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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation SEMLOH FOUNDATION C/O WHITTIER TRUST		A Employer identification number 80-0319514
Number and street (or P O box number if mail is not delivered to street address) 625 FAIR OAKS AVENUE		B Telephone number (see instructions) (562) 590-9535
Room/suite 360		
City or town, state, and ZIP code SOUTH PASADENA, CA 91030		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 11,481,813.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	97,048.	97,048.		ATCH 1
4 Dividends and interest from securities	191,253.	191,253.		
5 a Gross rents				
5 b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	475,853.			
6 b Gross sales price for all assets on line 6a	4,444,093.			
6 c Capital gain net income (from Part IV, line 2)		475,853.		
7 Net short-term capital gain				
8 Income modifications				
9 a Gross sales less returns and allowances				
9 b Less Cost of goods sold				
9 c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	764,154.	764,154.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
16 b Accounting fees (attach schedule)	4,704.			4,704.
16 c Other professional fees (attach schedule) *	133,458.	33,377.		100,081.
17 Interest				
18 Taxes (attach schedule) (see instructions)	7,680.	2,627.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	4,045.			4,045.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3	23.	23.		
24 Total operating and administrative expenses. Add lines 13 through 23	149,910.	36,027.		108,830.
25 Contributions, gifts, grants paid	411,450.			411,450.
26 Total expenses and disbursements. Add lines 24 and 25	561,360.	36,027.	0	520,280.
27 Subtract line 26 from line 12	202,794.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		728,127.		
c Adjusted net income (if negative, enter -0-)				

14

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				
	2	Savings and temporary cash investments	183,535.	1,210,121.	1,210,121.	
	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) .	2,214,655.	1,344,363.	1,398,898.	
	b	Investments - corporate stock (attach schedule)	6,955,057.	7,212,307.	8,317,975.	
	c	Investments - corporate bonds (attach schedule)	764,031.	553,281.	554,819.	
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	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)	10,117,278.	10,320,072.	11,481,813.		
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 . .	10,117,278.	10,320,072.		
	30	Total net assets or fund balances (see instructions)	10,117,278.	10,320,072.		
	31	Total liabilities and net assets/fund balances (see instructions)	10,117,278.	10,320,072.		

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	10,117,278.
2	Enter amount from Part I, line 27a	2	202,794.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,320,072.
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	10,320,072.

Form 990-PF (2012)

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 SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
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	475,853.	
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	0	

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	374,679.	10,900,342.	0.034373
2010	262,093.	10,276,123.	0.025505
2009	468,000.	10,670,700.	0.043858
2008		5,368,250.	
2007			
2 Total of line 1, column (d)			2 0.103736
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 0.025934
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 11,036,655.
5 Multiply line 4 by line 3			5 286,225.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,281.
7 Add lines 5 and 6			7 293,506.
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.			8 520,280.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	7,281.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	7,281.
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	7,281.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,064.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,064.	
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	4,217.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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?		X
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?	13	X	
Website address NONE				
14	The books are in care of JULIE NESBIT, WHITTIER TRUST Telephone no 626-403-3283			
	Located at 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA ZIP+4 91030			
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			
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? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	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? ☐ Yes ☒ No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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

Form 990-PF (2012)

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

5b

X

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? ☐ 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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 4		0	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		0	0	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
ATCH 5		111,258.

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 NOT APPLICABLE	
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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2012)

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	10,710,681.
b	Average of monthly cash balances	1b	494,045.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,204,726.
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	11,204,726.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	168,071.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,036,655.
6	Minimum investment return. Enter 5% of line 5	6	551,833.

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	551,833.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,281.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,281.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	544,552.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	544,552.
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	544,552.

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	520,280.
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	520,280.
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	7,281.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	512,999.

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				544,552.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			491,044.	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
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: $\blacktriangleright$ \$ <u>520,280.</u>				
a Applied to 2011, but not more than line 2a			491,044.	
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				29,236.
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				515,316.
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		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

ATTACHMENT 6

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

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	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
Name and address (home or business)				
a Paid during the year ATCH 7				
Total			▶ 3a	411,450.
b Approved for future payment				
Total			▶ 3b	

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) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments		14	97,048.	
4 Dividends and interest from securities		14	191,253.	
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	475,853.	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue a _____				
b ATCH 8				
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)			764,154.	
13 Total. Add line 12, columns (b), (d), and (e)			13	764,154.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					22.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					34.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					190.	
134,541.		WHITTIER TRUST - 005118 (SEE STATEMENT A 136,293.					VAR -1,752.	VAR
3,767,511.		WHITTIER TRUST - 005118 (SEE STATEMENT A 3,330,265.					VAR 437,246.	VAR
237,220.		WHITTIER TRUST - 825118 (SEE STATEMENT B 237,125.					VAR 95.	VAR
304,575.		WHITTIER TRUST - 825118 (SEE STATEMENT B 264,557.					VAR 40,018.	VAR
TOTAL GAIN(LOSS)							<u>475,853.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST # 005118	97,001.	97,001.
K-1 INTEREST INCOME	47.	47.
TOTAL	<u>97,048.</u>	<u>97,048.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	111,258.	33,377.	77,881.
CONSULTING	22,200.		22,200.
TOTALS	<u>133,458.</u>	<u>33,377.</u>	<u>100,081.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOUNDATION EXPENSES	23.	23.
TOTALS	<u>23.</u>	<u>23.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 4TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONNAME AND ADDRESSBARBARA HOLMES
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030
0
0
0PRESIDENT/TRUSTEE
4.00JULIE LYTLE NESBIT
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030
0
0
0SECRETARY/TREASURER
4.00PAUL HANCOCK
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030
0
0
0TRUSTEE
4.00KELLY LOPEZ
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030
0
0
0TRUSTEE
4.00HALEY TOBIN
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030
0
0
0TRUSTEE
4.00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 4 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

LISA DELGADO
625 FAIR OAKS AVENUE
360

SOUTH PASADENA, CA 91030

TRUSTEE

4.00

0

0

0

GRAND TOTALS

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WHITTIER TRUST 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	TRUSTEE FEE	111,258.
TOTAL COMPENSATION		<u>111,258.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

BARBARA HOLMES
LISA EDWARDS
PAUL HANCOCK

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARICOPA USD 955 STANISLAUS STREET MARICOPA, CA 93252-9779	NONE 170 (B) (1) (A) (VI)	SCHOLARSHIP SUPPORT	2,000.
TAFT UNION HIGH SCHOOL 701 7TH STREET TAFT, CA 93268-2319	NONE 170 (B) (1) (A) (VI)	SCHOLARSHIP SUPPORT	32,000.
COALINGA HIGH SCHOOL 750 VAN NESS STREET COALINGA, CA 93210-1541	NONE 170 (B) (1) (A) (II)	SCHOLARSHIP/PROGRAM SUPPORT	2,000.
YOUTH FOR CHRIST OF KERN COUNTY 2131 CALIFORNIA AVENUE BAKERSFIELD, CA 93304-1106	NONE 509 (A) (2)	PROGRAM SUPPORT	30,100.
COURT APPOINTED SPECIAL ADVOCATES OF KERN COUNTY 2000 24TH STREET, SUITE 130 BAKERSFIELD, CA 93301	NONE 170 (B) (1) (A) (VI)	SUPPORT CASE MANAGEMENT FOR VOLUNTEERS PROGRAM	26,250.
ACRES OF LOVE INC. 31920 DEL OBISPO ST. SUITE 175 SAN JUAN CAPISRANO, CA 92675	NONE 170 (B) (1) (A) (VI)	SPECIAL NEEDS AND EMERGENCY MEDICAL FUND	155,000.

ATTACHMENT 7

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S AIDS ART PROGRAMME 100 SOUTH STREE SUITE 110 SAUSALITO, CA 94965	NONE 170 (B) (1) (A) (VI)	EMERGENCY MEDICAL EDUCATION PROGRAM	6,500.
DISCOVER THE WORLD P.O. BOX 90275 PASADENA, CA 91109-0275	NONE 509 (A) (2)	ORPHANAGE/EMERGENCY RELIEF/SPONSORSHIP PROGRAM	72,600.
NATIONAL CHRISTIAN CHARITABLE FOUNDATION 19742 MACARTHUR BLVD. SUITE 230 IRVINE, CA 92612	NONE 170 (B) (1) (A) (VI)	SCHOLARSHIP	70,000.
R.M. PYLES BOYS CAMP 27211 HENRY MAYO DRIVE VALENCIA, CA 91355-1009	NONE 170 (B) (1) (A) (VI)	SCHOLARSHIP	3,500.
KERN HIGH SCHOOL DISTRICT EDUCATIONAL FOUNDATION 5801 SUNDALE AVENUE BAKERSFIELD, CA 93309	NONE 170 (B) (1) (A) (VI)	SCHOLARSHIP	10,000.
HIGHER IMPACT 500 BELL AVENUE TAFT, CA 93268	NONE 170 (B) (1) (A) (VI)	GENERAL OPERATING SUPPORT	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALPHA HOUSE-A PLACE FOR NEW BEGINNINGS PO BOX 712 TAFT, CA 93268	NONE	170 (B) (I) (A) (VI)	GENERAL OPERATING SUPPORT	1,000.
TOTAL CONTRIBUTIONS PAID				411,450.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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INVESTMENT IN PARTNERSHIP

18

TOTALS

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust **SEMLOH FOUNDATION**
C/O WHITTIER TRUST

Employer identification number
80-0319514

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -1,657.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 22.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 -1,635.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 477,264.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 34.
9 Capital gain distributions					9 190.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 477,488.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-1,635.
14	Net long-term gain or (loss):			
a	Total for year	14a		477,488.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		475,853.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30; go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

96569W U574 4/22/2013 6:14:48 PM

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 477,264.

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

SHORT-TERM TRANSACTIONS

750.00	DJ AIG COMM IDX 06738C778	1	07/12/11	05/16/12	29,886.83	36,720.00	0.00	-6,833.17
845.00	EATON CORPCOM 278058102	1	10/08/12	12/06/12	43,893.53	39,360.10	0.00	4,533.43
50000.00	MASSACHUSETTS DEPT TRANSP2.4084 DUE 01/01/17 57563EAG3	1	11/30/11	01/06/12	50,761.00	50,213.00	0.00	548.00
10000.00	MIAMI-DADE CNTY FLA EDL FACSC.14 DUE 04/01/2015 59333AJX0	1	04/15/11	04/02/12	10,000.00	10,000.00	0.00	0.00
					134,541.36	136,293.10	0.00	-1,751.74

LONG-TERM TRANSACTIONS

50.00	AFLAC INCCOM 001055102	1	04/01/10	10/08/12	2,434.11	2,724.00	0.00	-289.89
100.00		1	02/25/10	10/08/12	4,868.22	4,923.00	0.00	-54.78
150.00		1	02/17/10	10/08/12	7,302.33	7,351.50	0.00	-49.17
200.00		1	08/11/10	10/08/12	9,736.44	9,911.00	0.00	-174.56
200.00		1	03/31/10	10/08/12	9,736.44	10,818.92	0.00	-1,082.48
300.00		1	01/15/10	10/08/12	14,604.66	15,321.00	0.00	-716.34
Security Total:					48,682.20	51,049.42	0.00	-2,367.22
100.00	AMERICA MOVIL SAB DE CVSPON ADR L SHS 02364W105	1	04/01/10	10/08/12	2,612.94	2,535.00	0.00	77.94
200.00		1	11/19/09	10/08/12	5,225.88	4,769.00	0.00	456.88

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

200.00	AMERICA MOVIL SAB DE CVSPON ADR L SHS (Con't) 02364W105	1	10/20/09	10/08/12	5,225.88	4,771.00	0.00	454.88
300.00		1	01/20/10	10/08/12	7,838.83	6,765.00	0.00	1,073.83
	Security Total:				20,903.53	18,840.00	0.00	2,063.53
150.00	AMERICAN ELEC PWR INCCOM 025537101	1	01/15/10	10/08/12	6,650.85	5,362.50	0.00	1,288.35
200.00		1	02/17/10	10/08/12	8,867.80	6,739.98	0.00	2,127.82
200.00		1	02/25/10	10/08/12	8,867.80	6,744.00	0.00	2,123.80
200.00		1	03/31/10	10/08/12	8,867.80	6,865.98	0.00	2,001.82
200.00		1	01/20/10	10/08/12	8,867.80	7,318.00	0.00	1,549.80
450.00		1	01/07/10	10/08/12	19,952.55	15,820.88	0.00	4,131.67
	Security Total:				62,074.60	48,851.34	0.00	13,223.26
405.00	AMERICAN EXPRESS COCOM 025816109	1	06/15/10	10/08/12	23,789.17	16,612.74	0.00	7,176.43
25.00	APACHE CORP COM 037411105	1	12/17/09	10/08/12	2,151.17	2,502.25	0.00	-351.08
50.00		1	12/17/09	10/08/12	4,302.34	5,004.50	0.00	-702.16
125.00		1	09/30/09	10/08/12	10,755.84	11,490.00	0.00	-734.16
	Security Total:				17,209.35	18,996.75	0.00	-1,787.40
5.00	APPLE COMPUTER INCCOM 037833100	1	10/29/09	10/08/12	3,197.08	981.06	0.00	2,216.02
25.00		1	12/17/09	10/08/12	15,985.39	4,812.75	0.00	11,172.64
	Security Total:				19,182.47	5,793.81	0.00	13,388.66
250.00	DJ AIG COMM IDX 06738C778	1	12/29/10	05/16/12	9,962.28	12,159.58	0.00	-2,197.30

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

500.00	DJ AIG COMM IDX(Con't)	1	11/02/10	05/16/12	19,924.55	22,430.00	0.00	-2,505.45
	06738C778							
	Security Total:				29,886.83	34,589.58	0.00	-4,702.75
80.00	BECTON DICKINSON & COCOM	1	01/15/10	10/08/12	6,360.66	6,084.80	0.00	275.86
	075887109							
25.00	BRISTOL MYERS SQUIBB COCOM	1	04/01/10	10/08/12	839.48	675.00	0.00	164.48
	110122108							
150.00		1	10/20/09	10/08/12	5,036.89	3,464.51	0.00	1,572.38
200.00		1	02/17/10	10/08/12	6,715.85	4,931.46	0.00	1,784.39
250.00		1	02/25/10	10/08/12	8,394.81	6,125.00	0.00	2,269.81
275.00		1	09/30/09	10/08/12	9,234.29	6,168.25	0.00	3,066.04
	Security Total:				30,221.32	21,364.22	0.00	8,857.10
200.00	CVS CORPCOM	1	07/12/10	10/08/12	9,741.84	5,987.68	0.00	3,754.16
	126650100							
400.00		1	02/25/10	10/08/12	19,483.68	13,612.00	0.00	5,871.68
400.00		1	03/31/10	10/08/12	19,483.68	14,667.19	0.00	4,816.49
700.00		1	02/17/10	10/08/12	34,096.45	23,896.60	0.00	10,199.85
	Security Total:				82,805.65	58,163.47	0.00	24,642.18
50.00	CHESAPEAKE ENERGY CORPCOM	1	04/01/10	05/14/12	786.99	1,209.00	0.00	-422.01
	165167107							
250.00		1	11/19/09	05/14/12	3,934.94	5,870.00	0.00	-1,935.06
250.00		1	01/15/10	05/14/12	3,934.94	6,917.50	0.00	-2,982.56
300.00		1	12/17/09	05/14/12	4,721.92	7,524.00	0.00	-2,802.08
300.00		1	02/25/10	05/14/12	4,721.92	8,034.00	0.00	-3,312.08
300.00		1	01/07/10	05/14/12	4,721.92	8,606.10	0.00	-3,884.18
350.00		1	01/20/10	05/14/12	5,508.91	9,712.50	0.00	-4,203.59

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

400.00	CHESAPEAKE ENERGY CORP COM (Con't) 165167107	1	10/20/09	05/14/12	6,295.90	11,556.00	0.00	-5,260.10
	Security Total:				34,627.44	59,429.10	0.00	-24,801.66
15.00	CISCO SYS INCOM 17275R102	1	11/02/10	10/08/12	283.19	348.00	0.00	-64.81
85.00		1	11/02/10	10/08/12	1,604.76	1,972.00	0.00	-367.24
150.00		1	12/27/10	10/08/12	2,831.94	3,034.48	0.00	-202.54
150.00		1	11/02/10	10/08/12	2,831.94	3,480.00	0.00	-648.06
235.00		1	01/15/10	10/08/12	4,436.70	5,731.65	0.00	-1,294.95
250.00		1	11/02/10	10/08/12	4,719.89	5,800.00	0.00	-1,080.11
250.00		1	02/17/10	10/08/12	4,719.89	6,002.48	0.00	-1,282.59
250.00		1	12/27/10	10/08/12	4,719.90	5,057.48	0.00	-337.58
300.00		1	12/17/09	10/08/12	5,663.87	6,993.00	0.00	-1,329.13
350.00		1	10/20/09	10/08/12	6,607.85	8,438.43	0.00	-1,830.58
400.00		1	11/19/09	10/08/12	7,551.83	9,495.52	0.00	-1,943.69
500.00		1	12/29/10	10/08/12	9,439.78	10,178.25	0.00	-738.47
500.00		1	09/30/09	10/08/12	9,439.79	11,775.00	0.00	-2,335.21
	Security Total:				64,851.33	78,306.29	0.00	-13,454.96
100000.00	CITIGROUP INCNOTE 5.300#10/17/12 172967EL1	1	10/02/09	10/17/12	100,000.00	100,000.00	0.00	0.00
0.50	CEMIG SA-SPONS ADRSP ADR N-V PFD 204409601	1	09/30/09	06/01/12	8.56	5.55	0.00	3.01
507.00		1	09/30/09	10/08/12	6,068.65	5,626.78	0.00	441.87
	Security Total:				6,077.21	5,632.33	0.00	444.88

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

100.00	DEERE & COCOM 244199105	1	11/19/09	10/08/12	8,273.14	5,106.00	0.00	3,167.14
145.00		1	01/15/10	10/08/12	11,996.06	8,138.85	0.00	3,857.21
150.00		1	12/17/09	10/08/12	12,409.72	8,116.50	0.00	4,293.22
200.00		1	10/20/09	10/08/12	16,546.29	9,230.00	0.00	7,316.29
200.00		1	01/07/10	10/08/12	16,546.29	11,201.60	0.00	5,344.69
250.00		1	09/30/09	10/08/12	20,682.86	10,686.85	0.00	9,996.01
	Security Total:				86,454.36	52,479.80	0.00	33,974.56
70.00	DIAGEO P L CSPNSRD ADR NEW 25243Q205	1	10/20/09	10/08/12	8,064.53	4,506.60	0.00	3,557.93
100.00		1	09/30/09	10/08/12	11,520.75	6,141.00	0.00	5,379.75
	Security Total:				19,585.28	10,647.60	0.00	8,937.68
100.00	DISNEY WALT COCOM DISNEY 254687106	1	10/20/09	10/08/12	5,229.06	2,939.00	0.00	2,290.06
100.00		1	01/15/10	10/08/12	5,229.06	3,058.00	0.00	2,171.06
100.00		1	02/25/10	10/08/12	5,229.06	3,143.00	0.00	2,086.06
200.00		1	07/12/10	10/08/12	10,458.12	6,751.68	0.00	3,706.44
250.00		1	09/30/09	10/08/12	13,072.66	6,842.50	0.00	6,230.16
250.00		1	12/17/09	10/08/12	13,072.66	7,962.50	0.00	5,110.16
	Security Total:				52,290.62	30,696.60	0.00	21,593.94
50000.00	DOUGLAS CNTY ORE SCH DIST 125.054 DUE 6/15/12 259444AS6	1	08/31/09	06/15/12	50,000.00	50,000.00	0.00	0.00
425.00	E M C CORP MASSCOM 268648102	1	07/12/10	10/08/12	11,534.24	8,393.28	0.00	3,140.96
30.00	ENTERGY CORP NEWCOM 29364G103	1	04/01/10	10/08/12	2,117.79	2,459.10	0.00	-341.31

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

100.00	ENTERGY CORP NEWCOM (Con't)	1	02/25/10	10/08/12	7,059.30	7,651.49	0.00	-592.19
	29364G103							
100.00		1	02/17/10	10/08/12	7,059.30	7,839.99	0.00	-780.69
270.00		1	02/10/10	10/08/12	19,060.11	20,759.32	0.00	-1,699.21
	Security Total:				35,295.50	38,709.90	0.00	-3,413.40
15000.00	ESCONDIDO CALIF JT PWRSS.53*							
	DUE 09/01/2018	1	04/13/11	09/04/12	15,000.00	15,000.00	0.00	0.00
	29634DEH3							
150.00	FLUOR CORP (NEW)	1	01/20/10	10/08/12	8,481.00	7,281.00	0.00	1,200.00
	343412102							
200.00		1	01/15/10	10/08/12	11,308.01	9,850.00	0.00	1,458.01
250.00		1	02/25/10	10/08/12	14,135.01	11,295.00	0.00	2,840.01
400.00		1	01/07/10	10/08/12	22,616.01	19,611.20	0.00	3,004.81
	Security Total:				56,540.03	48,037.20	0.00	8,502.83
300.00	FREEMONT-MCMORAN COPPER & GOCL							
	B	1	12/27/10	10/08/12	12,236.81	17,815.49	0.00	-5,578.68
	35671D857							
160.00	GENERAL ELECTRIC COCOM	1	07/12/10	10/08/12	3,659.67	2,387.02	0.00	1,272.65
	369604103							
100.00	GENERAL MILS INCCOM	1	04/01/10	10/08/12	3,983.92	3,560.00	0.00	423.92
	370334104							
150.00		1	01/15/10	10/08/12	5,975.88	5,347.50	0.00	628.38
200.00		1	10/20/09	10/08/12	7,967.84	6,649.00	0.00	1,318.84
200.00		1	12/17/09	10/08/12	7,967.84	6,895.00	0.00	1,072.84
200.00		1	01/07/10	10/08/12	7,967.84	7,131.70	0.00	836.14
200.00		1	01/20/10	10/08/12	7,967.84	7,145.00	0.00	822.84

Statement A (cont'd)

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

350.00	GENERAL MLS INCCOM(Con't)	1	09/30/09	10/08/12	13,943.72	11,217.50	0.00	2,726.22
	370334104							
	Security Total:				55,774.88	47,945.70	0.00	7,829.18
15.00	GILEAD SCIENCES INCCOM	1	10/29/09	10/08/12	1,045.48	642.75	0.00	402.73
	375558103							
65.00		1	12/17/09	10/08/12	4,530.40	2,818.40	0.00	1,712.00
185.00		1	10/29/09	10/08/12	12,894.21	7,927.25	0.00	4,966.96
	Security Total:				18,470.09	11,388.40	0.00	7,081.69
10.00	GOLDMAN SACHS GROUP INCCOM	1	01/20/10	10/08/12	1,193.97	1,678.30	0.00	-484.33
	38141G104							
25.00		1	02/25/10	10/08/12	2,984.92	3,907.75	0.00	-922.83
25.00		1	01/15/10	10/08/12	2,984.92	4,148.25	0.00	-1,163.33
40.00		1	02/17/10	10/08/12	4,775.88	6,300.80	0.00	-1,524.92
40.00		1	01/20/10	10/08/12	4,775.88	6,713.20	0.00	-1,937.32
	Security Total:				16,715.57	22,748.30	0.00	-6,032.73
200000.00	GOLDMAN SACHS GROUP INCNOTE							
	5.450111/01/12	1	09/09/09	11/01/12	200,000.00	200,000.00	0.00	0.00
	38144LAC4							
5.00	GOOGLE INCCL A	1	07/12/10	10/08/12	3,774.31	2,373.35	0.00	1,400.96
	38259P508							
5.00		1	07/12/10	10/08/12	3,774.32	2,373.35	0.00	1,400.97
5.00		1	07/12/10	10/08/12	3,774.32	2,373.35	0.00	1,400.97
10.00		1	07/12/10	10/08/12	7,548.63	4,746.70	0.00	2,801.93
10.00		1	02/25/10	10/08/12	7,548.63	5,281.30	0.00	2,267.33
10.00		1	07/12/11	10/08/12	7,548.63	5,383.80	0.00	2,164.83
10.00		1	07/12/11	10/08/12	7,548.63	5,383.80	0.00	2,164.83

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

15.00	GOOGLE INCCL A(Con't)	1	02/25/10	10/08/12	11,322.95	7,921.95	0.00	3,401.00
	38259P508							
25.00		1	09/30/09	10/08/12	18,871.58	12,375.50	0.00	6,496.08
	Security Total:				71,712.00	48,213.10	0.00	23,498.90
50.00	HEALTH CARE REIT INCCOM							
	42217K106							
100.00			03/31/10	10/08/12	5,975.18	4,313.41	0.00	1,661.77
200.00			07/12/10	10/08/12	11,950.37	8,142.50	0.00	3,807.87
200.00			08/11/10	10/08/12	11,950.37	8,423.82	0.00	3,526.55
250.00			06/15/10	10/08/12	14,937.96	10,455.72	0.00	4,482.24
250.00			02/17/10	10/08/12	14,937.97	9,896.00	0.00	5,041.97
	Security Total:				62,739.44	43,348.65	0.00	19,390.79
100.00	HEWLETT PACKARD COCOM	1	02/17/10	10/08/12	1,446.22	5,008.99	0.00	-3,562.77
	428236103							
175.00		1	10/20/09	10/08/12	2,530.88	8,541.38	0.00	-6,010.50
175.00		1	12/17/09	10/08/12	2,530.88	8,867.25	0.00	-6,336.37
200.00		1	11/19/09	10/08/12	2,892.44	9,996.00	0.00	-7,103.56
200.00		1	02/25/10	10/08/12	2,892.44	10,196.00	0.00	-7,303.56
225.00		1	01/07/10	10/08/12	3,253.99	11,756.23	0.00	-8,502.24
250.00		1	09/30/09	10/08/12	3,615.54	11,787.50	0.00	-8,171.96
250.00		1	01/15/10	10/08/12	3,615.54	13,085.00	0.00	-9,469.46
425.00		1	04/01/10	10/08/12	6,146.42	22,580.25	0.00	-16,433.83
	Security Total:				28,924.35	101,818.60	0.00	-72,894.25
150000.00	ILLINOIS ST TAXABLE2.766t DUE	1	01/08/10	01/01/12	150,000.00	150,000.00	0.00	0.00
	1/1/12							
	452151855							

Statement A (cont'd)

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

200.00	ILLINOIS TOOL WKS INCCOM 452308109	1	12/27/10	10/08/12	12,054.36	10,719.76	0.00	1,334.60
110.00	INTERNATIONAL BUSINESS MACHSCOM 459200101	1	09/30/09	10/08/12	23,064.20	13,113.10	0.00	9,951.10
7910.00	JPMORGAN CHASE CAP XXVIIIGTD SEC 7.24BB 48124Y204	1	12/16/09	07/12/12	197,750.00	199,964.80	0.00	-2,214.80
0.99	KRAFT FOODS GROUP INCCOM 50076Q106	1	08/11/10	10/30/12	45.32	30.80	0.00	14.52
50.00	LIFE TECHNOLOGIES CORPCOM 53217V109	1	04/01/10	10/08/12	2,489.30	2,635.00	0.00	-145.70
100.00		1	01/20/10	10/08/12	4,978.60	4,931.00	0.00	47.60
100.00		1	11/19/09	10/08/12	4,978.60	4,990.00	0.00	-11.40
100.00		1	01/07/10	10/08/12	4,978.60	5,150.60	0.00	-172.00
150.00		1	03/31/10	10/08/12	7,467.90	7,890.69	0.00	-422.79
200.00		1	10/20/09	10/08/12	9,957.19	9,548.00	0.00	409.19
200.00		1	01/15/10	10/08/12	9,957.19	10,218.00	0.00	-260.81
	Security Total:				44,807.38	45,363.29	0.00	-555.91
200000.00	LOS ANGELES CALIF UNI SCH64 DUE 7/01/12 5446443D7	1	01/06/10	07/01/12	200,000.00	200,000.00	0.00	0.00
15.00	LOWE'S COS 548661107	1	11/02/10	10/08/12	471.16	330.45	0.00	140.71
85.00		1	11/02/10	10/08/12	2,669.90	1,872.55	0.00	797.35
285.00		1	07/12/11	10/08/12	8,952.02	6,674.62	0.00	2,277.40

Statement A (cont'd)

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

300.00	LOWE'S COS(Con't)	1	07/12/10	10/08/12	9,423.18	6,086.49	0.00	3,336.69
	548661107							
400.00		1	11/02/10	10/08/12	12,564.24	8,812.00	0.00	3,752.24
500.00		1	11/19/09	10/08/12	15,705.29	10,750.00	0.00	4,955.29
	Security Total:				49,785.79	34,526.11	0.00	15,259.68
10.00	MASTERCARD INCCL A	1	04/01/10	10/08/12	4,704.11	2,529.20	0.00	2,174.91
	57636Q104							
25.00		1	03/31/10	10/08/12	11,760.27	6,341.75	0.00	5,418.52
40.00		1	01/15/10	10/08/12	18,816.43	10,469.60	0.00	8,346.83
50.00		1	02/17/10	10/08/12	23,520.54	11,237.50	0.00	12,283.04
50.00		1	12/17/09	10/08/12	23,520.54	12,433.50	0.00	11,087.04
50.00		1	01/07/10	10/08/12	23,520.54	12,677.00	0.00	10,843.54
75.00		1	02/25/10	10/08/12	35,280.81	16,639.50	0.00	18,641.31
	Security Total:				141,123.24	72,328.05	0.00	68,795.19
100.00	MCDONALDS CORPCOM	1	09/30/09	10/08/12	9,141.79	5,689.00	0.00	3,452.79
	580135101							
100.00		1	10/29/09	10/08/12	9,141.79	5,905.00	0.00	3,236.79
100.00		1	11/19/09	10/08/12	9,141.79	6,350.00	0.00	2,791.79
125.00		1	10/20/09	10/08/12	11,427.24	7,377.50	0.00	4,049.74
130.00		1	01/15/10	10/08/12	11,884.33	8,082.53	0.00	3,801.80
200.00		1	01/07/10	10/08/12	18,283.60	12,409.40	0.00	5,874.20
200.00		1	12/17/09	10/08/12	18,283.60	12,434.00	0.00	5,849.60
	Security Total:				87,304.14	58,247.43	0.00	29,056.71
25.00	MCKESSON CORPCOM	1	02/25/10	10/08/12	2,232.20	1,477.25	0.00	754.95
	58155Q103							
40.00		1	01/07/10	10/08/12	3,571.52	2,445.84	0.00	1,125.68
40.00		1	02/17/10	10/08/12	3,571.53	2,416.36	0.00	1,155.17

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

60.00	MCKESSON CORP(COM (Con't))	1	02/17/10	10/08/12	5,357.29	3,624.54	0.00	1,732.75
	58155Q103							
150.00		1	02/25/10	10/08/12	13,393.22	8,863.50	0.00	4,529.72
175.00		1	09/30/09	10/08/12	15,625.41	10,386.25	0.00	5,239.16
	Security Total:				43,751.17	29,213.74	0.00	14,537.43
100.00	MEDCO HEALTH	1	02/25/10	03/02/12	6,782.04	6,297.00	0.00	485.04
	58405U102							
100.00		1	02/17/10	03/02/12	6,782.04	6,401.99	0.00	380.05
200.00		1	08/11/10	03/02/12	13,564.07	9,171.00	0.00	4,393.07
200.00		1	07/12/10	03/02/12	13,564.07	11,319.78	0.00	2,244.29
200.00		1	10/20/09	03/02/12	13,564.08	11,396.00	0.00	2,168.08
	Security Total:				54,256.30	44,585.77	0.00	9,670.53
50.00	MICROSOFT CORP(COM	1	02/25/10	10/08/12	1,486.97	1,433.00	0.00	53.97
	594918104							
50.00		1	04/01/10	10/08/12	1,486.97	1,451.00	0.00	35.97
90.00		1	03/31/10	10/08/12	2,676.54	2,643.96	0.00	32.58
110.00		1	06/15/10	10/08/12	3,271.32	2,900.59	0.00	370.73
190.00		1	06/15/10	10/08/12	5,650.47	5,010.11	0.00	640.36
200.00		1	02/17/10	10/08/12	5,947.86	5,711.46	0.00	236.40
200.00		1	06/15/10	10/08/12	5,947.87	5,273.80	0.00	674.07
200.00		1	10/20/09	10/08/12	5,947.87	5,290.00	0.00	657.87
250.00		1	02/25/10	10/08/12	7,434.83	7,165.00	0.00	269.83
300.00		1	10/29/09	10/08/12	8,921.80	8,535.00	0.00	386.80
500.00		1	09/30/09	10/08/12	14,869.67	12,915.00	0.00	1,954.67
	Security Total:				63,642.17	58,328.92	0.00	5,313.25
75000.00	NELSON CNTY KY SCH DIST	1	01/07/10	12/01/12	75,000.00	75,000.00	0.00	0.00
	FIN2.625% DUE 12/1/12							
	6403450B3							

Statement A (cont'd)

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

100.00	NEXTERA ENERGY INCCOM 65339F101	1	12/27/10	10/08/12	7,071.93	5,217.73	0.00	1,854.20
250.00		1	07/12/10	10/08/12	17,679.84	12,952.33	0.00	4,727.51
	Security Total:				24,751.77	18,170.06	0.00	6,581.71
155.00	NIKE INCCL B 654106103	1	02/25/10	10/08/12	14,719.01	10,262.55	0.00	4,456.46
155.00	NOVARTIS A GSPONSORED ADR 66987V109	1	09/30/09	10/08/12	9,745.17	7,797.54	0.00	1,947.63
35.00	ORACLE CORPOM 68389X105	1	01/07/10	10/08/12	1,084.28	854.61	0.00	229.67
250.00		1	02/17/10	10/08/12	7,744.82	6,029.98	0.00	1,714.84
250.00		1	10/29/09	10/08/12	7,744.83	5,365.00	0.00	2,379.83
250.00		1	11/19/09	10/08/12	7,744.83	5,622.50	0.00	2,122.33
450.00		1	12/17/09	10/08/12	13,940.69	10,354.50	0.00	3,586.19
500.00		1	09/30/09	10/08/12	15,489.65	10,415.00	0.00	5,074.65
500.00		1	10/20/09	10/08/12	15,489.65	11,120.00	0.00	4,369.65
	Security Total:				69,238.75	49,761.59	0.00	19,477.16
100.00	PG&E CORPOM 69331C108	1	10/29/09	10/08/12	4,366.02	4,141.00	0.00	225.02
100.00		1	02/25/10	10/08/12	4,366.02	4,152.00	0.00	214.02
100.00		1	01/15/10	10/08/12	4,366.02	4,453.00	0.00	-86.98
200.00		1	10/20/09	10/08/12	8,732.04	8,522.00	0.00	210.04
	Security Total:				21,830.10	21,268.00	0.00	562.10
10.00	PNC FINL SVCS GROUP INCCOM 693475105	1	11/02/10	10/08/12	645.09	528.00	0.00	117.09
90.00		1	11/02/10	10/08/12	5,805.78	4,752.00	0.00	1,053.78

Statement A (cont'd)

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

100.00	PNC FINL SVCS GROUP INCCOM(Con't) 693475105	1	11/02/10	10/08/12	6,450.86	5,280.00	0.00	1,170.86
160.00		1	06/15/10	10/08/12	10,321.38	9,806.27	0.00	515.11
250.00		1	07/12/11	10/08/12	16,127.16	14,710.00	0.00	1,417.16
	Security Total:				39,350.27	35,076.27	0.00	4,274.00
230.00	PEPSICO INCCOM 713448108	1	10/29/09	10/08/12	16,396.33	14,103.60	0.00	2,292.73
50.00	PETROLEO BRASILEIRO SA PETROSPONSORED ADR 71654V408	1	04/01/10	10/08/12	1,141.49	2,272.00	0.00	-1,130.51
100.00		1	11/19/09	10/08/12	2,282.98	5,101.00	0.00	-2,818.02
150.00		1	12/17/09	10/08/12	3,424.47	7,101.00	0.00	-3,676.53
200.00		1	02/17/10	10/08/12	4,565.96	8,379.48	0.00	-3,813.52
200.00		1	01/15/10	10/08/12	4,565.96	9,090.00	0.00	-4,524.04
250.00		1	02/25/10	10/08/12	5,707.44	10,482.50	0.00	-4,775.06
250.00		1	01/07/10	10/08/12	5,707.44	12,051.75	0.00	-6,344.31
250.00		1	01/20/10	10/08/12	5,707.45	11,175.00	0.00	-5,467.55
250.00		1	09/30/09	10/08/12	5,707.45	11,522.50	0.00	-5,815.05
	Security Total:				38,810.64	77,175.23	0.00	-38,364.59
75.00	POTASH CORP SASK INCCOM 73755L107	1	04/01/10	10/08/12	3,119.93	2,931.50	0.00	188.43
150.00		1	01/20/10	10/08/12	6,239.86	5,663.50	0.00	576.36
150.00		1	01/15/10	10/08/12	6,239.86	5,759.50	0.00	480.36
225.00		1	02/25/10	10/08/12	9,359.79	8,350.50	0.00	1,009.29
225.00		1	02/17/10	10/08/12	9,359.79	8,493.75	0.00	866.04
375.00		1	01/07/10	10/08/12	15,599.65	15,600.00	0.00	-0.35
	Security Total:				49,918.88	46,798.75	0.00	3,120.13

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

200.00	PRICE T ROWE GROUP INCCOM 741447108	1	08/11/10	10/08/12	12,807.71	9,486.00	0.00	3,321.71
300.00		1	01/15/10	10/08/12	19,211.57	16,122.00	0.00	3,089.57
	Security Total:				32,019.28	25,608.00	0.00	6,411.28
100000.00	PUERTO RICO COMWLTH GOVT4.7044 DUE 05/1/2016 745177EX9	1	05/13/11	09/25/12	103,500.00	100,712.92	0.00	2,787.08
395.00	ROYAL DUTCH SHELL PLCSPONS ADR A 780259206	1	08/11/10	10/08/12	27,528.94	22,036.73	0.00	5,492.21
620.00	SPDR SERIES TRUSTS&P DIVID ETF 78464A763	1	08/16/11	09/28/12	35,940.59	30,934.79	0.00	5,005.80
200000.00	SAN LUIS OBISPO CNTY CALIF3.944 DUE 9/1/12 798703AH7	1	09/10/09	09/01/12	200,000.00	200,000.00	0.00	0.00
110.00	SCHLUMBERGER LTDCOM 806857108	1	07/12/10	10/08/12	7,867.02	6,388.62	0.00	1,478.40
500.00	SOCIEDAD QUIMICA MINERA DE CSPON ADR SER B 833635105	1	02/14/11	10/08/12	29,854.33	28,393.50	0.00	1,460.83
140.00	SYSCO CORPCOM 871829107	1	01/15/10	10/08/12	4,390.30	3,920.00	0.00	470.30
400.00	TJX COS INC NEWCOM 872540109	1	08/11/10	10/08/12	18,087.60	8,360.76	0.00	9,726.84
400.00		1	12/29/10	10/08/12	18,087.60	8,937.60	0.00	9,150.00

Statement A (cont'd)

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

1000.00	TJX COS INC NEWCOM(Con't)	1	07/12/10	10/08/12	45,218.98	21,004.35	0.00	24,214.63
	872540109							
	Security Total:				81,394.18	38,302.71	0.00	43,091.47
285.00	TAIWAN SEMICONDUCTOR MFG	1	02/25/10	10/08/12	4,413.13	2,778.75	0.00	1,634.38
	LTDSPONSORED ADR							
	874039100							
145.00	TARGET CORPOM	1	02/17/10	10/08/12	9,242.15	7,309.44	0.00	1,932.71
	87612E106							
150.00		1	10/29/09	10/08/12	9,560.85	7,438.50	0.00	2,122.35
150.00		1	10/20/09	10/08/12	9,560.85	7,504.10	0.00	2,056.75
200.00		1	11/19/09	10/08/12	12,747.79	9,598.00	0.00	3,149.79
250.00		1	12/17/09	10/08/12	15,934.74	11,955.00	0.00	3,979.74
250.00		1	01/07/10	10/08/12	15,934.74	12,576.25	0.00	3,358.49
300.00		1	01/15/10	10/08/12	19,121.69	15,057.00	0.00	4,064.69
	Security Total:				92,102.81	71,438.29	0.00	20,664.52
50.00	TEVA PHARMACEUTICAL INDS	1	10/20/09	10/08/12	2,015.07	2,565.88	0.00	-550.81
	LTDADR							
	881624209							
100.00		1	10/29/09	10/08/12	4,030.15	5,069.00	0.00	-1,038.85
250.00		1	09/30/09	10/08/12	10,075.37	12,612.50	0.00	-2,537.13
	Security Total:				16,120.59	20,247.38	0.00	-4,126.79
25.00	THERMO FISHER SCIENTIFIC	1	04/01/10	10/08/12	1,508.97	1,288.50	0.00	220.47
	INCCOM							
	883556102							
100.00		1	10/29/09	10/08/12	6,035.86	4,596.00	0.00	1,439.86
100.00		1	07/12/10	10/08/12	6,035.86	4,837.84	0.00	1,198.02
100.00		1	12/17/09	10/08/12	6,035.86	4,871.00	0.00	1,164.86

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

100.00	THERMO FISHER SCIENTIFIC INCCOM(Con't) 883556102	1	01/20/10	10/08/12	6,035.86	4,879.00	0.00	1,156.86
175.00		1	09/30/09	10/08/12	10,562.76	7,603.75	0.00	2,959.01
	Security Total:				36,215.17	28,076.09	0.00	8,139.08
295.00	TIME WARNER INCCOM NEW 887317303	1	01/20/10	10/08/12	13,675.89	8,448.80	0.00	5,227.09
100.00	TRAVELERS COMPANIES, INCCOM 89417E109	1	10/20/09	10/08/12	6,959.86	4,860.00	0.00	2,099.86
200.00		1	09/30/09	10/08/12	13,919.73	9,814.00	0.00	4,105.73
	Security Total:				20,879.59	14,674.00	0.00	6,205.59
50.00	UNION PAC CORP COM 907818108	1	11/19/09	10/08/12	6,138.72	3,242.00	0.00	2,896.72
50.00		1	02/25/10	10/08/12	6,138.72	3,425.14	0.00	2,713.58
100.00		1	12/17/09	10/08/12	12,277.43	6,144.00	0.00	5,933.43
100.00		1	01/20/10	10/08/12	12,277.43	6,379.00	0.00	5,898.43
100.00		1	02/17/10	10/08/12	12,277.43	6,474.99	0.00	5,802.44
150.00		1	10/20/09	10/08/12	18,416.15	9,669.00	0.00	8,747.15
150.00		1	01/15/10	10/08/12	18,416.16	9,805.50	0.00	8,610.66
	Security Total:				85,942.04	45,339.63	0.00	40,602.41
100.00	UNITED PARCEL SERVICE INCCL B 911312106	1	12/17/09	10/08/12	7,375.13	5,837.00	0.00	1,538.13
100.00		1	01/20/10	10/08/12	7,375.13	6,121.00	0.00	1,254.13
150.00		1	11/19/09	10/08/12	11,062.70	8,592.00	0.00	2,470.70
250.00		1	10/29/09	10/08/12	18,437.83	13,757.50	0.00	4,680.33
	Security Total:				44,250.79	34,307.50	0.00	9,943.29

Semloh Foundation
Whittier Trust-005118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

150.00	VERIZON COMMUNICATIONS	1	02/25/10	10/08/12	6,983.12	4,071.81	0.00	2,911.31
	92343V104							
150.00		1	02/17/10	10/08/12	6,983.12	4,104.87	0.00	2,878.25
175.00		1	01/15/10	10/08/12	8,146.98	5,022.93	0.00	3,124.05
200.00		1	01/20/10	10/08/12	9,310.83	5,776.14	0.00	3,534.69
500.00		1	01/07/10	10/08/12	23,277.08	14,876.60	0.00	8,400.48
825.00		1	04/01/10	10/08/12	38,407.18	24,228.96	0.00	14,178.22
	Security Total:				93,108.31	58,081.31	0.00	35,027.00
25.00	WAL MART STORES INCCOM	1	12/17/09	10/08/12	1,881.49	1,320.00	0.00	561.49
	931142103							
30.00		1	07/12/10	10/08/12	2,257.78	1,505.66	0.00	752.12
70.00		1	01/15/10	10/08/12	5,268.16	3,760.40	0.00	1,507.76
100.00		1	10/20/09	10/08/12	7,525.94	5,181.00	0.00	2,344.94
100.00		1	12/17/09	10/08/12	7,525.94	5,280.00	0.00	2,245.94
150.00		1	10/29/09	10/08/12	11,288.91	7,563.00	0.00	3,725.91
170.00		1	07/12/10	10/08/12	12,794.10	8,532.08	0.00	4,262.02
250.00		1	09/30/09	10/08/12	18,814.85	12,255.00	0.00	6,559.85
	Security Total:				67,357.17	45,397.14	0.00	21,960.03
Total LONG-TERM TRANSACTIONS					3,767,510.72	3,330,265.09	0.00	437,245.63
Grand Total:					3,902,052.08	3,466,558.19	0.00	435,493.89

Semloh Foundation
Whittier Trust-825118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

SHORT-TERM TRANSACTIONS

3175.00	ABS CORP COM 00130H105	1	10/08/12	12/04/12	33,989.83	34,512.25	0.00	-522.42
260.00	ABBOTT LABS COM 002824100	1	10/08/12	12/04/12	16,839.25	18,582.20	0.00	-1,742.95
875.00	ALTERA CORP COM 021441100	1	10/08/12	12/04/12	27,949.49	29,146.25	0.00	-1,196.76
10.00	AMAZON COM INCCOM 023135106	1	10/08/12	12/04/12	2,514.54	2,583.74	0.00	-69.20
25.00	AMERICAN TOWER CORP NEWCOM 03027X100	1	10/08/12	12/04/12	1,880.96	1,813.18	0.00	67.78
35.00	AMERICAN WTR WKS CO INC NEWCOM 030420103	1	10/08/12	12/04/12	1,328.57	1,298.22	0.00	30.35
15.00	BERKSHIRE HATHAWAY INC DELCL B NEW 084670702	1	10/08/12	12/04/12	1,308.72	1,356.15	0.00	-47.43
15.00	CAPITAL ONE FINL CORP COM 14040H105	1	10/08/12	12/04/12	851.08	885.75	0.00	-34.67
10.00	CELGENE CORP COM 151020104	1	10/08/12	12/04/12	794.18	803.00	0.00	-8.82
25.00	CHEVRON CORP COM 166764100	1	10/08/12	12/04/12	2,600.15	2,940.17	0.00	-340.02
25.00	CONCAST CORP 20030N101	1	10/08/12	12/04/12	927.74	907.75	0.00	19.99

Semloh Foundation
Whittier Trust-825118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

SHORT-TERM TRANSACTIONS

30.00	EMERSON ELEC COCOM 291011104	1	10/08/12	12/04/12	1,484.01	1,472.63	0.00	11.38
245.00	EXXON MOBIL CORPCOM 30231G102	1	10/08/12	12/04/12	21,417.86	22,716.30	0.00	-1,298.44
160.00	FORD MOTOR COMPANYCOM PAR \$0.01 345370860	1	10/08/12	12/04/12	1,800.01	1,611.18	0.00	188.83
25.00	HONEYWELL INTL INCCOM 438516106	1	10/08/12	12/04/12	1,511.96	1,531.92	0.00	-19.96
640.00	INTEL CORPCOM 458140100	1	10/08/12	12/04/12	12,623.08	14,380.80	0.00	-1,757.72
20.00	JOHNSON & JOHNSONCOM 478160104	1	10/08/12	12/04/12	1,398.97	1,390.53	0.00	8.44
40.00	MYLAN INCCOM 628530107	1	10/08/12	12/04/12	1,091.18	984.80	0.00	106.38
30.00	PROCTER & GAMBLE COCOM 742718109	1	10/08/12	12/04/12	2,081.65	2,076.80	0.00	4.85
20.00	QUALCOMM INCCOM 747525103	1	10/08/12	12/04/12	1,265.77	1,230.20	0.00	35.57
625.00	ROCKWELL INTL CORP NEWCOM 773903109	1	10/08/12	12/04/12	49,012.21	43,943.44	0.00	5,068.77
200.00	SIGMA ALDRICH CORPCOM 826552101	1	10/08/12	12/04/12	14,469.66	14,647.80	0.00	-178.14

Statement B (cont'd)

Semloh Foundation
Whittier Trust-825118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

SHORT-TERM TRANSACTIONS

25.00	STARBUCKS CORP COM 855244109	1	10/08/12	12/04/12	1,279.47	1,221.25	0.00	58.22
1160.00	TEXAS INSTRS INCCOM 882508104	1	10/08/12	12/04/12	34,256.58	32,487.08	0.00	1,769.50
15.00	3M CO 88579Y101	1	10/08/12	12/04/12	1,353.12	1,429.15	0.00	-76.03
15.00	ACE LTD SHS H0023R105	1	10/08/12	12/04/12	1,189.62	1,172.55	0.00	17.07

Total SHORT-TERM TRANSACTIONS

237,219.66 237,125.09 0.00 94.57

LONG-TERM TRANSACTIONS

55.00	ABBOTT LABS COM 002824100	1	01/15/10	12/04/12	3,562.15	3,047.55	0.00	514.60
10.00	APACHE CORP COM 037411105	1	07/12/11	12/04/12	756.98	1,224.80	0.00	-467.82
10.00	APPLE COMPUTER INCCOM 037833100	1	06/15/10	12/04/12	5,735.87	2,583.10	0.00	3,152.77
45.00	BECTON DICKINSON & COCOM 075887109	1	01/15/10	12/04/12	3,446.92	3,422.70	0.00	24.22
75.00		1	04/01/10	12/04/12	5,744.87	5,901.75	0.00	-156.88
100.00		1	02/17/10	12/04/12	7,659.83	7,745.99	0.00	-86.16
100.00		1	01/07/10	12/04/12	7,659.83	7,766.50	0.00	-106.67
100.00		1	02/25/10	12/04/12	7,659.83	7,862.80	0.00	-202.97
	Security Total:				32,171.28	32,699.74	0.00	-528.46

Statement B (cont'd)

Semloh Foundation
Whittier Trust-825118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

25.00	BOEING COCOM 097023105	1	07/12/11	12/04/12	1,849.21	1,805.00	0.00	44.21
50.00	CISCO SYS INCCOM 17275R102	1	03/31/10	12/04/12	954.23	1,310.87	0.00	-356.64
68.75	CEMIG SA-SPONS ADR N-V PFD 204409601	1	04/01/10	12/04/12	809.84	842.47	0.00	-32.63
180.00		1	09/30/09	12/04/12	2,120.32	1,997.64	0.00	122.68
275.00		1	10/29/09	12/04/12	3,239.37	3,280.00	0.00	-40.63
275.00		1	11/19/09	12/04/12	3,239.37	3,466.00	0.00	-226.63
343.75		1	02/25/10	12/04/12	4,049.22	4,135.00	0.00	-85.78
343.75		1	02/17/10	12/04/12	4,049.22	4,201.85	0.00	-152.63
343.75		1	01/20/10	12/04/12	4,049.22	4,235.00	0.00	-185.78
	Security Total:				21,556.56	22,157.96	0.00	-601.40
15.00	DEERE & COCOM 244199105	1	01/15/10	12/04/12	1,251.69	841.95	0.00	409.74
75.00		1	04/01/10	12/04/12	6,258.43	4,464.00	0.00	1,794.43
100.00		1	02/25/10	12/04/12	8,344.57	5,711.00	0.00	2,633.57
125.00		1	02/17/10	12/04/12	10,430.72	7,024.66	0.00	3,406.06
150.00		1	03/31/10	12/04/12	12,516.86	8,990.60	0.00	3,526.26
190.00		1	01/20/10	12/04/12	15,854.69	10,660.90	0.00	5,193.79
	Security Total:				54,656.96	37,693.11	0.00	16,963.85
15.00	DEVON ENERGY CORP NEWCOM 25179M103	1	01/07/10	12/04/12	777.13	1,137.26	0.00	-360.13
5.00	DIAGEO P L CSPNSRD ADR NEW 25243Q205	1	12/29/10	12/04/12	596.64	373.94	0.00	222.70

Statement B (cont'd)

Semloh Foundation
Whittier Trust-825118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

LONG-TERM TRANSACTIONS

40.00	E M C CORP MASSCOM 268648102	1	07/12/11	12/04/12	990.78	1,090.00	0.00	-99.22
70.00	GENERAL ELECTRIC COCOM 369604103	1	03/31/10	12/04/12	1,458.77	1,278.76	0.00	180.01
45.00	GILRAD SCIENCES INCCOM 375558103	1	04/01/10	12/04/12	3,361.49	2,053.35	0.00	1,308.14
75.00		1	01/20/10	12/04/12	5,602.49	3,455.25	0.00	2,147.24
100.00		1	02/17/10	12/04/12	7,469.98	4,858.00	0.00	2,611.98
150.00		1	10/20/09	12/04/12	11,204.97	6,914.32	0.00	4,290.65
150.00		1	11/19/09	12/04/12	11,204.97	6,994.50	0.00	4,210.47
250.00		1	09/30/09	12/04/12	18,674.96	11,602.50	0.00	7,072.46
	Security Total:				57,518.86	35,877.92	0.00	21,640.94
115.00	INTEL CORPCOM 458140100	1	02/17/10	12/04/12	2,268.21	309.45	0.00	1,958.76
300.00		1	12/27/10	12/04/12	5,917.07	6,260.19	0.00	-343.12
400.00		1	03/31/10	12/04/12	7,889.42	8,938.92	0.00	-1,049.50
500.00		1	02/25/10	12/04/12	9,861.78	10,343.51	0.00	-481.73
	Security Total:				25,936.48	25,852.07	0.00	84.41
5.00	INTERNATIONAL BUSINESS MACHSCOM 459200101	1	01/20/10	12/04/12	946.08	652.75	0.00	293.33
45.00	J P MORGAN CHASE & COCOM 46625H100	1	03/31/10	12/04/12	1,819.92	2,020.38	0.00	-200.46
150.00		1	10/20/09	12/04/12	6,066.39	6,924.00	0.00	-857.61
250.00		1	01/07/10	12/04/12	10,110.65	11,283.62	0.00	-1,172.97
	Security Total:				17,996.96	20,228.00	0.00	-2,231.04

Semloh Foundation
Whittier Trust-825118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

25.00	LOWE'S COS 548661107	1	12/17/09	12/04/12	888.98	595.00	0.00	293.98
10.00	MCKESSON CORP COM 58155Q103	1	03/31/10	12/04/12	949.08	656.47	0.00	292.61
35.00	MICROSOFT CORP COM 594918104	1	01/15/10	12/04/12	923.28	1,078.00	0.00	-154.72
55.00	ORACLE CORP COM 68389X105	1	03/31/10	12/04/12	1,769.87	1,416.10	0.00	353.77
100.00	PNC FINL SVCS GROUP INCCOM 693475105	1	07/12/10	12/04/12	5,448.93	6,136.82	0.00	-687.89
340.00		1	06/15/10	12/04/12	18,526.35	20,838.26	0.00	-2,311.91
	Security Total:				23,975.28	26,975.08	0.00	-2,999.80
20.00	PEPSICO INCCOM 713448108	1	03/31/10	12/04/12	1,395.36	1,325.55	0.00	69.81
25.00	SCHLUMBERGER LTDCOM 806857108	1	01/15/10	12/04/12	1,782.68	1,761.50	0.00	21.18
50.00	SYS CO CORP COM 871829107	1	04/01/10	12/04/12	1,558.31	1,478.00	0.00	80.31
250.00		1	02/25/10	12/04/12	7,791.55	7,305.00	0.00	486.55
250.00		1	07/12/10	12/04/12	7,791.55	7,384.60	0.00	406.95
260.00		1	01/15/10	12/04/12	8,103.21	7,280.00	0.00	823.21
500.00		1	01/07/10	12/04/12	15,583.10	14,039.00	0.00	1,544.10
	Security Total:				40,827.72	37,486.60	0.00	3,341.12
15.00	TARGET CORP COM 87612E106	1	04/01/10	12/04/12	928.78	794.85	0.00	133.93

Statement B (cont'd)

Semloh Foundation
Whittier Trust-825118
Schedule D
FEIN: 80-0319514

2012 SCHEDULE OF REALIZED GAINS & LOSSES

20.00	TEVA PHARMACEUTICAL INDS LTDADR 881624209	1	04/01/10	12/04/12	819.78	1,274.20	0.00	-454.42
30.00	TIME WARNER INCCOM NEW 887317303	1	07/12/11	12/04/12	1,399.17	1,072.80	0.00	326.37
20.00	WAL MART STORES INCCOM 931142103	1	04/01/10	12/04/12	1,449.77	1,107.80	0.00	341.97
Total LONG-TERM TRANSACTIONS					304,574.69	264,556.78	0.00	40,017.91
Grand Total:					541,794.35	501,681.87	0.00	40,112.48

Statement B (cont'd)