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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Constance Hartwell Charitable Trust		A Employer identification number 68-6251551
Number and street (or P O box number if mail is not delivered to street address) 1348 10th Street	Room/suite	B Telephone number (see instructions) 310-458-7548
City or town, state, and ZIP code Santa Monica CA 90401		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 11,729,073	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23,941	23,941	23,941	
	4 Dividends and interest from securities	209,731	205,640	209,731	
	5a Gross rents	37,567	37,567	37,567	
	b Net rental income or (loss) 28,000				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	149,427			
	b Gross sales price for all assets on the 60th	5,953,703			
	7 Capital gain/loss (from Part IV, line 2)		29,309		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a 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	420,666	296,457	271,239		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	111,446	111,446		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	2,825	2,825		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	2,565	2,505		60
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (att sch) Stmt 4	9,633	9,633	9,567		
24 Total operating and administrative expenses. Add lines 13 through 23	126,469	126,409	9,567	60	
25 Contributions, gifts, grants paid	587,963			587,963	
26 Total expenses and disbursements. Add lines 24 and 25	714,432	126,409	9,567	588,023	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-293,766				
b Net investment income (if negative, enter -0-)		170,048			
c Adjusted net income (if negative, enter -0-)			261,672		

For Paperwork Reduction Act Notice, see instructions.

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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	82,010	76,321	76,321
	2	Savings and temporary cash investments	1,115,964	1,236,245	1,236,245
	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 (att. schedule) ▶ See Wrk 450,000 Less allowance for doubtful accounts ▶ 0	450,000	450,000	450,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 5	8,955,965	8,547,607	8,702,507
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶ 510,000 Less accumulated depreciation (attach sch.) ▶ Stmt 6	510,000	510,000	595,000
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 7	600,000	600,000	669,000
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	11,713,939	11,420,173	11,729,073	
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. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	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	11,713,939	11,420,173	
30	Total net assets or fund balances (see instructions)	11,713,939	11,420,173		
31	Total liabilities and net assets/fund balances (see instructions)	11,713,939	11,420,173		

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	11,713,939
2	Enter amount from Part I, line 27a	2	-293,766
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,420,173
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	11,420,173

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 gain distributions				
b				
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 29,309				29,309
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				29,309
b				
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
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
				29,309

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	571,395	11,820,257	0.048340
2010	530,904	11,495,924	0.046182
2009	587,115	10,658,875	0.055082
2008	659,850	11,860,655	0.055634
2007	493,169	13,499,643	0.036532
2 Total of line 1, column (d)			0.241770
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			0.048354
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			11,533,446
5 Multiply line 4 by line 3			557,688
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,700
7 Add lines 5 and 6			559,388
8 Enter qualifying distributions from Part XII, line 4 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			588,023

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,700
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	1,700
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	1,700
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,970
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,970
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,270
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 1,270 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Joseph Ferry 1348 10th Street Located at ► Santa Monica CA ZIP+4 ► 90401 Telephone no ► 310-458-7548			
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		X 4,091
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Yes No **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **6b** **X**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **7b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No **N/A**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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
Joseph P Ferry 1348 10th Street Los Angeles CA 90401	Trustee 10.00	111,446	0	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
NONE				

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

0

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

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

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

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.

1	Expenses
N/A	
2	
3	
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

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

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	8,518,311
b	Average of monthly cash balances	1b	1,255,270
c	Fair market value of all other assets (see instructions)	1c	1,935,501
d	Total (add lines 1a, b, and c)	1d	11,709,082
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	11,709,082
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	175,636
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,533,446
6	Minimum investment return. Enter 5% of line 5	6	576,672

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	576,672
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,700
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,700
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	574,972
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	574,972
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	574,972

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	588,023
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	588,023
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	1,700
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	586,323

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				574,972
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			587,963	
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 588,023				
a Applied to 2011, but not more than line 2a			587,963	
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				60
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				574,912
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)

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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
N/A

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
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

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 Porterville Developmental 26501 Avenue 140 Porterville CA 93258		non-profit	Philanthropic	146,991
Sonoma Developmental 15000 Arnold Drive Eldridge CA 95431		non-profit	Philanthropic	146,991
Fairview Developmental 2501 Harbor Blvd Costa Mesa CA 92626		non-profit	Philanthropic	146,991
Lanterman Developmental 3530 West Pomona Blvd Pomona CA 91769		non-profit	Philanthropic	146,990
Total			▶ 3a	587,963
b Approved for future payment N/A				
Total			▶ 3b	

Other Notes and Loans Receivable

Forms
990 / 990-PF

2012

For calendar year 2012, or tax year beginning . and ending

Name

Employer Identification Number

Constance Hartwell Charitable Trust

68-6251551

Form 990-PF, Part II, Line 7 - Additional Information

Name of borrower	Relationship to disqualified person
(1) \$450,000 note - Anderson 2003 Trust	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)	450,000	450,000	450,000
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Totals	450,000	450,000	450,000

Federal Statements

68-6251551

FYE: 12/31/2012

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
7471.98 shs	Columbia Acorn Select Fu	2/08/09	2/02/12	Purchase	192,466 \$	180,004 \$	\$	\$	12,462
19271.095 shs	Templeton Global Small	2/08/09	2/02/12	Purchase	122,950	172,085			-49,135
2623.348 shs	Small Cap World Fund	2/08/09	2/03/12	Purchase	96,198	98,432			-2,234
2081.707 shs	Fidelity Adv Inter Disc	2/08/09	2/03/12	Purchase	61,524	80,005			-18,481
7432.631 shs	Invesco Moderate Alloc	2/08/09	2/16/12	Purchase	81,833	93,004			-11,171
2958.657 shs	Invesco Global Health C	2/08/09	2/16/12	Purchase	88,582	69,116			19,466
2293.578 shs.	Invesco Dynamics Fund	2/08/09	2/16/12	Purchase	52,569	50,005			2,564
1144.82 shs	Invesco Utilities Fund	2/08/09	2/16/12	Purchase	18,775	20,004			-1,229
698.007 shs	Invesco Technology Fund	2/08/09	2/16/12	Purchase	25,198	20,904			4,294
2066.97 shs	Invesco Leisure Fund	2/08/09	2/16/12	Purchase	74,411	100,005			-25,594
5330.49 shs	Columbia Acorn USA	2/08/09	2/17/12	Purchase	156,397	150,005			6,392
4315.738 shs	Columbia Convertible0	2/08/09	2/17/12	Purchase	64,607	75,139			-10,532
16167.266 shs	Invesco Small Cap Equi	2/08/09	5/04/12	Purchase	216,480	169,965			46,515
3764.701 shs	Franklin Dynatech Fund	2/08/09	5/04/12	Purchase	127,849	81,555			46,294
350 shs	Altria Group Inc.	2/08/09	5/07/12	Purchase	11,325	9,972			1,353
19171.668 shs	Fidelity Adv. Industri	2/08/09	5/07/12	Purchase	519,744	375,603			144,141
135 shs	Kimberly Clark Corp	2/08/09	6/13/12	Purchase	10,923	9,821			1,102

Federal Statements

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FYE 12/31/2012

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
350 shs Halliburton Co.		2/08/09	7/09/12	Purchase	10,374 \$	9,779 \$	\$	\$	595
300 shs. Textainer Goup Hldgs		2/08/09	7/10/12	Purchase	11,617	9,740			1,877
500 shs Weyerhaeuser Co.		2/08/09	7/10/12	Purchase	11,172	9,602			1,570
3783 shs John Hancock Lifestyle Mod		2/08/09	7/10/12	Purchase	486,875	532,283			-45,408
34927 shs John Hancock Lifestyle Ba		2/08/09	7/10/12	Purchase	452,639	500,502			-47,863
700 shs Itau Unibanc		2/08/09	7/25/12	Purchase	10,334	9,367			967
400 shs Valero Energy Corp		2/08/09	7/31/12	Purchase	10,008	8,768			1,240
180 shs Novatis AG		2/08/09	8/03/12	Purchase	10,550	9,354			1,196
900 shs Applied Materials		2/08/09	8/10/12	Purchase	10,621	9,044			1,577
220 shs Transocean LTD		2/08/09	8/15/12	Purchase	10,570	9,619			951
1600 shs Supervalue Inc		2/08/09	8/15/12	Purchase	3,944	8,569			-4,625
350 shs Sysco Corp		2/08/09	8/27/12	Purchase	10,528	9,744			784
175 shs Tiffany & Co		2/08/09	8/30/12	Purchase	10,907	9,551			1,356
175 shs Wellpoint Inc.		2/08/09	9/04/12	Purchase	10,761	9,516			1,245
600 shs Hartford		2/08/09	9/10/12	Purchase	10,886	9,470			1,416
300 shs Seadrill Limited		2/08/09	9/17/12	Purchase	12,172	10,046			2,126
2750 shs Navios Maritime Hldgs		2/08/09	9/17/12	Purchase	10,810	9,653			1,157

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
350 shs	Hallibuton Co.	2/08/09	9/17/12	\$ 12,410	Purchase	9,454	\$	\$	2,956
300 shs.	JP Morgan Chase	2/08/09	9/17/12	11,968	Purchase	9,649			2,319
325 shs	Southern Copper Corp	2/08/09	9/17/12	11,165	Purchase	9,555			1,610
400 shs	Conagra Foods	2/08/09	10/10/12	11,064	Purchase	10,060			1,004
525 shs	General Electric Co	2/08/09	10/10/12	11,984	Purchase	9,882			2,102
150 shs	Travelers Cos Inc.	2/08/09	10/10/12	10,379	Purchase	9,144			1,235
180 shs	UnitedHealth Group	2/08/09	10/10/12	10,396	Purchase	9,315			1,081
300 shs	Campbell Soup	2/08/09	10/16/12	10,441	Purchase	9,436			1,005
125 shs	Deere & Co	2/08/09	10/16/12	10,294	Purchase	8,996			1,298
1050 shs	Ford Motor Co.	2/08/09	10/16/12	10,684	Purchase	9,579			1,105
1525.786 shs	Invesco Develop Mkts	2/08/09	11/09/12	50,000	Purchase	44,396			5,604
2265 shs	Invesco Charter Fund CL A	2/08/09	11/09/12	40,000	Purchase	37,579			2,421
3745.318 shs	Invesco Divers Fun CL A	2/08/09	11/09/12	50,000	Purchase	46,929			3,071
956.284 shs	Invesco Energy Fund	2/08/09	11/09/12	35,000	Purchase	35,634			-634
922.169 shs	Invesco Mid Cap Growth F	2/08/09	11/09/12	25,000	Purchase	28,882			-3,882
1443.522 shs	Invesco Intl Growth Fun	2/08/09	11/09/12	40,000	Purchase	39,755			245
461.681 shs	Invesco European Growth	2/08/09	11/09/12	15,000	Purchase	18,931			-3,931

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
649.351 shs	Invesco Asia Pacific Gro	2/08/09	11/09/12	Purchase	20,000 \$	16,203 \$		\$	3,797
3990.025 shs	American Balanced Fund	2/08/09	11/09/12	Purchase	80,000	79,880			120
2090.88sh	Capital World Growth & Inc	2/08/09	11/09/12	Purchase	75,000	79,059			-4,059
3393.28shs	Columbia Acorn Fund CL A	2/08/09	11/09/12	Purchase	100,000	100,308			-308
7722.008 shs	Columbia Marisco 21st C	2/08/09	11/09/12	Purchase	100,000	98,451			1,549
11234.851 shs	Columbia Mid Cap Value	2/08/09	11/09/12	Purchase	160,000	162,251			-2,251
4767.959 shs	Columbia Contrarian Cor	2/08/09	11/09/12	Purchase	75,000	69,135			5,865
1897.773 shs	Europacific Growth Fund	2/08/09	11/09/12	Purchase	75,000	81,283			-6,283
1541.307 shs	Fidelity Advisor Consum	2/08/09	11/09/12	Purchase	25,000	25,989			-989
2948.886 shs	Fidelity Advis Emerg MK	2/08/09	11/09/12	Purchase	45,000	36,541			8,459
1716.886 shs	Fidelity Adv Global Bal	2/08/09	11/09/12	Purchase	40,000	38,029			1,971
1801.802 shs	Fidelity Adv New Insign	2/08/09	11/09/12	Purchase	40,000	38,795			1,205
1612.253 shs	Fidelity Adv Convertibl	2/08/09	11/09/12	Purchase	40,000	37,745			2,255
2621.232	Fidelity Advisor Small Cap	2/08/09	11/09/12	Purchase	40,000	37,853			2,147
571.102 shs	Fidelity Adv Materials F	2/08/09	11/09/12	Purchase	40,000	36,404			3,596
1247.272 shs	Franklin Dynatech Fund	2/08/09	11/09/12	Purchase	40,000	38,980			1,020
2207.506 shs	Franklin Utilities Fund	2/08/09	11/09/12	Purchase	30,000	26,492			3,508

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1075.269 shs	Franklin Rising Dividen	2/08/09	11/09/12	Purchase	40,000 \$	38,594 \$	\$	\$	1,406
1133.787 shs	Franklin Mutual Service	2/08/09	11/09/12	Purchase	15,000	25,592			-10,592
2116.082 shs	Franklin Real Estate Se	2/08/09	11/09/12	Purchase	35,000	56,142			-21,142
3006.615 shs	Growth Fund of America	2/08/09	11/09/12	Purchase	100,000	94,951			5,049
6821.282 shs	Mutual Series Shares	2/08/09	11/09/12	Purchase	150,000	165,283			-15,283
850.629 shs	Mutual Global Discovery	2/08/09	11/09/12	Purchase	25,000	22,952			2,048
21756.648 shs	PL Portfolio	2/08/09	11/09/12	Purchase	270,000	249,332			20,668
23688.663 shs	PL Portfolio Optimzati	2/08/09	11/09/12	Purchase	280,000	273,130			6,870
275 shs	Nucor Corp	2/08/09	12/21/11	Purchase	12,003	9,939			2,064
550000 shs	PL Money Market	2/08/09	12/28/12	Purchase	550,007	550,000			7
4530.011shs	Fidelity Advisor Intl Gr	2/08/09	11/09/12	Purchase	40,000	37,556			2,444
Total					\$ 5,924,394	\$ 5,804,276	\$ 0	\$ 0	\$ 120,118

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Clarida & Ludeke CPAs, Inc	\$ 2,825	\$ 2,825	\$	\$

Federal Statements

ZZZHARTW990 Constance Hartwell Charitable Trust
 68-6251551
 FYE 12/31/2012

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Total	\$ 2,825	\$ 2,825	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2011 FTB tax	\$ 10	\$	\$	\$ 10
Registry of Charitable Trusts	50			50
Estimated tax payment for 2012	2,505	2,505		
Total	\$ 2,565	\$ 2,505	\$ 0	\$ 60

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
762 & 764 Spencer Street	\$	\$	\$	\$
Plumbing	218	218	218	
Gardener	334	334	334	
Advertising	264	264	264	
Utilities	518	518	518	
Earthquake insurance	251	251	251	
Homeowner's insurance	1,158	1,158	1,158	
Repairs and maintenance	1,187	1,187	1,187	
Property taxes	5,637	5,637	5,637	
Expenses				
Administrative Expense	66	66		
Total	\$ 9,633	\$ 9,633	\$ 9,567	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
426198 shs American Fund MM	\$ 100,005	\$ 426,198	Cost	\$ 426,198
8190 shs American High Income Trust	150,899	100,005	Cost	93,038
2058 shs Capital World Growth & Inco	195,005	71,840	Cost	76,576
6597 shs Columbia Acorn	150,004	94,697	Cost	94,054
5330 shs Columbia Acorn USA	180,005		Cost	
7472 shs Columbia Acorn Select	60,004	60,004	Cost	56,498
5616 shs Columbia High Income OpFund	75,139	90,930	Cost	95,955
4316 shs Columbia Convertible	189,381	162,183	Cost	165,647
7209 shs Columbia Marisco 21st Cent	324,434	656,141	Cost	656,141
24436 shs Columbia Mid Cap Value	160,004	160,004	Cost	178,722
656141 shs Columbia MM Fund	167,613	86,330	Cost	83,083
16924 shs Columbia Income Fund	80,004	34,448	Cost	38,269
2016 shs Europacific Growth Fund	10,005	10,005	Cost	8,780
4155 shs Fidelity Adv. International	10,005	10,005	Cost	8,033
250 shs Fidelity Adv. Energy	10,005	10,005	Cost	15,211
407 shs Fidelity Adv. Real Estate	55,004	29,016	Cost	26,845
1316 shs Fidelity Adv Biotechnology	10,005	10,005	Cost	13,932
1721 shs Fidelity Adv. (Focus)Consum	10,005	10,005	Cost	4,791
530 shs Fidelity Adv. (Focus) Tech	10,005	10,005	Cost	10,103
431 shs Fidelity Adv. (Focus) Financ	375,603		Cost	
431 shs Fidelity Adv. (Focus) Health	160,004	830,282	Cost	833,076
19172 shs Fidelity Adv. Industrials	76,013	160,004	Cost	172,947
89099 shs Fidelity Adv. Short Fixed		39,472	Cost	47,151
13629 Fidelity Adv. Strategic Income		33,976	Cost	35,675
6031 shs Fidelity Adv. Emerging Mkts		33,209	Cost	35,089
1533 shs Fidelity Adv Global Balance		34,259	Cost	37,813
1542 shs Fidelity Adv New Insights		35,600	Cost	39,764
1463 shs Fidelity Adv Convertible		32,151	Cost	35,623
558 shs Fidelity Adv Materials	70,005	232,089	Cost	204,552
2226 shs. Fidelity Adv. Small-Cap Va	232,089	23,512	Cost	26,684
91318 shs Franklin Income Fund	50,005	80,004	Cost	79,619
1959 shs Franklin Utilities	80,004	33,411	Cost	35,205
38095 shs Franklin High Income Fund		585,799	Cost	585,799
961 shs Franklin Risong Div	46,343	20,751	Cost	12,540
585799 shs Franklin Money Fund	110,005	53,863	Cost	34,391
919 shs Franklin Mutual Financial				
2030 shs Franklin Real Estate Securi				

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FYE: 12/31/2012

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3765 shs Franklin Dynatech	\$ 81,555	\$ 33,025	Cost	\$ 35,115
2997 shs Growth Fund of America	189,592	94,641	Cost	102,940
11090 shs Income Fund of America	210,009	210,009	Cost	200,290
37831 shs John Hancock Lifestyle Mod	532,283		Cost	
34927 shs John Hancock Lifestyle Bal	500,502		Cost	
6332 shs Mutual Series Shares	289,765	124,482	Cost	141,274
850 shs Mutual Global Discovery	45,889	22,936	Cost	24,031
10288 shs Pimco Global	100,005	100,005	Cost	107,922
16957 shs Pimco Total Return	180,277	180,277	Cost	190,592
7433 shs Invesco Moderate Allocation	93,005		Cost	
2959 shs Invesco Global Health Care	69,117		Cost	
579 shs Invesco Developing Markets	15,526	43,135	Cost	47,886
3784 shs AIM International Total Ret	50,004		Cost	
2626 shs Invesco Capital Development			Cost	
832,888 shs Invesco Cash Reserves		832,888	Cost	832,888
2075 shs Invesco Charter Fund		34,426	Cost	37,266
605 shs Invesco Global Real		10,005	Cost	7,070
1744 shs Invesco Energy Fund		68,523	Cost	29,486
1566 shs Invesco Int. Growth Fund		20,005	Cost	45,172
1145 shs Invesco Utilites Fund		20,905	Cost	
698 shs Invesco Technology Fund		20,004	Cost	
2067 shs Invesco Leisure Fund		50,004	Cost	
2294 shs Invesco Dynamics Fund		169,964	Cost	18,897
674 shs Invesco Mid Cap Growth		40,004	Cost	
16167 shs Invesco Small Cap Equity		30,875	Cost	
976 shs Invesco European Growth		163,714	Cost	18,352
1237 shs Invesco Asia Pacific Growth		80,005	Cost	91,727
8344 shs American Balanced Fund		100,005	Cost	89,074
7260 shs Pimco Real Return Fund		100,005	Cost	104,050
9643 shs Pimco Foreign Bond		60,004	Cost	105,925
9116 shs Pimco GMNA Fund		70,004	Cost	60,455
5693 shs Pimco Mortgage Backed		500,502	Cost	77,093
6167 shs Pimco Emerging Markets Bond		549,414	Cost	274,401
21917 shs PL Portfolio Optimization		241,277	Cost	281,316
23962 shs PL Portfolio Opt. Moderate		72,004	Cost	326,503
29362 shs Pimco Investment Grade Cor			Cost	77,183
6245 shs Pimco Income Fund			Cost	

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
9449 shs Pimco Sm. Cap	\$	72,005	Cost	\$ 75,402
12950 shs Pimco Fundamental Index		72,004	Cost	74,072
2623 shs Small Cap World Fund	98,432		Cost	
19271 shs Templetons Global Smaller	172,085		Cost	
30000 units Behringer Harvard Reit I	300,000	300,000	Cost	300,000
8448 Allianz NFJ Dividend Value	89,978	92,502	Cost	106,788
5000 shrs Healthcare Trust of Americ	50,000		Cost	
250 units Commonwealth Income & Grow	50,000	50,000	Cost	50,000
9240 shs Columbia Contrarian Core	133,979	64,843	Cost	71,954
513 shs Invesco European Growth	82,891	21,073	Cost	16,929
7841 shs Invesco Diversified Dividen	98,250	51,322	Cost	55,172
600 shs Seaspan Corp		9,087	Cost	9,618
18 shs Apple Inc		9,519	Cost	9,579
250 shs BP PLC		9,592	Cost	10,410
120 shs Boeing		8,723	Cost	9,043
225 shs Canon Inc.		9,254	Cost	8,822
100 shs Caterpillar		9,236	Cost	8,961
100 shs Chevron		10,181	Cost	10,814
475 shs Cliffs Nat		20,241	Cost	18,321
700 shs Corning Inc		9,099	Cost	8,834
300 shs Dow Chem		10,157	Cost	9,699
250 shs Freeport-McMoran Copper & Go		9,601	Cost	8,550
250 shs General Mills		9,509	Cost	10,105
220 shs GlaxoSmithKline		9,861	Cost	9,563
2500 shs HealthCare Tr		25,000	Cost	24,750
180 shs Heinz Co		9,468	Cost	10,382
375 shs Intel		9,868	Cost	7,733
150 shs Johnson & Johnson		9,836	Cost	10,515
300 shs Johnson Ctls		8,758	Cost	9,201
150 shs Kellogg		7,601	Cost	8,378
75 shs Kraft Foods		3,174	Cost	3,410
100 shs McDonalds		9,166	Cost	8,821
260 shs Merck & Co		9,763	Cost	10,644
350 shs Microsoft		9,372	Cost	9,348
225 shs Mondelez Intl		5,871	Cost	5,727
100 shs Northwest Natl Gas Co.		4,461	Cost	4,420
250 shs Paychex Inc.		7,814	Cost	7,775

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
150 shs Pepsico Inc	\$	9,968	Cost	10,265
160 shs Procter & Gamble		10,184	Cost	10,862
300 shs Public SVC		9,508	Cost	9,180
500 shs Safeway Inc.		9,218	Cost	9,045
225 shs The Scotts Miracle Gro		9,520	Cost	9,911
350 shs Vodafone Group		9,149	Cost	8,817
300 shs Walgreen Co.		10,085	Cost	11,103
300 shs Waste MGMT		9,748	Cost	10,122
2500 shs Healthcare Trust of Amer RE		25,000	Cost	24,750
Total	\$ 8,955,965	\$ 8,547,607		\$ 8,702,507

Statement 6 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Rental Property	\$ 510,000	\$ 510,000	\$	\$ 595,000
Total	\$ 510,000	\$ 510,000	\$ 0	\$ 595,000

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
John Hancock Venture III nonqual ann	\$ 300,000	\$ 300,000	Cost	\$ 327,000
Pacific Life Variable Nonqual annuit	300,000	300,000	Cost	342,000
Total	\$ 600,000	\$ 600,000		\$ 669,000