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#### Form **990-PF**

### 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

Department of the Treasury Internal Revenue Service

FOI	cale	alual year 2012 of tax year beginning		, and ending		
Na	me c	of foundation			A Employer identificati	on number
J	ros	SEPHINE HERBERT GLEIS FO	OUNDATTON		33-087649	4
		and street (or P O box number if mail is not delivered to stree	-	Room/suite	B Telephone number	<u></u>
2	50	0 MICHELSON DRIVE		200	(949) 476	-8804
		town, state, and ZIP code			C If exemption application is	
	-	VINE, CA 92612			o il exemption application is	s pending, check here
		k all that apply: Initial return	Initial return of a fe	ormer public charity	D 1. Foreign organization	ins check here
_		Final return	Amended return		J. Torongir organizatio	
		Address change	Name change		Foreign organizations in the check here and attach	meeting the 85% test,
H (	Chec	k type of organization: X Section 501(c)(3)	exempt private foundation		E If private foundation s	
	] s	ection 4947(a)(1) nonexempt charitable trust	Other taxable private found	ation	under section 507(b)(	
1 Fa	air m	arket value of all assets at end of year   J   Accoun	ting method; X Cash	Accrual	F If the foundation is in	
(fi	rom	Part II, col. (c), line 16)	Other (specify)		under section 507(b)(	
	-\$	10,233,571. (Part I, col	umn (d) must be on cash	basis)		, κ-μ
Pá	art	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
		necessarily equal the amounts in column (a)	expenses per books	income	income	for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received	957,440.		N/A	
	2	Check If the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	569.	569.		STATEMENT 1
	4	Dividends and interest from securities	<u>272,215.</u>	272,215.		STATEMENT 2
	5a	a Gross rents				
	b	Net rental income or (loss)		<del>-</del>		
e	6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all	169,201.			
ē	_b	assets on line 6a 2,030,310.				<del> </del>
Revenue	7	Capital gain net income (from Part IV, line 2)		169,201.		
	8	Net short-term capital gain	<del>-</del>			
	9	Income modifications Gross sales less returns				<del> </del>
	Ι.	and allowances		1		
	1	D Less Cost of goods sold Cross profit or (loss)				<del> </del>
	11	Other income	4,972.	4,972.		STATEMENT 3
	12	Total. Add lines 1 through 11	1,404,397.	446,957.		DIAIEMENI 3
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				<del> </del>
	15	Pension plans, employee benefits				
ses	16a	Legal fees		RECEIV		
en	b	Accounting fees STMT 4	9,719.	0.	S	9,719.
🛣	С	Other professional fees		A MAY OG	2013 9	
2013 rative E	17	Interest		A	2013 0	
	18	Taxes STMT 5	68,762.	68,762.		0.
ું nisi	19	Depreciation and depletion				
	20	Occupancy				
∭A.V and Ad	21	Travel, conferences, and meetings				
≅ ĕ	22	Printing and publications		<del></del>		
( ) E	23	Other expenses STMT 6	90,503.	90,503.		0.
₹.	24	Total operating and administrative	4.60.004	4-4-4-		
		expenses. Add lines 13 through 23	168,984.	159,265.		9,719.
(3)	25	Contributions, gifts, grants paid	355,000.	<u> </u>	ļ <u>.</u>	355,000.
£?	26	Total expenses and disbursements.	F22 004	150 065	j	264 510
	27	Add lines 24 and 25	523,984.	159,265.		364,719.
		Subtract line 26 from line 12:	000 412			
		Net investment income (if negative, enter -0-)	880,413.	287,692.	<del>                                     </del>	
		Adjusted net income (if negative, enter -0-)		401,032.	N/A	
22350 12-05	12	LHA For Paperwork Reduction Act Notice, see	instructions		18	Form <b>990-PF</b> (2012)
12-03	~ 12				, , , ,	(2012) • • • • · · · · · · · · · · · · · · ·

Fo	rm 9	90-PF (2012) JOSEPHINE HERBERT GLEIS			0876494 Page 2
F	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	
=	T 4		(a) Book Value	(b) Book Value	(c) Fair Market Value
		Cash - non-interest-bearing Savings and temporary cash investments	555,568.	1,267,764.	1,267,764.
		Accounts receivable	333,300.	1,201,104.	1,201,104.
	"	Less; allowance for doubtful accounts			
	4	Pledges receivable ►	_		<del></del>
		Less; allowance for doubtful accounts ▶			
	5	Grants receivable			<u> </u>
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts ▶			
ş	8	Inventories for sale or use			<u> </u>
Assets	9	Prepaid expenses and deferred charges			
•	1	Investments - U.S. and state government obligations			
	1	Investments - corporate stock STMT 7	5,962,546.	6,797,733.	7,073,176.
		Investments - corporate bonds			
	''	Investments - land, buildings, and equipment basis			
	12	Less accumulated depreciation  Investments - mortgage loans			
	13	Investments - other STMT 8	1,937,812.	1,398,897.	1,762,665.
	14		1,951,012.	1,390,091.	1,702,003.
	' '	Less accumulated depreciation			
	15	Other assets (describe STATEMENT 9)	258,021.	129,966.	129,966.
				===,,,,,,,	
_	16	Total assets (to be completed by all filers)	8,713,947.	9,594,360.	10,233,571.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
es	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
Lia at	21	Mortgages and other notes payable			
_	22	Other liabilities (describe )			
	23	Total liabilities (add lines 17 through 22)	0		
_	23	Foundations that follow SFAS 117, check here	0.	0.	
		and complete lines 24 through 26 and lines 30 and 31.			
es	24	Unrestricted			
Fund Balances	25	Temporarily restricted			
Bal	26	Permanently restricted			
Ę		Foundations that do not follow SFAS 117, check here			
or F		and complete lines 27 through 31.			
ts	27	Capital stock, trust principal, or current funds	0.	<u> </u>	
SSe	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets	29	Retained earnings, accumulated income, endowment, or other funds	8,713,947.	9,594,360.	
ž	30	Total net assets or fund balances	8,713,947.	9,594,360.	
	24	Take link illains and not assets House halosses	0 712 047	0 504 360	
_		Total liabilities and net assets/fund balances	8,713,947.	9,594,360.	
LP	art	III Analysis of Changes in Net Assets or Fund Ba	alances		
1	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30	[ ]	
		at agree with end-of-year figure reported on prior year's return)		1	8,713,947.
2	Enter	amount from Part I, line 27a		2	880,413.
3		r increases not included in line 2 (itemize)		3	0.
4		ines 1, 2, and 3		4	9,594,360.
		eases not included in line 2 (itemize)		5	0.
<u>6</u>	Total	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (b), line 30	6	9,594,360.
					Form <b>990-PF</b> (2012)

_	carefulation (or tax your beginning in)			, ,,,,	o., (b) a.v.aca by oo., (o))
_	2011	296,658.	8,278,571.		.035834
_	2010	282,115.	6,182,925.		.045628
_	2009	313,751.	5,551,157.		.056520
_	2008	305,474.	6,323,381.		.048309
_	2007	253,500.	6,405,406.		.039576
	Total of line 1, column (d)  Average distribution ratio for the 5-year ba	se period - divide the total on line 2 by 5	or by the number of years	2	.225867
J	the foundation has been in existence if less	3	.045173		
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5					9,325,004.
5 Multiply line 4 by line 3					421,238.
6 Enter 1% of net investment income (1% of Part I, line 27b)					2,877.
7	Add lines 5 and 6	7	424,115.		
8	Enter qualifying distributions from Part XII	, line 4		8	364,719.

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.

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See the Part VI instructions.

	m 990-PF (2012) JOSEPHINE HERBERT GLEIS FOUNDATION		087 <u>6</u>			Page 4
Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	948 -	see ir	stru	ctio	ns)
18	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)					
t	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔲 and enter 1%	1			5,7	<u>54.</u>
	of Part I, line 27b					
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			5,7	54.
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			5,7	54.
6	Credits/Payments:					
a	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 43, 200.					
b	Exempt foreign organizations - tax withheld at source					
C	: Tax paid with application for extension of time to file (Form 8868)					
d	Backup withholding erroneously withheld					
7	Total credits and payments. Add lines 6a through 6d	7		_ 4	3,2	00.
8	Enter any <b>penalty</b> 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		3	7,4	46.
	Enter the amount of line 10 to be: Credited to 2013 estimated tax	11				0.
Pa	art VII-A Statements Regarding Activities					
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın	L		Yes	No
	any political campaign?			1a		<u>X</u>
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	ed or				
	distributed by the foundation in connection with the activities.					ĺ
	Did the foundation file Form 1120-POL for this year?		L	1c		<u>X</u>
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. ► \$					
е	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?		-	2		X
_	If "Yes," attach a detailed description of the activities					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, of	Γ				٠.,
4-	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		H	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year? If "Yes," has it filed a tax return on Form 990-T for this year?	NT.	/a	4a		X
	·	N,	'A	40		v
9	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:					
Ü	By language in the governing instrument, or					
	<ul> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state</li> </ul>	law				
	remain in the governing instrument?	Iaw	1	6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		<u> </u>	7	X	_
•	If "Yes," complete Part II, col. (c), and Part XV		}			$\vdash$
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	CA	•	<del></del>			
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 cale	ndar	ŀ			
	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		Ī	10		X
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	n 990-PF (2012) JOSEPHINE HERBERT GLEIS FOUNDATION 33-0876 art VII-A   Statements Regarding Activities (continued)	<u> 494</u>	<u>.</u> .	Page 5
_	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of	Τ		_
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		Х
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 WWW.GUIDESTAR.ORG			
14	The books are in care of ► JILL LINDSAY  Telephone no. ►949-4	76-8	804	
	Located at ► 2500 MICHAELSON DRIVE, SUITE 200, IRVINE, CA ZIP+4 ►92	<u> 2612</u>		
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	N	/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		<u>X</u> _
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
_	country	<u> </u>		
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
18	a 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?		į	
	(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.)			
t	olf any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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		
	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		1	
	before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
	defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2012?			
_	If "Yes," list the years -,,,,	İ	;	
t	Are there any years listed in 2a for which the foundation is <b>not</b> 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	the provisions of section 4942(a)(2) are being applied to <b>any</b> 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?			
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	3ь		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			
	had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		x

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Form 990-PF (2012) JOSEPHINE HERBERT GLEIS Part VII-B   Statements Regarding Activities for Which		Required (contin	33-08764	94	Page 6
5a During the year did the foundation pay or incur any amount to:		. ioquii ou (comin	lucuy		
<ul> <li>(1) Carry on propaganda, or otherwise attempt to influence legislation (sect</li> <li>(2) Influence the outcome of any specific public election (see section 4955)</li> </ul>			es 🗓 No		
any voter registration drive?		Y	es X No		
<ul><li>(3) Provide a grant to an individual for travel, study, or other similar purpos</li><li>(4) Provide a grant to an organization other than a charitable, etc., organization</li></ul>		Y	es X No		
509(a)(1), (2), or (3), or section 4940(d)(2)?	ion described in section	Y	es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literal	ry, or educational purposes, or				
the prevention of cruelty to children or animals?			es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify u		in Regulations	NT / 2	_	
section 53.4945 or in a current notice regarding disaster assistance (see inst Organizations relying on a current notice regarding disaster assistance check	•		N/A ▶□	5b	+
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption		ained			
expenditure responsibility for the grant?		. —	es 🔲 No		
If "Yes," attach the statement required by Regulations section 53 49	• •			ŀ	
6a Did the foundation, during the year, receive any funds, directly or indirectly, t	o pay premiums on		es X No		
<ul><li>a personal benefit contract?</li><li>b Did the foundation, during the year, pay premiums, directly or indirectly, on a</li></ul>	nerconal hanefit contract?	Y:		6Ь	x
If "Yes" to 6b, file Form 8870	personal benefit contract?			OD	<u> </u>
7a At any time during the tax year, was the foundation a party to a prohibited tax	shelter transaction?	Y	es X No		
b If "Yes," did the foundation receive any proceeds or have any net income attri				7b	
Part VIII Information About Officers, Directors, Trus Paid Employees, and Contractors	stees, Foundation Ma	anagers, Highl	y		
1 List all officers, directors, trustees, foundation managers and the	r 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) E: accour allow	xpense nt, other vances
JOSEPHINE GLEIS	CO-TRUSTEE				
2500 MICHELSON, SUITE 200			_		_
IRVINE, CA 92612	0.50	0.	0.		0.
GAVIN HERBERT, JR. 2500 MICHELSON, SUITE 200	_CO-TRUSTEE				
IRVINE, CA 92612	0.50	0.	0.		0.
RICHARD HAUSMAN	CO-TRUSTEE	<u> </u>			<u> </u>
2500 MICHELSON, SUITE 200					
IRVINE, CA 92612	0.50	0.	0.		0.
	_				
2 Compensation of five highest-paid employees (other than those in	ncluded on line 1). If none,	enter "NONE."	L		
(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) Exaccount allow	xpense nt, other vances
NONE					
				-	
F.A. Laumbar of other amplauses and a configuration of the configuration	<u> </u>	<u>.                                    </u>	L		
Total number of other employees paid over \$50,000		<del></del>	Form	990-PI	<u>0</u> F (2012)
					\~~· <b>~</b> /

Total. Add lines 1 through 3

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign for	undations,	see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	8,579,589.
	Average of monthly cash balances	1b	887,420.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,467,009.
е	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	7 2	0.
3	Subtract line 2 from line 1d	3	9,467,009.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	142,005.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,325,004.
6	Minimum investment return. Enter 5% of line 5	6	466,250.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations a foreign organizations check here  and do not complete this part.)	and certain	
1	Minimum investment return from Part X, line 6	1	466,250.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 5,754		
b	Income tax for 2012. (This does not include the tax from Part VI.)	7	
C	Add lines 2a and 2b	7 2c	5,754.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	460,496.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	460,496.
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	460,496.
P	art 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	364,719.
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	364,719.
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	O.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	364,719.
	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

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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				460,496.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			356,256.	
<b>b</b> Total for prior years:			330/2300	
- Common principles		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
<b>b</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: ► \$ 364,719.				
a Applied to 2011, but not more than line 2a			256 256	
F		· · ·	356,256.	
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.			0.463
d Applied to 2012 distributable amount	0			8,463.
e Remaining amount distributed out of corpus	0.		· <del></del>	
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				<u>452,033.</u>
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	_			
section 170(b)(1)(F) or 4942(g)(3)	0.			<u></u>
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			<u> </u>
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	0.			
0 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				
				Form 990-PE (2010)

Part XIV Private Operating Fo	NE HERBERT ( oundations (see ins	GLETS FOUN. tructions and Part V	UA'I' I UN 'II-A, question 9)	33-08 N/A	376494 Page 1
1 a If the foundation has received a ruling or				11/11	
foundation, and the ruling is effective for					
b Check box to indicate whether the foundation		=	Lin section	4942(J)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	g loundation described	Prior 3 years	<u>1 1312(J)(3) 01                                   </u>	1
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for	(-/	(-/··	(0)	(4) 2000	(0) 1012
each year listed				+	
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed			_	<del> </del>	
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 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 Inforat any time during the Information Regarding Foundation	e year-see instr		if the foundation	n had \$5,000 or m	ore in assets
List any managers of the foundation who year (but only if they have contributed mo	have contributed more t	han 2% of the total cor	itributions received by the	e foundation before the clo	se of any tax
JOSEPHINE GLEIS					
b List any managers of the foundation who other entity) of which the foundation has			(or an equally large porti	on of the ownership of a p	partnership or
NONE					
2 Information Regarding Contribution Check here ► X if the foundation on the foundation makes gifts, grants, etc. (s	ly makes contributions to	preselected charitable	e organizations and does i	not accept unsolicited requi	uests for funds. If d d.
a The name, address, and telephone numb					
<b>b</b> The form in which applications should be	submitted and informati	on and materials they s	should include:		
c Any submission deadlines:					<del></del>
d Any restrictions or limitations on awards,	such as by geographica	areas, charitable fields	, kınds of institutions, or	other factors:	
	<del> </del>			· · · · · · · · · · · · · · · · · · ·	- 000 55
223601 12-05-12					Form <b>990-PF</b> (2012)

Part XV

Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager Purpose of grant or contribution Foundation Amount status of Name and address (home or business) recipient or substantial contributor a Paid during the year AMERICAN ENTERPRISE INSTITUTE FOR NONE PUBLIC CHARITY GENERAL USE PUBLIC POLICY RESEARCH 1150 SEVENTEENTH STREET, N.W. WASHINGTON, DC 20036 5,000. AMERICAN HEART ASSOCIATION NONE PUBLIC CHARITY GENERAL USE 816 SOUTH FIGUEROA STREET LOS ANGELES, CA 90017 20,000. AMERICAN RED CROSS NONE PUBLIC CHARITY GENERAL USE 2025 E. STREET, NW WASHINGTON, DC 20006 5,000. BLIND CHILDREN'S LEARNING CENTER NONE PUBLIC CHARITY GENERAL USE 18542-B VANDERCLIP AVENUE SANTA ANA, CA 92705 5,000. CITY OF HOPE NONE PUBLIC CHARITY GENERAL USE 1500 EAST DUARTE ROAD DUARTE CA 91010-3000 10,000. SEE CONTINUATION SHEET(S) Total → 3a 355,000, b Approved for future payment NONE Total

#### Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelate	d business income		ed by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code	Amount	code	Amount	Tuticuon income
a	_				
b	_				
C	_				
d	-				
e	_   _		$\rightarrow$		=
f	_				
g Fees and contracts from government agencies		<del></del>	$\perp$		<del></del>
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	569. 272,215.	
4 Dividends and interest from securities			14	272,215.	
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	4,972.	
8 Gain or (loss) from sales of assets other	i l				
than inventory			18	169,201.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:	1				
a					
b					
C	1 1				
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			).	446,957.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	446,957.
(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).

Form **990-PF** (2012)

				-		
	<b>Exempt Organizations</b>					
Part XVII	Information Regarding	Transfers To and	Transactions and	d Relationships	With Noncharit	table
0111/330 11 (20	c) OOSEFIIINE	HEVDEKI GDEI	B LOUNDALIO	<u>N</u>	33-0070	<u> </u>

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?  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 perpry, I declare hat I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, capacit, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge return verb in the preparer has any knowledge return with the preparer has any knowledge return the preparer has a	Yes	X X X
a Transfers from the reporting foundation to a noncharitable exempt organization of:  (1) Cash (2) Other assets 5 the transactions:  (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rembursement arrangements (5) Loans or loan guarantees (5) Loans or loan guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) Itel 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 ass 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) Item no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing a necessary of the section of the code (other than section 501(c)(d)) or in section 527?  (a) It "Yes," complete the following schedule.  (b) Type of organization (c) Description of relationship  (c) Description of relationship  (d) Type of organization (e) Description of relationship  (e) Description of relationship  (f) Type of organization (highly the section of the proper (other than taxopyer) in based on all information of which prepare has any knowledge recompanying schedules and statements, and to the best of my knowledge recompanying schedules and statements, and to the best of my knowledge recompanying schedules and statements, and to the best of my knowledge recompanying schedules and statements, and to the best of my knowledge recompanying schedules and statements, and to the best of my knowledge recompanying schedules and statements, and to the best of my knowledge recompanying schedules and statements, and to the best of my knowledge recompanying schedules and statem		X
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b Other transactions:  (1) Sales of assets to a noncharitable exempt organization  (2) Purchases of assets from a noncharitable exempt organization  (3) Rental of facilities, equipment, or other assets  (4) Reimbursement arrangements  (5) Loans or loan guarantees  (6) Performance of services or membership or fundraising solicitations  (7) Every state of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other ass 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 scienced.  (a) Line no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing an insection 501(c) of the Code (other than section 501(c))(3)) or in section 5272  2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organization (e) Description of relationship in "Yes," complete the following schedule.  (a) Name of organization (b) Type of organization (e) Description of relationship N/A  Under penalties of person, i decorptish in have examined this return, including accompanying schedules and substances, and to the best of my knowledges and besterf, it is true, cyfield, and coping the decorptish the besteration of preparer (their than taxpayer) is based on all information of which preparer has any knowledges and besterf, it is true, cyfield, and coping the decorptish the besteration of preparer (their than taxpayer) is based on all information of which preparer has any knowledges and the second of the preparer has any knowledges and the preparer has any knowledges.  PRESIDENT  **Market Name of Company of the prepared the preparer (their than taxpayer) is based on all information of which preparer has any knowledges.		х
(2) Purchases of assets from a noncharitable exempt organization  (3) Rental of facilities, equipment, or other assets  (4) Reimbursement arrangements  (5) Loans or loan guarantees  (6) Performance of services or membership or fundrasing solicitations  (7) Enformance of services or membership or fundrasing solicitations  (8) Performance of services or membership or fundrasing solicitations  (9) Interest of services or membership or fundrasing solicitations  (10) Interest 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 as in section 501c) of the Code (other than section 501c) of the Cod		
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(a) Line no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing a N/A  2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  2 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?  3 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 perjum, I declarity that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge return with the preparer has any knowle		
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   If "Yes," complete the following schedule.  (a) Name of organization  (b) Type of organization  (c) Description of relationship  N/A    Under penalties of perjury, I decipt hat I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, cighet, and cophete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge return verb in the complete of the code of the co		
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   If "Yes," complete the following schedule.  (a) Name of organization   (b) Type of organization   (c) Description of relationship   N/A      Sign   Under penalties of perury, 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, coffect, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge   May the IRS	angeme	ents
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesus		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesus		
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesus		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesupha		
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesus		
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Jesus		
(a) Name of organization  (b) Type of organization  (c) Description of relationship  N/A  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  PRESIDENT  May the IRS return with the shown below  X Yes	T	No
(a) Name of organization  N/A  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  PRESIDENT  May the IRS return with the shown below  X Yes	ما	_ N0
N/A  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 return with the shown below X yes		
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, contact, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge return with the shown below X Yes		
Sign Here  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 return with the shown below X Yes		
Sign Here  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 return with the shown below X Yes		
Sign Here  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 return with the shown below X Yes	<del></del>	
Sign Here  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 return with the shown below X Yes		
Sign Here    Sign   1/26/13   PRESIDENT   Y/26/13   PRESIDENT   Yes		
Here Dephis no Vew 1/26/13 PRESIDENT X Yes	prepar	rer
	,see ins	]″No
Signature of ficer or trustee Date Title		
Print/Type preparer's name Preparer's signature Date Check if PTIN		
self- employed		
Paid GREGORY BUSCH 7 123/2017 P00156	481	
Preparer Firm's name ► THE BUSCH FERM Firm's EIN ► 33-02212		
Use Only	-	
Firm's address ► 2532 DUPONT DRIVE		
IRVINE, CA 92612 Phone no. 949-474-	736	8
Form 990		

#### Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

#### Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization **Employer identification number** JOSEPHINE HERBERT GLEIS FOUNDATION 33-0876494 Organization type (check one): Filers of: Section: Form 990 or 990-EZ \_\_\_ 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions General Rule For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II. **Special Rules** ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year. total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to

certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

#### JOSEPHINE HERBERT GLEIS FOUNDATION

33-0876494

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional and the copies of	tional space is needed.	1
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	JOSEPHINE GLEIS  61 LINDA ISLE  NEWPORT BEACH, CA 92660	\$\$	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ 	Person Payroll Noncash Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there Is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Oncash (Complete Part II if there is a noncash contribution )

Employer identification number

#### JOSEPHINE HERBERT GLEIS FOUNDATION

33-0876494

Part II	Noncash Property (see instructions). Use duplicate copies of Part II if a	dditional space is needed	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	22,000 SHS - GLAXOSMITHKLINE PLS STOCK (SYMBOL = GSK) @ FMV OF \$957,440		
		\$ 957,440.	12/05/12
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	-
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
			-
		<b>e</b>	
453 12-21-1	10	Sebadula R (Form 0)	90, 990-EZ, or 990-PF) (2

Name of orga	anization		Employer identification number
JOSEPH	HINE HERBERT GLEIS FOUND.	ATION	33-0876494
Part III	Exclusively religious, charitable, etc., individ year Complete columns (a) through (e) and the the total of exclusively religious, charitable, etc., Use duplicate copies of Part III if additional	ual contributions to section 501(of following line entry. For organization contributions of \$1,000 or less for	c)(7), (8), or (10) organizations that total more than \$1,000 for the ons completing Part III, enter
(a) No.			
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		(e) Transfer of git	ft
	Transferee's name, address, and	ZIP + 4	Relationship of transferor to transferee
(a) No. from	(h) D	(2)11(2)	
Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		· · · · · · · · · · · · · · · · · · ·	
		(e) Transfer of gif	t
	Transferee's name, address, and	ZIP + 4	Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		(e) Transfer of gif	rt
	Transferee's name, address, and	ZIP + 4	Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-		(e) Transfer of gif	
	Transferee's name address and		
	Transferee's name, address, and	<u> </u>	Relationship of transferor to transferee

JOSEPHINE HERBERT GLEIS FOUNDATION

Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) D - Donation 1a FRONTIER MID CAP GROWTH FUND, L.P.-FROM K-1 P b FRONTIER MID CAP GROWTH FUND, L.P.-FROM K-1 P c BAIRD INVESTMENT PARTNERS, P L.P.-FROM K-1 d PLAINS ALL AMERICAN PIPELINE, L.P.-FROM K-1 P P e PLAINS ALL AMERICAN PIPELINE, L.P.-FROM K-1 TRANSFER PARTNERS, L.P.-FROM K-1 P f ENERGY g LTCL MORGAN STANLEY -900470 - SEE ATTACHED STMT P VARIOUS VARIOUS -52A-05756-18 h STCG MORGAN STANLEY SEE ATTACHE P VARIOUS VARIOUS MORGAN STANLEY -52A-05756-18 - SEE ATTACHE P 1 LTCG VARIOUS VARIOUS MORGAN STANLEY -900602 STCL SEE P ATTACHED VARIOUS VARIOUS MORGAN STANLEY -900602 - SEE ATTACHED STMT P k LTCG -VARIOUS VARIOUS MORGAN STANLEY -0A7-113754 P | STCG -SEE ATTACHED VARIOUS **VARIOUS** m CAPITAL GAINS DIVIDENDS n 0 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) <19,879. <19,879.> а 175,787. 175,7<u>87.</u> b 4. 4. C <1.5 d <1.> 2 е <548.b <548.> 1,126,084 1,182,163 <5<u>6,079.</u>> 38,951. 611,794. 572,843. h 59,504. 59,475 29. 488,412. 501,326. <12,914.> 191,434. 152,622. 38,812. 19,217. 19,280. <63.> 5,100 5,100. m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any <19,879.> а 175,787. b 4. C d <1.> 2. <548.> <56,079.> 38,951. 29. 1 <12,914.> 38,812. <63.>  $\mathbf{m}$ 5,100. n If gain, also enter in Part I, line 7 2 Capital gain net income or (net capital loss) If (loss), enter "-0-" in Part I, line 7 2 169,201. 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 N/A

Part XV Supplementary Information 3 Grants and Contributions Paid During the Y			-	
3 Grants and Contributions Paid During the Y Recipient	If recipient is an individual.			
Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Marile and address (Notice of Susmisses)	or substantial contributor	recipient		
DIRECT RELIEF INTERNATIONAL	NONE	PUBLIC CHARITY	GENERAL USE	
27 S. LA PATERA LANE				10.00
SANTA BARBARA, CA 93117				10,000
OOHENY EYE INSTITUTE	NONE	PUBLIC CHARITY	GENERAL USE	
1450 SAN PABLO ST, DEI-5900				
LOS ANGELES, CA 90033				25,000
HOAG HOSPITAL FOUNDATION - LAURI	NONE	PUBLIC CHARITY	GENERAL USE	
HERBERT DIABETES PROGRAM				
ONE HOAG DRIVE				
NEWPORT BEACH, CA 92663				25,000
HOAG HOSPITAL FOUNDATION - MARILYN	NONE	PUBLIC CHARITY	GENERAL USE	
HAUSMAN ADVANCED TECHNOLOGY PAVILION				
ONE HOAG DRIVE				
NEWPORT BEACH, CA 92663		+		50,000
OAG HOSPITAL FOUNDATION - MARILYN	NONE			1
HAUSMAN CANCER RESEARCH & DEVELOPMENT	NONE	PUBLIC CHARITY	GENERAL USE	
ONE HOAG DRIVE				
NEWPORT BEACH, CA 92663				25,000
MARYVALE - LOS ANGELES ORPHANAGE	NONE	PUBLIC CHARITY	GENERAL USE	
GUILD	1.01.2			
7600 EAST GRAVE AVENUE				
ROSEMEAD, CA 91770				5,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY	NONE	PUBLIC CHARITY	GENERAL USE	
2121 SCRIPPS SUMMIT DR, STE 190 SAN DIEGO, CA 92131				10.000
AN DIEGO, CA 92131				10,000
PRANGE COUNTY BRAILLE INSTITUTE	NONE	PUBLIC CHARITY	COMPONI HCD	
741 NORTH VERMONT AVENUE	NONE	FORDIC CHARTIT	SENERAL USE	
LOS ANGELES, CA 90029				10,000
OUR LADY QUEEN OF ANGELS	NONE	PUBLIC CHARITY	GENERAL USE	
2046 MAR VISTA DRIVE				1
NEWPORT BEACH, CA 92660		<del> </del> .		5,000
ST. FRANCIS EPISCOPAL CHURCH	NONE	PUBLIC CHARITY	GENERAL USE	
16608 HIGHWAY 76 PAUMA VALLEY, CA 92061				5 000
Total from continuation sheets	<u> </u>	<del></del>	<u></u>	310,000

Part XV Supplementary Information				-
3 Grants and Contributions Paid During the Y	ear (Continuation)		1	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
ST. JOHN VIANNEY CATHOLIC CHURCH 314 MARINE AVENUE	NONE	PUBLIC CHARITY	GENERAL USE	
BALBOA ISLAND, CA 92262				5,000.
WITE DUOTELLY HOUSE	NOVE	DUDI TO OVER THE	CTANDAY WOD	
THE PHOENIX HOUSE 11600 ELDRIDGE AVENUE	NONE	PUBLIC CHARITY	GENERAL USE	
LAKE VIEW TERRACE, CA 91342				5,000,
THE SALVATION ARMY, ORANGE COUNTY	NONE	PUBLIC CHARITY	GENERAL USE	
HOMELESS 10200 PIONEER ROAD				
TUSTIN, CA 92782-1410				5,000.
TRI-STATE ITALIAN-AMERICAN CONGRESS 900 PARK AVENUE	NONE	PUBLIC CHARITY	GENERAL USE	
NEW YORK, NY 10021				5,000.
UNIVERSITY OF CA, IRVINE - ENDOWED	NONE	PUBLIC CHARITY	GENERAL USE	
CHAIR 100 THEORY, #250				
IRVINE, CA 92697-5600				10,000.
UNIVERSITY OF CA, IRVINE - COLLEGE OF	NONE	PUBLIC CHARITY		
MEDICINE - ALZHEIMER'S RESEARCH 100 THEORY, #250				
IRVINE, CA 92697-5602			GENERAL USE	10,000.
UNIVERSITY OF CA, IRVINE - DEPARTMENT	NONE	PUBLIC CHARITY	GENERAL USE	
OF OPHTHALMOLOGY - BUILDING FUND 100 THEORY, #250				
IRVINE, CA 92697-5602				25,000.
UNIVERSITY OF CA, IRVINE - DEPARTMENT	NONE	PUBLIC CHARITY	GENERAL USE	
OF OPHTHALMOLOGY - STEM CELL 100 THEORY, #250				
IRVINE, CA 92697-5602	:			25,000.
UNIVERSITY OF CA, IRVINE - MULTIPLE	NONE	PUBLIC CHARITY	GENERAL USE	
SCLEROSIS RESEARCH CENTER 100 THEORY, #250				
IRVINE, CA 92697-5602				25,000,
MORTGAGE MIRACLES FOR KIDS, INC. 3002 DOW AVENUE, STE 502	NONE	PUBLIC CHARITY	GENERAL USE	
TUSTIN, CA 92780			<u> </u>	5,000.
Total from continuation sheets		-		

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor ORANGEWOOD CHILDREN'S FOUNDATION NONE PUBLIC CHARITY GENERAL USE 1575 E. 17TH STREET SANTA ANA, CA 92705 5 000. RESEARCH TO PREVENT BLINDNESS NONE GENERAL USE 645 MADISON AVENUE NEW YORK, NY 10022 10,000. NONE SHERMAN FOUNDATION C/O SHERMAN PUBLIC CHARITY GENERAL USE LIBRARY & GARDENS PO BOX 1715 NEWPORT BEACH, CA 92659 5,000. Total from continuation sheets

	_		·
FORM 990-PF INTEREST ON SAVINGS AND	D TEMPORARY CA	ASH INVESTMENTS	STATEMENT 1
SOURCE			AMOUNT
ENERGY TRANSFER PARTNERS, LP			400.
LINN ENERGY LLC			84.
PLAINS ALL AMERICAN PIPELINE LP			25.
FRONTIER MID CAP GROWTH FUND LP			3.
MORGAN STANLEY			57.
TOTAL TO FORM 990-PF, PART I, LINE :	3, COLUMN A		569.
FORM 990-PF DIVIDENDS AND	INTEREST FROM	SECURITIES	STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BAIRD INVESTMENT PARTNERS, L.P	125.	0.	125.
ENERGY TRANSFER PARTNERS, LP	958.	0.	958.
FRONTIER MID CAP GROWTH FUND LP	11,838.	0.	11,838.
KAYNE ANDERSON	16,547.	0.	16,547.
MORGAN STANLEY -52A-04460-18	104,385.	0.	104,385.
MORGAN STANLEY -137-900470-447	128,966.	5,100.	123,866.
PLAINS ALL AMERICAN PIPELINE LP	63.	0.	63.
MORGAN STANLEY -52A-05756-18	8,443.	0.	8,443.
MORGAN STANLEY -137-900602-447	4,838.	0.	4,838.
MORGAN STANLEY -0A7-113754	73.	0.	73.
FRONTIER COMMUNICATIONS	857.	0.	857.
OTHER MISC DIVIDEND INCOME	222.	0.	222.
TOTAL TO FM 990-PF, PART I, LN 4	277,315.	5,100.	272,215.
FORM 990-PF OTH	HER INCOME		STATEMENT 3
	TER TROOMS		— BIRIEMENI 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	
PLAINS ALL AMERICAN PIPELINE, LP - ORDINARY INCOME BAIRD INVESTMENT PARTNERS,	5,8	01. 5,801	l <b>.</b>
LP-ORDINARY LOSS ENERGY TRANSFER PARTNERS, LP -	<2	33.> <233	3.>
ORDINARY LOSS	<9,6	12.> <9,612	2.>
LINN ENERGY, LLC - ORDINARY INCOME		16. 9,016	
TOTAL TO FORM 990-PF, PART I, LINE 1	4,9	72. 4,972	2.

FORM 990-PF	ACCOUNTI	NG FEES	S	TATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,719.	0.		9,719.
TO FORM 990-PF, PG 1, LN 16B	9,719.	0.		9,719.
FORM 990-PF	TAX	ES	S	PATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES FOREIGN TAXES WITHHELD STATE TAXES	66,784. 1,893. 85.			0. 0. 0.
TO FORM 990-PF, PG 1, LN 18 =	68,762.	68,762.		0.
FORM 990-PF	OTHER E	XPENSES	S'	ratement 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES PORTFOLIO DEDUCTIONS - FRONTIER MID CAP GROWTH	42,122.	42,122.		0.
FUND, L.P.	14,222.	14,222.		0.
PORTFOLIO DEDUCTIONS - LINN ENERGY, LLC	32,791.	32,791.		0.
OTHER EXPENSES - PLAINS ALL AMERICAN	165.	165.		0.
OTHER EXPENSES - ENERGY TRANSFER PARTNERS, LP OTHER DEDUCTIONS	1,172. 31.	1,172. 31.		0.
TO FORM 990-PF, PG 1, LN 23	90,503.	90,503.		0.

FORM 990-PF C	CORPORATE STOCK		STATEMENT 7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
GLAXOSMITHKLINE PLC MORGAN STANLEY - #52A-04460 - OTH MORGAN STANLEY - 05756 - PILOT MORGAN STANLEY #A7-11345 - SECURI MORGAN STANLEY - #900470 - OTHER	TIES	1,213,727. 0. 122. 767,169. 4,816,715.	1,173,690. 0. 0. 762,985. 5,136,501.
TOTAL TO FORM 990-PF, PART II, LI	NE 10B	6,797,733.	7,073,176.
FORM 990-PF OT	HER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FRONTIER MID CAP GROWTH FUND, L.P PLAINS ALL AMERICAN PIPELINE, L.P BAIRD INVESTMENT PARTNERS, LP LINN ENERGY, LLC ENERGY TRANSFER PARTNERS, LP		1,238,973. 43,795. 445. 45,497. 70,187.	1,238,973. 233,891. 445. 169,152. 120,204.
TOTAL TO FORM 990-PF, PART II, LI	NE 13	1,398,897.	1,762,665.
FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MARKET ADJUSTMENT - PASSTHROUGH ENTITIES	258,021.	129,966.	129,966.
TO FORM 990-PF, PART II, LINE 15	258,021.	129,966.	129,966.

Tax Year 2012

## Morgan Stanley

Private Wealth Management

A division of Morgan Stanley Smith Barney

# REALIZED GAIN/(LOSS) SUMMARY

tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is This Realized Gaın and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided. To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor, to add cost basis information, you should inform your Private Wealth Advisor. Please note that aithough Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events

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		DATE DATE		REALIZED
	CUSIP	QUANTITY ACQUIRED SOLD	PROCEEDS	COST
CHEVRON CORPORATION	166764100	129 000 12/12/2012 12/28/20		\$13,942 32
NETEASE COM INC COM STK	64110W102	139 000 12/12/2012 12/17/20		 \$5,337 60
Total Short Term			\$19,217.32	