Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to public Inspection

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

Name of foundation
THE KHACHATURIAN FOUNDATION

A Employer identification number
94-3337684

Number and street (or P O box number if mail is not delivered to street address)
360 POST STREET

Room/suite
401

B Telephone number
(415) 392-9600

City or town, state, and ZIP code
SAN FRANCISCO, CA 94108

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 14,926,192.

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

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a))	**(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	996,870.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	327,709.	283,088.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,426,427.			
	b	Gross sales price for all assets on line 6a 8,228,692.				
	7	Capital gain net income (from Part IV, line 2)		1,426,427.		
	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 or (loss)				
	11	Other income	97,007.	0.	97,007.	STATEMENT 2
	12	**Total** Add lines 1 through 11	2,848,013.	1,709,515.	97,007.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	3,145.	1,937.	107.	0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	160.	0.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	150,881.	87,269.	32,112.	0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	154,186.	89,206.	32,219.	0.
	25	Contributions, gifts, grants paid	620,000.			620,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	774,186.	89,206.	32,219.	620,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	2,073,827.			
	b	**Net investment income** (if negative enter -0-)		1,620,309.		
	c	**Adjusted net income** (if negative enter -0-)			64,788.	

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Form **990-PF** (2012)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	767,701.	997,446.	997,446.
	2	Savings and temporary cash investments			
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	14,238,401.	16,082,482.	13,928,746.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	15,006,102.	17,079,928.	14,926,192.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers directors, trustees and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	15,006,102.	17,079,928.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	15,006,102.	17,079,928.	
	31	**Total liabilities and net assets/fund balances**	15,006,102.	17,079,928.	

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	15,006,102.
2	Enter amount from Part I, line 27a	2	2,073,827.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17,079,929.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,079,929.

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 STATEMENT A - ABBOTT DOWNING	P	VARIOUS	VARIOUS
b	SEE STATEMENT B - MORGAN STANLEY X0341	P	VARIOUS	VARIOUS
c	SEE STATEMENT C - MORGAN STANLEY X8371	P	VARIOUS	VARIOUS
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	7,978,695.		6,631,305.	1,347,390.
b	209,215.		136,892.	72,323.
c	40,782.		34,068.	6,714.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,347,390.
b				72,323.
c				6,714.
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	1,426,427.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	242,000.	13,394,088.	.018068
2010	89,000.	11,780,618.	.007555
2009	555,112.	10,075,992.	.055093
2008	88,450.	10,882,124.	.008128
2007	752,301.	10,299,976.	.073039

2	**Total** of line 1, column (d)	2	.161883
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	.032377
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,296,746.
5	Multiply line 4 by line 3	5	462,886.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,203.
7	Add lines 5 and 6	7	479,089.
8	Enter qualifying distributions from Part XII, line 4	8	620,000.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	16,203.
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	16,203.
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	16,203.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,792.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	35,000.		
d	Backup withholding erroneously withheld	6d	171.		
7	Total credits and payments. Add lines 6a through 6d			7	36,963.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	163.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	20,597.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 20,597. **Refunded** ▶			11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ HENRY KHACHATURIAN Telephone no. ▶ (415) 392-9602

Located at ▶ 360 POST STREET, SUITE 401, SAN FRANCISCO, CA ZIP+4 ▶ 94108

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 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* 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)? ☐ 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** X

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.

(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
HENRY KHACHATURIAN 20 SANTA GINA CT HILLSBOROUGH, CA 94010	DIRECTOR 2.00	0.	0.	0.
RITA M. KHACHATURIAN 20 SANTA GINA CT HILLSBOROUGH, CA 94010	SEC. TREASURY 1.00	0.	0.	0.
NATASHA KHACHATURIAN 20 SANTA GINA CT HILLSBOROUGH, CA 94010	DIRECTOR 1.00	0.	0.	0.
DAPHNE KAVICH 20 SANTA GINA CT HILLSBOROUGH, CA 94010	DIRECTOR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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	13,752,103.
b	Average of monthly cash balances		1b	762,360.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	14,514,463.
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	14,514,463.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	217,717.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	14,296,746.
6	**Minimum investment return** Enter 5% of line 5		6	714,837.

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	714,837.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 16,203.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	16,203.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	698,634.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	698,634.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	698,634.

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	620,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	620,000.
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	5	16,203.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	603,797.

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				698,634.
2 Undistributed income if any, as of the end of 2012				
a Enter amount for 2011 only			616,131.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 620,000.				
a Applied to 2011, but not more than line 2a			616,131.	
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				3,869.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				694,765.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

SEE STATEMENT 7

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.

SEE STATEMENT 8

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.

HENRY AND RITA KHACHATURIAN, (415) 392-9600
360 POST STREET, SUITE 401, SAN FRANCISCO, CA 94108

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

LETTER FORM

c Any submission deadlines:

NONE

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

THE FOUNDATION DOES NOT INTEND TO MAKE GRANTS DIRECTLY TO INDIVIDUALS.

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				
KZV ARMENIAN SCHOOL 825 BROTHERHOOD WAY SAN FRANCISCO, CA 94132	NONE	CHARITABLE	GENERAL PURPOSE	20,000.
UCSF FOUNDATION - CARDIOLOGY 220 MONTGOMERY ST., 5TH FLR SAN FRANCISCO, CA 94104	NONE	CHARITABLE	GENERAL PURPOSE	25,000.
AMERICAN EXPRESS / ANCA ENDOWMENT FUND 1711 N. STREET NW WASHINGTON, DC 20036	NONE	CHARITABLE	GENERAL PURPOSE	20,000.
KZV ARMENIAN SCHOOL 825 BROTHERHOOD WAY SAN FRANCISCO, CA 94132	NONE	CHARITABLE	GENERAL PURPOSE	10,000.
UCSF FOUNDATION - CARDIOLOGY 535 MISSION BAY BLVD SOUTH SAN FRANCISCO, CA 94158	NONE	CHARITABLE	GENERAL PURPOSE	150,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	620,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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
	(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					
4 Dividends and interest from securities			14	327,709.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,426,427.	
9 Net income or (loss) from special events					97,007.
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.		1,754,136.	97,007.

13 Total Add line 12, columns (b), (d), and (e) 13 1,851,143.

(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).

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

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

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

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

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

Signature of officer or trustee | Date 11/7/2013 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
KYLE R. KLOPFER		11/6/2013		P00843412

Firm's name ▶ KLH & ASSOCIATES

Firm's EIN ▶ 20-0156365

Firm's address ▶ 135 MAIN STREET, 9TH FLOOR
SAN FRANCISCO, CA 94105

Phone no (415) 962-9626

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

THE KHACHATURIAN FOUNDATION

Employer identification number

94-3337684

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

THE KHACHATURIAN FOUNDATION

Employer identification number

94-3337684

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	HENRY AND RITA KHACHATURIAN 360 POST STREET, SUITE 401 SAN FRANCISCO, CA 94108	$ 996,870.	Person ☐ Payroll ☐ Noncash ☒ (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 ☐ Payroll ☐ Noncash ☐ (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 ☐ Payroll ☐ Noncash ☐ (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 ☐ Payroll ☐ Noncash ☐ (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 ☐ Payroll ☐ Noncash ☐ (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 ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE KHACHATURIAN FOUNDATION	94-3337684

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
1	6,060 SHARES OF SPDR GOLD TRUST (GLD)	$ 996,870.	12/07/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

THE KHACHATURIAN FOUNDATION

Employer identification number

94-3337684

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 the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

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

(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

Morgan Stanley
Private Wealth Management

Supplemental Report

555 California Street
San Francisco, CA 94104
(415) 576-2004

Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency	USD
Sort Order	Currency
	Asset Class
	Security Type

US DOLLAR

EQUITIES

COMMON STOCKS

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
12/30/2010 03/12/2012	87 000	** TRANSATLANTIC HLDGS INC CASH ELECTION MERGER ELECTION LOT METHOD HIGHEST COST FIRST TENDERED	USD	4,491 81	5,319 35		827 54	827 54
02/02/2011 01/11/2012	48 000	ABERCROMBIE & FITCH CO CL A COM LOT METHOD HIGHEST COST FIRST SALE	USD	2,358 24	2,172 43		(185 81)	(185 81)
10/11/2011 02/07/2012	43 000	AFLAC INC USD 10 COM LOT METHOD VSP SALE	USD	1,675 71	2,118 99		443 28	443 28
07/30/2010 02/07/2012	1 000	AFLAC INC USD 10 COM LOT METHOD VSP SALE	USD	49 19	49 27		0 08	0 08
08/12/2009 02/07/2012	25 000	AGILENT TECHNOLOGIES INC COM STK LOT METHOD HIGHEST COST FIRST SALE	USD	609 50	1,114 97		505 47	505 47
03/18/2009 02/07/2012	144 000	ALTRIA GROUP INC LOT METHOD HIGHEST COST FIRST SALE	USD	2,426 40	4,150 00		1,723 60	1,723 60
10/11/2011 02/07/2012	6 000	AMERICAN EAGLE OUTFITTERS INC LOT METHOD HIGHEST COST FIRST SALE	USD	74 94	83 27		8 33	8 33
10/11/2011 02/07/2012	209 000	AMERICAN INTERNATIONAL GROUP I C OM STK LOT METHOD HIGHEST COST FIRST SALE	USD	4,675 33	5,580 19		904 86	904 86

STATEMENT B

Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency USD
Sort Order: Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
03/18/2009 02/07/2012	168 000	ARCH CAPITAL GROUP LTD BERMUDA LOT METHOD HIGHEST COST FIRST SALE	USD	3,102 40	6,336 83		3,234 43	3,234 43
07/09/2009 02/07/2012	40 000	ASPEN INSURANCE HLDGS LTD 144K LOT METHOD HIGHEST COST FIRST SALE	USD	945 20	1,123 97		178 77	178 77
09/10/2010 02/07/2012	11 000	BARD C R INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	850 41	1,023 42		173 01	173 01
09/07/2011 02/07/2012	5 000	BAXTER INTERNATIONAL INC USD1 COM LOT METHOD HIGHEST COST FIRST SALE	USD	277 80	285 09		7 29	7 29
02/07/2007 02/07/2012	11 000	BAXTER INTERNATIONAL INC USD1 COM LOT METHOD HIGHEST COST FIRST SALE	USD	545 37	627 21		81 84	81 84
11/08/2010 01/11/2012	24 000	BILL BARRETT LOT METHOD HIGHEST COST FIRST SALE	USD	921 60	768 94		(152 66)	(152 66)
06/02/2009 02/07/2012	69 000	CHEVRON CORPORATION LOT METHOD VSP SALE	USD	4 785 15	7,371 12		2,585 97	2,585 97
11/04/2008 02/07/2012	57 000	CHEVRON CORPORATION LOT METHOD VSP SALE	USD	4,442 01	6,089 19		1,647 18	1,647 18
12/08/2009 02/07/2012	6 000	CHEVRON CORPORATION LOT METHOD VSP SALE	USD	460 56	640 96		180 40	180 40
12/30/2010 02/07/2012	226 000	CHEVRON CORPORATION LOT METHOD VSP SALE	USD	20,701 60	24,143 11		3,441 51	3,441 51

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Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency.	USD
Sort Order	Currency
	Asset Class
	Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
11/08/2010 02/07/2012	3 000	CHEVRON CORPORATION LOT METHOD VSP SALE	USD	254 88	320 48		65 60	65 60
12/30/2010 01/26/2012	13 000	CHEVRON CORPORATION LOT METHOD VSP SALE	USD	1,190 80	1,385 64		194 84	194 84
12/08/2009 02/07/2012	23 000	CHUBB CORP COM LOT METHOD VSP SALE	USD	1,118 26	1,585 58		467 32	467 32
04/23/2009 02/07/2012	73 000	CHUBB CORP COM LOT METHOD VSP SALE	USD	2,953 58	5,032 52		2,078 94	2,078 94
07/30/2010 02/07/2012	26 000	COMMONWEATH REIT LOT METHOD HIGHEST COST FIRST SALE	USD	674 70	536 11		(138 59)	(138 59)
06/23/2010 02/07/2012	28 000	COMMONWEATH REIT LOT METHOD HIGHEST COST FIRST SALE	USD	750 12	577 34		(172 78)	(172 78)
07/09/2009 02/07/2012	34 000	CONAGRA FOODS INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	639 20	904 72		265 52	265 52
06/02/2010 02/07/2012	247 000	DISCOVER FINANCIAL SERVICES LOT METHOD VSP SALE	USD	3,327 09	7,148 04		3,820 95	3,820 95
08/04/2011 02/07/2012	33 000	DISCOVER FINANCIAL SERVICES LOT METHOD VSP SALE	USD	773 52	955 00		181 48	181 48
08/04/2011 02/07/2012	6 000	DOLLAR TREE INC LOT METHOD VSP SALE	USD	381 18	516 17		134 99	134 99
10/11/2011 02/07/2012	436 000	EAST WEST BANCORP INC LOT METHOD HIGHEST COST FIRST SALE	USD	7,015 24	9,731 33		2,716 09	2,716 09

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Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency. USD
Sort Order Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
07/09/2009 02/07/2012	4 000	EATON CORP SEE CUSIP G29183103 LOT METHOD HIGHEST COST FIRST SALE	USD	81 64	205 16		123 52	123 52
04/14/2009 02/07/2012	16 000	EATON CORP SEE CUSIP G29183103 LOT METHOD HIGHEST COST FIRST SALE	USD	335 52	820 62		485 10	485 10
11/08/2010 02/07/2012	4 000	ENERGIZER HOLDINGS INC LOT METHOD HIGHEST COST FIRST SALE	USD	280 40	304 75		24 35	24 35
09/10/2010 02/07/2012	7 000	ENERGIZER HOLDINGS INC LOT METHOD HIGHEST COST FIRST SALE	USD	467 88	533 32		65 44	65 44
03/18/2009 02/07/2012	37 000	ENSCO INTL INC ADR SEE CUSIP - G3157S106 LOT METHOD HIGHEST COST FIRST SALE	USD	1,028 13	2,034 96		1,006 83	1,006 83
11/20/2009 02/07/2012	18 000	EOG RESOURCES INC COM STK LOT METHOD VSP SALE	USD	1,553 76	2,000 30		446 54	446 54
04/23/2009 02/07/2012	3 000	EOG RESOURCES INC COM STK LOT METHOD VSP SALE	USD	180 36	333 38		153 02	153 02
09/10/2010 02/07/2012	11 000	FACTSET RESEARCH SYSTEMS INC CPM LOT METHOD HIGHEST COST FIRST SALE	USD	886 27	1,023 53		137 26	137 26
12/30/2011 02/07/2012	53 000	FEDERATED INVS INC CLASS B COM LOT METHOD HIGHEST COST FIRST SALE	USD	802 95	955 57		152 62	152 62
12/08/2009 02/07/2012	6 000	FIRST CITIZENS BANCSHARES INC CL A LOT METHOD HIGHEST COST FIRST SALE	USD	945 60	1,097 97		152 37	152 37

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Supplemental Report

555 California Street
San Francisco, CA 94104
(415) 576-2004

Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency USD
Sort Order. Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
12/14/2011 01/11/2012	40 000	GAP INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	732 40	717 59		(14 81)	(14 81)
10/11/2011 01/11/2012	40 000	GAP INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	703 20	717 58		14 38	14 38
12/14/2011 02/07/2012	48 000	GREEN DOT CORP-CLASS A LOT METHOD HIGHEST COST FIRST SALE	USD	1,501 92	1,448 13		(53 79)	(53 79)
10/11/2011 02/07/2012	11 000	HARLEY DAVIDSON INC USD 01 COM LOT METHOD VSP SALE	USD	391 60	505 00		113 40	113 40
06/02/2009 02/07/2012	41 000	IAC / INTERACTIVECORP LOT METHOD VSP SALE	USD	671 58	1,870 38		1,198 80	1,198 80
07/06/2009 02/07/2012	19 000	INTL BUSINESS MACHS CORP LOT METHOD VSP SALE	USD	1,930 02	3,673 57		1,743 55	1,743 55
08/20/2007 02/07/2012	3 000	INTL BUSINESS MACHS CORP LOT METHOD VSP SALE	USD	331 55	580 03		248 48	248 48
04/28/2006 02/07/2012	68 000	INTL BUSINESS MACHS CORP LOT METHOD VSP SALE	USD	5,596 81	13,147 54		7,550 73	7,550 73
01/23/2008 02/07/2012	10 000	INTL BUSINESS MACHS CORP LOT METHOD VSP SALE	USD	998 17	1,933 46		935 29	935 29
03/18/2009 02/07/2012	391 000	JABIL CIRCUIT INC LOT METHOD VSP SALE	USD	1,552 27	9,317 35		7,765 08	7,765 08
07/06/2009 02/07/2012	75 000	JABIL CIRCUIT INC LOT METHOD VSP SALE	USD	508 50	1,787 21		1,278 71	1,278 71

Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency	USD
Sort Order	Currency
	Asset Class
	Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
03/18/2009 02/07/2012	47 000	KIRBY EXPL CO COM LOT METHOD HIGHEST COST FIRST SALE	USD	1,227 17	3,148 93		1,921 76	1,921 76
02/22/2010 02/07/2012	68 000	LIBERTY MEDIA CORP NEW LOT METHOD VSP SALE	USD	3,589 16	5,708 49		2,119 33	2,119 33
03/18/2009 02/07/2012	49 000	LIFEPOINT HOSPITALS INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	1,006 46	2,008 47		1,002 01	1,002 01
03/18/2009 02/07/2012	219 000	LIVE NATION INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	612 19	2,325 73		1,713 54	1,713 54
12/30/2010 02/07/2012	44 000	LORILLARD INC LOT METHOD HIGHEST COST FIRST SALE	USD	3,612 84	4,972 34		1,359 50	1,359 50
11/08/2010 02/07/2012	7 000	LORILLARD INC LOT METHOD HIGHEST COST FIRST SALE	USD	624 54	791 05		166 51	166 51
03/18/2009 02/07/2012	25 000	MARATHON OIL CORP COM LOT METHOD VSP SALE	USD	371 62	828 98		457 36	457 36
02/19/2010 02/07/2012	15 000	MARATHON OIL CORP COM LOT METHOD VSP SALE	USD	268 16	497 38		229 22	229 22
08/12/2009 02/07/2012	2 000	MARATHON OIL CORP COM LOT METHOD VSP SALE	USD	36 48	66 32		29 84	29 84
07/09/2009 02/07/2012	5 000	MARATHON OIL CORP COM LOT METHOD VSP SALE	USD	85 51	165 80		80 29	80 29
04/14/2009 02/07/2012	10 000	MARATHON OIL CORP COM LOT METHOD VSP SALE	USD	169 41	331 59		162 18	162 18

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Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency·	USD
Sort Order	Currency Asset Class Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
09/07/2011 02/07/2012	2 000	MARATHON OIL CORP COM LOT METHOD VSP SALE	USD	53 02	66 31		13 29	13 29
02/19/2010 02/07/2012	2 000	MARATHON OIL CORP COM LOT METHOD VSP SALE	USD	35 75	66 31		30 56	30 56
11/08/2010 02/07/2012	22 000	MEDICIS PHARMACEUTICAL CORP LOT METHOD HIGHEST COST FIRST SALE	USD	619 30	744 68		125 38	125 38
08/12/2009 02/07/2012	54 000	NABORS INDUSTRIES LTD COM STK LOT METHOD HIGHEST COST FIRST SALE	USD	977 40	1,065 39		87 99	87 99
06/03/2009 02/07/2012	1 000	NEWS CORP CL A COM LOT METHOD VSP SALE	USD	10 34	19 49		9 15	9 15
09/07/2011 02/07/2012	122 000	NEWS CORP CL A COM LOT METHOD VSP SALE	USD	2,030 08	2,378 95		348 87	348 87
07/06/2009 02/07/2012	16 000	NEWS CORP CL A COM LOT METHOD VSP SALE	USD	136 58	311 99		175 41	175 41
11/04/2008 02/07/2012	93 000	NEWS CORP CL A COM LOT METHOD VSP SALE	USD	1,010 91	1,813 46		802 55	802 55
07/09/2009 02/07/2012	7 000	NORTHROP GRUMMAN CORP (FORMERLYNORTHROP CORP) LOT METHOD HIGHEST COST FIRST SALE	USD	274 23	418 87		144 64	144 64
06/03/2009 02/07/2012	12 000	NORTHROP GRUMMAN CORP (FORMERLYNORTHROP CORP) LOT METHOD HIGHEST COST FIRST SALE	USD	515 75	718 06		202 31	202 31

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Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency USD
Sort Order Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
11/08/2010 02/07/2012	22 000	NOVELLUS SYSTEMS INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	678 48	1,060 37		381 89	381 89
12/06/2007 02/07/2012	5 000	OCCIDENTAL PETE CORP LOT METHOD VSP SALE	USD	352 00	524 18		172 18	172 18
08/04/2011 02/07/2012	18 000	OCCIDENTAL PETE CORP LOT METHOD VSP SALE	USD	1,579 68	1,887 08		307 40	307 40
09/07/2011 02/07/2012	33 000	OCCIDENTAL PETE CORP LOT METHOD VSP SALE	USD	2,789 82	3,459 65		669 83	669 83
08/12/2009 02/07/2012	6 000	OCCIDENTAL PETE CORP LOT METHOD VSP SALE	USD	419 16	629 02		209 86	209 86
10/03/2007 02/07/2012	2 000	OCCIDENTAL PETE CORP LOT METHOD VSP SALE	USD	128 48	209 67		81 19	81 19
03/18/2009 02/07/2012	18 000	OIL STATES INTL INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	241 92	1,527 99		1,286 07	1,286 07
11/20/2009 02/07/2012	24 000	PEABODY ENERGY CORP COM LOT METHOD HIGHEST COST FIRST SALE	USD	1,089 36	897 82		(191 54)	(191 54)
12/10/2008 02/07/2012	39 000	PHILIP MORRIS INTL LOT METHOD HIGHEST COST FIRST SALE	USD	1,654 38	3,026 34		1,371 96	1,371 96
09/07/2011 02/07/2012	31 000	PRINCIPAL FINANCIAL GROUP INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	760 43	832 95		72 52	72 52

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Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
06/23/2010 02/07/2012	4 000	PRINCIPAL FINANCIAL GROUP INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	102 04	107 48		5 44	5 44
11/08/2010 02/07/2012	23 000	PUBLIC SERVICE ENTERPRISE GROUP LOT METHOD HIGHEST COST FIRST SALE	USD	747 73	704 01		(43 72)	(43 72)
11/08/2010 02/07/2012	87 000	RF MICRO DEVICES INC LOT METHOD HIGHEST COST FIRST SALE	USD	645 54	466 31		(179 23)	(179 23)
12/30/2011 02/07/2012	19 000	ROCKWELL COLL LOT METHOD HIGHEST COST FIRST SALE	USD	1,052 03	1,120 97		68 94	68 94
01/28/2009 02/07/2012	69 000	ROYAL CARIBBEAN CRUISES LTDNY LI STING LOT METHOD HIGHEST COST FIRST SALE	USD	625 14	2,143 78		1,518 64	1,518 64
10/11/2011 02/07/2012	85 000	SLM CORP LOT METHOD HIGHEST COST FIRST SALE	USD	1,156 00	1,344 67		188 67	188 67
07/09/2009 01/11/2012	53 000	STAPLES INC COM LOT METHOD HIGHEST COST FIRST SALE	USD	1,023 96	796 04		(227 92)	(227 92)
08/04/2011 02/07/2012	78 000	TJX COS INC NEW COM LOT METHOD VSP SALE	USD	2,038 14	2,698 74		660 60	660 60
07/30/2010 02/07/2012	17 000	TORO CO COM LOT METHOD HIGHEST COST FIRST SALE	USD	884 85	1,093 92		209 07	209 07
03/18/2009 02/07/2012	36 000	V F CORP LOT METHOD HIGHEST COST FIRST SALE	USD	2,027 16	4,880 42		2,853 26	2,853 26

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Realized Gains & Losses
A7-10341 : KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency USD
Sort Order. Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
12/30/2011 01/11/2012	33 000	WALGREEN CO COM LOT METHOD HIGHEST COST FIRST SALE	USD	1,090 98	1,122 30		31 32	31 32
09/16/2009 01/11/2012	3 000	WALGREEN CO COM LOT METHOD HIGHEST COST FIRST SALE	USD	103 83	102 03		(1 80)	(1 80)
07/09/2009 01/11/2012	5 000	WALGREEN CO COM LOT METHOD HIGHEST COST FIRST SALE	USD	146 90	170 05		23 15	23 15
06/22/2006 01/11/2012	47 000	WALGREEN CO COM LOT METHOD HIGHEST COST FIRST SALE	USD	2,039 10	1,598 44		(440 66)	(440 66)
03/18/2009 02/07/2012	29 000	WELLCARE HEALTH PLANS INC LOT METHOD HIGHEST COST FIRST SALE	USD	294 35	1,775 05		1,480 70	1,480 70
06/02/2009 02/07/2012	6 000	WHITE MOUNTAINS INSURANCE GR OUP COM STK LOT METHOD HIGHEST COST FIRST SALE	USD	1,300 68	2,836 20		1,535 52	1,535 52
08/12/2009 02/07/2012	25 000	WPX ENERGY INC LOT METHOD HIGHEST COST FIRST SALE	USD	237 98	432 74		194 76	194 76
08/12/2009 01/06/2012		WPX ENERGY INC CASH IN LIEU	USD	3 17	5 53		2 36	2 36

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Realized Gains & Losses
A7-10341 · KHACHATURIAN FOUNDATION *US EQUITY*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency USD
Sort Order· Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
10/11/2011 02/07/2012	15 000	WYNDHAM WORLDWIDE CORP LOT METHOD VSP SALE	USD	459 60	613 93		154 33	154 33
COMMON STOCKS			**USD**	**136,892.11**	**209,214 91**	**0 00**	**72,322 80**	**72,322 80**
EQUITIES			**USD**	**136,892 11**	**209,214 91**	**0 00**	**72,322 80**	**72,322 80**
US DOLLAR			**USD**	**136,892 11**	**209,214 91**	**0 00**	**72,322 80**	**72,322.80**
TOTAL PORTFOLIO				**136,892 11**	**209,214 91**		**72,322 80**	**72,322 80**

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Supplemental Report

Realized Gains & Losses
A9-78371 : KHACHATURIAN FOUNDATION *GLOBAL TIPS*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency. USD
Sort Order Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
			NEW ZEALAND DOLLAR					
FIXED INCOME								
GOVERNMENT BONDS								
10/06/2009	5,000 000	NEW ZEALAND GOVT	NZD	6,452 03	8,222 40		1,770 37	1,770 37
03/05/2012		4 500% DUE 02/15/2016 @ 100 00	USD	4,718 65	6,816 48	630 17	1,467 66	2,097 83
		SALE						
07/28/2009	10,000 000	NEW ZEALAND GOVT	NZD	12,878 73	16,444 81		3,566 08	3,566 08
03/05/2012		4 500% DUE 02/15/2016 @ 100 00	USD	8,446 26	13,632 98	2,230 39	2,956 33	5,186 72
		SALE						
GOVERNMENT BONDS			NZD	19,330 76	24,667 21	0 00	5,336 45	5,336 45
			USD	13,164 91	20,449 46	2,860 56	4,423 99	7,284 55
FIXED INCOME			NZD	19,330.76	24,667 21	0 00	5,336 45	5,336 45
			USD	13,164 91	20,449 46	2,860 56	4,423.99	7,284 55
NEW ZEALAND DOLLAR			NZD	19,330 76	24,667 21	0 00	5,336 45	5,336 45
			USD	13,164 91	20,449 46	2,860 56	4,423 99	7,284 55

STATEMENT C

Supplemental Report

Realized Gains & Losses
A9-78371 : KHACHATURIAN FOUNDATION *GLOBAL TIPS*
01/01/2012 to 12/31/2012
Trade Date Reporting

Valuation Currency. USD
Sort Order Currency
Asset Class
Security Type

Purchase Date *Sale Date*	*Shares or Face Value*	*Security Description*	*CCY*	*Cost*	*Proceeds*	*Currency Gain (Loss)*	*Market Gain (Loss)*	*Total Gain (Loss)*
			US DOLLAR					
FIXED INCOME								
04/07/2011 03/05/2012	10,000,000 000	INTERNATIONAL BANK FOR RECONSTR 3 250% DUE 01/24/2013 @ 100 00 SALE	CLP USD	9,908,081 19 20,903 12	9,840,765 44 20,332 16	 (431 88)	(67,315 75) (139 08)	(67,315 75) (570 96)
US DOLLAR			CLP USD	**9,908,081 19** **20,903 12**	**9,840,765 44** **20,332 16**	**0 00** **(431 88)**	**(67,315 75)** **(139 08)**	**(67,315 75)** **(570 96)**
TOTAL PORTFOLIO				**34,068 03**	**40,781 62**	**2,428 68**	**4,284.91**	**6,713 59**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. GREGORY'S ARMENIAN CHURCH 51 COMMONWEALTH AVE SAN FRANCISCO, CA 94118	NONE	CHARITABLE	GENERAL PURPOSE	50,000.
ANCA ENDOWMENT FUND 1711 N. STREET NW WASHINGTON, DC 20036	NONE	CHARITABLE	GENERAL PURPOSE	30,000.
WESTERN PRELACY 6252 HONOLULU AVE. LA CRESCENTIA, CA 91214	NONE	CHARITABLE	GENERAL PURPOSE	50,000.
MAKE-A-WISH FOUNDATION 4742 NORTH 24TH ST., STE 400 PHOENIX, AZ 85016	NONE	CHARITABLE	GENERAL PURPOSE	25,000.
PACIFIC VASCULAR RESEARCH C/O VIRGINIA MADDEN PLEASANTON, CA 94588	NONE	CHARITABLE	GENERAL PURPOSE	25,000.
KZV ARMENIAN SCHOOL 825 BROTHERHOOD WAY SAN FRANCISCO, CA 94132	NONE	CHARITABLE	GENERAL PURPOSE	10,000.
PENINSULA HUMANE SOCIETY 1450 ROLLINS ROAD BURLINGAME, CA 94010	NONE	CHARITABLE	GENERAL PURPOSE	10,000.
ST. JUDE CHILDREN'S RESEARCH 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	CHARITABLE	GENERAL PURPOSE	30,000.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	NONE	CHARITABLE	GENERAL PURPOSE	10,000.
LARKIN STREET YOUTH 701 SUTTER STREET, SUITE 2 SAN FRANCISCO, CA 94109	NONE	CHARITABLE	GENERAL PURPOSE	10,000.
Total from continuation sheets				395,000.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
FEEDING AMERICA 35 EAST WACKER DRIVE, SUITE 2000 CHICAGO, IL 60601	NONE	CHARITABLE	GENERAL PURPOSE	10,000.
CHILDREN'S MIRACLE NETWORK 205 WEST 700 SOUTH SALT LAKE CITY, UT 84101	NONE	CHARITABLE	GENERAL PURPOSE	10,000.
V-DAY 303 PARK AVE SOUTH, SUITE # 1184 NEW YORK, NY 10010-3657	NONE	CHARITABLE	GENERAL PURPOSE	10,000.
AMERICAN CANCER SOCIETY P.O. BOX 22718 OKLAHOMA CITY, OK 73123-1718	NONE	CHARITABLE	GENERAL PURPOSE	20,000.
DIABETIC YOUTH FOUNDATION 5166 CLAYTON ROAD CONCORD, CA 94521	NONE	CHARITABLE	GENERAL PURPOSE	35,000.
RONALD MCDONALD HOUSE 520 SAND HILL ROAD PALO ALTO, CA 94304	NONE	CHARITABLE	GENERAL PURPOSE	20,000.
IACOCCA FOUNDATION 867 BOYLSTON STREET BOSTON, MA 02116	NONE	CHARITABLE	GENERAL PURPOSE	25,000.
ARMY EMERGENCY RELIEF 200 STOVALL STREET, ROOM 5533 ALEXANDRIA, VA 22332	NONE	CHARITABLE	GENERAL PURPOSE	5,000.
FISHER HOUSE FOUNDATION, INC. 111 ROCKVILLE PIKE, SUITE 420 ROCKVILLE, MD 20850	NONE	CHARITABLE	GENERAL PURPOSE	5,000.
ELEVATE HOPE FOUNDATION 12400 VENTURA BLVD., PMB 1066 STUDIO CITY, CA 91604	NONE	CHARITABLE	GENERAL PURPOSE	5,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT DOWNING X5963	240,497.	0.	240,497.
MORGAN STANLEY X0302	42,106.	0.	42,106.
MORGAN STANLEY X0341	17,191.	0.	17,191.
MORGAN STANLEY X0G2H	13,921.	0.	13,921.
MORGAN STANLEY X8371	13,684.	0.	13,684.
MORGAN STANLEY XA975	35.	0.	35.
MORGAN STANLEY XA976	16.	0.	16.
WELLS FARGO	259.	0.	259.
TOTAL TO FM 990-PF, PART I, LN 4	327,709.	0.	327,709.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	97,007.	0.	97,007.
TOTAL TO FORM 990-PF, PART I, LINE 11	97,007.	0.	97,007.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	3,145.	1,937.	107.	0.
TO FORM 990-PF, PG 1, LN 16B	3,145.	1,937.	107.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRATION TAXES	160.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	160.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	1,500.	0.	0.	0.
MISCELLANEOUS	30,000.	0.	0.	0.
INVESTMENT MANAGEMENT FEES - ABBOTT DOWNING	33,271.	33,271.	0.	0.
INVESTMENT MANAGEMENT FEES - MORGAN STANLEY	53,998.	53,998.	0.	0.
FUNDRAISING EXPENSES	32,112.	0.	32,112.	0.
TO FORM 990-PF, PG 1, LN 23	150,881.	87,269.	32,112.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	16,082,482.	13,928,746.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,082,482.	13,928,746.

FORM 990-PF PART XV - LINE 1A STATEMENT 7

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

HENRY KHACHATURIAN
RITA M. KHACHATURIAN

FORM 990-PF PART XV - LINE 1B STATEMENT 8

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

HENRY KHACHATURIAN
RITA M. KHACHATURIAN