Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

Philanthropy International
333 N Indian Hill Blvd
Claremont, CA 91711

A Employer identification number
87-0643877

B Telephone number (see the instructions)
909-625-4511

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 ► ☐

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

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, column (c), line 16)* ► $ 11,295,800.

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)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)	1,280,989.			
	2	Ck ► ☐ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	824.	824.	824.	
	4	Dividends and interest from securities	82,398.	82,398.	82,398.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	166,727.			
	12	**Total.** Add lines 1 through 11	1,530,938.	83,222.	83,222.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	54,405.	27,202.		
	14	Other employee salaries and wages	27,587.	6,897.		
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 2	1,775.	888.		
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 3	2,607.	1,807.		
	19	Depreciation (attach sch) and depletion	470.	235.		
	20	Occupancy				
	21	Travel, conferences, and meetings	800.			
	22	Printing and publications	50.			
	23	Other expenses (attach schedule) See Statement 4	107,946.	48,462.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	195,640.	85,491.		
	25	Contributions, gifts, grants paid Part XV	1,442,870.			1,442,870.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,638,510.	85,491.	0.	1,442,870.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-107,572.			
	b	**Net investment income** (if negative, enter -0-)		0.		
	c	**Adjusted net income** (if negative, enter -0-)			83,222.	

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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			
	2	Savings and temporary cash investments	972,238.	223,138.	223,138.
	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 sch) ► 2,089,151.	Statement 5		
		Less allowance for doubtful accounts ►	1,163,153.	2,089,151.	2,089,151.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		1,000.	1,000.
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 6	4,689,223.	5,414,653.	5,414,653.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) Statement 7	4,148,204.	3,565,978.	3,565,978.
	14	Land, buildings, and equipment. basis ► 2,350.			
		Less accumulated depreciation (attach schedule) See Stmt 8 ► 470.		1,880.	1,880.
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	10,972,818.	11,295,800.	11,295,800.
LIABILITIES	17	Accounts payable and accrued expenses	1,818.	1,818.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	63,536.	63,536.	
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	65,354.	65,354.	
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	10,907,464.	11,230,446.	
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	10,907,464.	11,230,446.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,972,818.	11,295,800.	

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	10,907,464.
2	Enter amount from Part I, line 27a	2	-107,572.
3	Other increases not included in line 2 (itemize) ► See Statement 9	3	433,499.
4	Add lines 1, 2, and 3	4	11,233,391.
5	Decreases not included in line 2 (itemize) ► See Statement 10	5	2,945.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,230,446.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1 a	N/A			
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) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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**	
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**	

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) N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	**2**	
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**	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	**4**	
5	Multiply line 4 by line 3	**5**	
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	
7	Add lines 5 and 6	**7**	
8	Enter qualifying distributions from Part XII, line 4	**8**	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	0.
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	0.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a 1,840.		
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	1,840.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	1,840.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 1,840. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	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*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.picharity.org

14 The books are in care of ► Duke Draeger Telephone no ► 909-625-4511

Located at ► 333 N Indian Hill Blvd Claremont CA ZIP + 4 ► 91711

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Duaine Draeger 333 N Indian Hill Claremont, CA 91711	Dir Finance 24.00	31,880.	0.	0.
Tracy Haraksin 1414 Winston Ct Upland, CA 91786	Trustee 40.00	22,525.	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 ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Support various organizations to further their charitable purposes in accordance with the wishes of donors to the Foundation. Charitable support was provided to 168 organizations.	1,442,870.
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
	a Average monthly fair market value of securities	1a	
	b Average of monthly cash balances	1b	
	c Fair market value of all other assets (see instructions)	1c	
	d Total (add lines 1a, b, and c)	1d	0.
	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	
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	**Minimum investment return.** Enter 5% of line 5	6	0.

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

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
	a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,442,870.
	b Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
	a Suitability test (prior IRS approval required)	3a	
	b Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,442,870.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,442,870.

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					0.
2 Undistributed income, if any, as of the end of 2012.					
a Enter amount for 2011 only				0.	
b Total for prior years 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008	723,942.				
c From 2009	634,180.				
d From 2010	683,419.				
e From 2011	11,014,403.				
f **Total** of lines 3a through e		13,055,944.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 1,442,870.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2012 distributable amount					0.
e Remaining amount distributed out of corpus		1,442,870.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		14,498,814.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		14,498,814.			
10 Analysis of line 9					
a Excess from 2008	723,942.				
b Excess from 2009	634,180.				
c Excess from 2010	683,419.				
d Excess from 2011	11,014,403.				
e Excess from 2012	1,442,870.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

Check here ▶ ☐ 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

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 12				
Total			► **3a**	1,442,870.
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 Legacy Partner Charity					55,235.
b Management Fees					111,492.
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					824.
4 Dividends and interest from securities					82,398.
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					249,949.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	249,949.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1a	Advisory membership provides resources to aid financial professional in the
	encouragement and edudcation of the use of various tools for philanthropic
	purposes.
1b	Legacy Partners are provided tools for the education and enhancement of
	establishing a legacy of philanthropy across family generations.
3,4	This represents the income from invested funds designated to be used for
	philanthropic purposes by the donors.

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

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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

11-14-13 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self employed	PTIN
Brewster A Gray, CPA CGMA	Brewster A Gray CPA Brewster A Gray, CPA CGMA	11/14/13		P00388792

Firm's name ▶ Gray, Salt & Associates, LLP
Firm's EIN ▶ 45-0606931
Firm's address ▶ 201 W. 4th St., Ste. 100 - PO Box 2018
Claremont, CA 91711-8018
Phone no (909) 626-6462

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
Philanthropy International

Employer identification number
87-0643877

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

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

Name of organization	**Employer identification number**
Philanthropy International	87-0643877

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

(a) Number	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
1	Mitch Allen 28332 Camino Capistrano Laguna Niguel, CA 92677	$ 25,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II if there is a noncash contribution)
2	Bruncati CLAT 1702 Bluebird Rd Glendora, CA 91741	$ 118,430.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II if there is a noncash contribution)
3	Doug & Marilyn Faber ,	$ 15,171.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II if there is a noncash contribution)
4	David & Tammy Davis 6410 Crystal Point Missouri City, TX 77459	$ 13,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II if there is a noncash contribution)
5	Crystal Heft 327 Lonicera Ct Wilmington, NC 28411	$ 25,200.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II if there is a noncash contribution)
6	Kurtwood & Joan Smith 1146 N Central Ave #521 Glendale, CA 91202	$ 24,000.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
Philanthropy International	87-0643877

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Tim & Deborah Triplett 690 Camino Manzumas Thousand Oaks, CA 91360	$ 60,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	Michael & Merlene Conner ,	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	Joyce Davis Guine ,	$ 39,556.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	APEX Settlement ,	$ 9,051.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
11	McKenzie 2008 CLAT ,	$ 30,561.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
12	Marcus & Molly Adams 105 N. Willard Ave San Jose, CA 95126	$ 500,063.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 3 of 3 of Part 1

Name of organization	Employer identification number
Philanthropy International	87-0643877

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	Margo Hagen Beh ,	$ 84,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
14	Miss Y Inc 10153 1/2 Riverside Drive #114 Toluca Lake, CA 91602	$ 200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
15	Jason & Meredith Haase 798 Adeline Avenue San Jose, CA 95136	$ 120,481.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
16	Margaret Saroyian ,	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Philanthropy International

Employer identification number

87-0643877

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
12	19,300 Shares Facebook Stock	$ 500,063.	12/20/12
15	4,450 Shares Facebook Stock	$ 120,481.	12/20/12
		$	
		$	
		$	
		$	

Name of organization	**Employer identification number**
Philanthropy International	87-0643877

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Legacy Partner Charity	$ 55,235.		
Management Fees	111,492.		
Total	$ 166,727.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 1,775.	$ 888.		
Total	$ 1,775.	$ 888.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax on net investment income	$ 1,807.	$ 1,807.		
State franchise tax	800.			
Total	$ 2,607.	$ 1,807.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	$ 291.			
Computer and Web expense	706.			
Expenses paid on behalf of DAF	45,853.	$ 45,853.		
Insurance	1,077.			
Leased Employee Fees	48,376.	2,609.		
Marketing & Promotion	1,487.			
Meals and Entertainment	946.			
Miscellaneous expense	246.			
Office expense	352.			
Outside Consultants	6,185.			
Postage and Delivery	381.			

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Telecommunications	$ 2,046.			
Total	$ 107,946.	$ 48,462.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
Bruce & Cynthia Hamlin	$ 2,089,151.	$ 2,089,151.	$ 0.
Robert P Long	0.	0.	0.
Total	$ 2,089,151.	$ 2,089,151.	

Allowance for Doubtful Accounts	$ 0.
Net Other Notes/Loans Rec. - Book Value	$ 2,089,151.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Publicly Traded Securities	Mkt Val	$ 5,414,653.	$ 5,414,653.
Total		$ 5,414,653.	$ 5,414,653.

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

	Valuation Method	Book Value	Fair Market Value
Other Investments			
Partnership Interest	Mkt Val	$ 2,482,699.	$ 2,482,699.
Total Other Investments		$ 2,482,699.	$ 2,482,699.
Other Securities			
Annuity Contracts	Mkt Val	1,083,279.	1,083,279.
Total Other Securities		$ 1,083,279.	$ 1,083,279.
Total		$ 3,565,978.	$ 3,565,978.

Statement 8
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 2,350.	$ 470.	$ 1,880.	$ 1,880.
Total	$ 2,350.	$ 470.	$ 1,880.	$ 1,880.

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	$ 433,499.
Total	$ 433,499.

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

Non-deductible expenses	$ 2,945.
Total	$ 2,945.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	Philanthropy International
Name:	Duke Draeger
Care Of:	
Street Address:	333 N. Indian Hill Blvd
City, State, Zip Code:	Claremont, CA 91711
Telephone:	(909) 399-1100
E-Mail Address:	
Form and Content:	Applications can be submitted in letter form.
Submission Deadlines:	None
Restrictions on Awards:	Recipients must be qualified charities under Section 501(a) of the Internal Revenue Code.

Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
St. Dorothy's Catholic Church ,			Support of religious practices and teachings	$ 1,000.
Tierra del Sol Foundation ,			Support relief efforts and humanitarian aid.	1,000.
Juvenile Diabetes Research Foundation ,			Support research efforts toward cure for juvenile diabetes.	5,000.
Convelescent Aid Society ,			Advocacy for Elder Care	500.
The Salvation Army ,			Support shelters for homeless	3,300.
St Anne's Catholic Church ,			Support religious teachings and activities	5,000.
Trinity Presbyterian Church ,			Support religious teachings and activities	6,000.
Compassion International ,			Support for education of children in third world countries	1,398.
Coral Ridge Ministries ,			Support religious education and evangelism	3,550.
Alzheimers Association ,			Support research and aid to victims of Alzheimers disease	5,500.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Doctors without Borders ,			Support sending physicians to care for patients in third world countries	$ 9,330.
Arrowhead Christian Academy ,			Support Christian education	140,000.
Campus Crusade for Christ ,			Support evangelistic efforts on college campuses	1,000.
New Song Church ,			Support religious teaching and activities	6,400.
Taller San Jose ,			Support aid for disadvantaged individuals in the community	45,000.
Boys & Girls Club Santa Ana, CA			Support programs for disadvantaged youth	25,000.
Boys & Girls Clubs Tustin, CA			Support activities for disadvantaged youth	25,000.
North County Rape Council ,			Support for victims of rape and sexual abuse	250.
Boys & Girls Clubs Santa Maria, CA			Support programs for disadvantaged youth	556.
Samaritans Purse ,			Support community humanitarian aid	500.
Big Island Liturgy & Arts Center , HI			Support preservation of local culture	700.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Blackburn College ,			To support higher education	$ 500.
Spring Hills Community Church ,			To support religious teachings and activities	19,000.
Redwood Gospel Missions Santa Rosa, CA			To support evangelistic efforts	3,000.
First Baptist Church Pomona, CA			To support religious teachings and activities	3,600.
Amateur Baseball Development ,			To support training of youth in the enjoyment and participation in baseball	6,000.
A Foundation for Building Strength ,			Support treatment of myopathies.	2,000.
City of Hope Duarte, CA 91010			To support research on cancer treatment and cures.	2,500.
Immaculate Conception Monastery ,			Support monastic lifestyle	1,000.
American Heart Association ,			Support research toward treatment and awareness of heart disease.	300.
Anteaus Company ,			To encourage enjoyment and participation in theater arts.	5,250.
Baseline Church ,			Support religious education and practices.	425.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Bonita Unified School District ,			Support public education	$ 50.
Loyola Marymount University ,			Support higher education.	8,000.
National Multiple Sclerosis Society ,			Support research toward a cure for multiple sclerosis.	473.
Redlands Unified School District Redlands, CA			To support public education	1,000.
Redwood Empire Food Bank ,			Support programs for the poor and hungry.	3,000.
Torch Foundation ,			To support youth development programs	2,019.
Union Rescue Mission Los Angeles, CA			Support programs feeding the homeless and hungry.	3,000.
Universal Health Care Action Network ,			To support health care awareness.	15,500.
Amer Inst for Cancer Research ,			Support Cancer Research.	3,000.
Austin Lyric Opera Austin, TX			Support the enjoyment of opera and musical theater	10,000.
Biking for Fun ,			Encourage the enjoyment of bicycling and educate about health benefits	144,000.
Bob Tebow Evangelistic Assoc ,			Support evangelistic crusades	1,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Born Again Ministries ,			Support religious education and activities	$ 5,000.
Church of the Resurrection ,			Support religious education and activities	1,200.
Cross Walk Fellowship ,			Support religious education and activities	6,550.
Earthwatch Institute ,			Research and education regarding environmental issues	3,500.
Gulf of Catalina Grey Whales ,			Support efforts to preserve grey whales off the California coast	17,300.
Helping Homeless Help Themselves ,			Education and retraining of homeless	2,000.
Huntington Memorial Hospital ,			Support hospital capital and operating activities	3,000.
Last Chance for Animals ,			Support animal rescue efforts	1,000.
Macular Degeneration ,			Support research into treatment of macular degeneration	10,000.
Malamalama Waldorf School ,			Provide support for education	1,000.
Minnesota Medical Foundation ,			Support general medical research	1,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
National Federation for the Blind ,			Support assistance programs for the blind	$ 1,000.
Oregon Health & Science Univ Fdtn ,			Support general medical research	7,000.
Pistis Outreach Ministry ,			Support religious outreach	1,500.
Riverside Community Church ,			Support religious education and activities	1,000.
Sisters of Rolling Hills ,			Support religious activities	2,000.
SPCA Los Angeles, CA			Support efforts to prevent cruelty to animals.	1,000.
Upside Down Ministries ,			Support religious education and activities	14,000.
USC Norris Cancer Research , CA			Support cancer research efforts	5,000.
American Cancer Society ,			Fund cancer research	5,773.
CA Federation of Womens Clubs ,			Promote community service	500.
Christ the Redeemer Church ,			Support religious education and activities	8,000.
City School Texas , TX			Support education	200,000.
Delta Animal Rescue ,			Fund animal rescue	2,500.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Downtown Soup Kitchen ,			Support feeding of homeless	$ 1,000.
Food Bank of Alaska ,			Support feeding of the homeless	1,000.
Friendly Center ,			Providing humanitarian support	10,000.
Grace Ministry of Helping Hands ,			Support humanitarian efforts	250.
Guide Dog Foundation ,			Provide funding for training of guide dogs for the blind	1,000.
Health Access Foundation ,			Support public access to healthcare	500.
Junipero Serra High School ,			Support parochial education	5,000.
Little League Baseball ,			Support participation in baseball	5,000.
Loloma Foundation ,			Support humanitarian relief in Fiji	10,000.
Love INC ,			Provide support for those in need, encourage community outreach and support	3,000.
Mission to the World ,			Support missionaries sponsored through the Presbyterian Church (USA)	1,800.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Pat Tillman Foundation ,			Supporting military veterans and their families	$ 250.
Santa Ana Unified School District ,			Support public education	20,000.
Santa Catalina Island Conservancy ,			Support the protection of Santa Catalina Island	2,500.
Scholarship America ,			Support education	1,000.
So Cal Amer for Democratic Action ,			Encourage participation in the political system	1,250.
St Anthony's School ,			Support parochial education	1,800.
St Mary's Academy ,			Support parochial education	2,000.
Tulane University School of Medicine ,			Support higher education	5,000.
Westlake High Football Boosters ,			Support extra curricular educational activities	10,000.
Williamson Christian College ,			Support religious education and activities	1,500.
Wounded Warrior Project ,			Support wounded veterans and their families	7,500.
American Lung Association ,			Support Lung Disease research.	350.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Alpha Delta Pi Foundation ,			Provide academic scholarships.	$ 5,000.
Alpha USA ,			Supporting education.	200,000.
American Diabetes Association ,			Support research to find a cure for diabetes.	1,000.
American Red Cross-Central Texas ,			Support disaster relief efforts.	300.
Austin Children's Shelter ,			Provide support for homeless children.	300.
Austin Humane Society ,			Provide support to neglected and abandoned animals.	300.
Ausitn Ridge Bible Church ,			Support religious education and activities.	5,000.
Biola University ,			Support higher education.	4,000.
Cal Farley's Ranch ,			Support extra-curricular education activities for underprivileged youth.	100.
Capital Area Food Bank ,			Provide support for hungry and homeless population.	500.
Grace Haven Adoption ,			Support adoption services for orphans.	10,000.
Center for Child Protection ,			Support for victims of child sexual abuse.	300.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Children's Cancer Research ,			Support for cancer research.	$ 500.
Concordia High School ,			Support of secondary education.	100,000.
Coronado Hospital ,			Provide support for medical care.	5,000.
Disabled American Veterans ,			Provide support services to those disabled in military service.	1,000.
Donors Choose.org ,			Provide funding for specific projects requested by teachers serving K-12 populations.	702.
Blood of Jesus Ministries ,			Support activities that seek to minister to the poor and needy and those struggling with spiritual bondage.	1,500.
Emmanuel Lutheran Church ,			Support religious education and activities.	500.
Faith's Lodge ,			Support for families facing the illness or death of a child.	1,000.
Family Safety Foundation ,			Support education about child safety.	6,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
LA Maritime Museum Foundation ,			Support education and preservation of cultural history surrounding the maritime industry in Southern California.	$ 2,500.
Friends Church of Yorba Linda ,			Support religious education and activities.	200.
Friends of the Children of King County ,			Support mentoring for disadvantaged youth.	1,000.
Fullness in Christ Ministries ,			Support education for those in ministry.	50,000.
Go To Nations ,			Supporting education to mobilize local churches to send missionaries into the field.	2,500.
Good News Community Church ,			Support religious education and activities.	100.
Greybeards ,			Support humanitarian relief efforts.	1,500.
Holy Family Cathedral School ,			Support parochial education.	2,500.
Hospice Education Institute ,			Support education regarding hospice care.	300.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Illumination Foundation ,			Support efforts to break the cycle of homelessness in Orange County, CA	$ 10,000.
Inkalink International ,			Support evangelistic ministry to Latin American youth.	1,000.
International Justice Mission ,			Support the rescue of victims of injustice.	500.
Independent Feature Project ,			Support emerging independent filmmakers.	500.
Jerusalem Foundation ,			Support restoration and infrastructure development projects in Jerusalem, Israel.	500.
Lazerex Cancer Foundation ,			Support end stage cancer patient advocacy.	1,200.
Living Stones Church ,			Support religious education and activities.	3,000.
Mariners Church ,			Support religious education and activities.	3,000.
Lutheran Church - Missouri Synod ,			Support religious education and activities.	25,000.

Statement 12 (continued)
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Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
March of Dimes ,			Support research toward a cure for birth defects.	$ 300.
Meals on Wheels ,			Support program that provides meals to shut-ins.	300.
Ministry of Challenge ,			Support programs aiding substance abusers, prostitutes and at-risk youth and help them become productive members of society.	1,000.
Missoula Gospel Assembly ,			Support religious education and activities.	946.
Mothers Against Drunk Driving ,			Support education regarding the risks of drinking and driving.	300.
Millennium Relief & Development Services ,			Support humanitarian relief efforts.	600.
Friends of Chinese American Museum ,			Support cultural education about the Chinese culture.	5,000.
National Interscholastic Cycling ,			Support programs to encourage health through bicycle riding.	300.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
New York Restoration Project ,			Support the preservation and protection of public spaces and parks in New York City.	$ 1,500.
No Limits Theater Group ,			Support of the theater arts.	250.
Operation Children ,			Support for an organization working with Children & Family Services to place foster children.	1,000.
Pajama Program ,			Providing pajamas and new books to children in need.	798.
Pasadena Senior Center ,			Supporting programs for senior citizens in the Pasadena, CA area.	1,500.
Path to Recovery for Women ,			Support women in recovery from substance abuse and addiction.	5,000.
Pepperdine University ,			Supporting higher education.	100.
Pregnancy Support Center ,			Providing support for programs of education and services to pregnant women.	500.
Redlands Christian School ,			Support parochial education.	30,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Redlands Optimist Club ,			Support community service programs.	$ 5,000.
Gathering Inn ,			Support for retreats for holistic regeneration.	670.
Samuel Perry Natural Museum ,			Support for education regarding natural history.	300.
Southern California Public Radio ,			Support community supported radio.	200.
Special Olympics Texas ,			Support athletic programs for individuals with disabilities.	300.
Sage Hill School ,			Support education.	2,500.
St Peter & Paul Parish ,			Support religious education and activities.	200.
Texas Right to Life Committee ,			Support abortion education.	250.
Teen Challenge of So Cal ,			Support evangelistic ministry to street gangs and other youth at risk.	50.
Smile Train ,			Provide dental care for those who can't afford it.	330.
Thousand Oaks Little League ,			Support amateur youth athletic programs.	400.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
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Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Treehouse Center ,			Support treatment for emotional problems of adolescent girls.	$ 4,000.
United Way ,			Support broad based community service programs.	550.
University Park Church ,			Support religious education and activities.	300.
USO ,			Support relief services for military personnel.	300.
Visiting Nurse/Hospice - San Bernardino ,			Support care of the terminally ill.	10,000.
Ventura Elks Lodge ,			Support community service programs.	100.
Young Life ,			Support evangelism programs on college campuses.	600.
Youth Quake Live ,			Support ministries to youth through the medium of entertainment.	1,500.
Western Diocese Endowment Fund ,			Support religious education and activities.	2,500.
American Cancer Society ,			Support for cancer research.	2,000.
			Total	$ 1,442,870.