EXTENSION GRANTED TO 8/15/2013

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 DHONT FAMILY FOUNDATION

A Employer identification number: 33-0846817

Number and street (or P O box number if mail is not delivered to street address): 2700 N. MAIN STREET — Room/suite: 1100

B Telephone number: 714-664-0440

City or town, state, and ZIP code: SANTA ANA, CA 92705

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, col (c), line 16*) ▶$ 39,753,014.

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

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25.	25.		STATEMENT 1
	4 Dividends and interest from securities	1,587,124.	1,587,040.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	866,981.			
	b Gross sales price for all assets on line 6a 19,190,190.				
	7 Capital gain net income (from Part IV, line 2)		866,981.		
	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	3,589.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,457,719.	2,454,046.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	127,709.	64,220.		63,489.
	14 Other employee salaries and wages	70,636.	56,471.		14,165.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	19,500.	9,750.		9,750.
	c Other professional fees STMT 5	101,646.	101,646.		0.
	17 Interest				
	18 Taxes STMT 6	73,767.	8,623.		5,286.
	19 Depreciation and depletion	294.	0.		
	20 Occupancy	15,992.	7,996.		7,996.
	21 Travel, conferences, and meetings	252.	126.		126.
	22 Printing and publications				
	23 Other expenses STMT 7	35,227.	21,450.		13,778.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	445,023.	270,282.		114,590.
	25 Contributions, gifts, grants paid	1,884,604.			1,766,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,329,627.	270,282.		1,880,590.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	128,092.			
	b **Net investment income** (if negative, enter -0-)		2,183,764.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	9,313.	32,272.	32,272.
	2 Savings and temporary cash investments	630,062.	369,623.	369,623.
	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	6,637.	5,545.	5,545.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	37,430,356.	37,947,579.	39,344,607.
	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 ▶ 5,693.			
	Less accumulated depreciation STMT 9 ▶ 4,726.	1,584.	967.	967.
	15 Other assets (describe ▶ DEFERRED TAX ASSET)	13,162.	0.	0.
	16 Total assets (to be completed by all filers)	38,091,114.	38,355,986.	39,753,014.
Liabilities	17 Accounts payable and accrued expenses	16,521.	16,829.	
	18 Grants payable	3,188,272.	3,306,875.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	10,562.	28,754.	
	23 Total liabilities (add lines 17 through 22)	3,215,355.	3,352,458.	
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	34,875,759.	35,003,528.	
	30 Total net assets or fund balances	34,875,759.	35,003,528.	
	31 Total liabilities and net assets/fund balances	38,091,114.	38,355,986.	

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	34,875,759.
2 Enter amount from Part I, line 27a	2	128,092.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,003,851.
5 Decreases not included in line 2 (itemize) ▶ BOOK TO TAX DIFFERENCES	5	323.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,003,528.

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	SCHWAB (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	18,753,206.		18,323,209.	429,997.
b	436,984.			436,984.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				429,997.
b				436,984.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 866,981.

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	1,821,134.	38,183,493.	.047694
2010	1,674,409.	36,987,378.	.045270
2009	1,622,548.	34,056,121.	.047643
2008	863,977.	35,516,249.	.024326
2007	1,016,804.	24,886,855.	.040857

2	**Total** of line 1, column (d)	2	.205790
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	.041158
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	38,763,962.
5	Multiply line 4 by line 3	5	1,595,447.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	21,838.
7	Add lines 5 and 6	7	1,617,285.
8	Enter qualifying distributions from Part XII, line 4	8	1,880,590.

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	21,838.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	21,838.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	21,838.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,840.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	27,840.
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	6,002.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 6,002. **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)*

			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 ▶ KAREN GREENWOOD Telephone no. ▶ 714-664-0440
Located at ▶ 2700 N. MAIN STREET, SUITE 1100, SANTA ANA, CA ZIP+4 ▶ 92705

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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
ANDRE G. DHONT 2700 N. MAIN STREET, SUITE 1100 SANTA ANA, CA 92705	PRESIDENT 30.00	104,900.	3,147.	0.
DENIS LESENNE 2700 N. MAIN STREET, SUITE 1100 SANTA ANA, CA 92705	SECRETARY 1.00	0.	0.	0.
ROBERT E. TOPP 2700 N. MAIN STREET, SUITE 1100 SANTA ANA, CA 92705	CHIEF FINANCIAL OFFICER 4.00	19,663.	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
KAREN GREENWOOD - 2700 N. MAIN STREET, SUITE 1100, SANTA ANA, CA	ADMINISTRATIVE ASSISTANT/BOOKKEEPER 26.00	68,500.	2,011.	0.

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
FIRST FINANCIAL ADVISORS - 18101 VON KARMAN AVE, STE 700, IRVINE, CA 92612	INVESTMENT ADVISORY SERVICES	97,346.
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	39,306,570.
b	Average of monthly cash balances	1b	47,706.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	39,354,276.
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	39,354,276.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	590,314.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,763,962.
6	**Minimum investment return.** Enter 5% of line 5	6	1,938,198.

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	1,938,198.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 21,838.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	21,838.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,916,360.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,916,360.
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	1,916,360.

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	1,880,590.
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	1,880,590.
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	21,838.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,858,752.

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.

Form **990-PF** (2012)

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				1,916,360.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,765,973.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,880,590.				
a Applied to 2011, but not more than line 2a			1,765,973.	
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				114,617.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				1,801,743.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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			
	(a) 2012	(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).)

NONE

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

NONE

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

Check here ▶ [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				
SEE ATTACHED	NONE	501(C)(3)	GENERAL CONTRIBUTION	1,766,000.
Total			▶ 3a	1,766,000.
b Approved for future payment				
CHAPMAN UNIVERSITY - COMMUNITY VOICES ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	501(C)(3)	DOCUMENTARY FILM PROGRAM	278,912.
CHAPMAN UNIVERSITY - DOC FILM CENTER ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	501(C)(3)	ESTABLISH DOCUMENTARY FILM CENTER	2,318,774.
THE ACADEMY-ORANGEWOOD 1575 EAST 17TH STREET SANTA ANA, CA 92705	NONE	501(C)(3)	CREATE THE ACADEMY FOR FOSTER AND UNDERSERVED YOUTH	709,190.
Total			▶ 3b	3,306,876.

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			14	25.	
4 Dividends and interest from securities			14	1,587,124.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,589.	
8 Gain or (loss) from sales of assets other than inventory			18	866,981.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,457,719.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,457,719.

(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).

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 — Date: 6-7-13 — Title: Exec. Direct.

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
CHERYL J. SCHAFFER, C.P.A., M.S.T.		5/15/13		P00066920

Firm's name ▶ WRIGHT FORD YOUNG & CO. CPA'S — Firm's EIN ▶ 95-3288054

Firm's address ▶ 16140 SAND CANYON AVENUE IRVINE, CA 92618-3715 — Phone no. (949)910-2727

Dhont Family Foundation

2012 Charitable Contributions

Recipient	EIN#	Address	Purpose	Amount
Second Harvest Food Bank of Orange County #1	95-3033494	8014 Marine Way Irvine, CA 92618	Emergency Food Box Program	$350,000.00
St. Jude Memorial Foundation	95-1643325	P.O. Box 4138 Fullerton, CA 92834	Master Plan Building Fund	$250,000.00
Orangewood Children's Foundation	95-3616628	1575 E 17th St Santa Ana, CA 92705	The Academy/Resource Center/Rising Tide	$200,000.00
USC/Norris Comprehensive Cancer Center	95-1642394	1441 Eastlake Ave Los Angeles, CA	Cancer Research	$200,000.00
Chapman University	95-1643992	One University Drive Orange, CA 92866	Community Voices Documentary Program	$150,000.00
Chapman University	95-1643992	One University Drive Orange, CA 92866	Millennial Studios	$150,000.00
Serve The People	27-0421556	1206 E 17th St. Suite 101 Santa Ana, CA 92701	Community Health Center	$60,000.00
Cal State Fullerton Philanthropic Foundation	33-0567945	2600 E. Nutwood Ave Suite 850 Fullerton, CA 92831	Guardian Scholar Program	$50,000.00
Giving Children Hope	95-3464287	8332 Commonwealth Avenue Buena Park, CA 90621	We've Got Your Back Program	$50,000.00
Taller San Jose	59-3816355	801 N Broadway Santa Ana, CA 92701	Medical Careers Academy	$50,000.00
Collette's Childrens Home	91-1939140	17301 Beach Blvd #23 Huntington Beach, CA 92647	Shelter Services	$25,000.00
Kidworks	74-3081569	1902 W Chestnut Santa Ana, CA 92703	Cedar Evergreen Start Up Costs	$25,000.00
The Wooden Floor	33-0299356	1810 N Main Street Santa Ana, CA 92706	Academic Services & Mentoring Program	$25,000.00
Friends of the Children's Museum, La Habra	33-0244625	301 S Euclid Street La Habra, CA 90631	Young at Art Program	$20,000.00
Fullerton Interfaith Emergency Services	33-0147739	P O Box 6326 Fullerton, CA 92834	Anaheim Interfaith Shelter	$15,000.00
Laura's House	33-0621826	999 Corporate Drive #225 Ladera Ranch, CA 92694	Emergency Shelter & Support Services	$15,000.00
The Blind Children's Learning Center of Orange County	95-6097023	18542 Vanderlip Avenue Suite B Santa Ana, CA 92705	Infant Family Focus Program	$15,000.00
American Red Cross of Orange County	53-0196605	601 N Golden Circle Drive Santa Ana, CA 92711	Local Disaster Relief	$10,000.00
Habitat For Humanity of Orange County	33-0311059	2200 S Ritchey St. Santa Ana, CA 92705	Habitat Development in Santa Ana	$10,000.00
Serving People In Need	33-0329687	151 Kalmus Suite H-2 Costa Mesa, CA 92626	Guaranteed Assistance to Perm Placement	$10,000.00
Women's Transitional Living Center	51-0201813	P.O.Box 6103 Orange, CA 92863	Increased Security Measures	$10,000.00
Bowers Museum-Kidseum	33-0106161	2002 N. Main St Santa Ana, CA 92706	Parent Workshops	$5,000.00
Families of Spinal Muscular Atrophy	36-3320440	925 Busse Road Elk Grove Village, IL 60007	Research Support	$5,000.00
Friendly Center	95-2479833	P.O Box 706 Orange, CA 92856	Comprehensive Family Services	$5,000.00
Helping Others Prepare for Eternity	33-0784384	11022 Acacia Parkway #C Garden Grove, CA 92840	Program Services	$5,000.00
Mercy House Living Centers	33-0315864	P.O Box 1905 Santa Ana, CA 92702	Shelter Services	$5,000.00
Project Dignity	33-0516149	12020 Chapman Avenue #257 Garden Grove, CA 92840	Program Services	$5,000.00
Someone Cares Soup Kitchen	33-0279080	P.O. Box 11267 Costa Mesa, CA 92627	Program Services	$5,000.00
Southwest Minority Economic Development Association	95-3312805	1601 W. Second Street Santa Ana, CA 92703	Program Services	$5,000.00
The Gary Center	95-2752846	341 Hillcrest St. La Habra, CA 90631	Program Services	$5,000.00
Working Wardrobes for a Fresh Start	33-0669145	3030 Pullman Street St A Costa Mesa, CA 92626	Program Support	$5,000.00
Human Options	95-3667817	P.O. Box 53745 Irvine, CA 92619	Program Services	$3,500.00
Laurel House	33-0098433	13722 Fairmont Way Tustin, CA 92780	Shelter Services	$3,500.00
Boys and Girls Club of Laguna Beach	95-1878822	1085 Laguna Canyon Road Laguna Beach CA 92651	Program Support	$3,000.00
Boys and Girls Club of Anaheim	33-0356284	P.O Box 350 Anaheim, CA 92815	Motel Kids Outreach	$2,500.00

Boys and Girls Club of Fullerton	95-1855645	P.O. Box 1283 Fullerton, CA 92836	Program Services	$2,500.00
Boys and Girls Club of Santa Ana	95-1893417	250 N. Golden Circle St 104 Santa Ana CA 92705	Program Services	$2,500.00
Casa Youth Shelter	95-3218061	10911 Reagan St. Los Alamitos, CA 90720	Crisis Prevention Community Outreach	$2,500.00
Stand Up For Kids	33-0414855	P.O Box 14398 Irvine, CA 92623	Program Services	$2,500.00
Grandma's House of Hope	26-0391438	174 W. Lincoln Avenue #541 Anaheim, CA 92805	Program Support	$1,500.00
Military Children's Charity	27-2224992	1575 E 17th St. Santa Ana, CA 92705	Program Services	$1,000.00
Share Our Selves	95-3222316	1550 Superior Avenue Costa Mesa, CA 92627	Program Support	$1,000.00
		Total 2012 Contributions		**$1,766,000.00**

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

SOURCE	AMOUNT
WELLS FARGO	25.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB	2,024,108.	436,984.	1,587,124.
TOTAL TO FM 990-PF, PART I, LN 4	2,024,108.	436,984.	1,587,124.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
REIT INCOME	3,589.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,589.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	19,500.	9,750.		9,750.
TO FORM 990-PF, PG 1, LN 16B	19,500.	9,750.		9,750.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	97,346.	97,346.		0.
CONSULTING FEE	4,300.	4,300.		0.
TO FORM 990-PF, PG 1, LN 16C	101,646.	101,646.		0.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	13,909.	8,623.		5,286.
TAXES	59,858.	0.		0.
TO FORM 990-PF, PG 1, LN 18	73,767.	8,623.		5,286.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING	1,281.	794.		487.
TELEPHONE	993.	497.		497.
INSURANCE	30,007.	17,521.		12,486.
COMPUTER EXPENSES	2,099.	2,099.		0.
MISCELLANEOUS	695.	447.		248.
BANK CHARGES	32.	32.		0.
POSTAGE AND DELIVERY	120.	60.		60.
TO FORM 990-PF, PG 1, LN 23	35,227.	21,450.		13,778.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB - INVESTMENT MUTUAL FUNDS	37,947,579.	39,344,607.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,947,579.	39,344,607.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND FIXTURES	2,021.	0.	2,021.
FURNITURE AND FIXTURES	2,055.	0.	2,055.
COMPUTER EQUIPMENT	1,617.	0.	1,617.
TOTAL TO FM 990-PF, PART II, LN 14	5,693.	0.	5,693.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	10,562.	3,737.
DEFERRED TAX LIABILITY	0.	25,017.
TOTAL TO FORM 990-PF, PART II, LINE 22	10,562.	28,754.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE AND FIXTURES	06/01/01	200DB	7.00	HY	17	2,021.				2,021.	2,021.		0.	2,021.
3	FURNITURE AND FIXTURES	06/01/06	SL	7.00	HY	17	2,055.				2,055.	1,604.		294.	1,898.
4	DELL OPTIPLEX 780 COMPUTER WITH MONITOR (SETUP AND INST	01/01/11	200DB	5.00	HY	17	1,617.			1,617.				0.	
	* TOTAL 990-PF PG 1 DEPR						5,693.			1,617.	4,076.	3,625.		294.	3,919.

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short-Term		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
A O N PLC	FCLASS A: AON	603.0000	08/04/11	04/02/12	$29,595.24	$28,053.27 m	$1,541.97
A O N PLC	FCLASS A: AON	6.9754	02/16/12	04/02/12	$342.35	$336.30 m	$6.05
Security Subtotal					**$29,937.59**	**$28,389.57**	**$1,548.02**
AMERICAN REALTY CAP TR REAL ESTATE INVST TRUST: ARCT		71,429.0000	03/07/12	09/06/12	$872,769.59	$750,506.31	$122,263.28
Security Subtotal					**$872,769.59**	**$750,506.31**	**$122,263.28**
APPLIED MATERIALS INC: AMAT		38.4861	03/16/12	10/04/12	$425.76	$491.36	($65.60)
APPLIED MATERIALS INC: AMAT		51.0989	06/15/12	10/04/12	$565.29	$556.24	$9.05
APPLIED MATERIALS INC: AMAT		46.4150	09/14/12	10/04/12	$513.48	$552.79	($39.31)
APPLIED MATERIALS INC: AMAT		0 6758	09/14/12	10/31/12	$7.15	$8.05	($0.90)
Security Subtotal					**$1,511.68**	**$1,608.44**	**($96.76)**
BREA CALIF REDE 6.862%25REV 08/01/25AGY: 106287JV8	DUE	400,000.0000	06/16/11	03/06/12	$427,991.00	$400,009.00	$27,982.00
Security Subtotal					**$427,991.00**	**$400,009.00**	**$27,982.00**
C V S CAREMARK CORP: CVS		11 9897	02/03/12	09/19/12	$568.51	$523.58	$44.93

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1803-003898 474060

G000038980207

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
DHONT FAMILY FOUNDATION
C/O ANDRE DHONT

Account Number
6660-5060

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
C V S CAREMARK CORP: CVS	5.1503	05/04/12	09/19/12	$244.21	$236.44	$7.77
C V S CAREMARK CORP: CVS	4.8600	08/06/12	09/19/12	$230.43	$217.83	$12.60
C V S CAREMARK CORP: CVS	0.4338	08/06/12	09/25/12	$20.67	$19.44	$1.23
Security Subtotal				**$1,063.82**	**$997.29**	**$66.53**
CATERPILLAR INC: CAT	3.9709	02/22/12	12/14/12	$353.12	$460.46	($107.34)
CATERPILLAR INC: CAT	5.0400	05/22/12	12/14/12	$448.19	$462.29	($14.10)
CATERPILLAR INC: CAT	5.7089	08/21/12	12/14/12	$507.67	$525.21	($17.54)
CATERPILLAR INC: CAT	6.2802	11/21/12	12/14/12	$558.49	$521.40	$37.09
Security Subtotal				**$1,867.47**	**$1,969.36**	**($101.89)**
DOUBLELINE LOW DURATION BD I: DBLSX	24,606.2990	02/01/12	03/07/12	$249,970.00	$249,264.72	$705.28
DOUBLELINE LOW DURATION BD I: DBLSX	48,875.8550	02/01/12	10/24/12	$499,970.00	$495,118.19	$4,851.81
DOUBLELINE LOW DURATION BD I: DBLSX	48,971.5960	02/01/12	11/01/12	$500,459.71	$496,088.06	$4,371.65
DOUBLELINE LOW DURATION BD I: DBLSX	97,847.3580	02/01/12	11/28/12	$999,970.00	$991,205.32	$8,764.68
Security Subtotal				**$2,250,369.71**	**$2,231,676.29**	**$18,693.42**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1803-003898 474061

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DU PONT E I DE NEMOUR&CO: DD	1,340.0000	09/13/12	10/24/12	$60,098.62	$67,808.26	($7,709.64)
Security Subtotal				**$60,098.62**	**$67,808.26**	**($7,709.64)**
EXXON MOBIL CORPORATION: XOM	7.7779	03/12/12	06/15/12	$640.66	$659.41	($18.75)
EXXON MOBIL CORPORATION: XOM	9.2221	06/12/12	06/15/12	$759.62	$748.79	$10.83
EXXON MOBIL CORPORATION: XOM	0.6817	06/12/12	06/28/12	$56.35	$55.35	$1.00
Security Subtotal				**$1,456.63**	**$1,463.55**	**($6.92)**
GABELLI ABC FUND ADV CL: GADVX	100,803.4270	02/14/11	02/01/12	$993,891.79	$1,000,000.00	($6,108.21)
Security Subtotal				**$993,891.79**	**$1,000,000.00**	**($6,108.21)**
HOME DEPOT INC: HD	50.0000	08/04/11	01/19/12	$2,257.76	$1,613.64	$644.12
HOME DEPOT INC: HD	649.0000	08/04/11	01/19/12	$29,305.67	$20,943.75	$8,361.92
Security Subtotal				**$31,563.43**	**$22,557.39**	**$9,006.04**
HOTCHKIS & WILEY HIGH YIELD FD CL I: HWHIX	49,220.6730	09/20/11	05/23/12	$599,477.80	$588,204.69	$11,273.11

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
DHONT FAMILY FOUNDATION
C/O ANDRE DHONT

Account Number
6660-5060

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
HOTCHKIS & WILEY HIGH YIELD FD CL I: HWHIX	146,906.3790	multiple	09/18/12	$1,878,902.59	$1,778,299.83	$100,602.76
Security Subtotal				**$2,478,380.39**	**$2,366,504.52**	**$111,875.87**
JOHNSON CONTROLS INC: JCI	1,388.0000	11/10/11	07/20/12	$35,135.37	$43,054.30	($7,918.93)
JOHNSON CONTROLS INC: JCI	1,317.0000	02/10/12	07/20/12	$33,338.10	$43,273.19	($9,935.09)
JOHNSON CONTROLS INC: JCI	15.1993	04/04/12	07/20/12	$384.75	$486.90	($102.15)
JOHNSON CONTROLS INC: JCI	16.8007	07/05/12	07/20/12	$425.28	$464.14	($38.86)
JOHNSON CONTROLS INC: JCI	0.9232	07/05/12	08/27/12	$24.94	$25.50	($0.56)
Security Subtotal				**$69,308.44**	**$87,304.03**	**($17,995.59)**
JPMORGAN STRATEGIC INCM OPPTY SLCT SHR: JSOSX	1,656.7860	multiple	02/01/12	$19,003.10	$19,716.67	($713.57)
Security Subtotal				**$19,003.10**	**$19,716.67**	**($713.57)**
LOCKHEED MARTIN CORP: LMT	29.0000	08/04/11	02/10/12	$2,535.77	$2,095.10	$440.67
LOCKHEED MARTIN CORP: LMT	100.0000	08/04/11	02/10/12	$8,744.04	$7,224.77	$1,519.27
LOCKHEED MARTIN CORP: LMT	100.0000	08/04/11	02/10/12	$8,744.05	$7,224.77	$1,519.28

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LOCKHEED MARTIN CORP: LMT	800.0000	08/04/11	02/10/12	$69,952.33	$57,792.56	$12,159.77
Security Subtotal				**$89,976.19**	**$74,337.20**	**$15,638.99**
LOOMIS SAYLES BOND FUND CL I: LSBDX	62,048.4570	multiple	10/26/12	$932,578.61	$901,722.39	$30,856.22
Security Subtotal				**$932,578.61**	**$901,722.39**	**$30,856.22**
METROPOLITAN WEST LOW DURATION BOND I: MWLIX	1,158.6730	multiple	02/01/12	$9,883.14	$9,995.52	($112.38)
Security Subtotal				**$9,883.14**	**$9,995.52**	**($112.38)**
PIMCO LOW DURATION FUND INSTL CL: PTLDX	141,023.2400	multiple	02/01/12	$1,469,432.16	$1,482,139.80	($12,707.64)
Security Subtotal				**$1,469,432.16**	**$1,482,139.80**	**($12,707.64)**
T J X COS INC: TJX	830.0000	08/04/11	03/09/12	$31,711.64	$22,023.87	$9,687.77
T J X COS INC: TJX	3.0000	03/02/12	03/09/12	$114.62	$111.13	$3.49
T J X COS INC: TJX	0.3082	03/02/12	03/27/12	$12.21	$11.42	$0.79
Security Subtotal				**$31,838.47**	**$22,146.42**	**$9,692.05**
WELLPOINT INC: WLP	333.0000	08/03/11	08/01/12	$18,299.40	$21,262.68	($2,963.28)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

charles SCHWAB INSTITUTIONAL

Schwab One® Account of
DHONT FAMILY FOUNDATION
C/O ANDRE DHONT

Account Number
6660-5060

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WELLPOINT INC: WLP	510.0000	08/04/11	08/01/12	$28,026.10	$32,364.17	($4,338.07)
WELLPOINT INC: WLP	5.8684	03/26/12	08/01/12	$322.49	$397.33	($74.84)
WELLPOINT INC: WLP	5.1316	06/26/12	08/01/12	$282.00	$354.90	($72.90)
WELLPOINT INC: WLP	0.6378	06/26/12	08/27/12	$36.85	$44.11	($7.26)
Security Subtotal				**$46,966.84**	**$54,423.19**	**($7,456.35)**
WESTERN UNION COMPANY: WU	28.1406	04/02/12	11/14/12	$352.01	$496.40	($144.39)
WESTERN UNION COMPANY: WU	29.4554	07/02/12	11/14/12	$368.46	$499.21	($130.75)
WESTERN UNION COMPANY: WU	27.4040	10/10/12	11/14/12	$342.79	$499.69	($156.90)
WESTERN UNION COMPANY: WU	0.1354	10/10/12	11/28/12	$1.70	$2.47	($0.77)
Security Subtotal				**$1,064.96**	**$1,497.77**	**($432.81)**
WILLIAM BLAIR INTL GWTH FD CL I: BIGIX	22,410.1300	02/04/11	02/01/12	$466,118.85	$500,000.00	($33,881.15)
Security Subtotal				**$466,118.85**	**$500,000.00**	**($33,881.15)**
3M COMPANY: MMM	91.0000	08/04/11	01/27/12	$7,976.47	$7,602.58	$373.89

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
3M COMPANY: MMM	100.0000	08/04/11	01/27/12	$8,765.35	$8,354.49	$410.86
Security Subtotal				**$16,741.82**	**$15,957.07**	**$784.75**
Total Short-Term				**$10,303,814.30**	**$10,042,730.04**	**$261,084.26**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
A O N PLC FCLASS A: AON	1,639.0000	11/29/10	04/02/12	$80,442.12	$66,417.95 m	$14,024.17
Security Subtotal				**$80,442.12**	**$66,417.95**	**$14,024.17**
ACCENTURE PLC CL A F: ACN	910.0000	11/29/10	03/21/12	$58,061.38	$39,964.14	$18,097.24
Security Subtotal				**$58,061.38**	**$39,964.14**	**$18,097.24**
APPLIED MATERIALS INC: AMAT	4,399.0000	11/29/10	10/04/12	$48,664.93	$55,211.56	($6,546.63)
APPLIED MATERIALS INC: AMAT	1,743.0000	08/04/11	10/04/12	$19,282.33	$20,435.17	($1,152.84)
Security Subtotal				**$67,947.26**	**$75,646.73**	**($7,699.47)**
BLACKROCK INC: BLK	167.0000	11/29/10	03/22/12	$33,177.98	$27,262.62	$5,915.36
Security Subtotal				**$33,177.98**	**$27,262.62**	**$5,915.36**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
C V S CAREMARK CORP: CVS	1,779.0000	11/29/10	01/26/12	$74,831.07	$55,850.02	$18,981.05
C V S CAREMARK CORP: CVS	429.0000	11/29/10	09/19/12	$20,341.52	$13,468.05	$6,873.47
C V S CAREMARK CORP: CVS	1,014.0000	08/04/11	09/19/12	$48,079.95	$35,192.72	$12,887.23
Security Subtotal				**$143,252.54**	**$104,510.79**	**$38,741.75**
CATERPILLAR INC: CAT	458.0000	07/26/11	12/14/12	$40,728.40	$48,262.59	($7,534.19)
CATERPILLAR INC: CAT	67.0000	08/04/11	12/14/12	$5,958.09	$6,142.73	($184.64)
CATERPILLAR INC: CAT	100.0000	08/04/11	12/14/12	$8,892.66	$9,167.95	($275.29)
CATERPILLAR INC: CAT	100.0000	08/04/11	12/14/12	$8,892.66	$9,168.25	($275.59)
CATERPILLAR INC: CAT	276.0000	08/25/11	12/14/12	$24,543.75	$23,189.03	$1,354.72
Security Subtotal				**$89,015.56**	**$95,930.55**	**($6,914.99)**
EXXON MOBIL CORPORATION: XOM	1,403.0000	11/29/10	06/15/12	$115,564 63	$97,304.19	$18,260.44
Security Subtotal				**$115,564.63**	**$97,304.19**	**$18,260.44**
HOME DEPOT INC: HD	1,573 0000	11/29/10	01/04/12	$66,220.95	$48,249.06	$17,971.89

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
HOME DEPOT INC: HD	341.0000	11/29/10	01/19/12	$15,397.90	$10,459.59	$4,938.31
Security Subtotal				**$81,618.85**	**$58,708.65**	**$22,910.20**
JPMORGAN STRATEGIC INCM OPPTY SLCT SHR: JSOSX	218,464.7510	multiple	02/01/12	$2,505,760.93	$2,525,532.43	($19,771.50)
Security Subtotal				**$2,505,760.93**	**$2,525,532.43**	**($19,771.50)**
LOOMIS SAYLES BOND FUND CL I: LSBDX	129,847.9000	multiple	10/26/12	$1,951,593.64	$1,732,344.89	$219,248.75
Security Subtotal				**$1,951,593.64**	**$1,732,344.89**	**$219,248.75**
METROPOLITAN WEST LOW DURATION BOND I: MWLIX	103,001.5480	multiple	02/01/12	$878,573.55	$926,077.66	($47,504.11)
Security Subtotal				**$878,573.55**	**$926,077.66**	**($47,504.11)**
PIMCO EMRG LOCAL BD FD INSTL CL: PELBX	57,835.8210	02/04/10	02/01/12	$625,175.23	$572,019.78	$53,155.45
PIMCO EMRG LOCAL BD FD INSTL CL: PELBX	88,868.1010	multiple	07/31/12	$948,192.64	$879,391.27	$68,801.37
Security Subtotal				**$1,573,367.87**	**$1,451,411.05**	**$121,956.82**
T J X COS INC: TJX	460.0000	11/29/10	03/09/12	$17,575.12	$10,422.77	$7,152.35
Security Subtotal				**$17,575.12**	**$10,422.77**	**$7,152.35**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1803-003898 474068

charles SCHWAB INSTITUTIONAL

Schwab One® Account of
DHONT FAMILY FOUNDATION
C/O ANDRE DHONT

Account Number
6660-5060

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WELLPOINT INC: WLP	539.0000	03/09/11	08/01/12	$29,619.74	$37,398.68	($7,778.94)
Security Subtotal				**$29,619.74**	**$37,398.68**	**($7,778.94)**
WESTERN UNION COMPANY: WU	3,529.0000	11/29/10	11/14/12	$44,144.08	$63,283.92	($19,139.84)
WESTERN UNION COMPANY: WU	1,435.0000	08/04/11	11/14/12	$17,950.34	$26,051.33	($8,100.99)
Security Subtotal				**$62,094.42**	**$89,335.25**	**($27,240.83)**
WILLIAM BLAIR INTL GWTH FD CL I: BIGIX	34,287.6810	multiple	02/01/12	$713,165.62	$895,628.40	($182,462.78)
Security Subtotal				**$713,165.62**	**$895,628.40**	**($182,462.78)**
3M COMPANY: MMM	554.0000	11/29/10	01/27/12	$48,560.04	$46,582.62	$1,977.42
Security Subtotal				**$48,560.04**	**$46,582.62**	**$1,977.42**
Total Long-Term				**$8,449,391.25**	**$8,280,479.37**	**$168,911.88**
Total Realized Gain or (Loss)				**$18,753,205.55**	**$18,323,209.41**	**$429,996.14**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

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CG1C1803-003898 474069