,894

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,087		8,434	653
12,006		7,204	4,802
6,016		5,622	394
4,507		3,972	535
11,100		9,930	1,170
13,790		7,924	5,866
13,796		10,137	3,659
12,341		10,922	1,419
23,879		21,699	2,180
17,592		19,421	-1,829
30,673		15,074	15,599
260,374		220,835	39,539
29,749		33,017	-3,268
1,200,000		842,176	357,824
200,000		167,859	32,141
49,205		48,108	1,097
49,205		41,549	7,656
53,192		98,221	-45,029
35,114		44,266	-9,152
93,020		74,350	18,670
80,197		64,024	16,173
87,096		58,616	28,480
91,218		83,785	7,433
101,008		123,736	-22,728
18,617		12,935	5,682
99,180		115,833	-16,653
77,367		102,807	-25,440
23,270		53,335	-30,065
34,037		30,631	3,406
63,633		75,122	-11,489

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
93,665		79,922	13,743
92,878		137,827	-44,949
5,791		3,886	1,905
103,149		73,453	29,696
56,822		63,759	-6,937
7,519		5,226	2,293
7,471		8,734	-1,263
2,000,000		1,962,283	37,717
40,494		39,837	657
3,076,763		3,080,510	-3,747
102,681		45,300	57,381
6,189			6,189
		186,545	-186,545
35,114			35,114

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,234
			2,886
			1,440
			3,805
			13,122
			19,429
			1,279
			-3,017
			2,367
			5,217
			7,094
			8,368
			4,459
			41,053
			746
			10,869
			5,299
			93
			72,392
			1,416
			82
			66
			-4,311
			-9,627
			-243
			-6,390
			140
			4,695
			12,519
			1,537

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-976
			43,910
			3,343
			179
			7,691
			-25,209
			46,134
			1,933
			3,855
			72,520
			16,466
			460
			256,840
			54,542
			27,986
			5,336
			30,953
			5,735
			2,658
			15,312
			3,384
			-2,223
			-356
			4,688
			25,586
			4,247
			-6,189
			1,197
			-2,415
			2,894

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			653
			4,802
			394
			535
			1,170
			5,866
			3,659
			1,419
			2,180
			-1,829
			15,599
			39,539
			-3,268
			357,824
			32,141
			1,097
			7,656
			-45,029
			-9,152
			18,670
			16,173
			28,480
			7,433
			-22,728
			5,682
			-16,653
			-25,440
			-30,065
			3,406
			-11,489


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13,743
			-44,949
			1,905
			29,696
			-6,937
			2,293
			-1,263
			37,717
			657
			-3,747
			57,381
			6,189
			-186,545
			35,114

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A REASON TO SURVIVE 2820 ROOSEVELT RD SAN DIEGO,CA 92106	NONE	501 (C)(3)	VISUAL, PERFORMING, AND LITERARY ARTS CAN TRANSFORM	1,000
ANTI-DEFAMATION LEAGUE 7851 MISSION CENTER COURT 320 SAN DIEGO,CA 92108	NONE	501 (C)(3)	JUSTICE AND FAIR TREATMENT FOR ALL	205,000
CHARITIES AID FOUNDATION AMERICA 90 PARK AVE STE 1600 NEW YORK,NY 10016	NONE	509 (A)(1)	EDUCATION, DISASTER RELIEF, ET AL	9,000
GUARDIANS OF SAN DIEGO 211 SAXONY ROAD ENCINITAS,CA 92024	NONE	501 (C)(3)	HOMES FOR THE FRIAL AND ELDERLY	60,000
HAPPY TRAILS 15332 ANTIOCH STREET 171 PACIFIC PALISADES,CA 90272	NONE	501 (C)(3)	AID TO CHILDREN WITH DISABILITIES	60,000
HOSPICE OF THE NORTH COAST 5441 AVENIDA ENCINAS STE A CARLSBAD,CA 92008	NONE	501 (C)(3)	CARE FOR TERMANIALLY ILL AND THEIR FAMILY	240,000
KIS INCLUDED TOGETHER 740 13TH ST SAN DIEGO,CA 92101	NONE	501 (C)(3)	RECREATIONAL, CHILD & YOUTH DEVELOPMENT PROGRAMS	60,000
PRO-KIDS GOLD ACADEMY 4085 52ND ST SAN DIEGO,CA 92105	NONE	501 (C)(3)	EDUCATION THROUGH GOLF	200,000
RAMAPO COLLEGE HOLOCAUSTGENOCIDE CENTER 505 RAMAPO VALLEY RD MAHWAH,NJ 07430	NONE	501 (C)(3)	GENOCIDE AND HUMAN RIGHTS EDUCATION	30,000
SAN DIEGO CITY COLLEGE 1313 PARK BLVD SAN DIEGO,CA 92101	NONE	501 (C)(3)	EDUCATION	1,000
SAN ELIJO LAGGON CONSERVANCY 2710 MANCHESTER AVE CARDIFFBYTHESEA,CA 92007	NONE	501 (C)(3)	ECOLOGICAL RESERVE PRESERVATION	1,000
SATHYA SAI SOCIETY OF AMERICA PO BOX 660908 ARCADIA,CA 91066	NONE	501 (C)(3)	EDUCATION THROUGH GOLF	380,000
STAND UP 4 KIDS PO BOX 1685 OCEANSIDE,CA 92051	NONE	501 (C)(3)	ASSIST HOMELESS	100,000
TENDER LOVING CANINES ASSIST DOGES PO BOX 1244 SOLANA BEACH,CA 92075	NONE	501 (C)(3)	TRAINING OF ASSIST ANIMALS	50,000
VENICE FAMILY CLINIC 604 ROSE AVE VENICE,CA 90291	NONE	501 (C)(3)	HEALTHCARE FOR PEOPLE IN NEED	220,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WHISPERING HOPE RANCH 5333 N 7TH ST STE C223 PHEONIX,AZ 85014	NONE	501 (C)(3)	NATURE AND ANIMALS TO SPECIAL NEEDS CHILDREN	80,000
WOMEN'S RESOURCE CENTER 1963 APPLE STREET OCEANSIDE,CA 92054	NONE	501 (C)(3)	SHELTER AND HELP FOR ABUSED	200,000
WORDS ALIVE 5111 SANTA FE ST STE 219 SAN DIEGO,CA 92109	NONE	501 (C)(3)	EARLY LITERACY INTERVENTION	80,000
ALZHEIMER'S ASSOCIATION 6632 CONVOY COURT SAN DIEGO,CA 92106	NONE	501 (C)(3)	PROGRAMS AND SERVICES TO FAMILIES EFFECTED BY ALZHEIMERS	1,000
BARRIO STATION 2175 NEWTON AVE SAN DIEGO,CA 92113	NONE	501 (C)(3)	SOCIAL SERVICES FOR INDIVIDUALS AND FAMILIES	5,000
DIVINE SHAKTI FOUNDATION 603 BEDFORDSHIRE RD LOUISVILLE,KY 40222	NONE	501 (C)(3)	HOLISTICALLY PROVIDE FOR WELL BEING OF WOMEN AND CHILDREN	6,000
Total  3a				1,989,000

TY 2012 Accounting Fees Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROBERT P MONTANIO, CPA, APC	19,050	9,525		9,525

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

TY 2012 Depreciation Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTERS	2010-06-14	3,615	1,145	SL	5 0000000000000	723	0		
IPADS	2011-08-04	2,465	205	SL	5 0000000000000	493	0		
LAPTOP COMPUTER	2012-01-31	2,873		SL	5 0000000000000	527	0		
LAPTOP COMPUTER	2012-01-31	2,924		SL	5 0000000000000	536	0		
PRINTER	2012-02-08	194		SL	5 0000000000000	36	0		
PRINTER	2012-02-08	194		SL	5 0000000000000	36	0		
PRINTER	2012-02-08	194		SL	5 0000000000000	36	0		
PRINTER	2012-05-29	327		SL	5 0000000000000	38	0		
IPHONE	2012-10-01	626		SL	5 0000000000000	31	0		
IPHONE	2012-10-01	586		SL	5 0000000000000	29	0		

**TY 2012 Investments Corporate
Stock Schedule**

Name: GUMPERT FOUNDATION
EIN: 26-6065762

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BILL BARRETT CORPORATION	37,884	24,906
BABCOCK & WILCOX	26,859	28,820
CABOT MICROELECTRONICS	24,142	23,082
CHECKPOINT SYSTEMS INC	53,611	33,294
BRINKER INTERNATIONAL INC	0	0
HANES BRANDS INC	15,821	21,492
JOHN BEAN TECHNOLOGIES CORP	25,850	28,432
KAR AUCTION SERVICES	21,336	28,336
LIVE NATION ENTERTAINMENT INC	24,080	24,206
PENSKE AUTOMOTIVE GROUP INC	12,057	21,063
BARNES & NOBLE	7,991	7,545
CONSTELLATION BRANDS INC	0	0
TIDEWATER INC	27,478	26,808
UNITED STATES CELLULAR CORP	0	0
VCA ANTECH INC	23,625	27,365
ZEBRA TECHNOLOGIES CORPORATION	16,385	19,380
CALGON CARBON CORPORATION	30,600	29,778
CIRCOR INTERNATIONAL INC	13,057	15,836
H.B. FULLER COMPANY	0	0
GENERAC HOLDINGS INC	0	0
LENDER PROCESSING SERVICES INC	21,944	27,082
MADISON SQUARE GARDEN INC	0	0
PERKINELMER INC	15,389	25,392
RALCORP HOLDINGS INC	14,519	17,930
SOLUTIA INC	0	0
PHARMERICA CORP	18,114	19,936
ISHARES MSCI ACWI INDEX FUND	64,596	67,312
GEORGIA GULF CORP	16,219	24,768
GRAFTECH INTERNATIONAL INC	7,464	7,512
WPX ENERGY INC	25,733	25,296

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXELIS INC	23,226	25,921

TY 2012 Investments - Other Schedule**Name:** GUMPERT FOUNDATION**EIN:** 26-6065762

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PAUL CAPITAL VIII PRIVATE EQUITY FUND	AT COST	3,096,116	4,056,736
LEXINGTON CAPITAL PARTNERS VII	AT COST	1,434,224	1,963,984
FIRST EAGLE GLOBAL VAUE FD LP	AT COST	3,411,180	3,811,520
TRADEWINDS GLOBAL ALL-CAP TR	AT COST	0	0
RHUMBLINE QSI INDEX LLC	AT COST	3,636,935	3,801,071
SSARIS MULTI-MGR ABSOLUTE RETURN FD LLC	AT COST	2,322,350	2,275,622
VONTOBEL INTERNATIONAL EQUITY FUND	AT COST	1,802,220	1,797,138
PENN CORE HIGH YIELD BOND FUND II LP	AT COST	3,729,760	3,807,420
DFA EMERGING MARKETS VALUE PORTFOLIO	AT COST	2,938,961	2,941,790
DFA US MICRO CAP PORTFOLIO	AT COST	449,616	606,235
RIDGEWORTH SEIX HIGH YEILD BOND FD CL I	AT COST	0	0
VANGUARD INFLATION PROTECTED SEC FD	AT COST	3,202,958	3,447,164
VANGUARD TOTAL BD MARKET IDX FD	AT COST	5,251,276	5,256,226
VANGUARD FTSE ALL WORLD EX US INDEX FD	AT COST	0	0
VANGUARD REIT INDEX FUND	AT COST	781,903	1,210,266
VANGUARD MATERIALS INDEX FD ADM	AT COST	815,673	1,035,721
VANGUARD ENERGY INDEX FD ADM	AT COST	615,356	714,934
VANGUARD BALANCED INDEX MARKETS FD SIGNAL	AT COST	114,435	142,472
TEMPLETON FRONTIER MARKETS FD AD	AT COST	1,032,817	1,116,173
TEMPLETON GLOBAL BOND FUND ADVISOR CL I	AT COST	2,745,322	2,725,863

TY 2012 Land, Etc. Schedule**Name:** GUMPERT FOUNDATION**EIN:** 26-6065762

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTERS	3,615	1,868	1,747	1,747
IPADS	2,465	698	1,767	1,767
LAPTOP COMPUTER	2,873	527	2,346	2,346
LAPTOP COMPUTER	2,924	536	2,388	2,388
PRINTER	194	36	158	158
PRINTER	194	36	158	158
PRINTER	194	36	158	158
PRINTER	327	38	289	289
IPHONE	626	31	595	595
IPHONE	586	29	557	557

TY 2012 Legal Fees Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCKENNA LONG & ALDRIDGE	17,925	8,963		8,962

TY 2012 Other Expenses Schedule**Name:** GUMPERT FOUNDATION**EIN:** 26-6065762

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROM PARTNERSHIPS	87,955	87,955		0
WORKSHOP - FOR CHARITIES	39,355	0		39,355
OFFICE EXPENSES	23,733	11,867		11,866
WORKERS COMP	2,308	1,154		1,154

TY 2012 Other Income Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	75,109	75,470	75,109

TY 2012 Other Professional Fees Schedule**Name:** GUMPERT FOUNDATION**EIN:** 26-6065762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	1,400	700		700
CONSULTING (CHARITIES)	10,000	0		10,000
INVESTMENT MANAGEMENT FEES	171,846	171,846		0

TY 2012 Taxes Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CALIFORNIA FILING FEES	200	100		100
PAYROLL TAXES	28,440	14,220		14,220
FROM K-1 - FOREIGN TAXES	8,898	8,898		0
TAXES ON INVESTMENTS INCOME	90,148	0		0