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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation HERBERT A. TEMPLETON FOUNDATION		A Employer identification number 93-0505586
Number and street (or P O box number if mail is not delivered to street address) 0650 SW GAINES STREET #1102		B Telephone number (see instructions) 503-223-0036
City or town, state and ZIP code PORTLAND OR 97239		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,465,569	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,439,992			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5	5		
	4 Dividends and interest from securities	642,836	637,746		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	740,606			
	b Gross sales price for all assets on line 6a	8,203,004			
	7 Capital gain net income (from Part IV, line 2)		740,606		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 1	324	324			
12 Total Add lines 1 through 11	2,823,763	1,378,681	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	38,000			38,000
	14 Other employee salaries and wages	18,035			18,035
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	3,135	1,568		1,567
	b Accounting fees (attach schedule) Stmt 3	8,830	4,415		4,415
	c Other professional fees (attach schedule) Stmt 4	130,577	130,577		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 5	4,323	4,851		7,251
	19 Depreciation (attach schedule) and depletion Stmt 6	333			
	20 Occupancy	25,389			25,389
	21 Travel, conferences, and meetings				
	22 Printing and publications	1,900			1,900
	23 Other expenses (att sch) Stmt 7	4,096			4,096
	24 Total operating and administrative expenses. Add lines 13 through 23	234,618	141,411	0	100,653
	25 Contributions, gifts, grants paid	941,422			941,422
26 Total expenses and disbursements. Add lines 24 and 25	1,176,040	141,411	0	1,042,075	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,647,723				
b Net investment income (if negative, enter -0-)		1,237,270			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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			7,815	20,539	20,539
	2	Savings and temporary cash investments			1,665,983	2,794,413	2,794,413
	3	Accounts receivable ▶	1,306			1,306	1,306
		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 ▶	0				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U.S. and state government obligations (attach schedule)	Stmt 8		2,360,967	2,540,233	2,561,670
	b	Investments – corporate stock (attach schedule)	See Stmt 9		12,082,958	13,018,960	14,081,869
	c	Investments – corporate bonds (attach schedule)	See Stmt 10		2,614,374	2,004,702	1,996,594
Liabilities	11	Investments – land, buildings, and equipment basis ▶					
		Less: accumulated depreciation (attach sch.) ▶					
	12	Investments – mortgage loans					
	13	Investments – other (attach schedule)					
	14	Land, buildings, and equipment basis ▶	9,178				
		Less: accumulated depreciation (attach sch.) ▶ Stmt 11	8,061		1,450	1,117	9,178
	15	Other assets (describe ▶)					
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			18,733,547	20,381,270	21,465,569
	17	Accounts payable and accrued expenses					
	18	Grants payable					
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted					
Net Assets or Fund Balances	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds			18,733,547	20,381,270	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)			18,733,547	20,381,270	
	31	Total liabilities and net assets/fund balances (see instructions)			18,733,547	20,381,270	

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	18,733,547
2	Enter amount from Part I, line 27a	2	1,647,723
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,381,270
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	20,381,270

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 ATTACHED SCHEDULES		P	Various	Various
b SEE ATTACHED SCHEDULES		P	Various	Various
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 1,213,124		1,116,780	96,344
b 6,982,944		6,345,618	637,326
c 6,936			6,936
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			96,344
b			637,326
c			6,936
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	740,606
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	96,344

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	901,235	19,425,995	0.046393
2010	883,254	18,605,862	0.047472
2009	873,810	16,535,975	0.052843
2008	858,998	18,391,755	0.046706
2007	1,003,913	20,144,356	0.049836

2 Total of line 1, column (d)	2	0.243250
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	0.048650
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	20,622,504
5 Multiply line 4 by line 3	5	1,003,285
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,373
7 Add lines 5 and 6	7	1,015,658
8 Enter qualifying distributions from Part XII, line 4	8	1,042,075

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	12,373
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	12,373
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	12,373
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,600
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	10,600
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	41
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,814
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?		
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) <input type="checkbox"/>		
OR		
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

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	

14 The books are in care of **▶ RUTH B. RICHMOND** Telephone no **▶ 503-223-0036**
0650 SW GAINES STREET #1102
 Located at **▶ PORTLAND** OR ZIP+4 **▶ 97239**

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
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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) <div style="margin-left: 20px;"> (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	1c		
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)) <div style="margin-left: 20px;"> a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

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

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
SEE ATTACHED SCHEDULE	0.00	38,000	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 THE FOUNDATION'S ONLY CHARITABLE ACTIVITY WAS MAKING GRANTS TO PUBLIC CHARITIES IN SUPPORT OF THEIR PROGRAMS. SEE ATTACHED LIST OF GRANTEEES AND GRANT AMOUNTS.	
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	

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	20,914,291
b	Average of monthly cash balances	1b	22,261
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	20,936,552
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	20,936,552
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	314,048
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,622,504
6	Minimum investment return. Enter 5% of line 5	6	1,031,125

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,031,125
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,373
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,373
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,018,752
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,018,752
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,018,752

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	1,042,075
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	1,042,075
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	12,373
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,029,702

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,018,752
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				26,887
b From 2008				
c From 2009				58,577
d From 2010				
e From 2011				
f Total of lines 3a through e	85,464			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,042,075				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				1,018,752
e Remaining amount distributed out of corpus	23,323			
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	108,787			
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				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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	26,887			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	81,900			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				58,577
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	23,323			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
RUTH B. RICHMOND 503-223-0036
0650 SW GAINES STREET #1102 PORTLAND OR 97239

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

c Any submission deadlines
MARCH 15 AND SEPTEMBER 15

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

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 SEE ATTACHED SCHEDULE				941,422
Total			► 3a	941,422
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	5	
4	Dividends and interest from securities			14	642,836	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	324	
8	Gain or (loss) from sales of assets other than inventory			14	740,606	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		1,383,771	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,383,771

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

[illegible]

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

- 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

- (2) Other assets**

- b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes

Signature of officer or trustee

Preparer's signature

Date _____

Check ☐ if
self-employed

Paid
Preparer
Use Only

JERRY O. POLLARD

Firm's name ▶ JARRARD, SEIBERT, POLLARD & CO, LLC

Firm's address ▶ 1800 Blankenship Rd, Suite 450
West Linn, OR 97068-4191

PTIN P00003217

Firm's EIN ▶ 93-0623130

Phone no **503-723-7600**

Form **990-PF** (2012)

**Schedule B,
(Form 990, 990-EZ,
or 990-PF)**Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

HERBERT A. TEMPLETON FOUNDATION**93-0505586**

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 foundationCheck 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 33¹/₃ % 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

HERBERT A. TEMPLETON FOUNDATION

Employer identification number

93-0505586

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HERBERT A TEMPLETON TRUST FOR ROBERT TEMPLETON C/O 0650 SW GAINES ST. #1102 PORTLAND OR 97239	\$ 1,439,992	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
B OF A SETTLEMENT	\$ 324	\$ 324	\$
Total	\$ 324	\$ 324	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 3,135	\$ 1,568	\$	\$ 1,567
Total	\$ 3,135	\$ 1,568	\$ 0	\$ 1,567

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 8,830	\$ 4,415	\$	\$ 4,415
Total	\$ 8,830	\$ 4,415	\$ 0	\$ 4,415

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBC/LATEEF/ML/UBS-INVESTMENT FEE	\$ 123,202	\$ 123,202	\$	\$
UBC/LATEEF-CUSTODIAN FEES	7,375	7,375		
Total	\$ 130,577	\$ 130,577	\$ 0	\$ 0

TEMPLETON HERBERT A. TEMPLETON FOUNDATION
Federal Statements

4/24/2013 3:30 PM

93-0505586

FYE: 12/31/2012

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAXES	\$ 6,116	\$	\$	6,116
NET FED TAX REFUND	-7,779			
STATE TAXES PAID	1,135			1,135
FOREIGN TAXES, DIVIDENDS	4,851	4,851		
Total	\$ 4,323	\$ 4,851	\$ 0	\$ 7,251

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
	OFFICE EQUIPMENT	\$ 9,178	\$ 7,728	Straight Line	5	\$ 333	\$	\$
Total		\$ 9,178	\$ 7,728			\$ 333	\$ 0	\$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses		\$	\$	
TELEPHONE	1,214			1,214
CONTRACT SERVICES	2,392			2,392
INSURANCE	340			340
MISCELLANEOUS	150			150
Total	\$ 4,096	\$ 0	\$ 0	\$ 4,096

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVT FIXED INCOME	\$ 2,360,967	\$ 2,540,233	Cost	\$ 2,561,670
Total	\$ 2,360,967	\$ 2,540,233		\$ 2,561,670

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS	\$ 12,082,958	\$ 13,018,960	Cost	\$ 14,081,869
Total	\$ 12,082,958	\$ 13,018,960		\$ 14,081,869

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS AND NOTES	\$ 2,614,374	\$ 2,004,702	Cost	\$ 1,996,594
Total	\$ 2,614,374	\$ 2,004,702		\$ 1,996,594

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICE EQUIPMENT	\$ 1,450	\$ 9,178	\$ 8,061	\$ 9,178
Total	\$ 1,450	\$ 9,178	\$ 8,061	\$ 9,178

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

LETTERS, IRC 501(C)(3) EVIDENCE, FINANCIAL STATEMENTS,
BOARD OF DIRECTORS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

MARCH 15 AND SEPTEMBER 15

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

SEE ATTACHED SCHEDULE

Templeton Foundation
Summary of 2012 Capital Gains

93-0505586

FORM 990-PF

PART I, LINE 6

	Short-Term	Long-Term	Total
Lateef	\$ 73,214	\$ 474,095	\$ 547,309
Lateef CG Distrib - NOTE A		2,140	2,140
Lateef II	15,338	79,177	94,515
Lateef II CG Distrib - NOTE B		2,165	2,165
UBS	1,208	(34)	1,174
UBS CG Distrib		2,631	2,631
ML Winslow LCG	(28,415)	22,990	(5,425)
ML Pimco Total Return	34,999	61,098	96,097
	<u>\$ 96,344</u>	<u>\$ 644,262</u>	<u>\$ 740,606</u>

NOTE A	Union Bank #2840	1,219
	US Bank #2840	921
		<u>2,140</u>

NOTE B	Union Bank #2850	2,035
	US Bank #2850	130
		<u>2,165</u>

LATEEF MANAGEMENT ASSOCIATES
ACCOUNT 6731022840

SCHEDULE OF CAPITAL TRANSACTIONS (CONTINUED):

QUAN	DESCRIPTION	(1-ST/2-LT) HOLDING PERIOD	DATE SOLD	PROCEEDS	COST	GAIN OR LOSS	
						SHORT TERM	LONG TERM
500	NUCOR CORP	2	1/20/12	20,890	20,249	-	641
300	ENERGIZER HOLDS INC	2	1/20/12	23,151	16,999	-	6,152
500	WAL MART STORES	2	1/20/12	29,839	23,944	-	5,895
400	FEDEX CORP	2	1/20/12	35,991	32,895	-	3,096
3,500	GENERAL ELEC CO	2	1/27/12	65,431	103,967		(38,536)
2,500	OLIN CORP	2	1/27/12	54,981	46,553	-	8,428
2,500	BEMIS INC	2	1/30/12	78,697	75,020	-	3,677
1,500	FOOT LOCKER INC	2	2/3/12	39,274	20,901	-	18,373
2,500	FOOT LOCKER INC	2	2/9/12	67,656	29,437	-	38,219
200,000	GENERAL MILLS NOTES	2	2/15/12	200,000	204,400	-	(4,400)
1,000	STANCORP FINL GROUP	2	2/22/12	39,949	27,268	-	12,681
1,250	COMCAST CORP SPEC CL A	2	2/22/12	34,638	21,300	-	13,338
350	FEDEX CORP	2	2/22/12	33,190	28,783		4,407
500	BOEING CO	2	2/22/12	37,549	20,501	-	17,048
1,500	LOWES COS INC	1	2/22/12	40,770	28,740	12,030	-
750	MICROSOFT CORP	2	2/23/12	23,445	15,570	-	7,875
3,500	LOWES COS INC	1	3/13/12	102,516	68,849	33,667	-
3,000	INTL PAPER CO	2	3/13/12	105,928	71,520	-	34,408
125,000	PACTIV CORP NOTES	2	3/16/12	127,311	131,321	-	(4,010)
1,500	INTEL CORP	2	3/28/12	41,670	31,730	-	9,940
75,000	ATLANTIC RICHFLD DEBT	2	4/2/12	75,000	80,716	-	(5,716)
600	HOME DEPOT INC	2	4/5/12	29,921	23,799	-	6,122
1,250	INTEL CORP	2	4/5/12	35,412	26,488	-	8,924
500	HONEYWELL INTL INC	2	4/5/12	30,499	13,874	-	16,625
500	STANCORP FINL GROUP	2	4/5/12	20,350	14,107	-	6,243
750	UNILEVER N V	2	4/5/12	25,852	23,181	-	2,671
500	PROCTER & GAMBLE CO	2	4/5/12	33,849	30,490	-	3,359
1,250	COMCAST CORP SPEC CL A	2	4/5/12	36,799	21,300	-	15,499
2,500	CORNING INC	2	4/5/12	34,574	40,425	-	(5,851)
2,000	ALEXANDRIA RE PFD C	2	4/13/12	50,000	51,200	-	(1,200)
1,200	HOME DEPOT INC	2	5/4/12	62,979	36,418	-	26,561
150,000	WEINGARTEN RLTY BDS	2	5/15/12	150,000	157,507	-	(7,507)
600	KIMBERLY CLARK CORP	2	5/21/12	47,910	38,032	-	9,878
2,500	WAL MART STORES	2	5/29/12	161,359	121,723	-	39,636
600	KIMBERLY CLARK CORP	2	6/14/12	48,629	39,346	-	9,283
750	UNITED CONT'L HOLDS COM	2	6/21/12	17,071	18,524	-	(1,453)
750	MERCK & CO COM	2	6/21/12	29,084	25,559	-	3,525
500	HONEYWELL INTL INC	2	6/21/12	27,874	15,385	-	12,489
600	KIMBERLY CLARK CORP	2	6/21/12	49,415	38,177	-	11,238
450	HOME DEPOT INC	1/2	6/21/12	23,521	13,008	5,557	4,956
500	CVS CAREMARK CORP	2	6/21/12	22,869	17,610		5,259
400	THE TRAVELERS COS INC	2	6/21/12	25,183	17,272		7,911
1,500	COMCAST CORP SPEC CL A	2	6/21/12	45,794	25,560		20,234
2,500	SYSCO CORP	2	6/22/12	73,573	80,342		(6,769)
200,000	HEALTH CARE PPTY NT 6 45%	2	6/25/12	200,000	212,000		(12,000)
1,500	GENERAL ELEC CO	2	6/25/12	29,654	51,358		(21,704)
2,000	MERCK & CO. COM	2	7/17/12	85,816	68,157		17,659
750	PFIZER INC.	2	7/23/12	17,670	21,053		(3,383)

LATEEF MANAGEMENT ASSOCIATES
ACCOUNT 6731022840

SCHEDULE OF CAPITAL TRANSACTIONS (CONTINUED):

QUAN	DESCRIPTION	(1-ST/2-LT) HOLDING PERIOD	DATE SOLD	PROCEEDS	COST	GAIN OR LOSS	
						SHORT TERM	LONG TERM
200,000	PACKAGING CORP AMER	2	7/26/12	210,648	216,475		(5,827)
750	HOME DEPOT INC	1	8/1/12	40,067	22,530	17,537	-
1,250	PFIZER INC.	2	8/3/12	30,187	31,915	-	(1,728)
125,000	FORD MOTOR CO	2	8/1/12	125,000	126,250	-	(1,250)
200,000	LIBERTY PPTY LP	2	8/15/12	200,000	210,000	-	(10,000)
1,500	SYSCO CORP	2	8/20/12	45,956	48,182	-	(2,226)
750	PACKAGING CORP AMER	2	8/29/12	23,992	16,135	-	7,857
400	THE TRAVELERS COS INC	2	8/29/12	26,119	17,272	-	8,847
450	EXXON	2	8/29/12	39,514	29,517	-	9,997
	subtotals			3,435,016			
1,500	FEDEX CORP	1/2	9/20/12	133,681	121,257	4,423	8,001
1,500	HONEYWELL INTL INC	2	9/18/12	89,518	59,666	-	29,852
3,000	PACKAGING CORP AMER	2	9/26/12	100,678	63,690	-	36,988
1,000	PACKAGING CORP AMER	2	9/27/12	34,755	21,230	-	13,525
2,000	SYSCO CORP	2	9/28/12	61,763	60,690	-	1,073
750	PACKAGING CORP AMER	2	10/3/12	27,202	18,788	-	8,414
750	PACKAGING CORP AMER	2	10/10/12	26,893	20,220	-	6,673
3,000	BALL CORP	2	12/5/12	134,177	59,496	-	74,681
1,750	KROGER CO	2	12/11/12	46,969	38,605	-	8,364
4,500	NEW YORK COMMUNITY BAN	2	12/31/12	58,157	77,058	-	(18,901)
FRACT	BANK OF AMERICA CORP	2	12/19/12	34	-	-	34
	subtotals			713,827		-	-
				<u>4,148,843</u>	<u>3,601,534</u>	<u>73,214</u>	<u>474,095</u>

LATEEF MANAGEMENT ASSOCIATES II
ACCOUNT 6731022850

SCHEDULE OF CAPITAL TRANSACTIONS:

		(1-ST/2-LT)				GAIN OR LOSS	
QUANT.	DESCRIPTION	HOLDING PERIOD	DATE SOLD	PROCEEDS	COST	SHORT-TERM	LONG-TERM
100	FEDEX CORP	2	1/20/12	8,977	8,268	-	709
300	SYSCO CORP	2	1/20/12	8,961	9,684	-	(723)
450	MICROSOFT CORP	2	1/20/12	12,694	9,387	-	3,307
150	HONEYWELL INTL INC	2	1/20/12	8,539	4,929	-	3,610
500	BEMIS INC	2	1/30/12	15,756	15,117	-	639
1,000	FOOT LOCKER INC	1/2	2/9/12	27,086	17,753	3,613	5,720
350	OWENS ILL INC	2	2/22/12	8,379	10,318	-	(1,939)
100	BOEING CO	2	2/22/12	7,497	3,984	-	3,513
350	PACKAGING CORP AMER	2	2/22/12	10,283	7,740	-	2,543
750	INTL PAPER CO	2	3/13/12	26,464	17,978	-	8,486
50,000	PACTIV CORP NOTES	2	3/16/12	50,925	52,425	-	(1,500)
900	ALEXANDRIA RE PFD C	2	4/13/12	22,500	23,130	-	(630)
225	BALL CORP	2	4/27/12	9,606	4,456	-	5,150
250	HOME DEPOT INC	1/2	4/27/12	12,730	8,960	2,101	1,669
250	GENERAL ELECTRIC	2	4/27/12	4,847	8,275	-	(3,428)
300	WEINGARTEN RLTY INV	2	4/27/12	7,689	9,381	-	(1,692)
750	CORNING INC	2	4/27/12	9,952	12,892	-	(2,940)
500	STAPLES INC	2	4/27/12	7,555	8,429	-	(874)
900	BRANDYWINE REALTY TRUST	2	5/3/12	22,500	17,976	-	4,524
900	BRANDYWINE REALTY TRUST	1	5/3/12	75	-	75	-
900	BRANDYWINE REALTY TRUST	1	5/15/12	9	-	9	-
350	HOME DEPOT INC	1	5/4/12	18,347	10,469	7,878	-
50,000	WEINGARTEN RLTY INV	2	5/15/12	50,000	52,503	-	(2,503)
350	KIMBERLY CLARK CORP	2	5/21/12	27,948	22,080	-	5,868
600	WAL MART STORES	2	5/29/12	38,585	29,497	-	9,088
750	COMCAST CORP SP CL A	2	6/21/12	22,859	12,877	-	9,982
300	CVS CAREMARK CORP	2	6/21/12	13,692	9,096	-	4,596
350	INTEL CORP	2	6/21/12	9,572	7,406	-	2,166
400	CBL & ASSOC PPTYS INC	1	6/21/12	7,412	5,750	1,662	-
900	SYSCO CORP	2	6/22/12	26,468	29,027	-	(2,559)
40,000	HEALTHCARE PPTY NT 6.45%	2	6/25/12	40,000	42,400	-	(2,400)
450	MERCK & CO	2	7/17/12	19,291	15,309	-	3,982
35,000	PACKAGING CORP AMER	2	7/26/12	36,863	37,881	-	(1,018)
350	PFIZER INC	2	8/3/12	8,445	8,352	-	93
50,000	LIBERTY PPTY LP	2	8/15/12	50,000	52,450	-	(2,450)
250	PACKAGING CORP AMER	2	8/29/12	7,992	5,354	-	2,638
				660,498			
300	FEDEX CORP	2	9/20/12	26,713	24,274	-	2,439
250	GENERAL ELECTRIC	2	9/27/12	5,567	8,723	-	(3,156)
350	HONEYWELL INTL INC	2	9/17/12	20,930	13,507	-	7,423
1,000	PACKAGING CORP AMER	2	9/26/12	33,764	22,890	-	10,874
40,000	ANADARKO PETRO	2	10/1/12	40,000	41,534	-	(1,534)
1,250	ALCOA INC	2	11/6/12	10,812	20,307	-	(9,495)
650	NY COMMUNITY BANCORP	2	11/9/12	8,742	11,429	-	(2,687)
250	CROWN HOLDINGS INC	2	11/9/12	9,637	5,765	-	3,872
625	BALL CORP	2	12/5/12	27,774	14,678	-	13,096
750	KROGER	2	12/11/12	20,126	15,415	-	4,711
FRACT	BANK OF AMERICA	2	12/19/12	7	-	-	7
				204,072			
				864,570	770,055	15,338	79,177

UBS FINANCIAL SERVICES
ACCOUNT LL 69527 BD

SCHEDULE OF CAPITAL TRANSACTIONS:

QUAN	DESCRIPTION	(1-ST/2-LT)	DATE SOLD	PROCEEDS	COST	GAIN OR LOSS	
		HOLDING PERIOD				SHORT TERM	LONG TERM
464 602	FIRST EAGLE OVERSEAS FD	1	12/6/12	10,500	9,292	1,208	
1,141 994	INVESCO DEV MKTS FD CL A	2	12/6/12	37,800	37,834		(34)
						-	
						-	
						-	
						-	
						-	
				<u>48,300</u>	<u>47,126</u>	<u>1,208</u>	<u>(34)</u>

MERRILL LYNCH
ACCOUNT 311-04H18

SCHEDULE OF CAPITAL TRANSACTIONS:

		(1-ST/2-LT)				GAIN OR LOSS	
QUAN	DESCRIPTION	HOLDING PERIOD	DATE SOLD	PROCEEDS	COST	SHORT TERM	LONG TERM
66 000	CITRIX SYSTEMS INC	2	1/25/12	4,426	4,594		(168)
7 000	CME GROUP INC	2	1/10/12	1,596	2,228		(632)
7.000	CME GROUP INC	2	1/11/12	1,596	2,228		(632)
23.000	CME GROUP INC	2	1/19/12	5,529	7,321		(1,792)
37 000	DEERE CO	2	1/23/12	3,219	3,011		208
8 000	FMC TECHS INC	2	1/3/12	428	352		76
20.000	FMC TECHS INC	2	1/19/12	1,070	880		190
2.000	GOOGLE INC CL A	2	1/9/12	1,245	1,181		64
5 000	GOOGLE INC CL A	2	1/10/12	3,092	2,954		138
3 000	GOOGLE INC CL A	2	1/10/12	1,868	1,772		96
38 000	SCHLUMBERGER LTD	2	1/12/12	2,660	3,092		(432)
23 000	SCHLUMBERGER LTD	2	1/13/12	1,570	1,871		(301)
28 000	SCHLUMBERGER LTD	2	1/17/12	1,907	2,278		(371)
1 000	SCHLUMBERGER LTD	2	1/17/12	68	81		(13)
44.000	SCHLUMBERGER LTD	2	1/20/12	3,226	3,580		(354)
34 000	VARIAN MEDICAL SYS	2	1/23/12	2,336	2,299		37
69 000	CTRIIP COM INTL LTD ADR	1	1/10/12	1,557	2,962	(1,405)	
7 000	CTRIIP COM INTL LTD ADR	1	1/13/12	174	300	(126)	
61 000	CTRIIP COM INTL LTD ADR	1	1/13/12	1,513	2,437	(924)	
49 000	CTRIIP COM INTL LTD ADR	1	1/13/12	1,215	1,911	(696)	
4 000	CTRIIP COM INTL LTD ADR	1	1/13/12	99	149	(50)	
24.000	CTRIIP COM INTL LTD ADR	1	1/13/12	595	911	(316)	
5 000	CTRIIP COM INTL LTD ADR	1	1/17/12	120	190	(70)	
34 000	CTRIIP COM INTL LTD ADR	1	1/17/12	817	1,481	(664)	
50 000	CTRIIP COM INTL LTD ADR	1	1/17/12	1,202	1,592	(390)	
70 000	PEABODY ENERGY	1	1/10/12	2,520	3,253	(733)	
13 000	PEABODY ENERGY	1	1/10/12	468	605	(137)	
49 000	PEABODY ENERGY	1	1/10/12	1,764	2,434	(670)	
57 000	AMERICAN TOWER REIT	2	2/7/12	3,593	2,879		714
9 000	CITRIX SYSTEMS INC	2	2/22/12	662	626		36
10 000	CITRIX SYSTEMS INC	2	2/23/12	735	696		39
33.000	DEERE CO	2	2/3/12	2,921	2,686		235
24.000	DEERE CO	2	2/9/12	2,111	1,953		158
25 000	DEERE CO.	2	2/13/12	2,205	2,035		170
59.000	EDWARDS LIFESCIENCES	2	2/15/12	4,378	4,137		241
34.000	FMC TECHS INC	2	1/30/12	1,736	1,495		241
34.000	LAUDER ESTEE COS INC	2	1/31/12	1,957	1,319		638
56.000	ABERCROMBIE & FITCH CO	1	2/2/12	2,286	3,906	(1,620)	
36.000	ABERCROMBIE & FITCH CO	1	2/2/12	1,470	2,047	(577)	
17.000	ABERCROMBIE & FITCH CO	1	2/2/12	694	1,138	(444)	
78.000	ABERCROMBIE & FITCH CO	1	2/2/12	3,184	3,510	(326)	
47.000	ABERCROMBIE & FITCH CO	1	2/2/12	1,919	2,114	(195)	
125.000	GENERAL MILLS	1	2/24/12	4,766	4,927	(161)	
24.000	LINKEDIN CORP	1	2/22/12	2,160	1,823	337	
60.000	CITRIX SYSTEMS INC	2	3/7/12	4,296	4,176		120
32.000	DEERE CO.	2	3/7/12	2,540	2,604		(64)
71.000	DEERE CO.	2	3/7/12	5,613	5,779		(166)
22.000	INTERCONTL EXCHANGE	2	3/26/12	3,058	2,578		480
35.000	LAUDER ESTEE COS INC	2	3/16/12	2,180	1,357		823

SCHEDULE OF CAPITAL TRANSACTIONS (continued):

QUAN	DESCRIPTION	(1-ST/2-LT) HOLDING PERIOD	DATE SOLD	PROCEEDS	COST	GAIN OR LOSS	
						SHORT TERM	LONG TERM
95.000	ORACLE CORP	2	3/21/12	2,827	2,809		18
27 000	SHIRE PLC-ADR	2	3/19/12	2,778	1,895		883
73.000	SCHLUMBERGER LTD	2	3/21/12	5,409	5,940		(531)
78.000	SCHLUMBERGER LTD	2	3/22/12	5,579	6,347		(768)
13 000	SCHLUMBERGER LTD	2	3/23/12	943	1,058		(115)
18.000	CELGENE CORP	1	3/19/12	1,358	1,169	189	
59.000	GENERAL MILLS	1	2/27/12	2,246	2,326	(80)	
61 000	GENERAL MILLS	1	2/28/12	2,315	2,404	(89)	
20 000	SCHLUMBERGER LTD	1	3/23/12	1,450	1,645	(195)	
7 000	SCHLUMBERGER LTD	1	3/23/12	508	571	(63)	
23 000	SCHLUMBERGER LTD	1	3/23/12	1,668	1,976	(308)	
20.000	SCHLUMBERGER LTD	1	3/23/12	1,450	1,345	105	
6.000	APPLE INC	2	4/24/12	3,341	1,918		1,423
34 000	CITRIX SYSTEMS INC	2	3/28/12	2,650	2,367		283
20 000	CITRIX SYSTEMS INC	2	4/9/12	1,522	1,392		130
26.000	CITRIX SYSTEMS INC	2	4/10/12	1,972	1,810		162
62 000	C H ROBINSON WORLDW	2	4/25/12	3,741	4,824		(1,083)
28.000	CERNER CORP	2	4/25/12	2,038	1,287		751
44.000	O'REILLY AUTOMOTIVE INI	2	4/19/12	4,228	2,697		1,531
25.000	OCCIDENTAL PETE CORP	2	4/16/12	2,201	2,312		(111)
8 000	PRICELINE COM INC	2	4/10/12	6,097	3,335		2,762
51 000	VERISIGN INC	2	4/25/12	2,123	1,719		404
31.000	YUM BRANDS INC	2	4/16/12	2,229	1,550		679
19 000	BAIDU INC SPON ADR	2	5/9/12	2,363	2,058		305
34.000	BAIDU INC SPON ADR	2	5/11/12	4,181	3,684		497
20 000	BAIDU INC SPON ADR	2	5/25/12	2,360	2,167		193
195 000	COGNIZANT TECH SOLUTI	2	5/7/12	10,955	13,675		(2,720)
172 000	COGNIZANT TECH SOLUTI	2	5/7/12	9,817	12,062		(2,245)
97 000	C H. ROBINSON WORLDW	2	4/26/12	5,730	7,547		(1,817)
29.000	CLIFFS NATURAL RESOUR	2	4/27/12	3,666	4,248		(582)
50.000	CLIFFS NATURAL RESOUR	2	5/1/12	3,105	3,600		(495)
30 000	CERNER CORP	2	4/26/12	2,186	1,379		807
34 000	FMC TECHS INC	2	5/8/12	1,471	1,495		(24)
149 000	JPMORGAN CHASE	2	5/17/12	5,145	6,105		(960)
77 000	NETAPP INC	2	5/22/12	2,581	4,189		(1,608)
100.000	NETAPP INC	2	5/24/12	2,859	5,441		(2,582)
30 000	NETAPP INC	2	5/24/12	858	1,644		(786)
23 000	NETAPP INC	2	5/24/12	658	1,112		(454)
29 000	OCCIDENTAL PETE CORP	2	5/4/12	2,528	2,682		(154)
38 000	OCCIDENTAL PETE CORP	2	5/9/12	3,182	3,514		(332)
144 000	ORACLE CORP	2	5/16/12	3,861	4,258		(397)
337 000	ORACLE CORP	2	5/18/12	8,559	9,965		(1,406)
281 000	ORACLE CORP	2	5/18/12	7,230	8,309		(1,079)
12.000	PERRIGO CO.	2	5/1/12	1,261	1,020		241
1 000	PERRIGO CO.	2	5/2/12	104	85		19
89 000	VARIAN MEDICAL SYS	2	4/26/12	5,652	6,019		(367)
4.000	VARIAN MEDICAL SYS	2	4/26/12	254	276		(22)
31.000	VARIAN MEDICAL SYS	2	4/26/12	1,969	2,131		(162)
62 000	AUTODESK INC DEV	1	5/18/12	1,807	2,362	(555)	
34 000	AUTODESK INC DEV	1	5/18/12	991	1,395	(404)	
21.000	AUTODESK INC DEV	1	5/18/12	624	861	(237)	

SCHEDULE OF CAPITAL TRANSACTIONS (continued):

QUAN	DESCRIPTION	(1-ST/2-LT)		PROCEEDS	COST	GAIN OR LOSS	
		HOLDING PERIOD	DATE SOLD			SHORT TERM	LONG TERM
57 000	AUTODESK INC DEV	1	5/18/12	1,694	2,365	(671)	
56.000	AUTODESK INC DEV	1	5/18/12	1,664	2,328	(664)	
56.000	AUTODESK INC DEV	1	5/18/12	1,664	2,377	(713)	
56 000	COGNIZANT TECH SOLUTI	1	5/7/12	3,196	4,094	(898)	
45 000	CLIFFS NATURAL RESOUR	1	5/1/12	2,794	3,928	(1,134)	
7.000	FOSSIL INC	1	5/8/12	573	684	(111)	
27.000	FOSSIL INC	1	5/16/12	1,960	2,639	(679)	
4.000	FOSSIL INC	1	5/16/12	290	401	(111)	
18 000	FOSSIL INC	1	5/17/12	1,292	1,804	(512)	
18.000	FOSSIL INC	1	5/17/12	1,292	2,287	(995)	
45.000	GOLDMAN SACHS	1	5/11/12	4,612	4,612	-	
5 000	GOLDMAN SACHS	1	5/14/12	501	590	(89)	
45.000	GOLDMAN SACHS	1	5/14/12	4,507	6,009	(1,502)	
5.000	GOLDMAN SACHS	1	5/14/12	501	590	(89)	
26.000	LINKEDIN CORP	1	5/2/12	2,736	1,975	761	
64.000	MICROSOFT CORP	1	5/4/12	1,987	1,791	196	
45.000	MICROSOFT CORP	1	5/15/12	1,383	1,259	124	
77.000	MICROSOFT CORP	1	5/16/12	2,316	2,155	161	
31 000	MICROSOFT CORP	1	5/16/12	932	861	71	
80 000	MICROSOFT CORP	1	5/16/12	2,406	2,223	183	
85 000	MICROSOFT CORP	1	5/16/12	2,557	2,407	150	
92 000	MICROSOFT CORP	1	5/16/12	2,767	2,723	44	
54 000	NETAPP INC	1	5/24/12	1,544	1,941	(397)	
30 000	NETAPP INC	1	5/24/12	858	1,080	(222)	
19.000	NETAPP INC	1	5/24/12	543	684	(141)	
7.000	NETAPP INC	1	5/24/12	200	252	(52)	
26.000	PERRIGO CO	1	5/2/12	2,708	2,267	441	
25.000	RALPH LAUREN CORP	1	5/21/12	3,599	3,061	538	
31.000	VARIAN MEDICAL SYS	1	4/26/12	1,969	2,123	(154)	
32 000	CONCHO RESOURCES INC	2	6/19/12	2,855	3,293		(438)
3.000	CONCHO RESOURCES INC	2	6/19/12	268	318		(50)
20 000	CONCHO RESOURCES INC	2	6/19/12	1,784	2,071		(287)
5 000	CONCHO RESOURCES INC	2	6/19/12	446	531		(85)
33 000	CONCHO RESOURCES INC	2	6/21/12	2,744	3,503		(759)
187 000	E M C CORP MASS	2	6/14/12	4,449	4,155		294
96 000	E M C CORP MASS	2	6/21/12	2,328	2,133		195
42 000	FMC TECHS INC	2	6/21/12	1,629	1,847		(218)
119 000	JPMORGAN CHASE	2	6/4/12	3,726	4,876		(1,150)
33.000	OCCIDENTAL PETE CORP	2	6/15/12	2,785	3,052		(267)
4 000	OCCIDENTAL PETE CORP	2	6/21/12	326	370		(44)
43 000	OCCIDENTAL PETE CORP	2	6/21/12	3,506	4,063		(557)
14.000	OCCIDENTAL PETE CORP	2	6/21/12	1,141	1,484		(343)
21.000	OCCIDENTAL PETE CORP	2	6/21/12	1,712	2,187		(475)
71 000	UNITEDHEALTH GROUP IN	2	6/18/12	4,140	3,452		688
26 000	CAMERON INTL CORP	1	6/21/12	1,098	1,456	(358)	
34.000	CAMERON INTL CORP	1	6/21/12	1,436	1,931	(495)	
25.000	CAMERON INTL CORP	1	6/21/12	1,056	1,422	(366)	
83.000	FACEBOOK INC	1	6/5/12	2,217	2,655	(438)	
76.000	JPMORGAN CHASE	1	6/4/12	2,379	2,279	100	
29 000	JPMORGAN CHASE	1	6/4/12	908	1,097	(189)	
63 000	JPMORGAN CHASE	1	6/4/12	1,972	2,358	(386)	

SCHEDULE OF CAPITAL TRANSACTIONS (continued):

QUAN	DESCRIPTION	(1-ST/2-LT)		PROCEEDS	COST	GAIN OR LOSS	
		HOLDING PERIOD	DATE SOLD			SHORT TERM	LONG TERM
31 000	JPMORGAN CHASE	1	6/4/12	971	1,347	(376)	
19.000	OCCIDENTAL PETE CORP	1	6/21/12	1,549	1,658	(109)	
61 000	AMERICAN TOWER REIT	2	7/10/12	4,279	3,081		1,198
58 000	E M C CORP MASS	2	7/16/12	1,354	1,289		65
61 000	LAS VEGAS SANDS CORP	2	7/26/12	2,140	2,832		(692)
44 000	LAS VEGAS SANDS CORP	2	7/26/12	1,568	2,043		(475)
17 000	LAS VEGAS SANDS CORP	2	7/26/12	606	814		(208)
1.000	RALPH LAUREN CORP	2	6/29/12	140	122		18
16.000	RALPH LAUREN CORP	2	6/29/12	2,236	2,013		223
4 000	RALPH LAUREN CORP	2	7/2/12	560	503		57
65 000	TD AMERITRADE HLDG CC	2	7/2/12	1,105	1,192		(87)
190 000	TD AMERITRADE HLDG CC	2	7/3/12	3,246	3,484		(238)
44 000	UNITEDHEALTH GROUP IN	2	7/19/12	2,382	2,140		242
5 000	UNITEDHEALTH GROUP IN	2	7/19/12	271	250		21
69 000	UNITEDHEALTH GROUP IN	2	7/19/12	3,736	3,396		340
40 000	UNITEDHEALTH GROUP IN	2	7/19/12	2,166	1,996		170
4.000	UNITEDHEALTH GROUP IN	2	7/19/12	217	200		17
61.000	UNITEDHEALTH GROUP IN	2	7/25/12	3,156	3,049		107
28 000	UNITEDHEALTH GROUP IN	2	7/25/12	1,449	1,418		31
61 000	VERISIGN INC	2	7/10/12	2,634	2,056		578
50.000	INFORMATICA CORP	1	7/6/12	1,519	2,310	(791)	
50.000	INFORMATICA CORP	1	7/6/12	1,519	2,118	(599)	
28 000	BAIDU INC SPON ADR	2	8/23/12	3,122	3,034		88
18 000	COSTCO	2	7/30/12	1,749	1,276		473
43 000	LAS VEGAS SANDS CORP	2	8/23/12	1,860	2,058		(198)
21.000	PRICELINE COM INC	2	8/8/12	12,129	8,754		3,375
192 000	FACEBOOK INC	1	8/2/12	3,842	6,142	(2,300)	
5.000	LINKEDIN CORP	1	8/2/12	478	380	98	
28 000	LINKEDIN CORP	1	8/2/12	2,676	1,855	821	
5 000	LINKEDIN CORP	1	8/2/12	461	331	130	
13.000	LINKEDIN CORP	1	8/2/12	1,199	1,170	29	
27.000	LINKEDIN CORP	1	8/2/12	2,491	2,429	62	
3.000	AMAZON COM INC.	2	9/19/12	781	523		258
6.000	ALTERA CORP	2	9/19/12	224	252		(28)
1 000	AMERICAN TOWER REIT	2	9/19/12	71	51		20
3.000	APPLE INC.	2	9/19/12	2,107	959		1,148
16.000	BORG WARNER INC	2	9/19/12	1,211	1,063		148
12 000	BAIDU INC SPON ADR	2	9/6/12	1,337	1,300		37
13.000	BAIDU INC SPON ADR	2	9/6/12	1,448	1,652		(204)
1 000	COSTCO	2	9/19/12	102	71		31
35.000	DANAHER CORP DEL	2	9/19/12	1,959	1,596		363
7.000	ECOLAB INC	2	9/19/12	446	337		109
2.000	EXPRESS SCRIPTS HLDG	2	9/19/12	126	109		17
7 000	FLUOR CORP	2	9/19/12	419	437		(18)
5.000	FRANKLIN RES INC	2	9/19/12	631	586		45
1.000	GOOGLE INC CL A	2	9/19/12	721	591		130
9.000	ILLINOIS TOOL WORKS	2	9/19/12	553	456		97
19.000	INTERCONTL EXCHANGE	2	9/19/12	2,601	2,227		374
7.000	INTUIT INC	2	9/19/12	410	333		77
5.000	LAUDER ESTEE COS INC	2	9/19/12	309	194		115
2.000	LAS VEGAS SANDS CORP	2	9/19/12	93	96		(3)

MERRILL LYNCH
ACCOUNT 311-04H18

SCHEDULE OF CAPITAL TRANSACTIONS (continued):

QUAN	DESCRIPTION	(1-ST/2-LT)		PROCEEDS	COST	GAIN OR LOSS	
		HOLDING PERIOD	DATE SOLD			SHORT TERM	LONG TERM
9.000	MONSANTO CO	2	9/19/12	818	670		148
4.000	O'REILLY AUTOMOTIVE IN	2	9/19/12	329	245		84
12.000	PERRIGO CO.	2	9/13/12	1,327	1,047		280
1.000	RALPH LAUREN CORP	2	9/19/12	159	126		33
4.000	SHIRE PLC-ADR	2	9/19/12	368	281		87
16.000	SHIRE PLC-ADR	2	9/20/12	1,425	1,123		302
8.000	SHIRE PLC-ADR	2	9/21/12	712	561		151
22.000	SHIRE PLC-ADR	2	9/24/12	1,966	1,544		422
11.000	STARBUCKS	2	9/19/12	551	408		143
172.000	TD AMERITRADE HLDG CC	2	9/21/12	2,756	3,154		(398)
1.000	UNITEDHEALTH GROUP IN	2	9/19/12	55	51		4
6.000	UNION PACIFIC CORP	2	9/19/12	749	553		196
12.000	UNITED TECHS CORP	2	9/19/12	979	939		40
1.000	VERISIGN INC	2	9/19/12	47	34		13
15.000	VISA INC CL A	2	9/19/12	2,020	1,193		827
3.000	YUM BRANDS INC	2	9/19/12	202	150		52
4.000	BIOGEN IDEC INC	1	9/19/12	620	391	229	
3.000	BLACKROCK INC	1	9/19/12	548	506	42	
4.000	BAIDU INC SPON ADR	1	9/6/12	446	500	(54)	
14.000	BAIDU INC SPON ADR	1	9/7/12	1,541	1,749	(208)	
3.000	BAIDU INC SPON ADR	1	9/7/12	330	417	(87)	
17.000	BAIDU INC SPON ADR	1	9/10/12	1,849	2,361	(512)	
18.000	BAIDU INC SPON ADR	1	9/10/12	1,958	2,145	(187)	
2.000	CABOT OIL & GAS	1	9/19/12	89	81	8	
11.000	CVS CAREMARK CORP	1	9/19/12	524	484	40	
5.000	CATERPILLAR INC	1	9/19/12	469	505	(36)	
1.000	CELGENE CORP	1	9/19/12	77	65	12	
2.000	DOLLAR GENERAL CORP	1	9/19/12	102	96	6	
7.000	EBAY	1	9/19/12	348	287	61	
2.000	MICHAEL KORS	1	9/19/12	106	94	12	
19.000	PERRIGO CO	1	9/13/12	2,101	1,767	334	
21.000	PERRIGO CO	1	9/13/12	2,322	1,952	370	
5.000	PERRIGO CO.	1	9/13/12	553	523	30	
3.000	RANGE RESOURCES COR	1	9/19/12	207	202	5	
20.000	TERADATA CORP	1	9/7/12	1,603	1,149	454	
6.000	ULTA SALON COSMETICS	1	9/19/12	590	483	107	
39.000	ALTERA CORP	2	10/24/12	1,182	1,637		(455)
67.000	ALTERA CORP	2	10/25/12	2,022	2,812		(790)
5.000	ALTERA CORP	2	10/25/12	151	203		(52)
22.000	ALTERA CORP	2	10/25/12	661	892		(231)
26.000	AMERICAN TOWER REIT	2	10/17/12	1,944	1,313		631
8.000	APPLE INC.	2	10/26/12	4,740	2,558		2,182
18.000	DANAHER CORP DEL	2	10/18/12	964	821		143
371.000	E M C CORP MASS	2	10/24/12	9,051	8,243		808
65.000	FMC TECHS INC	2	10/25/12	2,593	2,858		(265)
85.000	FMC TECHS INC	2	10/26/12	3,398	3,738		(340)
11.000	GOOGLE INC CL A	2	10/18/12	7,635	6,498		1,137
23.000	INTERCONTL EXCHANGE	2	10/17/12	3,004	2,695		309
28.000	O'REILLY AUTOMOTIVE IN	2	10/5/12	2,411	1,716		695
39.000	O'REILLY AUTOMOTIVE IN	2	10/16/12	3,180	2,391		789
28.000	O'REILLY AUTOMOTIVE IN	2	10/18/12	2,246	1,716		530

SCHEDULE OF CAPITAL TRANSACTIONS (continued):

QUAN	DESCRIPTION	(1-ST/2-LT)		PROCEEDS	COST	GAIN OR LOSS	
		HOLDING PERIOD	DATE SOLD			SHORT TERM	LONG TERM
13.000	QUALCOMM INC	2	9/26/12	810	637		173
34.000	QUALCOMM INC	2	9/26/12	2,129	1,667		462
39 000	SHIRE PLC-ADR	2	9/27/12	3,409	2,737		672
6 000	SHIRE PLC-ADR	2	10/2/12	528	421		107
21 000	SHIRE PLC-ADR	2	10/3/12	1,848	1,474		374
13.000	SALESFORCE COM INC	2	10/24/12	1,926	1,918		8
146.000	TD AMERITRADE HLDG CC	2	9/27/12	2,266	2,677		(411)
5 000	UNITEDHEALTH GROUP IN	2	10/11/12	288	253		35
45.000	UNITEDHEALTH GROUP IN	2	10/11/12	2,595	2,212		383
17.000	VISA INC CL A	2	10/24/12	2,338	1,352		986
19.000	BIOGEN IDEC INC	1	9/27/12	2,867	1,858	1,009	
44 000	CITRIX SYSTEMS INC	1	10/11/12	2,955	3,307	(352)	
59 000	CATERPILLAR INC	1	10/11/12	3,962	4,463	(501)	
32 000	CATERPILLAR INC	1	9/27/12	2,784	3,231	(447)	
16 000	CATERPILLAR INC	1	10/10/12	1,336	1,616	(280)	
7 000	CATERPILLAR INC	1	10/10/12	585	728	(143)	
12 000	CATERPILLAR INC	1	10/11/12	997	1,248	(251)	
20 000	CATERPILLAR INC	1	10/11/12	1,661	2,112	(451)	
23 000	CATERPILLAR INC	1	10/11/12	1,911	2,576	(665)	
13 000	CATERPILLAR INC.	1	10/15/12	1,074	1,456	(382)	
20.000	CATERPILLAR INC.	1	10/15/12	1,652	2,265	(613)	
21.000	CATERPILLAR INC	1	10/15/12	1,734	2,219	(485)	
35 000	CAMERON INTL CORP	1	10/24/12	1,791	1,991	(200)	
6 000	CAMERON INTL CORP	1	10/26/12	305	341	(36)	
12.000	CAMERON INTL CORP	1	10/26/12	610	684	(74)	
49 000	CAMERON INTL CORP	1	10/26/12	2,489	2,530	(41)	
17 000	SHIRE PLC-ADR	1	10/3/12	1,496	1,586	(90)	
8 000	SHIRE PLC-ADR	1	10/3/12	704	748	(44)	
2 000	AMAZON COM INC.	2	11/26/12	486	349		137
4 000	ALTERA CORP	2	11/2/12	124	162		(38)
62 000	ALTERA CORP	2	11/2/12	1,920	2,188		(268)
5 000	AMERICAN TOWER REIT	2	11/26/12	371	253		118
18 000	APPLE INC	2	11/8/12	9,734	5,754		3,980
5.000	APPLE INC	2	11/8/12	2,739	1,598		1,141
3 000	APPLE INC	2	11/26/12	1,768	959		809
6 000	BORG WARNER INC	2	11/26/12	389	399		(10)
2 000	BIOGEN IDEC INC	2	11/26/12	298	196		102
3.000	COSTCO	2	11/26/12	288	213		75
5 000	CELGENE CORP	2	11/26/12	393	325		68
14 000	CONCHO RESOURCES INC	2	11/8/12	1,128	1,486		(358)
1 000	CONCHO RESOURCES INC	2	11/8/12	81	106		(25)
9 000	CONCHO RESOURCES INC	2	11/8/12	725	874		(149)
3.000	CONCHO RESOURCES INC	2	11/26/12	238	291		(53)
5 000	CERNER CORP	2	11/26/12	383	230		153
15 000	DANAHER CORP DEL	2	11/26/12	789	684		105
8.000	E M C CORP MASS	2	11/26/12	197	178		19
17.000	EDWARDS LIFESCIENCES	2	11/20/12	1,445	1,192		253
4.000	EDWARDS LIFESCIENCES	2	11/20/12	340	345		(5)
15 000	EDWARDS LIFESCIENCES	2	11/20/12	1,275	1,289		(14)
2 000	EDWARDS LIFESCIENCES	2	11/26/12	169	172		(3)
133 000	EXPRESS SCRIPTS HLDG	2	11/6/12	7,252	7,248		4

SCHEDULE OF CAPITAL TRANSACTIONS (continued):

		(1-ST/2-LT)					GAIN OR LOSS	
QUAN	DESCRIPTION	HOLDING PERIOD	DATE SOLD	PROCEEDS	COST	SHORT TERM	LONG TERM	
8 000	FLUOR CORP	2	11/26/12	430	499		(69)	
5.000	FMC TECHS INC	2	11/26/12	206	220		(14)	
7.000	FRANKLIN RES INC.	2	11/26/12	921	821		100	
1.000	GOOGLE INC CL A	2	11/26/12	662	591		71	
50 000	ILLINOIS TOOL WORKS	2	11/15/12	2,932	2,531		401	
70 000	ILLINOIS TOOL WORKS	2	11/20/12	4,173	3,543		630	
1 000	ILLINOIS TOOL WORKS	2	11/26/12	61	51		10	
37.000	ILLINOIS TOOL WORKS	2	11/27/12	2,245	1,873		372	
1 000	INTUITIVE SURGICAL INC	2	11/26/12	533	331		202	
10 000	INTERCONTL EXCHANGE	2	11/14/12	1,283	1,172		111	
9 000	INTERCONTL EXCHANGE	2	11/14/12	1,154	1,098		56	
6 000	INTUIT INC	2	11/26/12	350	286		64	
3 000	LAUDER ESTEE COS INC	2	11/26/12	178	116		62	
5 000	LAS VEGAS SANDS CORP	2	11/26/12	220	239		(19)	
3 000	MONSANTO CO	2	11/26/12	272	224		48	
1 000	PRICELINE COM INC	2	11/26/12	639	417		222	
4.000	QUALCOMM INC	2	11/26/12	250	196		54	
2 000	RALPH LAUREN CORP	2	11/26/12	315	252		63	
8 000	SALESFORCE COM INC	2	11/26/12	1,273	1,180		93	
9 000	STARBUCKS	2	11/26/12	458	334		124	
6 000	UNITEDHEALTH GROUP IN	2	11/26/12	320	295		25	
13 000	UNION PACIFIC CORP	2	11/26/12	1,584	1,198		386	
7 000	UNITED TECHS CORP	2	11/26/12	550	548		2	
9 000	VERISIGN INC	2	11/16/12	370	303		67	
33 000	VERISIGN INC	2	11/16/12	1,357	1,106		251	
77 000	VERISIGN INC	2	11/16/12	3,166	2,771		395	
11 000	VERISIGN INC	2	11/23/12	452	396		56	
19.000	VERISIGN INC	2	11/23/12	780	680		100	
34 000	VERISIGN INC	2	11/27/12	1,325	1,217		108	
24 000	VERISIGN INC	2	11/27/12	935	683		252	
39 000	VERISIGN INC	2	11/27/12	1,519	1,075		444	
7 000	VISA INC CL A	2	11/26/12	1,029	557		472	
4 000	YUM BRANDS INC	2	11/26/12	294	200		94	
3 000	ALLERGAN INC	1	11/26/12	274	274	-	-	
9 000	ALTERA CORP	1	11/2/12	279	320	(41)		
18 000	ALTERA CORP	1	11/7/12	552	639	(87)		
36 000	ALTERA CORP	1	11/7/12	1,104	1,286	(182)		
38.000	ALTERA CORP	1	11/7/12	1,165	1,265	(100)		
16 000	ALTERA CORP	1	11/8/12	491	533	(42)		
9 000	CVS CAREMARK CORP	1	11/26/12	409	396	13		
6 000	COACH INC	1	11/26/12	345	375	(30)		
3 000	CBS CORP	1	11/26/12	106	103	3		
46 000	CAMERON INTL CORP	1	10/31/12	2,232	2,375	(143)		
61.000	CAMERON INTL CORP	1	10/31/12	2,960	3,144	(184)		
5 000	COVIDIEN PLC SHS NEW	1	11/26/12	286	276	10		
10 000	EBAY	1	11/26/12	515	410	105		
17 000	FACEBOOK INC	1	11/26/12	440	387	53		
10 000	GAP	1	11/26/12	355	360	(5)		
4.000	GILEAD SCIENCES INC	1	11/26/12	301	276	25		
3.000	HCA HOLDINGS INC.	1	11/26/12	93	93	-		
3 000	HOME DEPOT INC	1	11/26/12	194	187	7		

SCHEDULE OF CAPITAL TRANSACTIONS (continued):

QUAN	DESCRIPTION	(1-ST/2-LT)		PROCEEDS	COST	GAIN OR LOSS	
		HOLDING PERIOD	DATE SOLD			SHORT TERM	LONG TERM
7 000	LENNAR CORP	1	11/26/12	269	264	5	
4.000	MICHAEL KORS	1	11/26/12	204	189	15	
6 000	PRECISION CASTPARTS	1	11/26/12	1,069	1,030	39	
4 000	RANGE RESOURCES COR	1	11/26/12	271	270	1	
4 000	ROSS STORES INC	1	11/26/12	226	226	-	
19 000	SCHLUMBERGER LTD	1	11/8/12	1,292	1,411	(119)	
3 000	SCHLUMBERGER LTD	1	11/26/12	211	223	(12)	
5.000	SBA COMMUNICATIONS	1	11/26/12	337	278	59	
86 000	SIRIUS XM RADIO INC	1	11/26/12	237	253	(16)	
5 000	TERADATA CORP	1	11/26/12	310	287	23	
3.000	ULTA SALON COSMETICS	1	11/26/12	278	241	37	
5 000	VMWARE INC	1	11/26/12	452	452	-	
6 000	APPLE INC	2	12/13/12	3,167	1,918		1,249
12 000	APPLE INC.	2	12/14/12	6,154	3,836		2,318
6 000	CONCHO RESOURCES INC	2	11/28/12	467	583		(116)
12 000	CONCHO RESOURCES INC	2	11/28/12	933	1,129		(196)
17 000	CONCHO RESOURCES INC	2	12/21/12	1,351	1,600		(249)
27 000	CONCHO RESOURCES INC	2	12/21/12	2,146	2,503		(357)
28 000	CONCHO RESOURCES INC	2	12/21/12	2,225	2,134		91
48 000	EXPRESS SCRIPTS HLDG	2	12/12/12	2,604	2,616		(12)
54.000	ILLINOIS TOOL WORKS	2	12/7/12	3,300	2,733		567
6 000	INTERCONTL EXCHANGE	2	12/11/12	779	732		47
19.000	INTERCONTL EXCHANGE	2	12/11/12	2,466	2,173		293
136 000	QUALCOMM INC	2	12/14/12	8,189	6,668		1,521
18.000	VISA INC CL A	2	11/28/12	2,643	1,431		1,212
51 000	YUM BRANDS INC	2	12/21/12	3,242	2,550		692
73 000	CABOT OIL & GAS	1	11/28/12	3,435	2,964	471	
93 000	GAP INC	1	12/4/12	2,853	3,352	(499)	
78 000	GAP INC	1	12/4/12	2,393	2,805	(412)	
15 000	GAP INC	1	12/4/12	474	539	(65)	
31 000	GAP INC	1	12/4/12	980	1,110	(130)	
133 000	GAP INC	1	12/4/12	4,205	4,741	(536)	
10.000	SCHLUMBERGER LTD	1	12/14/12	682	742	(60)	
11.000	SCHLUMBERGER LTD	1	12/14/12	750	822	(72)	
13.000	SCHLUMBERGER LTD	1	12/14/12	887	965	(78)	
29 000	SCHLUMBERGER LTD	1	12/14/12	1,979	2,174	(195)	
14 000	SCHLUMBERGER LTD	1	12/14/12	955	1,049	(94)	
48.000	SCHLUMBERGER LTD	1	12/14/12	3,275	3,598	(323)	
				<u>712,920</u>	<u>718,345</u>	<u>(28,415)</u>	<u>22,990</u>

MERRILL LYNCH
ACCOUNT 311-04K04

SCHEDULE OF CAPITAL TRANSACTIONS:

		(1-ST/2-LT)				GAIN OR LOSS	
QUAN	DESCRIPTION	HOLDING PERIOD	DATE SOLD	PROCEEDS	COST	SHORT TERM	LONG TERM
16,000.000	US TREASURY BOND	2	1/27/12	22,571	18,615		3,956
38,000.000	US TREASURY BOND	1	1/27/12	53,607	47,585	6,022	
16,000.000	US TREASURY BOND	2	2/14/12	34,019	27,825		6,194
23,000.000	US TREASURY BOND	2	2/15/12	48,877	39,994		8,883
222,000.000	US TSY 875% 2/29/12	2	2/29/12	222,000	222,000	-	
2,000.000	US TSY .875% 2/29/12	2	2/29/12	2,000	2,000	-	
1,000.000	US TREASURY BOND	1	1/31/12	1,445	1,252	193	
27,000.000	US TREASURY BOND	1	1/31/12	39,016	33,976	5,040	
23,000.000	US TREASURY BOND	1	2/28/12	33,066	28,865	4,201	
46,000.000	US TSY 1 375% 3/15/13	2	3/1/12	46,555	46,289		266
29,000.000	US TREASURY BOND	1	2/29/12	41,432	36,392	5,040	
13,000.000	US TREASURY BOND	1	3/1/12	18,385	16,315	2,070	
90,000.000	US TSY 1 5% 7/31/16	1	3/1/12	92,847	92,259	588	
41,000.000	FNMA PAE0392	2	4/9/12	26,991	26,605		386
207,000.000	FNMA PAH3401	2	4/9/12	190,300	179,102		11,198
15,000.000	FNMA PAL0065	2	4/9/12	13,592	12,808		784
1,000.000	FNMA P745275	2	4/9/12	347	334		13
108,000.000	FHLMC GO 3050	2	4/9/12	39,799	39,563		236
95,000.000	FNMA P889579	2	4/9/12	28,152	27,619		533
1,000.000	FNMA P889572	2	4/9/12	312	303		9
1,000.000	FNMA P995018	2	4/9/12	333	324		9
1,000.000	FNMA P995672	2	4/9/12	518	512		6
12,600.000	US TREASURY BOND	2	7/16/12	161,153	161,153		-
116,000.000	FNMA	2	8/3/12	116,755	114,645		2,110
29,000.000	FHLMC	1	8/3/12	29,197	29,065	132	
136,000.000	US TREASURY 2.125%	2	9/17/12	141,568	137,561		4,007
36,000.000	US TREASURY 2%	1	9/14/12	36,737	36,235	502	
41,000.000	US TREASURY 2%	1	9/14/12	41,839	41,085	754	
31,000.000	US TREASURY 2%	1	9/14/12	31,635	30,913	722	
78,000.000	FNMA PAE0392	2	11/27/12	37,033	36,783		250
17,000.000	FHLMC A9 6409	2	11/26/12	14,624	14,462		162
18,000.000	FNMA PAL0065	2	11/26/12	14,050	13,218		832
355,000.000	FNMA P745275	2	11/15/12	91,441	83,913		7,528
190,000.000	FNMA P745275	2	11/15/12	48,940	47,155		1,785
192,000.000	FHLMC GO 3050	2	11/15/12	51,646	51,736		(90)
74,000.000	FNMA P889572	2	11/26/12	15,869	15,569		300
353,000.000	FNMA P889572	2	11/27/12	75,798	74,269		1,529
347,000.000	FNMA P995018	2	11/27/12	80,195	78,635		1,560
131,000.000	FNMA P995672	2	11/26/12	47,034	46,253		781
6,002.000	FIXED INCOME SHRS SER	2	11/26/12	82,407	80,067		2,340
5,480.000	FIXED INCOME SHRS SER	2	11/26/12	61,595	56,060		5,535
3,000.000	US TREASURY 2%	1	11/26/12	3,131	3,019	112	
3,000.000	US TREASURY INFLATION	1	11/26/12	3,285	3,264	21	
12,000.000	US TREASURY 1.375%	1	11/26/12	12,319	11,953	366	
6,000.000	US TREASURY .75%	1	11/26/12	6,024	6,021	3	
1,000.000	FNMA P745275	2	12/7/12	246	250		(4)
80,000.000	US TREASURY 2%	1	12/7/12	83,775	80,512	3,263	
70,000.000	US TREASURY 2%	1	12/7/12	73,303	71,166	2,137	
85,000.000	US TRASURY 2%	1	12/7/12	89,011	85,736	3,275	
14,000.000	US TREASURY 2%	1	12/7/12	14,661	14,103	558	
				2,421,435	2,325,338	34,999	61,098

HERBERT A TEMPLETON FOUNDATION
Portland, Oregon
Year ended December 31, 2012

93-0505586

PART II, BALANCE SHEET
Lines 10a, b and c

	Col [b] Book Value	Col [c] Fair Market Value
Line 10a		
Merrill Lynch #311-04K04 - Pimco funds	\$ 2,540,233	\$ 2,561,670
	<u>\$ 2,540,233</u>	<u>\$ 2,561,670</u>
Line 10b		
Merrill Lynch #311-04H18 - Winslow	\$ 929,050	\$ 1,079,524
Merrill Lynch #311-04K04 - Pimco Funds	1,986,602	2,099,135
UBS #LL 69527 BD	1,805,558	1,907,611
US Bank #6731022840	6,880,743	7,416,611
US Bank #6731022850	1,417,007	1,578,988
	<u>\$ 13,018,960</u>	<u>\$ 14,081,869</u>
Line 10c		
US Bank #6731022840	\$ 1,706,313	\$ 1,700,814
US Bank #6731022850	298,389	295,780
	<u>\$ 2,004,702</u>	<u>\$ 1,996,594</u>

THE HERBERT A. TEMPLETON FOUNDATION STATEMENT OF POLICIES AND PROCEDURES

The Herbert A. Templeton Foundation is an Oregon charitable corporation which was founded in 1955 by the late Herbert A. Templeton. The present trustees of the Foundation are Margaret Eickmann, Linda M. Girard, Terrence R. Pancoast, Christian T. Richmond, Henry R. Richmond, Ruth B. Richmond, and Loren L. Wyss.

The principal activity of The Herbert A. Templeton Foundation is the making of grants to appropriate tax-exempt organizations in the areas of education, social concerns, performing arts and humanities. The Foundation endeavors to remain responsive to changing conditions, and perceptive to emerging and critical needs. Overall, the trustees feel a strong commitment to strengthening the quality of life for the total community with special emphasis on giving support to youth.

Over the years, grants have regularly been made to various educational, youth, cultural, and social service organizations. Currently priority is placed on direct services. Grants are not being made for capital purposes including building and renovation projects, as well as purchases of furnishings, equipment and vehicles. Grants generally are made only to organizations operating within the State of Oregon or for purposes significantly affecting Oregon residents. It is the policy of the Foundation not to make grants to organizations which unfairly discriminate on the basis of gender, religion, age, national origin, marital status, or sexual orientation. No grants, including scholarships and student loans, are made to individuals. At this time we are not making grants in the following areas: programs for the elderly, medical or medically-related services, scientific research and technology, program related investments or endowment funds.

The procedures and operations of The Herbert A. Templeton Foundation are informal and there is no required application form. Grant requests should be in writing and, in addition to basic general information about the applicant organization, should describe the purpose for which funding is requested, the practical implementation strategy, the potential significance to the community, anticipated costs, and sources of actual and potential support. Requests also must include the most recent fiscal year-end financial statement; an organization budget; a project budget, if applicable; a list of the directors, indicating their relationships to the organization; and the name, address, and telephone number of a contact person. A copy of the applicant organization's Internal Revenue Service determination letter must be attached. These materials should be covered by a one-page transmittal letter which summarizes the grant request.

The Foundation processes grant requests throughout the year. There are two submission deadlines: March 15 and September 15. All requests must be received no later than 5:00 p.m. on the day of the deadline. Submission prior to the deadline is encouraged. Organizations may submit only one request per calendar year.

Following the receipt of a grant, the Foundation requests that the grantee submit a brief report reflecting on the successes/difficulties of the endeavors for which funding was granted.

All correspondence with the Foundation should be directed to:

Ruth B. Richmond, President
The Herbert A. Templeton Foundation
0650 S.W. Gaines Street, #1102
Portland, Oregon 97239

2012

HERBERT A TEMPLETON FOUNDATION
Officers and Trustees
2012

<u>Name</u>	<u>Phone</u>	<u>Address</u>	<u>Office</u>
RICHMOND, Ruth B	503-223-0036	0650 SW GAINES ST #1102, PORTLAND, OR 97239	President/Trustee
RICHMOND, CHRISTIAN	same as above	same as above	Trustee
PANCOAST, Terrence R	same as above	same as above	Sec/Asst Treasurer and Trustee
RICHMOND, Henry R	same as above	same as above	Vice President and Trustee
GIRARD, Linda M	same as above	same as above	Asst Secretary and Trustee
WYSS, Loren L	same as above	same as above	Treasurer and Trustee
EICKMANN, Margaret	same as above	same as above	Trustee

The president, Ruth B Richmond, devoted an average of 10-12 hours per week to her position. All of the other officers and trustees averaged about 1-3 hours per week. The president received compensation of \$38,000. None of the other officers or trustees received any compensation. No officer or trustee received contributions to a pension plan or deferred compensation, and no officer or trustee had an expense account allowance or other allowance.

HERBERT A. TEMPLETON FOUNDATION

GRANTS DETAIL 2012

Community (4) \$46,572

Ecumenical Ministries of Oregon	\$10,000
Farmers Market Fund	11,572
Grow Portland Community Gardens	10,000
Tillamook Bay Child Care Center	15,000

4 grants; 3% of total number of grants

Average grant: \$11,643

Environment (6) \$40,050

Center for Earth Leadership	\$4,000
CRAG Law Center	10,000
Friends of the Columbia Gorge	10,000
Friends of Tryon Creek State Park	5,000
Siskiyou Field Institute	6,050
Willamette Riverkeeper	5,000

6 grants; 5% of total number of grants

Average grant: \$6,675

Humanities (48) \$350,700

General

Architecture Foundation of Oregon	\$4,000
Arts Council of Pendleton	6,000
Caldera	7,500
Children's Museum of Eastern Oregon	5,000
Columbia Center for the Arts	5,000
Confluence Project	6,000
Coos Art Museum	4,000
Dancing People	4,000
Fishtrap	8,000
Focus on Youth	6,000
Kukatonon Children's African Dance Troupe	6,500
Literary Arts	10,000
Nature of Words	7,500
Northwest Dance Project	5,000
Oregon Historical Society	10,000
Pacific Northwest College of Art	5,000
P:ear	15,000

Science Works Hands-On Museum	7,500
Tears of Joy	10,000
Washington County Museum	4,000
Write Around Portland	5,000
Young Audiences	6,000

Music

Britt Festivals	\$7,500
Chamber Music Northwest	5,000
Community Music Center	20,000
Fear No Music	4,000
Forty-Fifth Parallel	8,000
Medford Jazz Festival	8,000
Metropolitan Youth Symphony	5,000
Oregon Bach Festival	5,000
Oregon East Symphony	7,500
Oregon Repertory Singers	4,000
Oregon Symphony Association	50,000
Pacific Youth Choir	6,000
Portland Baroque Orchestra	7,500
Portland Festival Symphony	5,000
Portland Youth Philharmonic Association	4,500
Stages of Life	3,000
Umpqua Symphony Association	2,500
Young Musicians and Artists	8,700

Theatre

Broadway Rose Theatre Company	\$4,000
Miracle Theatre Group	5,000
New Moon Productions	4,000
Northwest Children's Theatre and School	9,000
Oregon Children's Theatre	4,000
Oregon Coast Children's Theatre	4,000
Portland Playhouse	7,500
Third Rail Repertory Theatre	5,000

48 grants; 33% of total number of grants

Average grant: \$7,306

Social Services (39) \$299,100

A Family for Every Child	\$7,000
Adelante Mujeres	10,000
Assistance League of Bend	5,000
Assistance League of Eugene	5,000
Bethlehem Inn	5,000
Bienestar	5,000
Birth to Three	10,000

CASA of Jackson County	3,000
CASA of Lane County	5,000
Catholic Community Services of Lane County	5,000
Chehalem Youth & Family Services	8,000
Children's Advocacy Center of Jackson County	5,000
Community Outreach Inc.	5,000
Family Building Blocks	7,500
Family Nurturing Center (Jackson County)	10,000
Family Relief Nursery	10,000
Family Stepping Stones Relief Nursery	12,000
Jericho Road	2,000
Juliette's House	7,500
Kids Intervention & Diagnostic Service Center	7,500
Lincoln County Children's Advocacy Center	20,000
Lutheran Community Service Northwest	10,000
Marion-Polk Food Share	7,500
My Sister's House	2,000
Northwest Housing Alternatives	10,000
Pathfinders of Oregon	8,000
Pearl Buck Center	5,000
Planned Parenthood Columbia Willamette	7,500
Safe Haven Maternity Home	6,000
Saint Andrew Legal Clinic	12,000
Saint Stephen's Episcopal Parish	10,000
Saving Grace	8,100
Tillamook County Women's Resource Center	15,000
Treasure Valley Children's Relief Nursery	9,000
United Methodist Church-Creation Vacation	7,000
Volunteers of America	6,000
Women's Crisis Support Team	5,000
Woodburn Together	6,500
Yamhill Community Action Partnership	10,000

39 grants; 32% of total number of grants

Average grant: \$7,669

Youth (24) **\$205,000**

Boys & Girls Aid Society	\$5,000
Camp Fire Columbia	15,000
Community Transitional School	15,000
De La Salle North Catholic High School	15,000
Girl Scouts of Oregon/SW Washington	10,000
Heart of Oregon Corps	15,000
Irvington Covenant Church	2,000
Kids Unlimited	10,000

Media, Arts, Technology Institute	5,000
Minds Matter of Portland	15,000
Neighbors for Kids	2,500
Next Door Inc.	6,500
North County Recreation District	5,000
Open Meadow Alternative Schools	10,000
Operation EASY	2,500
Oregon Episcopal School	5,000
Police Activities league of Greater Portland	10,000
Saint Andrew Nativity School	10,000
Salem Leadership Foundation	9,000
SMART	10,000
University of Portland	8,000
Youth Employment Institute	7,500
YWCA - Greater Portland	10,000
Zimmerman Community Center	2,000

24 grants; 20% of total number of grants

Average grant: \$8,542

121 grants totaling

\$941,422

Average grant: \$7,780

(62 grants made in May

58 grants made in November

1 grant made in December)