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: SIDNEY AND JANE HARMAN FOUNDATION

A Employer identification number: 45-6495102

Number and street (or P O box number if mail is not delivered to street address): 10390 SANTA MONICA BLVD STE 360 | Room/suite:

B Telephone number (see instructions): (310) 551-1220

City or town, state, and ZIP code: LOS ANGELES CA 90025

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 34,465,270

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	35,000,100			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	460,734	460,734		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	-104,632			
b	Gross sales price for all assets on line 6a 29,679,975				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	35,356,202	460,734	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	175,000			175,000
14	Other employee salaries and wages	56,260			56,260
15	Pension plans, employee benefits	3,598			3,598
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	80,125	77,181		2,944
17	Interest				
18	Taxes (attach schedule) (see instructions)	27,632	12,712		14,920
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	15,381			15,381
22	Printing and publications				
23	Other expenses (attach schedule)	9,039			9,039
24	**Total operating and administrative expenses.** Add lines 13 through 23	367,035	89,893	0	277,142
25	Contributions, gifts, grants paid	792,115			792,115
26	**Total expenses and disbursements.** Add lines 24 and 25	1,159,150	89,893	0	1,069,257
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	34,197,052			
b	**Net investment income** (if negative, enter -0-)		370,841		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		137,843	137,843
	2	Savings and temporary cash investments		3,304,968	3,304,968
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)		2,417,181	2,413,409
	b	Investments—corporate stock (attach schedule)		18,033,348	18,244,486
	c	Investments—corporate bonds (attach schedule)		1,539,188	1,562,434
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		8,764,524	8,802,130
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	0	34,197,052	34,465,270
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		34,197,052	
	30	**Total net assets or fund balances** (see instructions)	0	34,197,052	
	31	**Total liabilities and net assets/fund balances** (see instructions)	0	34,197,052	

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	0
2	Enter amount from Part I, line 27a	2	34,197,052
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	34,197,052
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	34,197,052

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	Capital Gains Distributions			
b	SEE SCHEDULE ATTACHED			
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				0
b	29,673,603		29,784,607	-111,004
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				0
b				-111,004
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	-104,632
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	6,372

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			0 000000
2010			0.000000
2009			0 000000
2008			0 000000
2007			0.000000

2 **Total** of line 1, column (d)	2	0 000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,153,701
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,708
7 Add lines 5 and 6	7	3,708
8 Enter qualifying distributions from Part XII, line 4	8	1,069,257

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,708	
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	3,708	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,708	
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 7,500			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments Add lines 6a through 6d	7	7,500	
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	0	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,792	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,792 **Refunded** ▶	11	0	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA, MASSACHUSETTS, NEW YORK, WASHINGTON DC			
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 ▶			

14 The books are in care of ▶ DRESSLER & ASSOCIATES INC Telephone no ▶ (310) 551-1220
Located at ▶ 10390 SANTA MONICA BLVD STE 360 LOS ANGELES CA ZIP+4 ▶ 90025

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 |

			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 ▶ 20______ , 20______ , 20______ , 20______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20______ , 20______ , 20______ , 20______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b	N/A	
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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to.			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
	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? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870*	**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0		
	00	0		
	.00	0		
	.00	0		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY J SWARTZ 26 SHADY LANE, NEEDHAM, MA 02492	40.00	56,260		
	.00	0		
	.00	0		
	.00	0		
	.00	0		
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAPITAL GUARDIAN TRUST COMPANY 6455 IRVINE CENTER DRIV E, IRVINE, CA 92618	INVESTMENT MANAGEMENT	77,181
Total number of others receiving over $50,000 for professional services . . . ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE EXECUTIVE DIRECTOR AND THE GRANTS AND OPERATIONS MANAGER VOLUNTEER FIFTY PERCENT OF THEIR TIME PROVIDING SIGNIFICANT TECHNICAL ASSISTANCE TO THE FOUNDATION'S LEAD NONPROFIT PARTNER, THE CATALOGUE FOR PHILANTHROPY. THE EXECUTIVE DIRECTOR	
2 OF THE FOUNDATION VOLUNTEERS AS THE CATALOGUE'S LEAD EXECUTIVE MANAGING ALL ORGANIZATIONAL ACTIVITIES, INCLUDING STRAGEGIC PLANNING, FUNDRAISING, PUBLIC RELATIONS AND OPERATIONAL MANAGEMENT. THE GRANTS AND OPERATIONS MANAGER	
3 VOLUNTEERS AS THE CATALOGUE'S EDITORIAL MANAGER, EVENT PLANNER AND COORDINATES THE OVERALL ADMINISTRATIVE OPERATIONS OF THIS NONPROFIT PARTNER.	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	23,761,577
b	Average of monthly cash balances	1b	4,820,861
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	28,582,438
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	28,582,438
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	428,737
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,153,701
6	**Minimum investment return.** Enter 5% of line 5	6	1,407,685

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	1,407,685
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,708		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,708
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,403,977
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,403,977
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,403,977

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	1,069,257
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,069,257
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,708
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,065,549

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,403,977
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
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 ▶ $ 1,069,257				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,069,257
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				334,720
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

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

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient 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 SCHEDULE ATTACHED				792,115
Total . . . . ▶ 3a				792,115
b *Approved for future payment*				
Total . . . . ▶ 3b				0

SIDNEY & JANE HARMAN FOUNDATION 45-6495102
DECEMBER 31, 2012
PART XV 3
GRANTS AND CONTRIBUTIONS

name	funded amount	status	description	address
area: ARTS & ARTS EDUCATION				
Actor's Shakespeare Project	25,000	501c3	Shakespeare in the Community/Incarcerated Youth at Play	191 Highland Avenue Suite 2B Somerville, MA 02143
Building Bridges Across River THEARC	26,000	501c3	Manages THEARC and coordinates the activities of its collaborative partners.	1901 Mississippi Ave SE Washington, DC 20020
CityDance Ensemble	20,000	501c3	Dance performances and extensive outreach programs that break traditional boundaries between artistic disciplines	1111 16th Street, NW Suite 300 Washington, DC 20036
DC Arts & Humanities Education	5,000	501c3	Access to the city's vibrant arts world for DC public schoolchildren	1835 14th Street NW Washington, DC 20009
Forum Theare	7,500	501c3	Produces adventurous, relevant, and challenging plays that inspire discussion and build community	PO Box 13974 Silver Spring, MD 20911
Hammer Museum	1,000	501c3	Museum	10899 Wilshire Boulevard Los Angeles, CA 90024-4201
John F. Kennedy Center for the Performing Arts	50,000	501c3	Kennedy Center Honors	Washington, DC 20566
Levine School of Music	25,000	501c3	Support music programs at THEARC.	Sallie Mae Hall 2801 Upton Street NW Washington, DC 20008
Los Angeles County Museum of Art	5,000	501c3	Lynda and Stewart Resnick Exhibition Pavilion	5905 Wilshire Blvd Los Angeles, CA 90036
Raw Art Works	25,000	501c3	Community-based visual arts and art therapy for at risk youth	37 Central Square Lynn, MA 01901
Shakespeare Theater	50,000	501c3	Shakespeare Theatre at the Harman Center for the Arts	516 Eighth Street SE Washington, DC 20003
St Ann's Warehouse	500	501c3	commissions, produces, and presents eclectic theatre and concert presentations.	55 Washington Street, Suite 458 Brooklyn, NY 11201

The Theater Offensive	25,000	501c3	True Colors Out Theatre for GLBT youth	565 Boylston St, Boston MA 02116
Washington Ballet	25,000	501c3	Dance programming at THEARC for underserved children	3515 Wisconsin Avenue NW Washington, DC 20016
Young Playwrights' Theater	25,000	501c3	Educational theater, teaches playwriting to youth and produces youth-written plays	2437 15th Street, NW Washington, DC 20009
ARTS & ARTS EDUCATION -- Subtotal: 315,000				
area: EDUCATION				
Aspen Institute - Board	35,000	501c3	Center for development of visionary, principle-centered leaders who will create a better world	One Dupont Circle, NW Suite 700 Washington, DC 20036
Aspen Institute - Aspen Arts Program	35,000	501c3	Center for development of visionary, principle-centered leaders who will create a better world	One Dupont Circle, NW Suite 700 Washington, DC 20036
Capital Partners for Education	25,000	501c3	Youth organization providing scholarships, mentors, and academic support	1413 K Street NW, 2nd Floor Washington, DC 20005
For Love of Children	25,000	501c3	Educational resources for high-risk youth in the Shaw/Columbia Heights neighborhood and throughout DC	1763 Columbia Road NW Washington DC 20009
Free Minds Book Club	25,000	501c3	Program redirecting incarcerated teens' lives through reading and creative writing	2201 P Street NW Washington DC 20037
Higher Achievement Program	25,000	501c3	Rigorous after-school academic classes and training that stress discipline and dedication	317 8th Street, NE Washington, DC 20002
Lit World	500	501c3	literacy organization fostering resilience, hope, and joy through the power of story.	Lit World 315 West 57th Street, 12A New York, NY 10019
The Posse Foundation	25,000	501c3	Youth Leadership and College Access Program for talented urban youth	1319 F Street, NW, Suite 604 Washington, DC 20004
Public Preparatory Network	30,000	501c3		
Washington Jesuit Academy	25,000	501c3	Middle school for at risk boys	900 Varnum Street NE Washington, DC 20017
Washington Middle School for Girls	25,000	501c3	Middle school for at-risk girls	THEARC Campus, 1901 Mississippi Avenue SE Washington, DC 20020
EDUCATION -- Subtotal: 275,500				

area: FAMILY GRANTS - MATCHING				
Accion	35,000	501c3	Provides disadvantaged minority, immigrant and women microentrepreneurs with access to capital and financial literacy	115 East 23rd Street, 7th Floor New York, NY 10010
Autism Speaks	1,000	501c3	autism science and advocacy organization, dedicated to funding research into the causes, prevention, treatments and a cure for autism	5455 Wilshire Blvd Suite 2250 Los Angeles, CA 90036 Tax ID# 20-2329938
FAMILY GRANTS - MATCHING -- Subtotal: 36,000				
area: INTERNATIONAL				
AmericaShare	9,100	501c3	Helps orphaned and vulnerable children in international countries get a quality education.	15 West 26th Street New York, NY 10010
Center for Democracy in the Americas (CDA)	25,000	501c3	Commited to ending Cuban economic sanctions and diplomatic isolation	PO Box 53106 Washington, DC 20009
Free the Slaves	28,265	501c3	Committed to ending human trafficking	1320 19th St NW, Ste 600 Washington, DC 20036
INTERNATIONAL -- Subtotal: 62,365				
area: OTHER				
Lower East Side Girls Club	10,000	501c3	Educational Services	56 East 1st Street New York, New York 10003
Red Hook	15,000	501c3	Relief efforts - Hurricane Sandy	Red Hook Initiative 767 Hicks Street Brooklyn, New York 11231
OTHER -- Subtotal: 25,000				
area: PROMOTION OF PHILANTHROPY				
Catalogue for Philanthropy: Greater Washington	35,000	501c3	Connecting individuals with great community-based nonprofits in the DC region	1101 Pennsylvania Avenue, NW Suite 1010 Washington, DC 20004
PROMOTION OF PHILANTHROPY -- Subtotal: 35,000				

area: POLITICAL & LEGAL ADVOCACY				
ACLU Foundation	5,000	501c3	Defending civil liberties	1616 Beverly Boulevard Los Angeles, CA 90026
POLITICAL & LEGAL ADVOCACY -- Subtotal: 5,000				
area: SOCIAL SERVICES				
Accion	250	501c3	Provides disadvantaged minority, immigrant and women microentrepreneurs with access to capital and financial literacy	115 East 23rd Street, 7th Floor New York, NY 10010
The Jewish Federation of LA	5,000	501c3	Supports agencies that provide for essential human needs locally, in the US, in Israel and throughout the world.	Goldsmith Center 6505 Wilshire Boulevard Los Angeles, CA 90048
Planned Parenthood	5,000	501c3	Reproductive health care and information to the people of LA County	400 West 30th Street Los Angeles, CA 90007
Project Hospitality	25,000	501c3	Hurricane Sandy relief efforts for Staten Island	100 Park Avenue Staten Island, NY 10302
Woodley House	3,000	501c3	Support for those with mental illness	3000 Connecticut Avenue NW Suite 138 Washington, DC 20008
SOCIAL SERVICES -- Subtotal: 38,250				
TOTAL: 792,115				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	460,734	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-104,632	
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		356,102	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 356,102

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Jane Harman 11/14/2013 TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LARRY J DRESSLER		10/23/2013		P01231790
Firm's name ▶ DRESSLER & ASSOCIATES INC			Firm's EIN ▶	95-4198016
Firm's address ▶ 10390 SANTA MONICA BLVD #360, LOS ANGELES, CA 90025			Phone no	(310) 551-1220

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
SIDNEY AND JANE HARMAN FOUNDATION	45-6495102

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	☒ 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
SIDNEY AND JANE HARMAN FOUNDATION	45-6495102

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SIDNEY HARMAN ADMINISTRATIVE TRUST 10390 SANTA MONICA BLVD STE 360 LOS ANGELES CA 90025 Foreign State or Province Foreign Country	$ 35,000,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Part I, Line 16c (990-PF) - Other Professional Fees

		80,125	77,181	0	2,944
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING	284			284
2	OUTSIDE CONSULTANT	2,660			2,660
3	INVESTMENT MANAGEMENT FEES	77,181	77,181		

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		27,632	12,712	0	14,920
1	FOREIGN TAXES	12,712	12,712		
2	PAYROLL TAXES	14,920			14,920

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		9,039	0	0	9,039
	Description				
1	BANK FEES	360			360
2	INSURANCE	3,319			3,319
3	OFFICE EXPENSES	5,360			5,360

SIDNEY AND JANE HARMAN FOUNDATION
Account Number: XXXX04900

Portfolio Holdings Summary by Sector
As of December 31, 2012
Reporting Currency: USD

Description	Total Cost	Total Market Value	% of Asset Class	% of Total Net Assets
Cash and Cash Equivalents				
CASH AND CASH EQUIVALENTS	2,435,672	2,435,672	73.7	7.1
PENDING PURCHASES/SALES	869,296	869,296	26.3	2 5
Total Cash and Cash Equivalents	**3,304,968**	**3,304,968**	**100.0**	**9.6**
Fixed Income				
MUTUAL FUNDS	7,348,857	7,374,508	57 7	21.5
MORTGAGE BACKED	1,415,666	1,427,622	11.2	4 2
GOVERNMENT	2,290,229	2,281,402	17 9	6.6
MUNICIPALS	126,952	132,007	1.0	0.4
CORPORATE BONDS	1,539,188	1,562,434	12.2	4.6
Total Fixed Income	**12,720,893**	**12,777,973**	**100.0**	**37.2**
Equity				
ENERGY	763,004	748,589	4 1	2.2
MATERIALS	582,897	613,070	3.4	1 8
INDUSTRIALS	882,699	923,465	5 1	2 7
CONSUMER DISCRETIONARY	7,792,531	7,557,622	41 4	22.0
CONSUMER STAPLES	493,000	524,385	2.9	1.5
HEALTH CARE	784,386	886,051	4.9	2 6
FINANCIALS	1,057,010	1,170,737	6 4	3.4
INFORMATION TECHNOLOGY	1,119,585	1,166,680	6.4	3 4
TELECOMMUNICATION SERVICES	188,938	202,841	1.1	0 6
UTILITIES	99,204	110,541	0.6	0 3
MUTUAL FUNDS	4,270,094	4,340,503	23.8	12 6
Total Equity	**18,033,348**	**18,244,486**	**100.0**	**53.1**
Total Net Assets	**34,059,209**	**34,327,427**		**100.0**

SIDNEY AND JANE HARMAN FOUNDATION
Account Number: XXXX04900

Detailed Holdings List by Country
As of December 31, 2012
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
Cash and Cash Equivalents									
SSGA US GOV MONEY MARKET FUND	2,435,672	1 00	2,435,672	1.00	2,435,672	7.1	0	0	0 0
PENDING PURCHASES/SALES			869,296		869,296	2 5			
Total Cash and Cash Equivalents			**3,304,968**		**3,304,968**	**9.6**	**0**	**0**	**0.0**
Fixed Income									
AUSTRALIA									
BHP BILLITON FIN SR UNSEC 1.625% 2/24/17	45,000	100 64	45,287	102 26	46,016	0.1	729	731	1 6
TOTAL AUSTRALIA			**45,287**		**46,016**	**0.1**	**729**	**731**	**1.6**
CANADA									
CANADIAN NATIONAL RAILWAY 4 95% 01/15/2014	25,000	107 41	26,853	104 57	26,142	0 1	(712)	1,238	4.7
ENBRIDGE INC 5.60% 04/01/17	45,000	115.94	52,173	116.34	52,355	0 2	182	2,520	4 8
TOTAL CANADA			**79,026**		**78,496**	**0.2**	**(530)**	**3,758**	**4.8**
CAYMAN ISLANDS									
TRANSOCEAN INC SR UNSEC 6.375% 12/15/21	30,000	116 53	34,960	121.53	36,459	0 1	1,499	1,913	5.3
TOTAL CAYMAN ISLANDS			**34,960**		**36,459**	**0.1**	**1,499**	**1,913**	**5.2**
FRANCE									
TOTAL CAPITAL INTL SR UNSEC 2.7% 1/25/23	20,000	99.79	19,957	101 87	20,375	0.1	417	540	2.7
TOTAL FRANCE			**19,957**		**20,375**	**0.1**	**417**	**540**	**2.7**

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
NORWAY									
STATOIL ASA SR UNSEC 2 45% 1-17-23	20,000	99.68	19,935	99.99	19,997	0.1	62	490	2 5
TOTAL NORWAY			**19,935**		**19,997**	**0.1**	**62**	**490**	**2.5**
UNITED KINGDOM									
GLAXOSMITHKLINE CAPITAL PLC SR UNSEC 0.75% 05/08/2015	35,000	99.75	34,911	100 55	35,191	0.1	280	263	0.8
NATIONAL GRID GROUP PLC 6.3% 08/01/2016	45,000	115.19	51,837	116.03	52,213	0.2	376	2,835	5 4
ROYAL BK OF SCOTLAND SR UNSEC 4 375% 03/16/16	70,000	101.73	71,210	108.20	75,741	0.2	4,531	3,063	4.0
TOTAL UNITED KINGDOM			**157,958**		**163,145**	**0.5**	**5,187**	**6,160**	**3.8**
UNITED STATES									
AETNA INC SR UNSEC 2.75% 11-15-22	30,000	98 31	29,493	99.18	29,753	0 1	260	825	2.8
AIG GROUP SR UNSEC 4.875% 06-01-22	30,000	99.08	29,723	114.16	34,249	0.1	4,526	1,463	4.3
^NADARKO PETROLEUM CORP SR NSEC 6.375% 09/15/17	25,000	119 02	29,754	119 45	29,862	0 1	108	1,594	5.3
ANHEUSER-BUSCH COS INC SR UNSEC 1.375% 07/15/2017	15,000	99.71	14,957	101.16	15,175		218	206	1 4
AT&T CORP SR UNSEC 1 4% 12-01-17	20,000	100.00	19,999	100 02	20,004	0.1	5	280	1 4
BANK OF AMERICA CORP 3.875% 03-22-17	30,000	98.99	29,697	108.45	32,536	0.1	2,838	1,163	3 6
BIOGEN IDEC INC 6% 03/01/13	35,000	104.45	36,556	100.86	35,301	0 1	(1,255)	2,100	6 0
BRANDYWINE OPER PARTNERS LP SR UNSEC 4.95% 04/15/2018	40,000	102.26	40,906	109.38	43,750	0.1	2,845	1,980	4 5
BURLINGTON NORTH SANTA FE CORP 7% 02/01/2014	25,000	110.99	27,748	106 75	26,688	0.1	(1,060)	1,750	6.6

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
CITIGROUP INC SR UNSEC 4 45% 01/10/17	25,000	103.88	25,971	110.78	27,695	0.1	1,724	1,113	4.0
CITIZENS PPTY INS CORP FL 12A1 5% '1/21	70,000	109 93	76,952	117 29	82,102	0 2	5,150	3,500	4 3
ᴗOCA COLA CO 3.625% 03/15/2014	15,000	105.59	15,838	103.76	15,564		(275)	544	3 5
COMCAST CORP SR UNSEC 3 125% 07-15-22	10,000	99 91	9,991	104.18	10,418		427	313	3 0
CONSUMERS ENERGY CO SR SEC 1ST LIEN 6 125% 03/15/2019	70,000	123.57	86,502	125.09	87,562	0.3	1,061	4,288	4 9
DEVON ENERGY CORP SR UNSEC 3 25% 5/15/22	35,000	100.28	35,096	104.37	36,529	0 1	1,433	1,138	3 1
DOW CHEMICAL SR UNSEC 4 125% 11/15/21	20,000	105.76	21,152	109.55	21,910	0.1	758	825	3 8
ECOLAB INC SR UNSEC 2.375% 12/08/14	30,000	104.04	31,212	103.22	30,967	0.1	(245)	713	2 3
ENTERPRISE PRODUCTS SR UNSEC 6.3% 09/15/2017	40,000	119 79	47,917	120.96	48,385	0 1	468	2,520	5 2
ERP OPERATING LP SR UNSEC 4.625% 12-15-21	35,000	112 24	39,284	112.64	39,424	0.1	140	1,619	4.1
FHMS K705 A2 (MF) 2 303% 09/25/18	150,000	102.04	153,064	105.26	157,887	0 5	4,823	3,455	2.2
ˉNCI 2.5 AB7084 85K MAX 11-01-27	248,344	105.00	260,761	105.10	261,007	0 8	246	6,209	2.4
. NCI 2 5 TBA 01/13 01-01-28	150,000	104.38	156,563	104.56	156,845	0 5	282	3,750	2 4
FNCI 3.5 TBA 01/13 01/01/28	125,000	106.09	132,617	106.08	132,598	0 4	(20)	4,375	3.3
FNCL 3 0 TBA 01/13 01-01-43	130,000	105 03	136,541	104.78	136,215	0.4	(325)	3,900	2.9
FNCL 3 5 AB5665 HLTV 07-01-42	288,807	105.45	304,556	107 04	309,149	0 9	4,594	10,108	3.3
FNCL 4.0 AE9690 85K MAX 11/01/40	162,913	110.35	179,780	111.71	181,993	0 5	2,214	6,517	3.6
FNMA 1.0% 11-15-17/13	130,000	99 93	129,909	100 21	130,269	0 4	360	1,300	1 0
FREDDIE MAC SER 3272 CL PA 6% 02/15/2037	20,562	111.52	22,930	111.00	22,825	0 1	(105)	1,234	5 4
G2SF 3 0 TBA 01/13 01-20-43	65,000	105.93	68,854	106 31	69,103	0.2	249	1,950	2.8
GENERAL ELEC CAP CORP SR UNSEC 1 6% 11-20-17	20,000	99.87	19,974	100 07	20,013	0.1	39	320	1 6

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
GENERAL ELEC CORP SR UNSEC 2.7% 10-09-22	30,000	99 77	29,930	101 93	30,579	0.1	650	810	2.7
GENERAL ELECTRIC CO 5.25% ?/06/17	25,000	116.08	29,019	117.92	29,479	0.1	460	1,313	4 5
GILEAD SCIENCES INC UNSEC 4 4% 12-1-21	30,000	108 80	32,639	114.00	34,199	0.1	1,560	1,320	3 9
HARRIS CNTY TX TOLL RD TAXABLE 12D 1.061% 08-15-16	50,000	100.00	50,000	99.81	49,905	0.1	(96)	531	1.1
MCKESSON CORP SR UNSEC 3 25% 03/01/16	25,000	107.56	26,891	107.19	26,798	0 1	(93)	813	3 0
MEDCO HEALTH SOLUTIONS SR UNSEC 4.125% 09/15/2020	20,000	109.94	21,989	109.29	21,858	0 1	(130)	825	3.8
MODELEZ INTL INC UNSEC 5 375% 02/10/20	20,000	120.18	24,036	120 73	24,145	0.1	109	1,075	4.5
MURRAY ST INV TRUST I (H) 03/09/17	30,000	99.32	29,797	108.17	32,450	0 1	2,653	1,394	4 3
NEWS AMERICA SR UNSEC 5.3% 12/15/14	45,000	110 86	49,888	108.69	48,909	0 1	(979)	2,385	4.9
NOVARTIS CAPITAL CORP SR UNSEC 2.9% 04/24/15	35,000	106.32	37,213	105.13	36,794	0 1	(419)	1,015	2.8
PACIFICORP 5 65% 07/15/18	30,000	120.74	36,221	122.16	36,648	0.1	426	1,695	4 6
NC FINL SVCS SR UNSEC VAR 11-09-22/12	40,000	101.85	40,740	100.58	40,233	0.1	(507)	1,142	2.8
PROLOGIS 7.625% 8/15/2014	40,000	111 85	44,741	109.39	43,756	0.1	(984)	3,050	7 0
SIMON PROPERTY GROUP 5.25% 12/01/16	25,000	113.87	28,468	114.41	28,604	0.1	136	1,313	4.6
TECO FINANCE INC 4 0% 03/15/16	35,000	107 26	37,542	106.92	37,422	0 1	(121)	1,400	3 7
TIME WARNER CABLE 3 5% 02/01/15	45,000	106.01	47,704	105.61	47,526	0.1	(178)	1,575	3.3
UNITED HEALTH GROUP SR UNSEC 2.75% 02-15-23	10,000	99 84	9,984	100 90	10,090		106	275	2.7
US TREASURY BOND 4.0% 02/15/2015	260,000	109.52	284,762	107.84	280,394	0.8	(4,367)	10,400	3.7
US TREASURY I/L FRN 0.125% 04/15/16	277,715	105 56	293,156	105 30	292,425	0 9	(731)	347	0.1

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
US TREASURY I/L FRN 0.125% 07-15-22	30,177	110.38	33,309	108.56	32,759	0.1	(550)	38	0 1
US TREASURY I/L FRN 1 875% 07/15/13	69,271	104.17	72,156	101 61	70,385	0 2	(1,771)	1,299	1 9
S TREASURY I/L FRN 2 375% 01-15-25	67,495	137.47	92,784	134.90	91,049	0 3	(1,735)	1,603	1 8
US TREASURY NOTE 1.875% 08/31/17	270,000	104 50	282,141	105.62	285,166	0 8	3,025	5,063	1.8
US TREASURY NOTE 2.375% 05-31-18	290,000	107.53	311,825	108.34	314,198	0 9	2,372	6,888	2.2
US TREASURY NOTE 2.625% 02/29/16	335,000	107 54	360,270	107.01	358,477	1 0	(1,793)	8,794	2.5
US TREASURY NOTES 4 5% 05/15/17	365,000	117.79	429,917	116.79	426,280	1.2	(3,637)	16,425	3.9
VERIZON WIRELESS CAP LLC SR UNSEC 7.375% 11/15/13	25,000	109 94	27,485	105.70	26,424	0 1	(1,060)	1,844	7 0
VIRGINIA ELEC & PWR SR UNSEC 5.4% 04/30/18	30,000	120.02	36,007	120.82	36,246	0.1	239	1,620	4.5
TOTAL UNITED STATES			**5,014,912**		**5,038,977**	**14.7**	**24,068**	**147,294**	**2.9**
MUTUAL FUNDS - FIXED									
AMERICAN HIGH-INCOME TRUST CL F2	118,707	11 06	1,312,638	11.36	1,348,514	3 9	35,876	97,835	7 3
SHORT TERM BOND FD OF AMERICA INC CL F2	598,411	10.09	6,036,219	10.07	6,025,994	17.6	(10,225)	64,197	1.1
OTAL MUTUAL FUNDS - FIXED			**7,348,857**		**7,374,508**	**21.5**	**25,651**	**162,031**	**2.2**
Total Fixed Income			**12,720,893**		**12,777,973**	**37.2**	**57,083**	**322,917**	**2.5**

Equity

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
AUSTRALIA									
BHP BILLITON LTD (AUD)	985	36.65	36,099	38 53	37,949	0.1	1,850	1,637	4 3
COCA-COLA AMATIL LTD	2,192	14.72	32,262	13 97	30,616	0.1	(1,646)	0	0.0
NEWCREST MINING NPV	603	26.98	16,268	23 03	13,889		(2,379)	0	0.0
TOTAL AUSTRALIA			**84,628**		**82,453**	**0.2**	**(2,175)**	**1,637**	**2.0**

SIDNEY AND JANE HARMAN FOUNDATION
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Detailed Holdings List by Country
As of December 31, 2012
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
AUSTRIA									
ANDRITZ AG	356	52 81	18,801	64 07	22,809	0 1	4,008	517	2.3
ↃTAL AUSTRIA			**18,801**		**22,809**	**0.1**	**4,008**	**517**	**2.3**
BERMUDA									
SIGNET JEWELERS LTD	800	46.69	37,356	53.40	42,720	0 1	5,364	384	0.9
TOTAL BERMUDA			**37,356**		**42,720**	**0.1**	**5,364**	**384**	**0.9**
BRAZIL									
OI SA PN ADR	8,400	5 45	45,806	4.01	33,684	0 1	(12,122)	6,300	18 7
TOTAL BRAZIL			**45,806**		**33,684**	**0.1**	**(12,122)**	**6,300**	**18.7**
CANADA									
BARRICK GOLD CORP C$	1,100	40.05	44,053	35 01	38,506	0.1	(5,547)	442	1.2
CAE INC	3,800	10.92	41,492	10.12	38,470	0 1	(3,023)	0	0 0
CENOVUS ENERGY INC C$	1,700	35 55	60,432	33 47	56,895	0 2	(3,537)	0	0.0
CENOVUS ENERGY INC US$	600	35 52	21,312	33.54	20,124	0.1	(1,188)	528	2.6
ENCANA CORP	2,700	18 51	49,978	19 76	53,365	0.2	3,387	4,343	8 1
'NMET MINING CORP C$	400	54.25	21,700	74.40	29,762	0 1	8,061	80	0 3
ƐNGROWTH ENERGY CORP C$	3,200	7.59	24,285	4 98	15,924		(8,360)	0	0 0
TELUS CORPORATION NON VOTE	200	58 84	11,767	65.02	13,005		1,238	0	0.0
TOTAL CANADA			**275,020**		**266,050**	**0.8**	**(8,969)**	**5,394**	**2.0**
CHINA									
BANK OF CHINA LTD H	102,000	0.42	42,644	0.45	45,533	0 1	2,889	2,040	4 5
CHINA SHENHUA ENERGY	5,000	3.65	18,247	4 38	21,901	0.1	3,654	714	3 3
TOTAL CHINA			**60,892**		**67,434**	**0.2**	**6,543**	**2,754**	**4.1**

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
DENMARK									
NOVO NORDISK A/S B	206	162 79	33,534	162 15	33,402	0.1	(132)	510	1.5
ͻTAL DENMARK			**33,534**		**33,402**	**0.1**	**(132)**	**510**	**1.5**
FINLAND									
SAMPO OYJ A SHS	2,333	26 62	62,104	32.13	74,954	0 2	12,850	3,695	4.9
TOTAL FINLAND			**62,104**		**74,954**	**0.2**	**12,850**	**3,695**	**4.9**
FRANCE									
BNP PARIBAS	663	40 62	26,928	56.21	37,267	0 1	10,339	1,050	2 8
DANONE	960	71.23	68,381	65.87	63,237	0.2	(5,144)	1,761	2.8
ESSILOR INTL	227	87 24	19,803	100 34	22,778	0.1	2,975	255	1.1
L'AIR LIQUIDE (L)	516	117.56	60,661	125.46	64,738	0.2	4,077	1,548	2.4
L'OREAL	165	121.70	20,080	138.46	22,846	0.1	2,766	436	1.9
LVMH MOET HENNESSY LOUIS VUITTON SA	185	164.22	30,382	183.21	33,894	0.1	3,512	708	2 1
PERNOD RICARD SA	712	104.37	74,312	115 42	82,177	0.2	7,865	1,485	1.8
SCHNEIDER ELECTRIC SA	1,058	61.39	64,948	72 37	76,571	0 2	11,623	2,374	3 1
ͳOTAL FRANCE			**365,495**		**403,508**	**1.2**	**38,013**	**9,617**	**2.4**
GERMANY									
BAYER AG	712	69 04	49,155	94 85	67,530	0.2	18,375	1,551	2 3
BMW AG	523	91.26	47,731	96.47	50,455	0.1	2,724	1,588	3.2
LINDE AG	249	167 85	41,795	173 96	43,316	0.1	1,521	822	1 9
SAP AG	284	64 64	18,357	80.24	22,789	0.1	4,432	281	1 2
TOTAL GERMANY			**157,038**		**184,090**	**0.5**	**27,052**	**4,241**	**2.3**
HONG KONG									
AIA GROUP LTD	20,800	3.54	73,612	3 90	81,178	0.2	7,566	921	1 1
BOC HONG KONG HOLDINGS LTD	7,500	3.01	22,548	3.11	23,320	0.1	772	1,067	4.6

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
HONG KONG/CHINA GAS	24,200	2.34	56,688	2.73	66,035	0.2	9,347	1,093	1 7
SWIRE PROPERTIES LTD	10,400	3.30	34,296	3.34	34,685	0 1	389	242	0 7
TOTAL HONG KONG			**187,144**		**205,219**	**0.6**	**18,074**	**3,323**	**1.6**
INDIA									
ICICI BANK LTD SPON ADR	1,800	32.64	58,752	43.61	78,498	0.2	19,746	1,033	1.3
TOTAL INDIA			**58,752**		**78,498**	**0.2**	**19,746**	**1,033**	**1.3**
IRELAND									
ACCENTURE PLC US$	200	63.44	12,688	66.50	13,300		612	324	2 4
EATON CORP PLC	1,900	51 66	98,145	54 18	102,942	0.3	4,798	2,888	2.8
TOTAL IRELAND			**110,833**		**116,242**	**0.3**	**5,410**	**3,212**	**2.8**
JAPAN									
AJINOMOTO CO INC	3,000	12.69	38,066	13.19	39,580	0.1	1,514	554	1.4
DENSO CORP	700	31.50	22,050	34.32	24,021	0 1	1,971	436	1 8
FANUC CO	300	181 77	54,530	183 76	55,128	0 2	597	722	1 3
HAMAMATSU PHOTONIC KK	1,300	37.82	49,161	36.01	46,817	0.1	(2,344)	690	1.5
HITACHI	12,000	6 10	73,187	5.82	69,810	0 2	(3,377)	1,385	2.0
'GC CORP	1,000	28.68	28,684	30.89	30,888	0 1	2,204	502	1.6
.EYENCE CORP	400	237 07	94,829	275 52	110,210	0 3	15,380	208	0 2
MITSUBISHI CORP	600	19.55	11,733	19.01	11,406		(326)	346	3 0
MURATA MANUFACTURING CO LTD	800	58 82	47,060	58.29	46,632	0 1	(427)	923	2.0
SMC CORP	400	167.49	66,997	179.60	71,842	0 2	4,845	646	0 9
SOFTBANK CORP	2,700	28.11	75,902	36 24	97,859	0 3	21,957	1,247	1.3
SYSMEX CORP	800	38.94	31,154	45.77	36,613	0 1	5,459	314	0 9
TREND MICRO INC	1,000	28 84	28,845	29.93	29,930	0 1	1,086	993	3.3
TOTAL JAPAN			**622,198**		**670,737**	**2.0**	**48,539**	**8,967**	**1.3**

SIDNEY AND JANE HARMAN FOUNDATION
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Detailed Holdings List by Country
As of December 31, 2012
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
KOREA, REPUBLIC OF									
SAMSUNG ELEC GDS N/V PF	132	334 20	44,114	400.50	52,866	0 2	8,752	255	0 5
ƆTAL KOREA, REPUBLIC OF			**44,114**		**52,866**	**0.2**	**8,752**	**255**	**0.5**
LUXEMBOURG									
SES FDR CL A (PARIS)	2,138	25.94	55,465	28.65	61,253	0.2	5,788	2,483	4.1
TOTAL LUXEMBOURG			**55,465**		**61,253**	**0.2**	**5,788**	**2,483**	**4.1**
NETHERLANDS									
ASML HOLDING NV	456	49 00	22,342	63.36	28,891	0.1	6,549	277	1.0
FUGRO NV	500	70.25	35,126	58.76	29,382	0.1	(5,744)	990	3.4
GEMALTO NV	473	70.86	33,517	89 76	42,455	0.1	8,938	194	0.5
KONINKLIJKE DSM NV	338	52.06	17,597	60.44	20,429	0 1	2,832	660	3 2
NIELSEN HOLDINGS NV US$	2,000	29 91	59,815	30 59	61,180	0 2	1,365	0	0 0
ROYAL DUTCH SHELL CL A ADR	850	69.16	58,786	68.95	58,608	0.2	(179)	2,485	4 2
TOTAL NETHERLANDS			**227,182**		**240,944**	**0.7**	**13,761**	**4,606**	**1.9**
NORWAY									
ꟼEADRILL LTD	1,211	37 91	45,909	36.58	44,298	0 1	(1,612)	741	1 7
.OTAL NORWAY			**45,909**		**44,298**	**0.1**	**(1,612)**	**741**	**1.7**
PANAMA									
CARNIVAL CORP COMMON PAIRED STOCK	1,300	30 98	40,273	36 77	47,801	0 1	7,528	1,300	2 7
TOTAL PANAMA			**40,273**		**47,801**	**0.1**	**7,528**	**1,300**	**2.7**
SINGAPORE									
DBS GROUP HOLDINGS LTD	7,000	11 27	78,867	12 15	85,040	0.2	6,172	3,209	3 8
SINGAPORE TELECOMM	16,000	2.64	42,275	2.70	43,224	0.1	948	2,070	4 8
TOTAL SINGAPORE			**121,142**		**128,263**	**0.4**	**7,120**	**5,279**	**4.1**

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
SWEDEN									
ASSA ABLOY AB B	1,102	28.70	31,626	37 35	41,161	0 1	9,535	763	1 9
ENNES & MAURITZ AB	1,423	33 75	48,025	34.52	49,124	0 1	1,099	2,079	4 2
TOTAL SWEDEN			**79,652**		**90,285**	**0.3**	**10,634**	**2,841**	**3.1**
SWITZERLAND									
ACE LTD	225	75 65	17,022	79 80	17,955	0 1	933	441	2.5
NESTLE SA REG	1,597	61.21	97,750	65.16	104,063	0.3	6,313	3,405	3.3
NOVARTIS AG NAMEN	948	54.76	51,911	62 81	59,545	0.2	7,634	2,332	3 9
RICHEMONT CIE FIN	1,211	60 21	72,920	78.06	94,534	0 3	21,614	728	0 8
ROCHE HOLDING AG GENUSSCHEIN	120	183 41	22,009	201 17	24,140	0 1	2,131	892	3 7
SONOVA HOLDING AG	245	108.49	26,581	110.86	27,161	0 1	580	321	1.2
SWISSCOM AG REG	35	376 77	13,187	430 55	15,069		1,882	842	5 6
SYNGENTA AG	93	359 22	33,408	400 81	37,275	0 1	3,867	813	2 2
TE CONNECTIVITY LTD US$	600	33.90	20,340	37.12	22,272	0.1	1,932	504	2 3
TOTAL SWITZERLAND			**355,128**		**402,015**	**1.2**	**46,886**	**10,279**	**2.6**
UNITED KINGDOM									
ꓥON PLC	300	50.88	15,264	55 61	16,683		1,419	189	1.1
ARCLAYS PLC	3,700	3.50	12,938	4 26	15,768		2,831	401	2 5
BG GROUP PLC	1,300	23 00	29,899	16.44	21,371	0.1	(8,528)	371	1.7
DIAGEO PLC	3,300	25 68	84,741	29.02	95,769	0.3	11,027	2,591	2 7
ENSCO PLC-CL A	900	53.27	47,943	59 28	53,352	0.2	5,409	1,350	2.5
HSBC HOLDINGS PLC UKP	11,520	8.97	103,287	10.51	121,040	0.4	17,753	7,485	6 2
NATIONAL GRID PLC	3,900	10 90	42,515	11.41	44,506	0.1	1,991	2,804	6.3
PREMIER FARNELL PLC	4,900	3.34	16,376	3 16	15,474		(902)	920	5 9
RECKITT BENCKISER GROUP PLC	300	58 72	17,617	63 00	18,899	0.1	1,282	682	3 6
RIO TINTO PLC REG	1,000	55.77	55,766	57.03	57,034	0.2	1,268	1,873	3.3

SIDNEY AND JANE HARMAN FOUNDATION
Account Number. XXXX04900

Detailed Holdings List by Country
As of December 31, 2012
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
STANDARD CHARTERED	3,349	24 58	82,327	25 55	85,576	0.2	3,249	4,744	5.5
WHITBREAD PLC	500	29.63	14,814	39.73	19,867	0.1	5,053	481	2.4
TOTAL UNITED KINGDOM			**523,487**		**565,339**	**1.6**	**41,852**	**23,891**	**4.2**
UNITED STATES									
3M COMPANY	125	89 01	11,126	92 85	11,606		480	295	2.5
AFLAC INC	300	44.06	13,218	53.12	15,936		2,718	420	2 6
AGILENT TECHNOLOGIES INC	350	40.36	14,126	40.94	14,329		203	140	1 0
AIR PRODUCTS & CHEMICALS INC	500	84.72	42,359	84.02	42,010	0.1	(349)	1,280	3.1
ALLEGHENY TECHNOLOGIES INC	900	41 28	37,148	30 36	27,324	0 1	(9,824)	648	2.4
ALLERGAN INC	700	94.99	66,493	91.73	64,211	0.2	(2,282)	140	0 2
AMERICAN TOWER CORP	900	64 15	57,735	77.27	69,543	0.2	11,808	864	1.2
APPLE INC	100	616.00	61,600	532.17	53,217	0.2	(8,383)	1,060	2 0
BEAM INC	1,100	54.35	59,790	61.09	67,199	0 2	7,409	902	1.3
BLACKROCK INC	235	172 77	40,601	206.71	48,577	0 1	7,976	1,410	2 9
BOEING CO	300	75 01	22,503	75.36	22,608	0.1	105	582	2 6
BRISTOL-MYERS SQUIBB CO	2,700	34 02	91,863	32.59	87,993	0.3	(3,870)	3,780	4.3
BROADCOM CORP	1,800	35 84	64,512	33.21	59,778	0.2	(4,734)	720	1 2
CATERPILLAR INC	750	88.05	66,036	89.61	67,206	0.2	1,170	1,560	2.3
CERNER CORP	800	74 12	59,294	77 51	62,008	0 2	2,714	0	0.0
HEVRON CORP	300	103.57	31,071	108 14	32,442	0 1	1,371	1,080	3.3
CME GROUP INC	1,300	56.94	74,025	50.67	65,871	0 2	(8,154)	2,340	3.6
COACH INC	600	66 84	40,101	55.51	33,306	0.1	(6,795)	720	2.2
COBALT INTERNATIONAL ENERGY	800	26.61	21,288	24 56	19,648	0.1	(1,640)	0	0 0
COMCAST CORP CL A (NEW)	2,800	29.61	82,908	37.36	104,608	0.3	21,700	1,820	1 7
DANAHER CORP	800	53.60	42,880	55.90	44,720	0 1	1,840	80	0.2
DOW CHEMICAL CO	500	34 93	17,465	32.33	16,165		(1,300)	640	4.0
DRIL-QUIP INC	300	66.40	19,920	73.05	21,915	0 1	1,995	0	0.0
ECOLAB INC	500	62 48	31,240	71.90	35,950	0.1	4,710	460	1.3
EXPRESS SCRIPTS HOLDING CO	1,300	56.55	73,512	54 00	70,200	0.2	(3,312)	0	0 0
GENERAL ELECTRIC CO (USD)	1,300	19.79	25,727	20.99	27,287	0 1	1,560	988	3 6
GENPACT LTD	2,500	16 46	41,144	15.50	38,750	0 1	(2,394)	0	0.0

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
GILEAD SCIENCES INC	2,600	52.00	135,187	73.45	190,970	0.6	55,783	0	0.0
GOLDMAN SACHS GROUP INC	700	114.83	80,381	127.56	89,292	0 3	8,911	1,400	1 6
GOOGLE INC CL A	130	604.01	78,521	707.38	91,959	0.3	13,438	0	0.0
ALLIBURTON CO	1,775	33.74	59,884	34 69	61,575	0.2	1,691	639	1.0
HARMAN INTERNATIONAL	148,306	46 81	6,942,204	44.64	6,620,380	19.3	(321,824)	88,984	1.3
HOME DEPOT INC	1,300	51.46	66,898	61.85	80,405	0.2	13,507	1,508	1.9
ILLINOIS TOOL WORKS INC	200	57.29	11,458	60.81	12,162		704	304	2 5
INTERNATIONAL BUSINESS MACHINES CORP	525	202 01	106,055	191 55	100,564	0.3	(5,492)	1,785	1 8
IRON MOUNTAIN INC	1,233	30 16	37,187	31.05	38,285	0.1	1,097	1,332	3 5
JABIL CIRCUIT INC	2,500	20.06	50,158	19.29	48,225	0 1	(1,933)	800	1 7
JACK HENRY & ASSOC INC	1,400	34 02	47,632	39.26	54,964	0 2	7,332	644	1 2
JPMORGAN CHASE & CO	1,600	43.60	69,760	43.97	70,351	0.2	591	1,920	2.7
KINDER MORGAN INC	700	33 91	23,739	35.33	24,731	0.1	992	1,008	4.1
KLA-TENCOR CORP	600	52.41	31,446	47 76	28,656	0 1	(2,790)	960	3.4
MARSH & MCLENNAN COS INC	1,500	32.74	49,110	34.47	51,705	0 2	2,595	1,380	2 7
MICROSOFT CORP	700	31.98	22,386	26.71	18,697	0 1	(3,689)	644	3.4
MONSANTO CO NEW COM	1,000	76.75	76,750	94.65	94,650	0 3	17,900	1,500	1.6
MOSAIC CO/THE	650	53.59	34,831	56 63	36,810	0.1	1,979	650	1 8
NATIONAL INSTRUMENTS CORP	800	25.89	20,713	25.81	20,648	0 1	(65)	448	2 2
EWELL RUBBERMAID INC	3,300	21 36	70,497	22.27	73,491	0.2	2,994	1,980	2 7
NIKE INC CL B	250	53.61	13,401	51.60	12,900		(501)	105	0 8
NOBLE ENERGY INC	800	95 03	76,022	101 74	81,392	0.2	5,370	800	1.0
NORFOLK SOUTHERN CORP	600	70.80	42,478	61.84	37,104	0.1	(5,374)	1,200	3 2
NUCOR CORP	400	39.39	15,756	43.16	17,264	0 1	1,508	588	3.4
ORACLE CORP	2,100	28.69	60,249	33.32	69,972	0 2	9,723	504	0 7
PROGRESSIVE CORP OHIO	900	21.27	19,143	21.10	18,990	0 1	(153)	366	1.9
QUALCOMM INC	800	63.01	50,408	61.86	49,488	0.1	(920)	800	1 6
REPUBLIC SERVICES INC	800	30 94	24,752	29 33	23,464	0 1	(1,288)	752	3.2
SCHLUMBERGER LTD	1,900	73.24	139,163	69.30	131,667	0.4	(7,496)	2,090	1.6
SCHWAB CHARLES NEW	1,600	14 03	22,448	14 36	22,976	0 1	528	384	1 7

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
SCRIPPS NETWORKS INTERACTIVE CL A	700	48.73	34,111	57.92	40,544	0 1	6,433	336	0.8
SEATTLE GENETICS INC	4,700	19.60	92,119	23 17	108,899	0 3	16,780	0	0.0
TANLEY BLACK & DECKER INC	400	73.69	29,476	73.97	29,588	0.1	112	784	2.7
STARBUCKS CORP	400	51 01	20,404	53.63	21,452	0.1	1,048	336	1.6
TARGET CORP	700	57.00	39,900	59.17	41,419	0.1	1,519	1,008	2 4
TIFFANY & CO NEW	1,500	64.48	96,716	57.34	86,010	0 3	(10,706)	1,920	2.2
TIME WARNER CABLE INC	200	81.88	16,376	97.19	19,438	0.1	3,062	448	2 3
UNION PACIFIC CORP	250	111.01	27,753	125 72	31,430	0.1	3,678	690	2 2
UNITED TECHNOLOGIES CORP	800	80.69	64,552	82.01	65,608	0.2	1,056	1,712	2.6
UNITEDHEALTH GROUP INC	300	58 82	17,646	54 24	16,272		(1,374)	255	1 6
VISA INC CL A	200	119.73	23,946	151.58	30,316	0.1	6,370	264	0 9
TOTAL UNITED STATES			**10,151,301**		**9,989,119**	**29.1**	**(162,182)**	**145,157**	**1.5**
MUTUAL FUNDS - EQUITY									
CAPITAL U S EQUITY FUND	215,595	14 91	3,214,373	14.91	3,214,523	9.4	150	45,260	1 4
EMERGING MARKETS GROWTH FUND INC	138,157	7.64	1,055,721	8.15	1,125,980	3.3	70,259	29,566	2 6
TOTAL MUTUAL FUNDS - EQUITY			**4,270,094**		**4,340,503**	**12.6**	**70,409**	**74,825**	**1.7**
Total Equity			**18,033,348**		**18,244,486**	**53.1**	**211,137**	**323,240**	**1.8**
Total Net Assets			**34,059,209**		**34,327,427**	**100.0**	**268,220**	**646,157**	**1.9**

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
										175,000	0	0	
1	JANE HARMAN		10390 SANTA MONICA BLVD 360	LOS ANGELES	CA	90025		TRUSTEE	4 00				
2	BARBARA HARMAN		37 WOODLAWN AVENUE	NEEDHAM	MA	02492		TRUSTEE	40 00	116 667			
3	MEGAN QUITKIN		205 WATER ST 2K	BROOKLYN	NY	11201		TRUSTEE	20 00	58,333			
4	LYNN HARMAN		2 FIFTH AVENUE APT 14G-H	NEW YORK	NY	10011		TRUSTEE	1 00				
5	DAN HARMAN		70 WASHINGTON ST APT 8-O	BROOKLYN	NY	11201		TRUSTEE	1 00				
6	BRIAN FRANK		555 PARK AVENUE APT 5E	NEW YORK	NY	10021		TRUSTEE	1 00				