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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

GIRARD FOUNDATION

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

2223 AVENIDA DE LA PLAYA, SUITE 203

City or town, state, and ZIP code

LA JOLLA, CA 92037

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 18,359,662. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

A Employer identification number

33-0202832

B Telephone number

1 (858) 558-9200

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		858.	858.		STATEMENT 1
4 Dividends and interest from securities		625,455.	625,455.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-55,935.			STATEMENT 3
b Gross sales price for all assets on line 6a		1,554,051.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		570,378.	626,313.		
13 Compensation of officers, directors, trustees, etc		15,000.	0.		15,000.
14 Other employee salaries and wages		103,654.	0.		103,654.
15 Pension plans, employee benefits		3,110.	0.		3,110.
16a Legal fees					
b Accounting fees STMT 4		5,700.	570.		5,130.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		10,062.	0.		8,052.
19 Depreciation and depletion		907.	907.		
20 Occupancy		19,499.	0.		19,499.
21 Travel, conferences, and meetings		1,235.	0.		1,235.
22 Printing and publications					
23 Other expenses STMT 6		15,670.	150.		15,520.
24 Total operating and administrative expenses. Add lines 13 through 23		174,837.	1,627.		171,200.
25 Contributions, gifts, grants paid		724,860.			724,860.
26 Total expenses and disbursements. Add lines 24 and 25		899,697.	1,627.		896,060.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-329,319.			
b Net investment income (if negative, enter -0-)			624,686.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		18,104.	3,193.	3,193.
	2	Savings and temporary cash investments		896,849.	1,021,047.	1,021,047.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7	586,515.	0.	0.	
	b	Investments - corporate stock STMT 8	8,629,152.	9,301,084.	13,237,612.	
	c	Investments - corporate bonds STMT 9	4,401,372.	3,877,384.	4,097,810.	
Liabilities	11	Investments - land, buildings, and equipment basis ▶	37,581.			
		Less accumulated depreciation STMT 10 ▶	33,637.	3,979.	3,944.	
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment; basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	14,535,971.	14,206,652.	18,359,662.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds	13,122,196.	13,122,196.			
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	1,413,775.	1,084,456.			
30	Total net assets or fund balances	14,535,971.	14,206,652.			
31	Total liabilities and net assets/fund balances	14,535,971.	14,206,652.			

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	14,535,971.
2	Enter amount from Part I, line 27a	2	-329,319.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,206,652.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,206,652.

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 2,750 SHS EUROPEAN UNION	P	12/11/09	07/17/12
b 600,000 SHS GENERAL ELECTRIC	P	12/10/07	03/05/12
c 600,000 SHS FEDERAL HOME LOAN BANK	P	10/16/06	11/15/12
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 354,051.		427,883.	-73,832.
b 600,000.		594,413.	5,587.
c 600,000.		586,515.	13,485.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-73,832.
b			5,587.
c			13,485.
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	-54,760.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,090,487.	18,047,808.	.060422
2010	845,154.	17,147,139.	.049288
2009	1,044,699.	15,392,695.	.067870
2008	1,182,029.	18,050,139.	.065486
2007	1,236,158.	20,921,287.	.059086

2 Total of line 1, column (d)	2	.302152
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	.060430
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,607,816.
5 Multiply line 4 by line 3	5	1,064,040.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,247.
7 Add lines 5 and 6	7	1,070,287.
8 Enter qualifying distributions from Part XII, line 4	8	896,060.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	12,494.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,494.
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	12,494.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,560.	
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	5,560.	
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	6,934.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>CA</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► LINDSAY & BROWNELL, LLP Telephone no. ► (858) 558-9200 Located at ► 4225 EXECUTIVE SQUARE SUITE 1150, LA JOLLA, CA ZIP+4 ► 92037			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

6b

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

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		15,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN H. WOLKING - 2223 AVENIDA DE LA PLAYA #203, LA JOLLA, CA 92037	FOUNDATION ADMINISTRATOR	81,154.	25,610.	0.

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 RESEARCH AND START UP COSTS RELATED TO HEALTH SCIENCES SCHOOL PROJECT.	1,014.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,287,505.
b	Average of monthly cash balances	1b	588,450.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,875,955.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,875,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	268,139.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,607,816.
6	Minimum investment return. Enter 5% of line 5	6	880,391.

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	880,391.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,494.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,494.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	867,897.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	867,897.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	867,897.

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	896,060.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	896,060.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	896,060.

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.

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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				867,897.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	228,844.			
b From 2008	299,532.			
c From 2009	285,284.			
d From 2010				
e From 2011	199,157.			
f Total of lines 3a through e	1,012,817.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	896,060.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				867,897.
e Remaining amount distributed out of corpus	28,163.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,040,980.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	228,844.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	812,136.			
10 Analysis of line 9:				
a Excess from 2008	299,532.			
b Excess from 2009	285,284.			
c Excess from 2010				
d Excess from 2011	199,157.			
e Excess from 2012	28,163.			

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

N/A

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
3 Subtract line 2d from line 2c. 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).)

R.B. WOOLLEY, JR

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL - SCHOOLS & OTHER CHARITIES	724,860.
Total			▶ 3a	724,860.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

5-13-13
Date

► President
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MARY MCGROARTY

Preparer's signature

OWNER: Larry H. LeGrady

Date

5/8/13

Check ☐ if
self-employed

PTIN

P00735101

Firm's name ► LINDSAY & BROWNELL, LLP

Firm's EIN ► 33-0885895

Firm's address ► 4225 EXECUTIVE SQUARE, SUITE 1150
LA JOLLA, CA 92037

Phone no. 858 5589200

Form **990-PF** (2012)

**GIRARD FOUNDATION
CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012**

Name	Relationship	Status	Amount
American Heritage Education Foundation	None	Public	100,000.00
American National Red Cross	None	Public	3,000.00
AVID Center	None	Public	5,000.00
Brentwood School	None	Public	6,000.00
Catholic Charities/Rachel's Women's Ctr.	None	Public	1,200.00
Claremont McKenna College	None	Public	500.00
Elementary Inst of Science	None	Public	15,000.00
Family Health Centers of San Diego, Inc.	None	Public	1,300.00
Friends of San Pasqual Academy	None	Public	2,000.00
Girard Education Foundation	None	Public	225,000.00
Gompers Preparatory Academy	None	Public	2,150.00
International Community Foundation	None	Public	2,000.00
Investigative Newsource	None	Public	1,000.00
Junior Achievement of San Diego County In	None	Public	500.00
KQED, Inc.	None	Public	500.00
Lemon Grove School District	None	Public	63,710.00
North County Trade Tech High School	None	Public	116,000.00
OASIS Institute	None	Public	10,000.00
Oceanside High School	None	Public	42,650.00
Parent Institute for Quality Education	None	Public	10,000.00
Pomona College	None	Public	4,500.00
Reed Schools Foundation	None	Public	500.00
RSF Foundation/RSFWF	None	Public	2,250.00
Regents of the University of California	None	Public	2,500.00
Rolling Readers USA	None	Public	10,000.00
Rotaplast International, Inc.	None	Public	2,000.00
Rwanda Girls Initiative	None	Public	2,500.00
San Diego Opera Association	None	Public	500.00
Sharp Healthcare Foundation	None	Public	1,000.00
Summerbridge San Diego Inc	None	Public	15,000.00
Susan G. Komen 3 Day	None	Public	500.00
The Don Diego Fund	None	Public	600.00
The Growing Place	None	Public	3,500.00
The Library Assoc of La Jolla/Athenaeum	None	Public	1,000.00
The San Francisco Food Bank	None	Public	1,000.00
Theater & Arts Foundation of San Diego Co	None	Public	3,000.00
United Through Reading	None	Public	12,000.00
Vasconcellos Project	None	Public	1,000.00
Voice of San Diego	None	Public	20,500.00
Women's Foundation of California	None	Public	1,000.00
YMCA of San Diego County	None	Public	32,500.00
			<u>724,860.00</u>

2012 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	OFFICE FURN BY	070194	SL	7.00	16	26,340.			26,340.	26,340.		0.
3	FILE CABINET	022398	SL	7.00	16	590.			590.	590.		0.
4	OFFICE FURN BY	100199	SL	7.00	16	5,066.			5,066.	5,066.		0.
7	COMPUTER MONITOR (D)NORMA	061702	SL	5.00	16	323.			323.	323.		0.
20	PRINTER/SCANNER	072308	SL	5.00	16	1,013.			1,013.	693.		169.
31	OFFICE FURNITURE	110209	SL	7.00	16	610.			610.	189.		87.
32	OFFICE FURNITURE	110909	SL	7.00	16	1,200.			1,200.	371.		171.
43	(D)APPLE COMPUTER	010710	SL	5.00	16	1,981.			1,981.	792.		165.
44	DELL MONITOR	011510	SL	5.00	16	213.			213.	86.		43.
55	IPAD	071111	SL	5.00	16	544.			544.	54.		109.
56	PROJECTOR	091211	SL	5.00	16	646.			646.	43.		129.
67	HP COLOR PRINTER	111612	SL	5.00	16	647.			647.			11.
68	ACER LAPTOP	112712	SL	5.00	16	1,400.			1,400.			23.
	* TOTAL 990-PF PG 1					40,573.		0.	40,573.	34,547.	0.	907.
	DEPR											

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

SOURCE	AMOUNT
MERRILL LYNCH MONEY MARKET FUND A/C	806.
VANGUARD FEDERAL MONEY MARKET FUND	51.
VANGUARD PRIME MONEY MARKET FUND	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	858.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AUD KFW 6% 8/28/14	26,367.	0.	26,367.
CITIGROUP 5.3%	21,200.	0.	21,200.
EURO INVESTMENT BANK	14,528.	0.	14,528.
FHLB BOND 4.5%	27,000.	0.	27,000.
GENERAL ELECTRIC 4.375%	13,125.	0.	13,125.
GOLDMAN SACHS	10,820.	0.	10,820.
HARBOR INTERNATIONAL FUND II	34,586.	0.	34,586.
HEWLETT PACKARD 5.4% 3/1/17	27,000.	0.	27,000.
ISHARES MSCI AUSTRALIA	13,510.	0.	13,510.
SBC COMM	28,125.	0.	28,125.
THE PENN MUTUAL FUND	136,756.	0.	136,756.
UNITED PARCEL 4.5% DUE 1/13	22,500.	0.	22,500.
VANGUARD EM 5533	25,810.	0.	25,810.
VANGUARD IND 540	60,349.	0.	60,349.
VANGUARD IND 585 TSM	48,452.	0.	48,452.
VANGUARD IND 598 EMF	33,787.	0.	33,787.
VANGUARD UTILITIES	14,985.	0.	14,985.
VERIZON 5.55% DUE 2/16	27,750.	0.	27,750.
WISDOMTREE EMERGING MARKETS	11,305.	0.	11,305.
WYETH INTEREST 4.65%	27,500.	0.	27,500.
TOTAL TO FM 990-PF, PART I, LN 4	625,455.	0.	625,455.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,750 SHS EUROPEAN UNION	354,051.	427,883.	0.	0.	-73,832.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600,000 SHS GENERAL ELECTRIC	600,000.	594,413.	0.	0.	5,587.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600,000 SHS FEDERAL HOME LOAN BANK	600,000.	586,515.	0.	0.	13,485.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
NORMA PRINTER/SCANNER	0.	1,013.	0.	PURCHASED 862.	07/23/08	11/01/12 -151.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
APPLE COMPUTER	0.	1,981.	0.	PURCHASED 957.	01/07/10	06/01/12 -1,024.

NET GAIN OR LOSS FROM SALE OF ASSETS	-55,935.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-55,935.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & AUDIT FEES	5,700.	570.		5,130.
TO FORM 990-PF, PG 1, LN 16B	5,700.	570.		5,130.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	8,042.	0.		8,042.
FEDERAL EXCISE TAX	2,010.	0.		0.
STATE INCOME TAX	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	10,062.	0.		8,052.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	150.	150.		0.
COMPUTER INTERNET SERVICES	1,620.	0.		1,619.
CONFERENCE & SEMINAR EXPENSE	911.	0.		912.
DUES & SUBSCRIPTIONS	247.	0.		247.
EMPLOYER'S WORKMEN'S COMP	301.	0.		301.
HEALTH SCIENCE HIGH PROJECT	1,014.	0.		1,014.
INSURANCE	3,903.	0.		3,903.
LICENSE AND PERMITS	95.	0.		95.
MEETINGS EXPENSE	1,047.	0.		1,047.
MILEAGE EXPENSE & PARKING	1,014.	0.		1,014.
PAYROLL SERVICE EXPENSE	1,316.	0.		1,316.
POSTAGE EXPENSE	501.	0.		501.
REPAIRS	642.	0.		642.
SUPPLIES	748.	0.		748.
TELEPHONE	2,161.	0.		2,161.
TO FORM 990-PF, PG 1, LN 23	15,670.	150.		15,520.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOVERNMENT BONDS VARIOUS	X		0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
VANGUARD 585 TOTAL STOCK MARKET INDEX FUND ADMIRAL SHS 63,669.027 END	1,027,622.	2,269,802.	
VANGUARD 598 EXTENDED MARKET INDEX ADMIRAL 44989.536 END	983,294.	2,063,670.	
THE PENN MUTUAL FD 170582.152 END	1,266,721.	1,961,694.	
VANGUARD EMERGING MARKET STOCK INDEX FD 5533 31942.467	840,000.	1,175,163.	
HARBOR INTERNATIONAL FUND 27,527.059 SHARES	1,800,000.	1,709,981.	
GOLDMAN SACHS GROUP INC	296,841.	310,350.	
VANGUARD ULITITIES	375,091.	376,500.	
WISDOMTREE EMERGING MARKETS FD 6,000 SHS	342,007.	343,140.	
ISHARES MSCI AUSTRALIA FD 10,000 SHS	247,506.	251,400.	
VANGUARD 500 INDEX FUND ADM 540 21,130.486	2,122,002.	2,775,912.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,301,084.	13,237,612.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GENERAL ELECTRIC CORP BD 4.375	0.	0.	
CITIGROUP INC 5.3% DUE 11/7/16	400,070.	442,516.	
COMCAST CORP 5.7% DUE 07/01/19	498,309.	487,376.	
HEWLETT-PACKARD 5.4%	517,505.	535,345.	
SBC COM 5.625% 6/16	512,505.	573,890.	
UNITED PARCEL 4.5% 500,000	515,940.	500,715.	
VERIZON 5.55% DUE 2/16	517,375.	569,370.	

WYETH 5.5% DUE 2/14 500,000	520,925.	527,110.
EUR EURO COMMUNITY 3.125% DUE 11/15/11	0.	0.
AUD KFW 6.000% DUE 8/28/2014	394,755.	461,488.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,877,384.	4,097,810.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURN BY BETSY	26,340.	26,340.	0.
FILE CABINET	590.	590.	0.
OFFICE FURN BY BETSY	5,066.	5,066.	0.
COMPUTER MONITOR	323.	323.	0.
OFFICE FURNITURE	610.	276.	334.
OFFICE FURNITURE	1,200.	542.	658.
DELL MONITOR	213.	129.	84.
IPAD	544.	163.	381.
PROJECTOR	646.	172.	474.
HP COLOR PRINTER	647.	11.	636.
ACER LAPTOP	1,400.	23.	1,377.
TOTAL TO FM 990-PF, PART II, LN 11	37,579.	33,635.	3,944.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R.B. WOOLLEY, JR 2223 AVENIDA DE LA PLAYA, #203 LA JOLLA, CA 92037	CEO/PRES & TRUSTEE 2.50	0.	0.	0.
ROBERT A SCHROEDER 2223 AVENIDA DE LA PLAYA, #203 LA JOLLA, CA 92037	ASSISTANT TREASURER & TRUS 2.50	5,000.	0.	0.
MARY WALSHOK UCSD EXTENSION X001 LA JOLLA, CA 92037	SECRETARY & TRUSTEE 2.50	5,000.	0.	0.
MICHELE WOOLLEY 2223 AVENIDA DE LA PLAYA, #203 LA JOLLA, CA 92037	TRUSTEE 2.50	0.	0.	0.
SCOTT WOOLLEY 2223 AVENIDA DE LA PLAYA, #203 LA JOLLA, CA 92037	TREASURER & TRUSTEE 2.50	0.	0.	0.
DEIRDRE W ALPERT 2223 AVENIDA DE LA PLAYA, #203 LA JOLLA, CA 92037	VICE PRESIDENT & TRUSTEE 2.50	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		15,000.	0.	0.