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 , 2012, and ending , 20

Name of foundation: A. GARY ANDERSON FAMILY FOUNDATION

A Employer identification number: 27-1878882

Number and street (or P O box number if mail is not delivered to street address): 17772 COWAN

Room/suite:

B Telephone number (see instructions): (949) 242-5050

City or town, state, and ZIP code: IRVINE, CA 92614

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 68,186,065.

J Accounting method [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	795.	795.		
	4 Dividends and interest from securities	2,236,342.	2,236,342.		ATCH 1
	5a Gross rents	3,201.	3,201.		
	b Net rental income or (loss) 3,201.				
	6a Net gain or (loss) from sale of assets not on line 10	548,330.			
	b Gross sales price for all assets on line 6a 19,041,810.				
	7 Capital gain net income (from Part IV, line 2)		548,330.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	22,601.	684.		
	12 **Total.** Add lines 1 through 11	2,811,269.	2,789,352.	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	397,901.	127,003.		270,898.
	14 Other employee salaries and wages	168,381.			168,381.
	15 Pension plans, employee benefits	21,870.	4,811.		17,058.
	16a Legal fees (attach schedule) ATCH 3	12,844.	8,991.		3,960.
	b Accounting fees (attach schedule) ATCH 4	70,904.	49,633.		21,758.
	c Other professional fees (attach schedule) *	398,548.	316,363.		82,087.
	17 Interest ATCH 6	63,376.	63,376.		
	18 Taxes (attach schedule) (see instructions) ATCH 7	58,377.	9,456.		22,649.
	19 Depreciation (attach schedule) and depletion	410.	25.		
	20 Occupancy				
	21 Travel, conferences, and meetings	9,870.			9,870.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	393,528.	311,451.		85,841.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,596,009.	891,109.		682,502.
	25 Contributions, gifts, grants paid	2,097,139.			2,731,575.
	26 Total expenses and disbursements Add lines 24 and 25	3,693,148.	891,109.	0	3,414,077.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-881,879.			
	b **Net investment income** (if negative, enter -0-)		1,898,243.		
	c **Adjusted net income** (if negative, enter -0-)			0	

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*ATCH 5

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	4,109,429.	4,359,880.	4,359,880.
	3	Accounts receivable ▶ 2,587,861. Less allowance for doubtful accounts ▶	2,994,764.	2,587,861.	2,587,861.
	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 ATCH 9	58,531.	49,675.	49,675.
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 10	11,326,885.	14,057,915.	14,057,915.
	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) ATCH 11	46,703,865.	47,126,834.	47,126,834.
	14	Land buildings, and equipment basis ▶ 8,979. Less accumulated depreciation (attach schedule) ▶ 5,079.	873.	3,900.	3,900.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	65,194,347.	68,186,065.	68,186,065.
Liabilities	17	Accounts payable and accrued expenses	194,328.	98,360.	
	18	Grants payable	2,231,850.	1,597,413.	
	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 ▶ ATCH 12)	102,100.	207,000.	
	23	**Total liabilities** (add lines 17 through 22)	2,528,278.	1,902,773.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	62,666,069.	66,283,292.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	62,666,069.	66,283,292.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	65,194,347.	68,186,065.	

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	62,666,069.
2	Enter amount from Part I, line 27a	2	-881,879.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	4,499,102.
4	Add lines 1, 2, and 3	4	66,283,292.
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	66,283,292.

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 PART IV SCHEDULE			
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				
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				
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	548,330.
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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,439,636.	67,712,903.	0.050797
2010	3,237,135.	63,712,540.	0.050808
2009	3,574,037.	57,579,795.	0.062071
2008	1,948,406.	70,361,696.	0.027691
2007	4,244,664.	79,741,837.	0.053230

2	Total of line 1, column (d)	2	0.244597
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	0.048919
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	66,657,913.
5	Multiply line 4 by line 3	5	3,260,838.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,982.
7	Add lines 5 and 6	7	3,279,820.
8	Enter qualifying distributions from Part XII, line 4	8	3,414,077.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	18,982.
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	
3	Add lines 1 and 2	3	18,982.
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	18,982.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 41,696.		
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	41,696.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] 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	22,714.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 22,714. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ A. GARY ANDERSON FAMILY FOUND. Telephone no ▶ 949-242-5050			
	Located at ▶ 17772 COWAN IRVINE, CA ZIP+4 ▶ 92614			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATCH 14		397,901.	13,451.	0

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
ATCH 15		168,381.	8,419.	0

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

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
ATCH 16		351,411.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	64,190,837.
b	Average of monthly cash balances	1b	3,482,171.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	67,673,008.
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	67,673,008.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,015,095.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	66,657,913.
6	**Minimum investment return.** Enter 5% of line 5	6	3,332,896.

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	3,332,896.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,982.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	4,987.		
c	Add lines 2a and 2b			2c	23,969.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,308,927.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,308,927.
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	3,308,927.

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	3,414,077.
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	3,414,077.
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	18,982.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,395,095.

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				3,308,927.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,415,947.	
b Total for prior years 20 10 ,20 09 ,20 08				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,414,077.				
a Applied to 2011, but not more than line 2a			2,415,947.	
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				998,130.
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,310,797.
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	0			
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) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

ATCH 17

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

OBTAIN APPLICATION FROM ABOVE ADDRESS

c Any submission deadlines

NONE

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

ATCH 18

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 19				
Total . . . . ▶ **3a**				2,731,575.
b *Approved for future payment*				
ATCH 20				
Total . . . . ▶ **3b**				1,663,833.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	795.	
4 Dividends and interest from securities			14	2,236,342.	
5 Net rental income or (loss) from real estate					
a Debt-financed property			16	3,201.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	684.	
8 Gain or (loss) from sales of assets other than inventory			18	548,330.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PASS-THROUGHS	900099	21,917.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		21,917.		2,789,352.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,811,269.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

X [signature] | X 11-12-2013 | X President /COO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBORAH C. BOLAR	Deborah C. Bolar	11-11-13		P00157963
Firm's name ▶ BOLAR HIRSCH & JENNINGS LLP			Firm's EIN ▶ 33-0480814	
Firm's address ▶ 18101 VON KARMAN AVENUE, #1440 IRVINE, CA 92612			Phone no 949-224-3300	

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ORANGE COUNTY TAX COLLECTOR	21.	1.	20.
PAYROLL TAX	29,138.	6,410.	22,629.
EXCISE TAXES	19,304.		
UBTI TAXES	5,811.		
STATE FILING FEES	160.	160.	
	1,058.		
FOREIGN TAXES - FROM K-1S	391.	391.	
FOREIGN TAXES	2,494.	2,494.	
TOTALS	58,377.	9,456.	22,649.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					670.	
		CUSTODY CASH (NV)- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,662,027.		1,513,947.					148,080.	
		BOB KLEIN- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,716,549.		1,492,070.					224,479.	
		BRANDES (CA)- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
53.		52.					1.	
		NFJ - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,632,007.		1,564,584.					67,423.	
		TCW (NT) - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
174.							174.	
		TCW (RBC) - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
874,243.		818,184.					56,059.	
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,118.							1,118.	
		WASH SALES ADJUSTMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		19,162.					-19,162.	
		§731 - ARES ELIS VI CREDIT OPPS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
373,008.		373,009.					-1.	
		IBC - OFFSHORE FUNDS (SEE STATEMENT) PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
10161946.		10712472.					-550,526.	
		CAPITAL GAINS FROM K-1S PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
620,015.							620,015.	
		REDEMPTION OF IVY HILL MARKET CREDIT FUN				P	2007	12/28/2012

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
2,000,000.		2,000,000.						
TOTAL GAIN(LOSS)							548,330.	

JSA
2E1730 1 000

A. GARY ANDERSON FAMILY FOUNDATION
Other Investments - Capital Gain/Loss Detail
2012 Tax Return
Sched - D1
As of December 31, 2012

Investment Name	Trade Date	Acquis Date	Number of Shares Sold	FMV / Proceeds	Cost Basis	Net Capital G / (L)
Ares Commercial Real Estate Corporation	5/1/12	02/28/12	1,807 2300	198,795	180,723	**18,072**
Aslan Capital Offshore Fund, Ltd.	7/31/12	05/01/06	41.7968	31,403	1,049,276	**(1,017,873)**
Beach Point Strategic Offshore Fund, Ltd.	10/16/12	12/01/98	55.8523	200,000	70,973	**129,027**
BHR Offshore Fund, Ltd.	Various	01/01/11	574 9550	700,000	117,924	**582,076**
Citadel Kensington Global, Ltd.	Various	08/01/08	2,868.7500	3,489,386	2,868,750	**620,636**
Claren Road Credit Fund, Ltd.	1/31/12	05/01/10	235.1135	250,000	235,113	**14,887**
Full Value Offshore Fund, Ltd.	1/1/12	09/30/07	566 3795	650,000	596,283	**53,717**
Malta Offshore, Ltd	10/1/12	12/31/09	57.1220	200,000	168,450	**31,550**
Owl Creek Overseas Fund, Ltd.	7/31/12	05/01/10	2,466 1171	1,951,474	2,500,000	**(548,526)**
Redmile Capital Offshore Fund, Ltd	10/29/12	12/31/09	280 1791	350,000	276,183	**73,817**
Shepherd Investments International, Ltd.	Various	03/31/04	67,765.6843	141,386	142,863	**(1,477)**
SIT Alpha III Bond Fund, Ltd.	9/28/12	02/28/11	82.9900	100,000	85,035	**14,965**
SPM Opportunity Offshore Fund, Ltd.	Various	12/31/09	529 9500	200,000	120,899	**79,101**
Third Avenue Global Value Fund, Ltd.	1/31/12	08/01/07	2,300.0000	1,699,502	2,300,000	**(600,498)**
Total				10,161,946	10,712,472	**(550,526)**

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM K-1S	555,922.	555,922.
DIVIDENDS AND INTEREST FROM SECURITIES	1,680,420.	1,680,420.
TOTAL	2,236,342.	2,236,342.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
A. GARY ANDERSON FAMILY FOUNDATION	27-1878882

DESCRIPTION OF PROPERTY

RENTAL INCOME - K-1S

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:		
REAL RENTAL INCOME		
OTHER INCOME:	3,201.	
TOTAL GROSS INCOME		3,201.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		3,201.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		3,201.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME	3,201.

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
RENTAL INCOME - K-1S	3,201.			3,201.
TOTALS	3,201.			3,201.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNRELATED BUSINESS TAXABLE INCOME FROM PASS-THROUGHS	21,917.	
TAXABLE INCOME FROM PASS-THROUGHS	684.	684.
TOTALS	22,601.	684.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FREEMAN, FREEMAN & SMILEY	12,844.	8,991.		3,960.
TOTALS	12,844.	8,991.		3,960.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX SERVICES	70,904.	49,633.		21,758.
TOTALS	70,904.	49,633.		21,758.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ICG CONSULTING	101,411.	101,411.	
PENSION/401(K) CONSULTING	8,827.	1,942.	6,787.
INVESTMENT MANAGERS FEE	33,823.	33,823.	
NORTHERN TRUST - CUSTODIAL FEE	3,487.	3,487.	
ACCOUNTING MANAGEMENT SERVICES	251,000.	175,700.	75,300.
TOTALS	398,548.	316,363.	82,087.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE FROM K-1S	63,373.	63,373.
INTEREST EXPENSE BOB KLEIN	3.	3.
TOTALS	63,376.	63,376.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER EXPENSES - DUES, REPAIRS	3,434.	206.	3,331.
BANK CHARGES	139.	139.	
MEALS & BUSINESS GIFTS	11,129.		11,086.
INSURANCE	86,821.	19,101.	71,424.
INVESTMENT EXPENSES - OTHER	56.	56.	
OTHER EXPENSES - FROM K-1S	291,740.	291,740.	
SECTION 754 DEPR. - FROM K-1S	209.	209.	
TOTALS	393,528.	311,451.	85,841.

ATTACHMENT 9

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	49,675.	49,675.
TOTALS	49,675.	49,675.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOB KLEIN (SEE STMT A)	1,850,722.	1,850,722.
NT - NFJ (SEE STMT B)	3,137,735.	3,137,735.
NT - TCW (SEE STMT C)	2,558,968.	2,558,968.
NT - CUSTODY CASH (SEE STMT D)	6,510,490.	6,510,490.
TOTALS	14,057,915.	14,057,915.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS (SEE STMT E)	47,126,834.	47,126,834.
TOTALS	47,126,834.	47,126,834.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
DEFERRED EXCISE TAX	207,000.
TOTALS	207,000.

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON ASSETS		4,499,102.
	TOTAL	4,499,102.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ERIK K. ANDERSON 17772 COWAN IRVINE, CA 92614	PRESIDENT/CO-CHAIRMAN 30.00	161,139.	1,612.	0
ERIN J. LASTINGER 17772 COWAN IRVINE, CA 92614	CEO/CO-CHAIRMAN 40.00	236,762.	11,839.	0
NANCY S. LARSON 17772 COWAN IRVINE, CA 92614	CFO/SECRETARY 5.00	0	0	0
	GRAND TOTALS	397,901.	13,451.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GARY M. LASTINGER 17772 COWAN IRVINE, CA 92614	GRANT COORDINATOR 40.00	168,381.	8,419.	0
	TOTAL COMPENSATION	168,381.	8,419.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ANDERSON FINANCIAL CORPORATION 17772 COWAN IRVINE, CA 92614	ACCOUNTING & MANAGEMENT	251,000.
ICG ADVISORS 1999 AVENUE OF THE STARS LOS ANGELES, CA 90067	INVESTMENT CONSULTING	100,411.
TOTAL COMPENSATION		351,411.

ATTACHMENT 17

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

A. GARY ANDERSON FAMILY FOUNDATION
17772 COWAN
IRVINE, CA 92614
949-242-5050

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GENERALLY, DISCRETIONARY GRANTS ARE MADE IN THE AREAS OF EDUCATION, HUMAN SERVICES, AND ARTS.

A GARY ANDERSON FAMILY FOUNDATION 27-1878882

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID (SEE ATTACHED)	NONE 509(A)(1)	CHARITABLE	2,731,575
		TOTAL CONTRIBUTIONS PAID	2,731,575

A. GARY ANDERSON FAMILY FOUNDATION #27-1878882
GRANTS PAID DURING THE YEAR
FOR THE 2012 YEAR

Date	Recipient	Status of Recipient	Purpose of Grant	Amount
01/03/12	Hoag Hospital Foundation	509(a)(1)	Women's Pavilion	250,000 00
01/19/12	National Charity League	509(a)(1)	To foster mother-daughter relationships in a philanthropic organization committed to community service, leadership development and cultural experiences	6,746 00
02/10/12	Albert Einstein Institution	509(a)(1)	To advance worldwide study & strategic use of nonviolent actions in conflicts by encouraging research & policy studies on the methods of non violent actions & past use	2,500 00
02/21/12	Marconi Foundation for Kids	509(a)(1)	To raise money for underprivileged children	2,040 00
03/28/12	Casa Colina Centers for Rehabilitation	509(a)(1)	Children & adults with disabilities innovative programs that provide them opportunities to achieve their maximum rehabilitation potential/rehabilitation programs	652 00
04/16/12	Children's Fund	509(a)(1)	A Gary Anderson Memorial Golf Classic/Prevent child abuse, at risk children who are abused, neglected, impoverished, or abandoned receive adequate food, clothing, shelter, medical care and education	50,000 00
04/23/12	Speedway Children's Charities	509(a)(1)	To raise and provide funds to non-profit organizations that meet the direct needs of children with medical, educational or social challenges	300 00
06/27/12	Supporting Excellence in Education for Kids Inc	509(a)(1)	Scholarships provided to special and financial needs children who are unable to attend private schools	820 00
07/20/12	City of Hope	509(a)(1)	A biomedical research, treatment and educational institution, is dedicated to the prevention and cure of cancer and other life-threatening diseases	600,000 00
07/30/12	Big Brothers Big Sisters of OC	509(a)(1)	Programs for disadvantaged high-risk boys and girls with positive role models to help them pursue a purposeful future	38,000 00
07/30/12	Orangewood Children's Foundation	509(a)(1)	To provide life-changing programs and one-on-one support for abused and neglected children and at-risk families to end the cycle of child abuse	38,000 00
08/20/12	Kinship Center / Seneca Family of Agencies	509(a)(1)	Helps children and families through the most difficult times of their lives to better meet the needs of children in group homes and foster family care	520 00
08/22/12	Ducks Unlimited, Inc	509(a)(1)	Conserves, restores and manages wetlands and associated habitats for North America's waterfowl These habitats also benefit other wildlife and people	7,500 00
08/23/12	Autism Society of America	509(a)(1)	Provide children & adults with autism innovative programs that provide them opportunities to achieve their maximum rehabilitation potential/rehabilitation programs	1,250 00
08/28/12	California Waterfowl Association	509(a)(1)	Preservation & enhancement of waterfowl, wetlands & their habitat in CA	2,500 00
09/06/12	HomeAid Orange County, Inc	509(a)(1)	Building & maintaining dignified housing where homeless families & individuals can rebuild their lives, women & children who are victims of domestic violence, homeless families & homeless individuals	6,300 00
09/20/12	Institute for Shipboard Education	509(a)(1)	Premier global studies programs	3,300 00
09/25/12	Big Brothers Big Sisters of OC	509(a)(1)	Programs for disadvantaged high-risk boys and girls with positive role models to help them pursue a purposeful future	2,500 00
09/25/12	The Pegasus School	509(a)(1)	Provides private educational services to children and related workshops and support services to parents and educators	750 00
10/03/12	Kinship Center / Seneca Family of Agencies	509(a)(1)	Helps children and families through the most difficult times of their lives to better meet the needs of children in group homes and foster family care	4,800 00
10/04/12	Charitable Ventures of Orange County, Inc /Caterina's Club	509(a)(1)	Provides resources and support services to charitable ventures and projects	50,000 00
10/04/12	Freedom Writers Foundation	509(a)(1)	To be an advocate for at-risk students by providing tools that facilitate student-centered learning, increased overall academic performance, and increased teacher retention	20,000 00
10/05/12	Get Safe Choice Personal Safety, Inc	509(a)(1)	Empowering people from all walks of life to be "free from fear" through fun, innovative and proven training, and personal safety and awareness programs	20,000 00
10/09/12	Jonathan Dale Miller Foundation	509(a)(1)	To provide meals for the hungry and toys at Christmas for underprivileged children	50,000 00

A. GARY ANDERSON FAMILY FOUNDATION #27-1878882
GRANTS PAID DURING THE YEAR
FOR THE 2012 YEAR

Date	Recipient	Status of Recipient	Purpose of Grant	Amount
10/10/12	Hands Together A Center for Children	509(a)(1)	To provide early education and care to families of the working poor who are striving to gain stability, improve their lives, and emerge from poverty	10,000 00
10/11/12	The Literacy Project Foundation	509(a)(1)	To enable at-risk and disadvantaged youth to increase their reading skill levels	20,000 00
10/24/12	HomeAid Orange County, Inc	509(a)(1)	Building & maintaining dignified housing where homeless families & individuals can rebuild their lives, women & children who are victims of domestic violence, homeless families & homeless individuals	5,000 00
10/24/12	CHOC Foundation	509(a)(1)	To help support clinical & nonclinical services, medical education & research in the field of pediatrics	5,000 00
10/24/12	Second Harvest Food Bank of OC, Inc	509(a)(1)	To eliminate hunger in Orange County	850 00
10/24/12	Stater Bros Charities	509(a)(1)	To provide philanthropic support to approved non-profit organizations in communities	5,000 00
11/07/12	UC Riverside Foundation	509(a)(1)	Supports programs, research & students	14,680 00
11/07/12	Supporting Excellence in Education for Kids Inc	509(a)(1)	Scholarships provided to special and financial needs children who are unable to attend private schools	50,000 00
11/08/12	Casa Colina Centers for Rehabilitation	509(a)(1)	Children & adults with disabilities innovative programs that provide them opportunities to achieve their maximum rehabilitation potential/rehabilitation programs	800 00
11/08/12	Bighorn Institute	509(a)(1)	To promote and preserve bighorn sheep	4,600 00
12/06/12	University of California Riverside	509(a)(1)	Support programs, research & students	500,000 00
12/06/12	Institute for Shipboard Education	509(a)(1)	Premier global studies programs	250,000 00
12/06/12	Chapman University	509(a)(1)	Athletics Campaign	540,000 00
12/06/12	Kinship Center	509(a)(1)	Helps children and families through the most difficult times of their lives to better meet the needs of children in group homes and foster family care	500 00
12/06/12	Servite High School	509(a)(1)	Support programs, research & students	166,667 00
				2,731,575.00

A. GARY ANDERSON FAMILY FOUNDATION #27-1878882
GRANTS & CONTRIBUTIONS - NAME / ADDRESS
TAX YEAR 2012

RECIPIENT	STREET ADDRESS	CITY	STATE	ZIP CODE
Albert Einstein Institute	P O Box 455	East Boston	MA	2128
Autism Society of America	2276 Griffin Way, Suite 105-194	Corona	CA	92879
Big Brothers Big Sisters of Orange County	14131 Yorba Street, Suite 200	Tustin	CA	92780
Bighorn Institute	P O. Box 262	Palm Desert	CA	92261
California Waterfowl Association	4630 Northgate BLVD , Suite 150	Sacramento	CA	95834
Casa Colina Centers for Rehabilitation	2850 North Garey Ave	Pomona	CA	91769-6001
Chapman University	333 N Glassell Street	Orange	CA	92866
Children's Fund	385 N. Arrowhead	San Bernardino	CA	92415-0132
Children's Hospital of OC Cancer Fund (CHOC)	455 S. Main Street	Orange	CA	92868
City of Hope	1055 Wilshire Blvd , 11th Floor	Los Angeles	CA	90017
Charitable Ventures of Orange County, Inc /Caterina's Club	1505 E 17th Street, Suite 101	Santa Ana	CA	92705
Ducks Unlimited, Inc	23 Silver Pine Drive	Newport Beach	CA	92657
Freedom Writers Foundation	PO Box 41505	Long Beach	CA	90853
Get Safe Choice Personal Safety, Inc.	18122 Norwood Park Place	Tustin	CA	92780
Hands Together A Center for Children	201 E. Civic Center Drive	Santa Ana	CA	92701
Hoag Hospital Foundation	One Hoag Drive	Newport Beach	CA	92658-6100
HomeAid Orange County	17744 Sky Park Circle, Suite 170	Irvine	CA	92614
Institute for Shipboard Education	P O Box 400885	Charlottesville	VA	22904-4885
Jonathan Dale Miller Foundation	PO Box 390010	Keauhou	HI	96739
Kinship Center	18302 Irvine Blvd., Suite 300	Tustin	CA	92780
Marconi Foundation for Kids	1302 Industrial Drive	Tustin	CA	92780
National Charity League	35 Pacific Mist	Newport Beach	CA	92657
Orangewood Children's Foundation	1575 E 17th Street	Santa Ana	CA	92705
Second Harvest Food Bank of OC, Inc	8014 Marine Way	Irvine	CA	92618
Servite High School	1952 W La Palma	Anaheim	CA	92801
Speedway Children's Charities	PO Box 18747	Charlottesville	NC	28218
Stater Bros Charities	13428 Maxella Ave Suite 278	Marina Del Rey	CA	90292
Supporting Excellence in Education for Kids Inc.	1620 Adams Avenue	Costa Mesa	CA	92626-4954
The Literacy Project Foundation	3334 Est Coast Highway, Suite 177	Corona Del Mar	CA	95625
The Pegasus School	19692 Lexington Lane	Huntington Beach	CA	92646
UC Riverside Foundation	900 University Ave, 58 Anderson Hall	Riverside	CA	92521-0101
University of California Riverside	900 University Ave, 009 Anderson Hall	Riverside	CA	92521-0101

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHAPMAN ATHLETIC PAVILION 333 N GLASSELL ST ORANGE, CA 92866	NONE 509(A)(1)	EDUCATION	1,080,000
INSTITUTE FOR SHIPBOARD EDUCATION P O BOX 400885 CHARLOTTESVILLE, VA 22904-4885	NONE 509(A)(1)	EDUCATION	250,000
SERVITE HIGH SCHOOL 1952 W LA PALMA ANAHEIM, CA 92801	NONE 509(A)(1)	EDUCATION	333,333
WITH HOPE, THE AMBER CRAIG MEMORIAL FOUNDATION P O BOX 550 PLACENTIA, CA 92871	NONE 509(A)(1)	EDUCATION	500
		TOTAL CONTRIBUTIONS APPROVED	1,663,833

FEDERAL FOOTNOTES

IN 2004, THE FOUNDATION RECEIVED AN INTEREST IN THE VINEYARD VILLAGE, LTD. PARTNERSHIP FROM THE ESTATE OF ARNOLD ANDERSON. THE FOUNDATION IS EXEMPTED FROM PAYING TAX ON ANY UNRELATED BUSINESS INCOME FROM PROPERTY SUBJECT TO A MORTGAGE RECEIVED BY BEQUEST FOR A TEN YEAR PERIOD FROM JANUARY 2004 TO DECEMBER 2013 PURSUANT TO IRC 514(C)(2)(B).

J.P.Morgan
J.P.Morgan Securities

OFFICE SERVICING YOUR ACCOUNT
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Los Angeles, CA 90067
(310) 201-2600

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J P. Morgan Clearing Corp.
Three Chase Metrotech Center
Brooklyn, New York 11245-0001

A GARY ANDERSON FAM FOUNDATION

STATEMENT PERIOD
December 1 - December 31, 2012

ACCOUNT NUMBER
720-16121 L90
LAST STATEMENT November 30, 2012

Your Portfolio Holdings

The total cost basis for each security position and the unrealized gain/loss are provided solely for your convenience and may not be used for tax purposes or otherwise relied upon. If you have questions related to tax consequences, please consult your tax advisor. Unrealized gain/loss total reflects only those positions for which a cost basis is available or has been provided to J.P. Morgan Clearing Corp. ("JPMCC"). Unless the tax basis provided relates to a position purchased on the books of JPMCC, JPMCC has not and cannot validate the basis provided. Information on this statement related to cost and gain/loss calculations does not include adjustments for wash sales that may have occurred on the last business day of this statement period. These wash sale adjustments, if any, will be reflected on your next statement.

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	QUANTITY	PRICE	MARKET VALUE	COST	UNREALIZED GAIN/LOSS
CASH BALANCE				13,939	13,939	
	CASH			689	689	
	MRGN			13,250	13,250	
TOTAL CASH & MONEY MARKET FUNDS				$13,939	$13,939	N/A

EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
APPLE INC	MRGN		310	532.17	164,974	341.42	105,839	59,135	3,286	1.99
SYMBOL AAPL		08/13/10	60		31,930	250.26	15,016	16,915 LT		
		08/08/11	250		133,044	363.29	90,823	42,220 LT		
CALL AAPL 01/04/13 560 APPLE INC EXP 01/04/2013 SECURITY NUM 8BWFTC2	MRGN	12/24/12	-3	1.01	-303	1 39	-418	115 ST		
BERKSHIRE HATHAWAY INC DEL CL B NEW SYMBOL BRKB	MRGN	06/18/12	2,350	89.70	210,795	82.34	193,488	17,307 ST		

STATEMENT A

J.P.Morgan
J.P.Morgan Securities

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A GARY ANDERSON FAM FOUNDATION

STATEMENT PERIOD
December 1 - December 31, 2012

ACCOUNT NUMBER
720-16121 L90
LAST STATEMENT November 30, 2012

Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
CF INDUSTRIES HOLDINGS INC	MRGN		**400**	**203.16**	**81,264**	**205.81**	**82,324**	**-1,060**	**640**	**0.79**
SYMBOL CF		08/24/12	58		11,783	206.00	11,948	-164 ST		
		08/27/12	342		69,481	205.78	70,376	-896 ST		
CALL CF 01/19/13 225	MRGN	**11/19/12**	**-4**	**0.49**	**-196**	**2.22**	**-888**	**692 ST**		
CF INDUSTRIES HOLDINGS INC										
EXP 01/19/2013										
SECURITY NUM 8BWXKP8										
CONTINENTAL RESOURCES INC	MRGN		**2,475**	**73.49**	**181,888**	**56 62**	**140,131**	**41,757**		
SYMBOL CLR		03/25/10	75		5,512	39.03	2,927	2,584 LT		
		06/25/10	190		13,963	47.88	9,098	4,865 LT		
		06/28/10	710		52,178	48.52	34,447	17,731 LT		
		10/19/11	1,300		95,537	59.21	76,973	18,564 LT		
		02/03/12	100		7,349	79.14	7,914	-565 ST		
		03/07/12	100		7,349	87.73	8,773	-1,424 ST		
CATERPILLAR INC	MRGN	**06/13/12**	**1,075**	**89.61**	**96,329**	**86.67**	**93,170**	**3,160 ST**	**2,236**	**2 32**
SYMBOL CAT										
CYPRESS SEMICONDUCTOR CORP	MRGN		**9,310**	**10.84**	**100,920**	**13.41**	**124,859**	**-23,939**	**4,096**	**4.06**
SYMBOL CY		09/26/11	955		10,352	16.11	15,388	-5,036 LT		
		09/26/11	2,460		26,666	16.01	39,376	-12,710 LT		
		12/13/11	500		5,420	16.49	8,243	-2,823 LT		
		06/18/12	1,177		12,759	13.53	15,924	-3,165 ST		
		06/19/12	1,343		14,558	13.51	18,148	-3,590 ST		
		11/20/12	425		4,607	9.21	3,916	691 ST		
		11/23/12	11		119	9.76	107	12 ST		
		11/27/12	839		9,095	9.98	8,376	719 ST		
		11/28/12	1,600		17,344	9.61	15,381	1,963 ST		
DUNKIN BRANDS GROUP INC	MRGN		**1,125**	**33.18**	**37,328**	**28.79**	**32,394**	**4,934**	**675**	**1.81**
SYMBOL DNKN		08/02/12	290		9,622	28.94	8,392	1,230 ST		

STATEMENT A

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STATEMENT PERIOD
December 1 - December 31, 2012

ACCOUNT NUMBER
720-16121 L90

LAST STATEMENT November 30, 2012

Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
DUNKIN BRANDS GROUP INC		08/22/12	835		27,706	28.74	24,002	3,704 ST		
CALL DNKN 01/19/13 35	MRGN		-11	0.13	-138	0.70	-765	627		
DUNKIN BRANDS GROUP INC		08/15/12	-3		-38	0.95	-285	248 ST		
EXP 01/19/2013		09/11/12	-8		-100	0.60	-480	379 ST		
SECURITY NUM 8BVTCM8										
DEERE & CO	MRGN		885	86.42	76,482	70.50	62,393	14,089	1,628	2.13
SYMBOL DE		10/05/11	385		33,272	65 62	25,263	8,009 LT		
		10/24/11	500		43,210	74.26	37,130	6,080 LT		
E I DU PONT DE NEMOURS & CO	MRGN	06/18/12	525	44.98	23,614	50.24	26,376	-2,762 ST	903	3.82
SYMBOL DD										
HOST HOTELS & RESORTS INC	MRGN	06/18/12	3,760	15.67	58,919	15.78	59,344	-425 ST	1,354	2.30
SYMBOL HST										
HALLIBURTON CO	MRGN		5,225	34.69	181,255	33.04	172,631	8,624	1,881	1.04
SYMBOL HAL		01/26/10	2,825		97,999	31.16	88,028	9,971 LT		
		10/24/11	2,400		83,256	35.25	84,603	-1,347 LT		
ISHARES SILVER TR	MRGN	11/08/12	285	29.37	8,370	31.37	8,940	-570 ST		
ISHARES										
SYMBOL SLV										
SPDR GOLD TR	MRGN		2,130	162.02	345,103	143.39	305,431	39,672		
GOLD SHS		03/09/10	284		46,014	109.26	31,030	14,984 LT		
SYMBOL GLD		03/15/11	1,100		178,222	136.22	149,841	28,382 LT		
		02/29/12	500		81,010	166.31	83,153	-2,143 ST		
		09/26/12	66		10,693	169 26	11,171	-478 ST		
		11/08/12	180		29,164	167.98	30,237	-1,073 ST		

STATEMENT A

Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
CALL GLD 01/19/13 166	MRGN	12/18/12	-21	0.51	-1,061	0.85	-1,791	730 ST		
SPDR GOLD TR										
EXP 01/19/2013										
SECURITY NUM 8BVXMD1										
SUNCOR ENERGY INC	MRGN		780	32.89	25,652	32.57	25,407	245	409	1.59
NEW		11/16/12	280		9,208	31.43	8,802	407 ST		
SYMBOL SU		11/21/12	500		16,444	33.21	16,606	-162 ST		
WELLS FARGO & CO	MRGN		6,800	34.18	232,424	27.74	188,644	43,780	5,984	2.57
SYMBOL WFC		01/20/10	6,000		205,080	28.01	168,060	37,020 LT		
		10/19/11	800		27,344	25.73	20,584	6,760 LT		
Total Equities & Options					$1,823,619		$1,617,509	$206,111	$23,092	
TOTAL EQUITIES					$1,823,619		$1,617,509	$206,111	$23,092	

MUTUAL FUNDS

A maximum of two tax lots per position will be reported in the mutual funds section. These will be the aggregate totals of the long-term holdings and the short-term holdings respectively. Funds tracked with the Average Cost methodology are denoted with an 'A' next to the Unit Cost number.

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
VAN ECK FDS INTL INVS FD A	CASH		1,594.267	16.81	26,800	19.76	31,503	-4,703 LT		
SYMBOL INIVX										
TOTAL MUTUAL FUNDS					$26,800		$31,503	$-4,703	$0	

STATEMENT A

	Savings & Temp Cash Invest	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig.	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
JP Morgan								
Bob Klein - 720-16121								
Per Broker Stmt	13,939					1,823,619		1,837,558
						26,800		26,800
Trade Date Adj - Gov't Oblig/Bonds/Stock	-	1,363				303	(280)	1,386
	13,939	**1,363**	**-**	**-**	**-**	**1,850,722**	**(280)**	**1,865,744**

STATEMENT A

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Canada - USD							
BARRICK GOLD CORP CUSIP 067901108							
1,500 00	35 0100000	0 00	52,515 00	73,393 87	- 20,878 87	0 00	- 20,878 87
Total USD		0 00	52,515 00	73,393 87	- 20,878 87	0 00	- 20,878 87
Total Canada		0 00	52,515 00	73,393 87	- 20,878 87	0 00	- 20,878 87
France - USD							
ADR TOTAL SA CUSIP 89151E109							
1,300 00	52 0100000	854 88	67,613 00	64,088 02	3,524 98	0 00	3,524 98
Total USD		854 88	67,613 00	64,088 02	3,524 98	0 00	3,524 98
Total France		854 88	67,613 00	64,088 02	3,524 98	0 00	3,524 98
Netherlands - USD							
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP 780259206							
1,000 00	68 9500000	0 00	68,950 00	72,980 17	- 4,030 17	0 00	- 4,030 17
Total USD		0 00	68,950 00	72,980 17	- 4,030 17	0 00	- 4,030 17
Total Netherlands		0 00	68,950 00	72,980 17	- 4,030 17	0 00	- 4,030 17
United Kingdom - USD							
ADR ASTRAZENECA PLC SPONSORED ADR UK CUSIP 046353108							
2,900 00	47 2700000	0 00	137,083 00	133,515 96	3,567 04	0 00	3,567 04
Total USD		0 00	137,083 00	133,515 96	3,567 04	0 00	3,567 04

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Total United Kingdom		0 00	137,083 00	133,515 96	3,567 04	0 00	3,567 04
United States - USD							
ALLSTATE CORP COM CUSIP 020002101							
1,700 00	40 1700000	0 00	68,289 00	52,993 66	15,295 34	0 00	15,295 34
AMER ELEC PWR CO INC COM CUSIP 025537101							
1,500 00	42 6800000	0 00	64,020 00	61,511 91	2,508 09	0 00	2,508 09
AMERIPRISE FINL INC COM CUSIP 03076C106							
1,200 00	62 6300000	0 00	75,156 00	56,929 92	18,226 08	0 00	18,226 08
ANNALY CAP MGMT INC COM CUSIP 035710409							
3,600 00	14 0400000	1,620 00	50,544 00	57,709 54	- 7,165 54	0 00	- 7,165 54
AT&T INC COM CUSIP 00206R102							
1,800 00	33 7100000	0 00	60,678 00	59,054 77	1,623 23	0 00	1,623 23
CA INC COM CUSIP 12673P105							
2,600 00	21 9800000	0 00	57,148 00	68,770 32	- 11,622 32	0 00	- 11,622 32
CHEVRON CORP COM CUSIP 166764100							
600 00	108 1400000	0 00	64,884 00	40,914 22	23,969 78	0 00	23,969 78
CISCO SYSTEMS INC CUSIP 17275R102							
3,500 00	19 6500000	0 00	68,775 00	57,472 52	11,302 48	0 00	11,302 48
CONOCOPHILLIPS COM CUSIP 20825C104							
2,300 00	57 9900000	0 00	133,377 00	98,086 27	35,290 73	0 00	35,290 73
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
1,300 00	44 9700000	0 00	58,461 00	68,297 02	- 9,836 02	0 00	- 9,836 02

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
ENSCO PLC SHS CLASS A COM CUSIP G3157S106							
1,300 00	59 2800000	0 00	77,064 00	62,411 48	14,652 52	0 00	14,652 52
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857							
1,500 00	34 2000000	0 00	51,300 00	59,577 76	- 8,277 76	0 00	- 8,277 76
GENERAL ELECTRIC CO CUSIP 369604103							
2,900 00	20 9900000	551 00	60,871 00	47,253 50	13,617 50	0 00	13,617 50
HARRIS CORP COM CUSIP 413875105							
1,300 00	48 9600000	0 00	63,648 00	47,138 35	16,509 65	0 00	16,509 65
INTEL CORP COM CUSIP 458140100 INTC							
5,000 00	20 6300000	0 00	103,150 00	94,199 90	8,950 10	0 00	8,950 10
INTL PAPER CO COM CUSIP 460146103							
3,600 00	39 8400000	0 00	143,424 00	106,495 28	36,928 72	0 00	36,928 72
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
1,000 00	70 1000000	0 00	70,100 00	57,019 72	13,080 28	0 00	13,080 28
JPMORGAN CHASE & CO COM CUSIP 46625H100							
3,200 00	43 9700000	0 00	140,704 00	113,156 27	27,547 73	0 00	27,547 73
KIMBERLY-CLARK CORP COM CUSIP 494368103							
800 00	84 4300000	592 00	67,544 00	51,978 00	15,566 00	0 00	15,566 00
MARATHON OIL CORP COM CUSIP 565849106							
2,200 00	30 6600000	0 00	67,452 00	58,634 58	8,817 42	0 00	8,817 42
MATTEL INC COM CUSIP 577081102							
1,900 00	36 6200000	0 00	69,578 00	49,554 93	20,023 07	0 00	20,023 07

STATEMENT B

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
MEDTRONIC INC COM CUSIP 585055106							
1,600 00	41 0200000	0 00	65,632 00	54,671 44	10,960 56	0 00	10,960 56
MERCK & CO INC NEW COM CUSIP 58933Y105							
1,500 00	40 9400000	645 00	61,410 00	58,067 76	3,342 24	0 00	3,342 24
METLIFE INC COM CUSIP 59156R108							
1,900 00	32 9400000	0 00	62,586 00	61,001 04	1,584 96	0 00	1,584 96
MICROSOFT CORP COM CUSIP 594918104							
2,300 00	26 7300000	0 00	61,479 00	68,876 67	- 7,397 67	0 00	- 7,397 67
MOLSON COORS BREWING CO CL B CL B CUSIP 60871R209							
1,600 00	42 7900000	0 00	68,464 00	71,205 92	- 2,741 92	0 00	- 2,741 92
NORTHROP GRUMMAN CORP COM CUSIP 666807102							
1,000 00	67 5800000	0 00	67,580 00	57,004 90	10,575 10	0 00	10,575 10
PFIZER INC COM CUSIP 717081103							
2,700 00	25 0800000	0 00	67,716 00	51,868 39	15,847 61	0 00	15,847 61
PHILLIPS 66 COM CUSIP 718546104							
1,450 00	53 1000000	0 00	76,995 00	42,709 69	34,285 31	0 00	34,285 31
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105							
1,100 00	58 3100000	0 00	64,141 00	61,233 84	2,907 16	0 00	2,907 16
REYNOLDS AMERICAN INC COM CUSIP 761713106							
1,500 00	41 4300000	885 00	62,145 00	41,954 00	20,191 00	0 00	20,191 00
STAPLES INC COM CUSIP 855030102							
5,900 00	11 4000000	0 00	67,260 00	69,101 27	- 1,841 27	0 00	- 1,841 27

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
TRAVELERS COS INC COM STK CUSIP 89417E109							
1,000 00	71 8200000	0 00	71,820 00	46,884 62	24,935 38	0 00	24,935 38
WAL-MART STORES INC COM CUSIP 931142103 WMT							
900 00	68 2300000	0 00	61,407 00	48,282 59	13,124 41	0 00	13,124 41
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
3,800 00	34 1800000	0 00	129,884 00	112,750 81	17,133 19	0 00	17,133 19
WHIRLPOOL CORP COM CUSIP 963320106							
800 00	101 7500000	0 00	81,400 00	43,118 75	38,281 25	0 00	38,281 25
XEROX CORP COM CUSIP 984121103							
8,600 00	6 8200000	365 50	58,652 00	82,992 88	- 24,340 88	0 00	- 24,340 88
5TH 3RD BANCORP COM CUSIP 316773100							
4,400 00	15 1900000	440 00	66,836 00	67,216 10	- 380 10	0 00	- 380 10
Total USD		5,098 50	2,811,574 00	2,408,100 59	403,473 41	0 00	403,473 41
Total United States		5,098 50	2,811,574 00	2,408,100 59	403,473 41	0 00	403,473 41
Total Common Stock							
93,550.00		**5,953.38**	**3,137,735.00**	**2,752,078.61**	**385,656.39**	**0 00**	**385,656.39**
Total Equities							
93,550.00		**5,953.38**	**3,137,735 00**	**2,752,078.61**	**385,656.39**	**0.00**	**385,656 39**

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Cash Equivalents							
Funds - short term investment							
MFB NI TREASURY MONEY MARKET FUND - SWEEP CUSIP 665279808							
	1 0000000	3 57	106,298 63	106,298 63	0 00	0 00	0 00
Total funds - short term investment - all currencies		3 57	106,298 63	106,298 63	0 00	0 00	0 00
Total funds - short term investment - all countries		3 57	106,298 63	106,298 63	0 00	0 00	0 00
Total Funds - Short Term Investment							
106,298.63		**3.57**	**106,298.63**	**106,298.63**	**0 00**	**0.00**	**0.00**
Total Cash and Cash Equivalents							
106,298 63		**3.57**	**106,298 63**	**106,298 63**	**0.00**	**0.00**	**0.00**
Total							
199,848.63		**5,956.95**	**3,244,033.63**	**2,858,377.24**	**385,656.39**	**0.00**	**385,656.39**

Pending Tran Detail w/Accrued Interest

Trade date/ Settle date	Country	Trade Status	Security description / Asset Id / Trade Expenses	Shares/PAR	Cost/Market: Local Proceeds / Base Proceeds / Base Market	Accrued Interest: Local / Base / Market	Total: Local Proceeds / Base Proceeds / Base Market

NO DATA TO REPORT

STATEMENT B

	Savings & Temp Cash Invest.	Accounts Receivable	Prepaid Interest	Investments- Gov't Oblig.	Investments- Corp Bonds	Investments- Corp Stock	Accounts Payable	Total
NFJ - 2695823 NV								
Per Custody Statements	106,302	5,953				3,137,735		3,249,990
Cash/Accounts Receivable	-	-		-		-	-	-
	106,302	**5,953**	**-**	**-**	**-**	**3,137,735**	**-**	**3,249,990**

STATEMENT B

A GARY ANDERSON FAMILY
FOUNDATION

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) listed individually, reinvested dividends and capital gains distributions consolidated, and the cost of reinvested dividends and capital gains distributions included.

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				$414.36		
US GOVT MONEY MARKET FUND RBC RESERVE CLASS	TURXX	73,330.010	$1.000	$73,330.01	$47,223.99	$13 91
TOTAL CASH AND MONEY MARKET				$73,744.37		$13.91

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALLERGAN INC	AGN	980.000	$91.730	$89,895.40		$76,000.21	$13,895.19	$196.00
		287.000			*12/12/11*	*$18,110.12*	*$8,216.39*	
		649.000			*12/13/11*	*$53,870.57*	*$5,662 20*	
		44.000			*06/27/12*	*$4,019.52*	*$16.60*	
AMAZON.COM INC	AMZN	333.000	$250.870	$83,539.71		$52,619.65	$30,920.06	
		130.000			*12/12/11*	*$15,418.66*	*$17,194.44*	
		203.000			*12/13/11*	*$37,200.99*	*$13,725.62*	
APPLE INC	AAPL	366 000	$532 173	$194,775 28		$65,975.52	$128,799.76	$3,879.60
		322.000			*12/12/11*	*$48,644.24*	*$122,715.43*	
		44.000			*12/13/11*	*$17,331.28*	*$6,084.33*	
CERNER CORP	CERN	1,119.000	$77.510	$86,733.69	12/13/11	$65,517.23	$21,216.46	
CHARLES SCHWAB CORP NEW	SCHW	3,330.000	$14 360	$47,818.80	12/13/11	$39,693.60	$8,125.20	$799.20
COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	CTSH	996.000	$73.882	$73,586.77		$70,714.33	$2,872.44	
		367.000			*12/12/11*	*$27,827.54*	*-$712.74*	
		629.000			*12/13/11*	*$42,886.79*	*$3,585.18*	
COSTCO WHOLESALE CORP-NEW	COST	624.000	$98.730	$61,607.52		$44,689.12	$16,918.40	$686.40
		314.000			*12/12/11*	*$18,455.66*	*$12,545.56*	
		308.000			*12/13/11*	*$26,022.38*	*$4,386 46*	
		2.000			*11/06/12*	*$211.08*	*-$13.62*	
EQUINIX INC	EQIX	373.000	$206.200	$76,912.60		$70,165.09	$6,747.51	
		143.000			*07/30/12*	*$25,874.69*	*$3,611.91*	

STATEMENT C

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		14 000			*08/09/12*	*$2,590.89*	*$295.91*	
		10.000			*08/09/12*	*$1,818.50*	*$243.50*	
		52.000			*09/14/12*	*$10,462.44*	*$259.96*	
		29 000			*09/28/12*	*$6,014.71*	*-$34.91*	
		4.000			*10/09/12*	*$799.68*	*$25.12*	
		45.000			*10/12/12*	*$8,508.45*	*$770 55*	
		29.000			*10/17/12*	*$5,552.74*	*$427.06*	
		26.000			*10/26/12*	*$4,679.00*	*$682.20*	
		14.000			*11/01/12*	*$2,567.56*	*$319.24*	
		7.000			*11/06/12*	*$1,296.43*	*$146.97*	
FASTENAL CO	FAST	1,827.000	$46.650	$85,229.55		$84,207.64	$1,021.91	$1,534.68
		653.000			*01/27/12*	*$30,552.89*	*-$90.44*	
		2.000			*03/30/12*	*$120.86*	*-$27.56*	
		349.000			*04/18/12*	*$16,965.90*	*-$685.05*	
		107.000			*04/26/12*	*$5,066.52*	*-$74.97*	
		259.000			*05/02/12*	*$12,166.48*	*-$84.13*	
		77.000			*05/10/12*	*$3,383.83*	*$208.22*	
		35.000			*05/22/12*	*$1,563.20*	*$69.55*	
		121.000			*06/28/12*	*$4,627.97*	*$1,016.68*	
		68.000			*09/13/12*	*$3,044.49*	*$127.71*	
		54.000			*09/13/12*	*$2,272.64*	*$246.46*	
		6.000			*09/14/12*	*$276.78*	*$3.12*	
		56.000			*09/28/12*	*$2,418.88*	*$193.52*	
		40.000			*11/06/12*	*$1,747.20*	*$118.80*	
GOOGLE INC	GOOG	144.000	$707.380	$101,862.72		$75,473.87	$26,388.85	
CL A		*129.000*			*12/12/11*	*$65,946.17*	*$25,305.85*	
		15.000			*12/13/11*	*$9,527.70*	*$1,083.00*	
INTUITIVE SURGICAL INC NEW	ISRG	91.000	$490.370	$44,623.67	12/13/11	$39,956 88	$4,666.79	
LIFE TECHNOLOGIES CORPORATION	LIFE	1,481.000	$49.030	$72,613.43	12/13/11	$57,489.46	$15,123.97	
LINKEDIN CORPORATION	LNKD	349.000	$114.820	$40,072.18		$35,893.93	$4,178.25	
COM CL A		*285.000*			*11/16/12*	*$29,176.02*	*$3,547.68*	
		64.000			*11/19/12*	*$6,717.91*	*$630.57*	
MEAD JOHNSON NUTRITION	MJN	936.000	$65.890	$61,673.04		$70,034.70	-$8,361.66	$1,123.20
COMPANY COMMON STOCK		*898.000*			*12/13/11*	*$66,954.79*	*-$7,785.57*	
		27.000			*06/27/12*	*$2,343.45*	*-$564.42*	
		11.000			*11/06/12*	*$736.46*	*-$11.67*	
NATIONAL-OILWELL VARCO INC	NOV	655.000	$68.350	$44,769.25		$44,354.82	$414.43	$340.60
		336.000			*05/22/12*	*$22,514.86*	*$450.74*	
		78.000			*06/14/12*	*$5,272.32*	*$58.98*	
		153.000			*06/27/12*	*$9,490.12*	*$967.43*	
		88.000			*09/28/12*	*$7,077.52*	*-$1,062.72*	

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
OCCIDENTAL PETE CORP	OXY	890.000	$76.610	$68,182.90		$82,810.60	-$14,627.70	$1,922.40
		690 000			*12/13/11*	*$64,439.10*	*-$11,578.20*	
		200.000			*04/26/12*	*$18,371.50*	*-$3,049.50*	
OCEANEERING INTERNATIONAL INC	OII	1,347.000	$53.790	$72,455.13	12/13/11	$62,823.94	$9,631.19	$969.84
PRAXAIR INC	PX	735.000	$109.450	$80,445.75	12/13/11	$75,915.21	$4,530.54	$1,617.00
PRECISION CASTPARTS CORP	PCP	468.000	$189.420	$88,648.56		$74,271 51	$14,377.05	$56.16
		157.000			*12/12/11*	*$24,763.50*	*$4,975.44*	
		299.000			*12/13/11*	*$47,571.69*	*$9,064.89*	
		12 000			*06/28/12*	*$1,936.32*	*$336.72*	
PRICELINE COM INC COM NEW	PCLN	115.000	$620.390	$71,344.85		$56,164.48	$15,180.37	
		45.000			*12/12/11*	*$22,912.28*	*$5,005.27*	
		70.000			*12/13/11*	*$33,252.20*	*$10,175.10*	
QUALCOMM INC	QCOM	2,311 000	$61.860	$142,957 54		$120,840.04	$22,117.50	$2,311.00
		1,043 000			*12/12/11*	*$51,112.72*	*$13,406.84*	
		1,268.000			*12/13/11*	*$69,727.32*	*$8,710.66*	
SALESFORCE.COM INC	CRM	639.000	$168.100	$107,415.90		$76,071 27	$31,344.63	
		579.000			*12/13/11*	*$67,038.07*	*$30,291.83*	
		11.000			*02/13/12*	*$1,467.85*	*$381.25*	
		8.000			*09/14/12*	*$1,295.52*	*$49.28*	
		41.000			*09/28/12*	*$6,269.83*	*$622.27*	
STARBUCKS CORP	SBUX	1,643.000	$53.630	$88,114.09		$81,886.71	$6,227.38	$1,380.12
		757.000			*08/30/12*	*$37,659.61*	*$2,938.30*	
		50.000			*09/14/12*	*$2,554.75*	*$126.75*	
		206.000			*09/14/12*	*$10,426.77*	*$621.01*	
		289.000			*09/28/12*	*$14,684.10*	*$814.97*	
		50.000			*10/08/12*	*$2,452.00*	*$229.50*	
		14.000			*10/09/12*	*$683.16*	*$67.66*	
		197.000			*10/17/12*	*$9,562.26*	*$1,002.85*	
		7.000			*10/26/12*	*$330.08*	*$45.33*	
		53.000			*11/01/12*	*$2,484.98*	*$357.41*	
		20.000			*11/06/12*	*$1,049.00*	*$23.60*	
VERISK ANALYTICS INC CL A	VRSK	1,200.000	$50.970	$61,164.00		$58,849.00	$2,315.00	
		468.000			*07/26/12*	*$23,285.34*	*$568.62*	
		312.000			*08/03/12*	*$14,909.97*	*$992.67*	
		92.000			*08/08/12*	*$4,526.44*	*$162.80*	
		43.000			*09/05/12*	*$2,171.21*	*$20.50*	
		93.000			*09/05/12*	*$4,468.46*	*$271.75*	
		71.000			*09/19/12*	*$3,408.64*	*$210.23*	
		121.000			*11/06/12*	*$6,078.94*	*$88 43*	

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
VISA INC CL A COMMON STOCK	V	587.000	$151.580	$88,977.46		$50,484.28	$38,493.18	$774.84
		290.000			*12/12/11*	*$21,684.10*	*$22,274.10*	
		297.000			*12/13/11*	*$28,800.18*	*$16,219.08*	
VMWARE INC CL A	VMW	699.000	$94.140	$65,803.86		$60,829.31	$4,974.55	
		333.000			*12/12/11*	*$28,788.71*	*$2,559 91*	
		85.000			*12/13/11*	*$7,929.75*	*$72.15*	
		84.000			*12/14/11*	*$7,283.04*	*$624.72*	
		57.000			*12/20/11*	*$4,849.59*	*$516.39*	
		82.000			*12/22/11*	*$6,568.72*	*$1,150.76*	
		20.000			*01/10/12*	*$1,721.00*	*$161.80*	
		38.000			*02/13/12*	*$3,688.50*	*-$111.18*	
TOTAL US EQUITIES				$2,101,223.65		$1,693,732.40	$407,491.25	$17,591.04

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ACE LIMITED	ACE	1,202.000	$79.800	$95,919.60		$82,871.85	$13,047 75	$2,355.92
		1,008.000			*12/13/11*	*$68,826.14*	*$11,612.26*	
		72.000			*03/19/12*	*$5,234.88*	*$510.72*	
		16.000			*03/30/12*	*$1,187.36*	*$89.44*	
		50.000			*04/18/12*	*$3,631.00*	*$359.00*	
		56.000			*06/28/12*	*$3,992.47*	*$476.33*	
ARM HOLDINGS PLC SPONSORED ADR	ARMH	2,099.000	$37.830	$79,405.17		$54,691.96	$24,713.21	$329.54
		1,342.000			*12/13/11*	*$35,753.16*	*$15,014.70*	
		107.000			*03/09/12*	*$2,890.19*	*$1,157 62*	
		115.000			*03/30/12*	*$3,281.34*	*$1,069.11*	
		225.000			*05/02/12*	*$5,618.78*	*$2,892.97*	
		110.000			*05/22/12*	*$2,550.69*	*$1,610.61*	
		200.000			*06/28/12*	*$4,597.80*	*$2,968.20*	
SCHLUMBERGER LTD	SLB	1,206.000	$69.299	$83,574.11		$87,422.56	-$3,848.45	$1,326.60
		1,122.000			*12/13/11*	*$81,120.49*	*-$3,367.46*	
		13.000			*03/09/12*	*$1,007.67*	*-$106.79*	
		71.000			*03/21/12*	*$5,294.40*	*-$374.20*	
SILVER WHEATON CORP	SLW	1,939.000	$36.080	$69,959.12		$60,102.21	$9,856.91	$542.92
		1,201.000			*12/13/11*	*$37,975.50*	*$5,356.58*	
		106.000			*12/21/11*	*$3,130.51*	*$693.97*	
		52.000			*01/27/12*	*$1,871.52*	*$4.64*	
		59.000			*03/30/12*	*$1,963.72*	*$165.00*	
		89.000			*04/19/12*	*$2,678.44*	*$532.68*	

STATEMENT C

INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		246.000			*05/01/12*	*$7,583.51*	*$1,292.17*	
		72.000			*05/07/12*	*$1,979.04*	*$618.72*	
		114.000			*05/22/12*	*$2,919.97*	*$1,193.15*	
TOTAL INTERNATIONAL EQUITIES				$328,858.00		$285,088.58	$43,769.42	$4,554.98

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMERICAN TOWER CORPORATION NEW REIT	AMT	1,668.000	$77.270	$128,886.36		$94,875.29	$34,011.07	$1,601.28
		191.000			*12/12/11*	*$8,134.77*	*$6,623.80*	
		1,477.000			*12/13/11*	*$86,740.52*	*$27,387.27*	
TOTAL OTHER ASSETS				$128,886.36		$94,875.29	$34,011.07	$1,601.28

ACTIVITY DETAIL

Realized gain/loss column includes fees and commissions It does not include accrued interest.

Purchases, sales and other activity all represent an exchange of cash and/or money market funds for securities and, as such, do not represent deposits to or withdrawals from your account Account value changes due to commissions, mark ups, mark downs and accrued interest are shown in the "Change in value of priced securities" line of the Account Value Summary

** Information that appears in these columns may be based on information provided by you or at your direction, RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

SALES

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
12/07/12	ARM HOLDINGS PLC SPONSORED ADR UNSOLICITED WE MAKE A MKT IN THIS SECURITY	-261.000	$36.201	$9,436.24	$6,953.48	$2,482.76	
12/14/12	ARM HOLDINGS PLC SPONSORED ADR UNSOLICITED WE MAKE A MKT IN THIS SECURITY	-216.000	$35.975	$7,758.40	$5,754.61	$2,003.79	
TOTAL SALES				$17,194.64		$4,486.55	

STATEMENT C

	Savings & Temp Cash Invest.	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig.	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
TCW - 98300087 NV								
Per Custody Statements	73,744					2,101,224		2,174,968
	-	-		-		328,858		328,858
						128,886		128,886
							-	-
	73,744	**-**	**-**	**-**	**-**	**2,558,968**	**-**	**2,632,712**

STATEMENT C

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Funds - common stock							
International Region - USD							
MFO IVA INTL FD-I CUSIP 45070A404							
295,521 18	15 5800000	0 00	4,604,219 98	4,762,556 83	- 158,336 85	0 00	- 158,336 85
Total USD		0 00	4,604,219 98	4,762,556 83	- 158,336 85	0 00	- 158,336 85
Total International Region		0 00	4,604,219 98	4,762,556 83	- 158,336 85	0 00	- 158,336 85
Total Funds - Common Stock							
295,521.18		**0.00**	**4,604,219.98**	**4,762,556.83**	**- 158,336.85**	**0.00**	**- 158,336.85**
Value indeterminable							
United States - USD							
AURA SYS INC OC-WT EXP 05-31-2005 CUSIP 051526119							
876 00	0 0010000	0 00	0 87	0 00	0 87	0 00	0 87
Total USD		0 00	0 87	0 00	0 87	0 00	0 87
Total United States		0 00	0 87	0 00	0 87	0 00	0 87
Total Value Indeterminable							
876.00		**0.00**	**0 87**	**0 00**	**0.87**	**0.00**	**0.87**
Total Equities							
296,397 18		**0 00**	**4,604,220 85**	**4,762,556 83**	**- 158,335.98**	**0 00**	**- 158,335 98**

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income							
Funds - corporate bond							
United States - USD							
MFO METROPOLITAN WEST FDS INTER BD FD CLI CUSIP 592905855							
178,824 48	10 6600000	4,968 48	1,906,268 95	1,869,109 37	37,159 58	0 00	37,159 58
Issue Date 31 Aug 08							
Total USD		4,968 48	1,906,268 95	1,869,109 37	37,159 58	0 00	37,159 58
Total United States		4,968 48	1,906,268 95	1,869,109 37	37,159 58	0 00	37,159 58
Total Funds - Corporate Bond							
178,824.48		**4,968.48**	**1,906,268.95**	**1,869,109 37**	**37,159.58**	**0.00**	**37,159.58**
Total Fixed Income							
178,824 48		**4,968 48**	**1,906,268 95**	**1,869,109.37**	**37,159.58**	**0.00**	**37,159.58**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Cash Equivalents							
Funds - short term investment							
MFB NI TREASURY MONEY MARKET FUND - SWEEP CUSIP 665279808							
	1 0000000	179 45	4,075,822 21	4,075,822 21	0 00	0 00	0 00
Total funds - short term investment - all currencies		179 45	4,075,822 21	4,075,822 21	0 00	0 00	0 00
Total funds - short term investment - all countries		179 45	4,075,822 21	4,075,822 21	0 00	0 00	0 00

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Cash Equivalents							
Funds - short term investment							
Total Funds - Short Term Investment							
4,075,822 21		179.45	4,075,822.21	4,075,822.21	0.00	0 00	0.00
Total Cash and Cash Equivalents							
4,075,822.21		179.45	4,075,822.21	4,075,822.21	0.00	0.00	0.00

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Adjustments To Cash							
Pending trade purchases							
USD - United States dollar	1 0000000	0 00	- 4,968 48	- 4,968 48	0 00	0 00	0 00
Total pending trade purchases - all currencies		0 00	- 4,968 48	- 4,968 48	0 00	0 00	0 00
Total pending trade purchases - all countries		0 00	- 4,968 48	- 4,968 48	0 00	0 00	0 00
Total Pending trade purchases							
0 00		0.00	- 4,968 48	- 4,968 48	0 00	0.00	0 00
Total Adjustments To Cash							
0 00		0.00	- 4,968.48	- 4,968.48	0 00	0.00	0.00
Total							
4,551,043.87		5,147.93	10,581,343.53	10,702,519.93	- 121,176.40	0.00	- 121,176.40

Pending Tran Detail w/Accrued Interest

Trade date/ Settle date	Country	Trade Status	Security description / Asset Id / Trade Expenses	Shares/PAR	Cost/Market Local Cost / Base Cost / Base Market	Accrued Interest Local / Base / Market	Total Local Cost / Base Cost / Base Market
Purchases							
United States dollar							
Fixed Income							
Funds - corporate bond							
31 Dec 12 3 Jan 13	United States	Cash pending Shares not delivered	MFO METROPOLITAN WEST FDS INTER BD FD CLI CUSIP 592905855	466 09	- 4,968 48 - 4,968 48 - 4,968 48	0 00 0 00 0 00	- 4,968 48 - 4,968 48 - 4,968 48
Total funds - corporate bond					- 4,968 48 - 4,968 48 - 4,968 48	0 00 0 00 0 00	- 4,968 48 - 4,968 48 - 4,968 48
Total fixed income					- 4,968 48 - 4,968 48 - 4,968 48	0 00 0 00 0 00	- 4,968 48 - 4,968 48 - 4,968 48
Total United States dollar					**- 4,968.48 - 4,968.48 - 4,968.48**	**0 00 0.00 0.00**	**- 4,968 48 - 4,968 48 - 4,968 48**
Total purchases					**N/A - 4,968.48 - 4,968 48**	**N/A 0.00 0 00**	**N/A - 4,968 48 - 4,968.48**

STATEMENT D

	Savings & Temp Cash Invest.	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
Custody Cash - 2695821 NV								
Per Custody Statements	4,075,822	5,148				6,510,490	-	10,591,460
Accounts Payable		-					(4,969)	(4,969)
	4,075,822	**5,148**	**-**	**-**	**-**	**6,510,490**	**(4,969)**	**10,586,491**

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882
INVESTMENTS - OTHER
12/31/2012

INVESTMENTS	FMV
Partnerships	
137 Ventures, LP	300,583
Ares Corporate Opportunities Fund II, LP	437,884
Ares Corporate Opportunities Fund III, LP	805,309
Ares ACOF Fund IV, LP	30,851
Ares ACOF Asia Fund, LP	663,234
Arias Resource Capital, LP	272,083
Blumberg Capital II, LP	1,394,958
Blumberg Capital III, LP	101,339
Formation8 Partners Fund, LP	71,166
Industry Ventures Fund IV, LP	252,356
Industry Ventures P/S Holdings II-A, LP	790,894
Monitor Venture Partners I, LP	445,567
Monitor Venture Partners I-A, LP	315,450
OCM/GFI Power Opportunities Fund II, LP	44,823
Praesidian Capital Opportunity Fund III, LP	675,154
Prime Finance Partners II, LP	1,035,972
Prime Finance Partners III, LP	230,028
Vantage Point Venture Partners, 1996, LP	357
Vineyard Village	97,000
International Business Companies	
Ares Enhanced Loan Investment Strategy Fund VI, LP	1,243,446
Avantium Macro Fund, Ltd	1,371,870
Beach Point Strategic Offshore Fund, Ltd.	1,962,353
BHR Offshore Fund, Ltd	2,513,626
Claren Road Credit Fund, Ltd.	2,441,578
Commonwealth Opportunity Fund, Ltd	1,684,340
Crestwood Capital International, Ltd.	2,723,743
Encompass Capital Offshore Fund, Ltd	961,398
Full Value Offshore Fund, Ltd	2,072,507
Ivy Hill Middle Market Credit Fund	2,489,963
James Alpha Small Capital Fund, Ltd	1,620,626
JHL Capital Group Fund, Ltd	2,001,232
Malta Offshore, Ltd	1,961,438
QFR Victoria Fund, Ltd	1,457,055
Red Kite - HFZ, Ltd	1,578,584
Redmile Capital Offshore Fund, Ltd	1,906,507
Seminole Offshore Fund, Ld	1,649,664
Shepherd Investments International, Ltd	534,639
SIT Alpha III Bond Fund, Ltd	2,556,777
SPM Opportunity Offshore Fund, Ltd.	2,697,034
VS FX Volatility Fund, Ltd	1,733,446
TOTAL INVESTMENTS - OTHER	**47,126,834**