Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE MCGRATH FAMILY FOUNDATION

A Employer identification number
33-0395053

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4855 RUFFNER STREET B

B Telephone number
(858) 292-6000

City or town, state, and ZIP code
SAN DIEGO, CA 92111

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,006,393.

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

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

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

		(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	800,000.			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	74,769.	74,769.	74,769.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	211,967.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		211,967.		
	8 Net short-term capital gain			N/A	
	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	1,086,736.	286,736.	74,769.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	5,283.	2,642.	0.	0.
	c Other professional fees STMT 3	31,221.	20,971.	0.	0.
	17 Interest				
	18 Taxes STMT 4	6,599.	399.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,924.	0.	0.	0.
	22 Printing and publications				
	23 Other expenses STMT 5	2,059.	0.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	49,086.	24,012.	0.	0.
	25 Contributions, gifts, grants paid	649,870.			649,870.
	26 Total expenses and disbursements. Add lines 24 and 25	698,956.	24,012.	0.	649,870.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	387,780.			
	b Net investment income (if negative, enter -0-)		262,724.		
	c Adjusted net income (if negative, enter -0-)			74,769.	

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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	1,158.	123,591.	123,591.
	2 Savings and temporary cash investments	61,377.	71,468.	71,468.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	3,104,631.	3,359,887.	3,811,334.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	4,504.	4,504.	0.
	16 **Total assets** (to be completed by all filers)	3,171,670.	3,559,450.	4,006,393.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,171,670.	3,559,450.	
	30 **Total net assets or fund balances**	3,171,670.	3,559,450.	
	31 **Total liabilities and net assets/fund balances**	3,171,670.	3,559,450.	

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	3,171,670.
2	Enter amount from Part I, line 27a	2	387,780.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,559,450.
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	3,559,450.

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	CITY NATIONAL BANK #0300 - SEE ATTACHED			
b	STATEMENT		VARIOUS	VARIOUS
c	CITY NATIONAL BANK #0300 - SEE ATTACHED			
d	STATEMENT		VARIOUS	VARIOUS
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				27,055.
c				
d				184,912.
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				27,055.
c				
d				184,912.
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	211,967.
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	27,055.

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	506,772.	3,567,451.	.142054
2010	0.	3,142,334.	.000000
2009	26,300.	2,664,986.	.009869
2008	0.	3,102,835.	.000000
2007	1,000.	3,323,711.	.000301

2 **Total** of line 1, column (d)	2	.152224
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	.030445
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,865,063.
5 Multiply line 4 by line 3	5	117,672.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,627.
7 Add lines 5 and 6	7	120,299.
8 Enter qualifying distributions from Part XII, line 4	8	649,870.

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	2,627.
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	2,627.
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	2,627.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,953.		
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	3,953.
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	1,326.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	1,326. **Refunded** ▶	11	0.

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 definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)*

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

Website address ▶ N/A

14 The books are in care of ▶ THE MCGRATH FAMILY FOUNDATION Telephone no. ▶ (858)292-6000

Located at ▶ 4855 RUFFNER STREET, STE B, SAN DIEGO, CA ZIP+4 ▶ 92111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARLEE MCGRATH 4855 RUFFNER STREET, STE, B SAN DIEGO, CA 92111	CHAIRMAN, TREASURER, SECRE 0.00	0.	0.	0.
LAURIE C. MCGRATH 4855 RUFFNER STREET, STE, B SAN DIEGO, CA 92111	PRESIDENT 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,747,080.
b	Average of monthly cash balances	1b	176,842.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,923,922.
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	3,923,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,859.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,865,063.
6	**Minimum investment return.** Enter 5% of line 5	6	193,253.

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	193,253.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 2,627.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	2,627.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	190,626.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	190,626.
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	190,626.

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	649,870.
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	649,870.
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	2,627.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	647,243.

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				190,626.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 203,783.				
f **Total** of lines 3a through e	203,783.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 649,870.				
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				190,626.
e Remaining amount distributed out of corpus	459,244.			
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	663,027.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	663,027.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 203,783.				
e Excess from 2012 459,244.				

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

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

1 **Information Regarding Foundation Managers:**

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

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BLIND COMMUNITY CENTER 1805 UPAS STREET SAN DIEGO, CA 92103	NONE	501(C)(3)	ENHANCE LIVES OF BLIND AND VISUALLY IMPAIRED	1,000.
BOSTON TERRIER CLUB OF SAN DIEGO 11562 MORENA AVE LAKESIDE, CA 92040	NONE	501(C)(3)	EDUCATION AND ANIMAL RESCUE (SAN DIEGO BOSTON TERRIOR BREED RESCUE)	1,000.
EAST COUNTY ANIMAL RESCUE P.O. BOX 1754 EL CAJON, CA 92022	NONE	501(C)(3)	ANIMAL RESCUE AND CARE	1,000.
FARM SANCTUARY P.O. BOX 150 WATKINS GLEN, NY 14894-0150	NONE	501(C)(3)	CARE, FOOD, AND SAFE SHELTER FOR FARM ANIMALS	1,000.
FRIENDS OF CATS P.O. BOX 1613 LAKESIDE, CA 92040	NONE	501(C)(3)	CAT RESCUE AND ADOPTIONS	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	649,870.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	74,769.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	211,967.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		286,736.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 286,736.

(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).
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/14/13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH R. VAN DAMME II	[signature]	MAY 07 2013		P00100519
Firm's name ▶ RPR PARTNERS, LLP			Firm's EIN ▶ 33-0926819	
Firm's address ▶ 9171 TOWNE CENTRE DRIVE, SUITE 270 SAN DIEGO, CA 92122			Phone no. (858) 768-3300	

Form 990-PF (2012)

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12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SNAP -SPAY NEUTER ACTION PROJECT P.O. BOX 1373 LA JOLLA, CA 92038	NONE	501(C)(3)	2011 DONATION THAT WAS REFUNDED IN THE 2012 TAX YEAR	<1,000.>
JUST IN TIME FOR FOSTER YOUTH 3878 TOWNE AVE, #200 SAN DIEGO, CA 92110	NONE	501(C)(3)	HELP FOSTER YOUTH TRANSITION OUT OF FOSTER CARE SYSTEM	2,000.
ST. MADELEINE SOPHIES CENTER 2119 EAST MADISON AVE EL CAJON, CA 92019	NONE	501(C)(3)	SERVING ADULTS WITH DEVELOPMENTAL DISABILITIES	12,370.
MONARCH SCHOOL PROJECT 808 WEST CEDAR STREET SAN DIEGO, CA 92101	NONE	501(C)(3)	EDUCATION AND CARE OF HOMELESS CHILDREN	2,000.
JUNIOR ACHIEVEMENT OF SAN DIEGO & IMPERIAL COUNTIES 4756 MISSION GORGE PLACE SAN DIEGO, CA 92120	NONE	501(C)(3)	EDUCATION OF YOUTH - FINANCIAL RESPONSIBILITY	1,000.
LIONS, TIGERS, & BEARS 24402 MARTIN WAY ALPINE, CA 91901	NONE	501(C)(3)	SAFE HAVEN FOR RESCUED BIG CATS AND EXOTIC ANIMALS	12,500.
FERAL CAT COALITION 9528 MARAMAR ROAD, PMB 160 SAN DIEGO, CA 92126	NONE	501(C)(3)	FERAL SPAY CAMPAIGN	1,000.
EAST COUNTY FAMILY YMCA 8881 DALLAS STREET LA MESA, CA 91942	NONE	501(C)(3)	YOUTH DEVELOPMENT	500,000.
HUMANE SOCIETY OF THE US 4229 YORK BLVD LOS ANGELES, CA 90065	NONE	501(C)(3)	GENESIS AWARDS HONORING MEDIA, CAMPAIGN TO BAN GESTATION CRATES	102,500.
MISSION VALLEY YMCA 5505 FRIARS RD SAN DIEGO, CA 92110	NONE	501(C)(3)	YOUTH DEVELOPMENT	5,000.
Total from continuation sheets				644,870.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANIMALS ASIA FOUNDATION 300 BROADWAY, SUITE 32 SAN FRANCISCO, CA 94133	NONE	501(C)(3)	RESTORE RESPECT FOR ANIMALS IN ASIA, END BEAR FARMING	5,000.
RANCHO COASTAL HUMANE SCOIETY 389 REQUEZA STREET ENCINITAS, CA 92024	NONE	501(C)(3)	CARE AND SHELTER FOR ORPHANED DOGS, CATS, AND RABBITS. PROVIDE SAFE HAVEN FOR ANIMAL VICTIMS OF ABUSE	500.
THE ROAR FOUNDATION / SHAMBALA PRESERVE 6867 SOLEDAD CANYON RD ACTON, CA 93510	NONE	501(C)(3)	PROVIDE SAFE AND HEALTHY HOME TO EXOTIC FELINES	2,000.
Total from continuation sheets				

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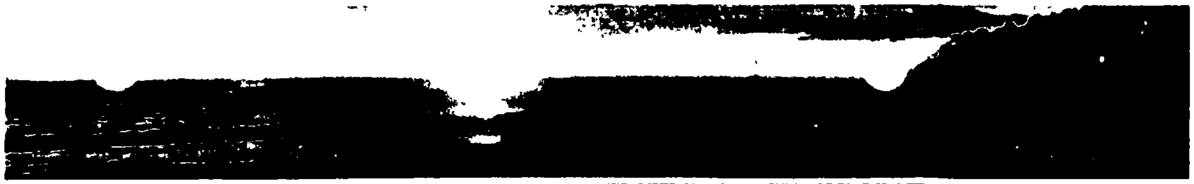
05-01-12



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REALIZED CAPITAL GAINS and LOSSES

This section details the realized capital gain or loss for assets sold and bonds matured or called. It also shows distributions paid by mutual funds that are characterized as capital gains Because the federal cost basis used in these calculations can come from different sources and may require refinement, this information is preliminary

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
01/10/12	PCS	3,330 00	METROPCS COMMUNICATIONS INC COM	-50,027 40	26,623 50	-23,403 90	
03/13/12	125977850	6,045 00	CNI CHARTER CORP BOND SERV CL #255	-64,560 60	65,044 20	483 60	
03/13/12	125977876	7,465 00	CNI CHARTER GOVT BD FD SERV CL #256	-78,043 79	80,024 80	1,488 55	492 46
05/01/12	125977850	413 67	CNI CHARTER CORP BOND SERV CL #255	-4,306 31	4,451 09		144 78
05/01/12	125977876	681 087	CNI CHARTER GOVT BD FD SERV CL #256	-7,035 63	7,294.44		258.81
05/03/12	ACE	80 00	ACE LIMITED COM	-4,968.09	6,075 46	1,107 37	
05/03/12	APA	50 00	APACHE CORP COM	-2,085.50	4,783 64		2,698 14
05/03/12	AAPL	80.00	APPLE INC COM	-7,109 59	46,916 13		39,806.54
05/03/12	ADM	780.00	ARCHER DANIELS MIDLAND COM	-28,033 79	24,011 84		-4,021 95
05/03/12	T	110 00	AT & T INC COM	-3,350 04	3,615 07	265 03	
05/03/12	BAX	90 00	BAXTER INTL INC COM	-4,533.44	4,965 64		432.20
05/03/12	BA	330.00	BOEING COMPANY COM	-24,322.65	25,143 81		821 16
05/03/12	CM	610 00	CANADIAN IMPERIAL BK OF COMM COM	-44,551 14	45,793 87	1,242.73	
05/03/12	CAT	180 00	CATERPILLAR INC COM	-4,342 57	18,540 50		14,197.93
05/03/12	CELG	120 00	CELGENE CORP COM	-6,755.76	8,767 61		2,011 85
05/03/12	CMCSA	530 00	COMCAST CORP NEW CL A	-13,004 88	16,048 04		3,043 16
05/03/12	ABV	1,310 00	COMPANHIA DE BEBIDAS SPONS ADR	-37,902 75	55,038 28	17,135.53	
05/03/12	COP	100 00	CONOCOPHILLIPS COM	-8,030 50	7,163 33		-867 17
05/03/12	CVS	220 00	CVS/CAREMARK CORP COM	-8,239 59	9,823.98	1,584 39	
05/03/12	DVN	90 00	DEVON ENERGY CORP NEW COM	-7,036 89	6,260 70	-776 19	
05/03/12	DPS	850 00	DR PEPPER SNAPPLE GROUP INC COM	-31,845 33	34,352.40	2,507 07	
05/03/12	EIX	140.00	EDISON INTERNATIONAL COM	-4,836 52	6,140.97	1,304 45	
05/03/12	EMC	250 00	EMC CORP MASS COM	-3,192 60	7,043 62		3,851 02
05/03/12	XOM	120 00	EXXON MOBIL CORP COM	-7,240 56	10,355 17		3,114 61
05/03/12	FMX	50.00	FOMENTO ECONOMICO MEX SAB DE CV SADR	-3,326 05	4,070 65	744 60	

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TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
05/03/12	FCX	120 00	FREEPORT MCMORAN COPPER & GLD INC	-1,603 49	4,601 30		2,997 81
05/03/12	GE	530.00	GENERAL ELECTRIC CO COM	-8,527 81	10,332 16	1,804 35	
05/03/12	GILD	280 00	GILEAD SCIENCES INC COM	-9,228 78	14,513 50		5,284 72
05/03/12	GOOG	20 00	GOOGLE INC CL A	-10,589 25	12,184 42	1,595 17	
05/03/12	HCP	660 00	HEALTH CARE PROPERTY INVTS REIT	-25,368 42	27,115 56	1,747 14	
05/03/12	HD	520 00	HOME DEPOT INC COM	-20,270 59	26,886 04	6,615.45	
05/03/12	IBM	40 00	INTL BUSINESS MACHINES CORP COM	-3,601 00	8,288 01		4,687 01
05/03/12	IRM	360 00	IRON MOUNTAIN INC COM	-11,141.82	10,931 19	-210.63	
05/03/12	JCP	200 00	J C PENNEY INC COM	-5,306 00	7,250 85	1,944 85	
05/03/12	DE	50.00	JOHN DEERE & CO COM	-2,944 81	4,119 15		1,174 34
05/03/12	MSFT	200 00	MICROSOFT CORP COM	-5,446 30	6,388 87	942 57	
05/03/12	MYL	310 00	MYLAN INC	-7,317 55	6,710.60		-606 95
05/03/12	NOV	60.00	NATIONAL OILWELL VARCO INC COM	-1,175 18	4,556 59		3,381 41
05/03/12	ORCL	1,540 00	ORACLE CORP COM	-29,712 63	45,005 49		15,292 86
05/03/12	BTU	1,280 00	PEABODY ENERGY CORP COM	-78,546 90	39,177 49	-6,032 94	-33,336 47
05/03/12	PNM	290 00	PNM RESOURCES INC COM	-4,240 21	5,430 15	1,189 94	
05/03/12	POT	110 00	POTASH CORP SASK INC COM	-2,448.12	4,634 76		2,186.64
05/03/12	PRU	120 00	PRUDENTIAL FINANCIAL INC COM	-6,423 78	7,260 44	836.66	
05/03/12	PSA	320 00	PUBLIC STORAGE COM	-37,718 82	45,555 80	7,836 98	
05/03/12	QCOM	130 00	QUALCOMM INC COM	-6,537 34	8,248 97	1,711 63	
05/03/12	SLB	90 00	SCHLUMBERGER LTD N A ADR	-7,993 53	6,656 70		-1,336 83
05/03/12	SHPG	50 00	SHIRE PLC ADR	-4,520.20	4,868 14		347.94
05/03/12	SPG	200 00	SIMON PROPERTY GROUP INC REIT	-24,774 16	30,872 80	6,098 64	
05/03/12	STJ	670 00	ST JUDE MEDICAL INC COM	-25,190 59	25,797 84	607.25	
05/03/12	SBUX	360 00	STARBUCKS CORP COM	-7,124 40	20,676 17		13,551 77
05/03/12	TGT	400 00	TARGET CORP COM	-20,810 60	23,185 68		2,375 08
05/03/12	TSCDY	2,130 00	TESCO PLC SPONS ADR	-38,358 60	33,130 76	-5,227 84	
05/03/12	TRV	90 00	THE TRAVELERS COMPANIES INC COM	-4,447 34	5,768 42	1,321.08	
05/03/12	UNP	130 00	UNION PACIFIC CORP COM	-12,359 71	14,626 63		2,266 92
05/03/12	VB	220 00	VANGUARD SMALL-CAP ETF	-12,405 51	17,144 05		4,738 54
05/03/12	VZ	140.00	VERIZON COMMUNICATIONS COM	-4,699 78	5,646.84		947 06

REALIZED CAPITAL GAINS and LOSSES | Continued

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
05/03/12	WSH	1,190 00	WILLIS GROUP HLDGS PLC COM	-36,567.09	43,285 75	588 59	6,130 07
05/23/12	EFA	4,490 00	ISHARES MSCI EAFE INDEX FD SBI	-240,679 00	216,149 13	-10,823 46	-13,706 41
06/01/12	72201F516	2,175 429	PIMCO EMERGING LOCAL BOND-IS 332	-23,531 31	21,819 55	-1,711 76	
06/05/12	GOOG	40 00	GOOGLE INC CL A	-21,178 49	23,360 85	2,182.36	
06/05/12	IBM	50 00	INTL BUSINESS MACHINES CORP COM	-4,501 25	9,714 50		5,213 25
06/13/12	125977850	2,036 889	CNI CHARTER CORP BOND SERV CL #255	-21,204 02	21,815 08		611 06
06/13/12	125977876	1,135 527	CNI CHARTER GOVT BD FD SERV CL #256	-11,729 99	12,161 49		431 50
06/15/12	ACE	510 00	ACE LIMITED COM	-31,671 56	36,645 27	4,973 71	
06/15/12	CAT	295 00	CATERPILLAR INC COM	-7,116 99	25,485 97		18,368 98
06/15/12	DF	280 00	DEAN FOODS CO NEW COM	-3,431 20	4,428 24	997 04	
06/15/12	FMX	40 00	FOMENTO ECONOMICO MEX SAB DE CV SADR	-2,660 84	3,159 32	498 48	
06/15/12	FCX	860 00	FREEPORT MCMORAN COPPER & GLD INC	-17,244 86	28,598 74	-2,508 60	13,862 48
06/15/12	DE	340 00	JOHN DEERE & CO COM	-20,370 06	25,103 36		4,733 30
06/26/12	PFF	580 00	ISHARES S&P PREF STK INDX FN ETF	-22,210 80	22,388 24	177 44	
07/03/12	FMX	300.00	FOMENTO ECONOMICO MEX SAB DE CV SADR	-19,956.30	25,533.95	5,577 65	
07/12/12	TRV	640 00	THE TRAVELERS COMPANIES INC COM	-31,625 54	40,325 81	8,700 27	
07/23/12	693391559	2,006 816	PIMCO EMERGING MKTS BD INSTL-137	-23,557 49	24,202 20	644 71	
07/25/12	CELG	120 00	CELGENE CORP COM	-6,855 95	7,958 75		1,102 80
07/25/12	GILD	170 00	GILEAD SCIENCES INC COM	-5,603 19	9,022 64		3,419.45
07/25/12	MYL	460 00	MYLAN INC	-10,858 30	10,243 65		-614 65
07/25/12	SHPG	100 00	SHIRE PLC ADR	-9,040 40	8,927 04		-113 36
08/10/12	BLL	140.00	BALL CORP COM	-5,740 14	5,812 25	72 11	
08/10/12	GE	1,950 00	GENERAL ELECTRIC CO COM	-32,389 83	41,205 50	8,815 67	
08/10/12	HD	120 00	HOME DEPOT INC COM	-4,677 83	6,286.26	1,608.43	
08/10/12	MA	30 00	MASTERCARD INC CL A COM	-13,660 35	12,538 47	-1,121 88	
09/04/12	VWO	10,520 00	VANGUARD INTL MSCI EMERGING MKTS ETF	-429,000 26	423,151 18	-9,292.37	3,443 29
09/14/12	922031760	16,156 625	VANGUARD HI YLD CORP FD ADMIRAL 529	-94,839 39	97,586.02	2,746.63	
10/03/12	125977876	895 672	CNI CHARTER GOVT BD FD SERV CL #256	-9,252.29	9,610 56		358.27
10/03/12	IGLIX	191 92	ING GLOBAL REAL ESTATE FUND-I	-3,100.73	3,327 89	227 16	

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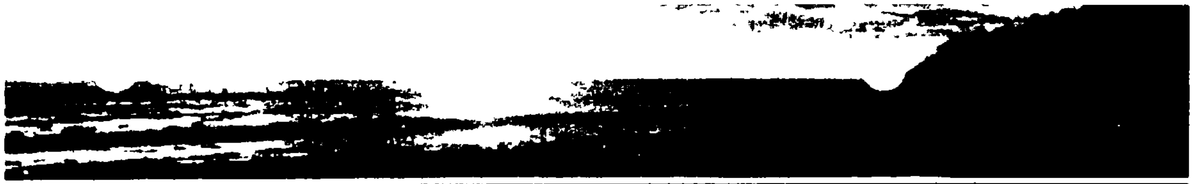
TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
10/03/12	ODVIX	330.246	OPPENHEIMER DEVELOPING MKT CL I	-10,518 34	11,211 85	693 51	
10/03/12	PCRIX	626 626	PIMCO COMMODITY RR STRATEGY-INSTL#45	-3,816 15	4,499 17	683 02	
10/05/12	ADM	50.00	ARCHER DANIELS MIDLAND COM	-1,778 64	1,383 21		-395 43
10/05/12	BLL	10 00	BALL CORP COM	-410 01	420 94	10 93	
10/05/12	BA	500 00	BOEING COMPANY COM	-36,142 78	34,672 47	423 30	-1,893.61
10/05/12	CSH	640 00	CASH AMERICA INTL INC	-26,830 66	25,232.71	-1,597.95	
10/05/12	CELG	140.00	CELGENE CORP COM	-7,372 31	10,914 86		3,542 55
10/05/12	CVS	10 00	CVS/CAREMARK CORP COM	-374 53	484 13		109 60
10/05/12	DF	140 00	DEAN FOODS CO NEW COM	-1,715 60	2,233.65	518 05	
10/05/12	DVN	20.00	DEVON ENERGY CORP NEW COM	-1,563.75	1,224 27		-339.48
10/05/12	DEO	10 00	DIAGEO PLC SPONS ADR	-1,009.35	1,135 62	126 27	
10/05/12	DTV	10 00	DIRECTV COM	-453 30	518 03	64 73	
10/05/12	EWBC	1,760 00	EAST WEST BANCORP INC COM	-39,735.15	37,131 46	-2,603 69	
10/05/12	EIX	950 00	EDISON INTERNATIONAL COM	-32,819 28	43,485 37		10,666.09
10/05/12	EMC	50 00	EMC CORP MASS COM	-652 50	1,353 71		701.21
10/05/12	ESRX	10 00	EXPRESS SCRIPTS HLDG COM	-555 66	633 63	77 97	
10/05/12	XOM	20 00	EXXON MOBIL CORP COM	-1,206 76	1,827.05		620.29
10/05/12	GILD	140 00	GILEAD SCIENCES INC COM	-4,614 40	9,661 95		5,047.55
10/05/12	HD	20 00	HOME DEPOT INC COM	-779 64	1,210 27	430 63	
10/05/12	IRM	1,000 00	IRON MOUNTAIN INC COM	-30,949 50	33,998.73		3,049 23
10/05/12	JLL	10 00	JONES LANG LASALLE INC COM	-690 91	776 13	85 22	
10/05/12	MYL	60 00	MYLAN INC	-1,416 30	1,457 66		41 36
10/05/12	QCOM	20 00	QUALCOMM INC COM	-1,005 74	1,234 27		228 53
10/05/12	SHPG	310 00	SHIRE PLC ADR	-28,025.24	27,253 06		-772 18
10/05/12	SBUX	10 00	STARBUCKS CORP COM	-197.90	492 03		294 13
10/05/12	TGT	20 00	TARGET CORP COM	-1,040 53	1,262 47		221.94
10/05/12	UNH	10 00	UNITEDHEALTH GROUP INC COM	-553.87	564 63	10 76	
10/05/12	VZ	40 00	VERIZON COMMUNICATIONS COM	-1,342 80	1,826 15		483.35
10/17/12	DAL	3,280 00	DELTA AIR LINES COM	-32,840.37	32,866.83	26 46	
10/19/12	APA	350 00	APACHE CORP COM	-27,987 35	30,454 18	-1,623 64	4,090.47
10/19/12	DVN	470 00	DEVON ENERGY CORP NEW COM	-35,306 51	28,894 95	-396.28	-6,015.28



CITY NATIONAL BANK
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REALIZED CAPITAL GAINS and LOSSES | Continued

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
10/19/12	SU	1,150 00	SUNCOR ENERGY INC COM	-37,891 70	38,340 37	448 67	
11/07/12	466000122	3,072 621	IVY HIGH INCOME FUND CLASS-I	-26,209 46	26,301 64	92 18	
11/15/12	JCP	1,450 00	J C PENNEY INC COM	-37,957 05	29,271 80	-820.49	-7,864 76
11/15/12	JCI	1,330 00	JOHNSON CONTROLS INC COM	-40,930 65	34,352.73	-6,577 92	
11/15/12	TXT	1,380 00	TEXTRON INC COM	-36,921.90	33,159 82	-3,762 08	
12/07/12	AXP	110.00	AMERICAN EXPRESS CO COM	-6,311 24	6,117 52	-193.72	
12/07/12	AWK	140 00	AMERICAN WTR WKS CO INC NEW COM	-5,148 11	5,306.59	158 48	
12/07/12	ADM	170.00	ARCHER DANIELS MIDLAND COM	-5,153 54	4,527 86		-625.68
12/07/12	T	120 00	AT & T INC COM	-3,654.59	4,063 71	409.12	
12/07/12	BLL	130 00	BALL CORP COM	-5,330.13	5,685 43	355 30	
12/07/12	BAX	90.00	BAXTER INTL INC COM	-4,533.43	5,840 41		1,306.98
12/07/12	CELG	110 00	CELGENE CORP COM	-6,082 83	8,718.85		2,636.02
12/07/12	CBI	150.00	CHICAGO BRIDGE & IRON NV N Y SHS COM	-6,680 25	6,117 76	-562 49	
12/07/12	CIT	230 00	CIT GROUP INC COM	-8,703 57	8,375 26	-328 31	
12/07/12	C	160 00	CITIGROUP INC COM	-5,284 00	5,453 47	169 47	
12/07/12	CMCSA	180.00	COMCAST CORP NEW CL A	-4,416.75	6,680 57		2,263.82
12/07/12	CVS	230 00	CVS/CAREMARK CORP COM	-8,614.12	10,560 23		1,946 11
12/07/12	DHR	200.00	DANAHER CORP COM	-11,194 56	10,660 78	-533 78	
12/07/12	DF	280.00	DEAN FOODS CO NEW COM	-3,431 21	4,792 12	1,360 91	
12/07/12	DTV	140.00	DIRECTV COM	-6,346 24	6,915 14		568.90
12/07/12	EMC	460 00	EMC CORP MASS COM	-6,003 00	11,351.44		5,348.44
12/07/12	ESV	110 00	ENSCO PLC COM	-6,311 92	6,486 00	174 08	
12/07/12	ESRX	80 00	EXPRESS SCRIPTS HLDG COM	-4,445 26	4,294 70	-150.56	
12/07/12	GILD	100 00	GILEAD SCIENCES INC COM	-3,295.99	7,480.34		4,184 35
12/07/12	HD	140.00	HOME DEPOT INC COM	-5,457 46	9,006.83		3,549 37
12/07/12	MSFT	260 00	MICROSOFT CORP COM	-7,080 19	6,854 77		-225 42
12/07/12	MYL	160 00	MYLAN INC	-3,776 80	4,352 70		575 90
12/07/12	NOV	100.00	NATIONAL OILWELL VARCO INC COM	-1,958 63	6,832 35		4,873 72
12/07/12	NUAN	250 00	NUANCE COMMUNICATIONS INC COM	-5,158.38	5,401 15	242 77	
12/07/12	PNM	270 00	PNM RESOURCES INC COM	-3,947 78	5,606 45		1,658 67
12/07/12	POT	160.00	POTASH CORP SASK INC COM	-3,560 90	6,267 87		2,706 97

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TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
12/07/12	PRU	140 00	PRUDENTIAL FINANCIAL INC COM	-7,494 41	7,238 53		-255 88
12/07/12	QCOM	130 00	QUALCOMM INC COM	-6,537 34	8,213 87		1,676 53
12/07/12	PWR	220 00	QUANTA SERVICES INC SBI	-5,464 01	5,701 19	237 18	
12/07/12	SLB	90 00	SCHLUMBERGER LTD N A ADR	-7,993 53	6,412 80		-1,580 73
12/07/12	SBUX	70 00	STARBUCKS CORP COM	-1,385.30	3,577 26		2,191 96
12/07/12	STT	130 00	STATE STREET CORP COM	-6,009 24	5,759 53	-249 71	
12/07/12	TGT	115 00	TARGET CORP COM	-5,573 95	7,102 82		1,528.87
12/07/12	TMO	170 00	THERMO FISHER CORP COM	-10,078 43	10,719 12	640 69	
12/07/12	UNH	70 00	UNITEDHEALTH GROUP INC COM	-3,877.05	3,760.66	-116 39	
12/07/12	VZ	160 00	VERIZON COMMUNICATIONS COM	-4,811 96	7,002 26		2,190 30
12/07/12	WFC	80 00	WELLS FARGO & CO NEW COM	-2,671.60	2,593 94	-77 66	
12/07/12	WSM	170 00	WILLIAMS SONOMA INC COM	-7,752.02	7,660 87	-91 15	
12/07/12	YUM	100 00	YUM! BRANDS INC COM	-7,255 24	6,589 35	-665 89	
12/13/12	PCRIX	6,796 102	PIMCO COMMODITY RR STRATEGY-INSTL#45	0 00	136 13		136.13
12/13/12	PCRIX	6,796 102	PIMCO COMMODITY RR STRATEGY-INSTL#45	0 00	335 32	335 32	
12/17/12	466000122	8,971 197	IVY HIGH INCOME FUND CLASS-I	0 00	215 67		215 67
12/17/12	466000122	8,971 197	IVY HIGH INCOME FUND CLASS-I	0.00	715 36	715 36	
12/18/12	125977850	33,465.876	CNI CHARTER CORP BOND SERV CL #255	0 00	2,777 33		2,777 33
12/18/12	125977850	33,465 876	CNI CHARTER CORP BOND SERV CL #255	0 00	101 07	101 07	
12/27/12	74253Q416	4,531 085	PRINCIPAL PREFERRED SECURITIES INSTL	0 00	272 77		272 77
Totals for Period — 01/01/12 - 12/31/12				-$2,796,172.19	$3,008,139 72	$27,055 45	$184,912 08
Totals for the Calendar Year-to-Date						$27,055 45	$184,912.08

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITY NATIONAL BANK 478460300	74,769.	0.	74,769.
TOTAL TO FM 990-PF, PART I, LN 4	74,769.	0.	74,769.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL FEES	5,283.	2,642.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,283.	2,642.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	20,971.	20,971.	0.	0.
CONSULTANTS FEES	10,250.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	31,221.	20,971.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	399.	399.	0.	0.
FEDERAL TAXES	6,200.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,599.	399.	0.	0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE & FEES	150.	0.	0.	0.
OFFICE SUPPLIES	64.	0.	0.	0.
EDUCATION	1,450.	0.	0.	0.
BUSINESS PROMOTIONS	395.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	2,059.	0.	0.	0.

FORM 990-PF — CORPORATE STOCK — STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ST INVESTMENT CNB STOCKS	3,359,887.	3,811,334.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,359,887.	3,811,334.

FORM 990-PF — OTHER ASSETS — STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATIONAL COSTS	4,504.	4,504.	0.
TO FORM 990-PF, PART II, LINE 15	4,504.	4,504.	0.