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

2012

Department of the Treasury
Internal Revenue Service

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

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

The Louis B. Mayer Foundation
6 West 48th. Street, 10th Fl.
New York, NY 10036-1802

A	Employer identification number 95-2232340
B	Telephone number (see the instructions) 212-812-4362
C	If exemption application is pending, check here <input type="checkbox"/>
D 1	Foreign organizations, check here <input type="checkbox"/>
D 2	Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), 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

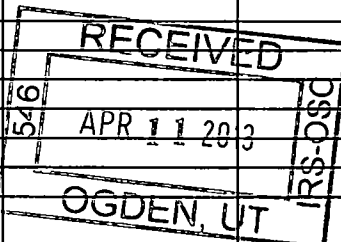
H Check type of organization

<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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ **10,954,208.**

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	110.	110.	N/A	
	4 Dividends and interest from securities	261,433.	261,433.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	193,668.			
	b Gross sales price for all assets on line 6a	966,242.			
	7 Capital gain net income (from Part IV, line 2)		193,668.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	See Statement 1	12,167.	12,167.		
12 Total. Add lines 1 through 11		467,378.	467,378.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	7,087.	3,543.		3,544.
	c Other prof fees (attach sch) See St 3	84,468.	62,968.		21,500.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	7,868.	4,443.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Statement 5	5,798.	3,471.		2,327.
	24 Total operating and administrative expenses. Add lines 13 through 23	105,221.	74,425.		27,371.
25 Contributions, gifts, grants paid Part XV	474,000.			474,000.	
26 Total expenses and disbursements. Add lines 24 and 25	579,221.	74,425.		501,371.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-111,843.				
b Net investment income (if negative, enter -0-)		392,953.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	27,509.	49,186.	49,186.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 6	9,783,044.	9,648,369.	10,905,022.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	9,810,553.	9,697,555.	10,954,208.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	9,810,553.	9,697,555.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	9,810,553.	9,697,555.	
	31	Total liabilities and net assets/fund balances (see instructions)	9,810,553.	9,697,555.	

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	9,810,553.
2	Enter amount from Part I, line 27a	2	-111,843.
3	Other increases not included in line 2 (itemize) <u>See Statement 7</u>	3	7,032.
4	Add lines 1, 2, and 3	4	9,705,742.
5	Decreases not included in line 2 (itemize) <u>See Statement 8</u>	5	8,187.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,697,555.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 9			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7	2	193,668.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	17,979.

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	479,263.	10,401,016.	0.046078
2010	479,336.	10,412,882.	0.046033
2009	456,066.	9,056,714.	0.050357
2008	645,860.	10,633,616.	0.060738
2007	675,781.	13,279,547.	0.050889

2 Total of line 1, column (d)	2	0.254095
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	0.050819
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,316,740.
5 Multiply line 4 by line 3	5	524,286.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,930.
7 Add lines 5 and 6	7	528,216.
8 Enter qualifying distributions from Part XII, line 4	8	501,371.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,859.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	7,859.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,859.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	4,400.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	4,400.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,459.
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	11	
	Refunded	

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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. \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

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).			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ <u>GHS Philanthropy Management</u> Telephone no ▶ <u>212-812-4362</u> Located at ▶ <u>6 West 48th Street, 10th Fl. New York NY</u> ZIP + 4 ▶ <u>10036</u>			
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	N/A
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 ▶		Yes	No
		16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	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?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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

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

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5 b	N/A	
6 b		X
7 b		

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
Robert A. Gottlieb 6 West 48th Street, 10th Fl. New York, NY 10036	Trustee/Pres 2.00	0.	0.	0.
Carol Farkas 6 West 48th Street, 10th Fl. New York, NY 10036	Secretary/Tr 1.00	0.	0.	0.
Elliot R. Cattarulla 6 West 48th Street, 10th Fl. New York, NY 10036	Trustee 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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 N/A	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	

2	

All other program-related investments See instructions	
3	

Total. Add lines 1 through 3	0.

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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	1 a	10,435,501.
b Average of monthly cash balances	1 b	38,347.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	10,473,848.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	10,473,848.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	157,108.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,316,740.
6 Minimum investment return. Enter 5% of line 5	6	515,837.

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	515,837.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	7,859.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	7,859.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	507,978.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	507,978.
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	507,978.

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	1 a	501,371.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	501,371.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	501,371.

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				507,978.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			479,715.	
b Total for prior years: 20 __, 20 __, 20 __		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 ▶ \$ <u>501,371.</u>				
a Applied to 2011, but not more than line 2a			479,715.	
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				21,656.
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				486,322.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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 Schedule attached				474,000.
Total . . .				▶ 3 a 474,000.
b Approved for future payment				
Total . . .				▶ 3 b

The Louis B. Mayer Foundation

95-2232340

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil royalties	\$ 12,167.	\$ 12,167.	
Total	\$ 12,167.	\$ 12,167.	0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Review and tax	\$ 7,087.	\$ 3,543.		\$ 3,544.
Total	\$ 7,087.	\$ 3,543.		\$ 3,544.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative management	\$ 43,000.	\$ 21,500.		\$ 21,500.
Investment management fees	41,468.	41,468.		
Total	\$ 84,468.	\$ 62,968.		\$ 21,500.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise taxes	\$ 3,425.			
Foreign taxes paid	4,443.	\$ 4,443.		
Total	\$ 7,868.	\$ 4,443.		\$ 0.

The Louis B. Mayer Foundation

95-2232340

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank fees	\$ 114.	\$ 57.		\$ 57.
Board expenses	2,620.	1,310.		1,310.
NYS charities filing fee	250.			250.
Phone and fax	476.	238.		238.
Portfolio deductions - Powershares DB	1,395.	1,395.		
Postage and courier	174.	87.		87.
Storage	36.	18.		18.
Supplies, printing and copying	733.	366.		367.
Total	<u>\$ 5,798.</u>	<u>\$ 3,471.</u>		<u>\$ 2,327.</u>

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
TD Ameritrade - attachment	Mkt Val	\$ 9,648,369.	\$ 10,905,022.
	Total	<u>\$ 9,648,369.</u>	<u>\$ 10,905,022.</u>

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

Nontaxable distributions	\$ 7,032.
Total	<u>\$ 7,032.</u>

Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

RMX dividends not reinvested	\$ 8,187.
Total	<u>\$ 8,187.</u>

The Louis B. Mayer Foundation

95-2232340

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	TD Ameritrade - attachment - short term	Purchased	Various	Various
2	TD Ameritrade - attachment - long term	Purchased	Various	Various
3	TD Ameritrade - attachment - short term	Purchased	Various	Various
4	TD Ameritrade - attachment - long term	Purchased	Various	Various
5	PowerShares DB - long term	Purchased	Various	Various
6	PowerShares DB - short term	Purchased	Various	Various
7	PowerShares DB - Sec 1256 - short term	Purchased	Various	Various
8	PowerShares DB - Sec 1256 - long term	Purchased	Various	Various
8	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	107,267.		102,017.	5,250.				\$ 5,250.
2	718,835.		666,514.	52,321.				52,321.
3	10,014.		0.	10,014.				10,014.
4	123,792.		0.	123,792.				123,792.
5	0.		4,043.	-4,043.				-4,043.
6	302.		0.	302.				302.
7	2,413.		0.	2,413.				2,413.
8	3,619.		0.	3,619.				3,619.
							Total	<u>\$ 193,668.</u>

Other Income Producing Activities
Interest on savings & cash investments

TD Ameritrade	\$	3.
Chase		1.
PowerShares DB Commodity Index		106.
Total	\$	<u>110.</u>

Other Income Producing Activities
Dividends/interest from securities.

TD Ameritrade	\$	261,433.
Total	\$	<u>261,433.</u>

Realized Gains and Losses Report
Fiscal Year Ending 12/31/2012

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310
TD Ameritrade Institutional, Custodian
227 Inwood Ave
Upper Montclair, NJ 07043

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA 1yr Fixed Income	01/14/2008	02/28/2012	5,549 611	\$57,318 31	\$56,556 57	\$761 74		\$761 74
908535310	DFA 1yr Fixed Income	05/01/2008	02/28/2012	8,957 469	\$92,515 85	\$91,298 51	\$1,217 34	\$0 12	\$1,217 34
908535310	DFA 1yr Fixed Income	02/09/2012	02/28/2012	13 733	\$141 84	\$141 72	\$0 12	\$0 12	\$0 12
				14,520 813	\$149,976 00	\$147,996 80	\$1,979 20	\$0 12	\$1,979 08
908535310	DFA 1yr Fixed Income	01/14/2008	12/10/2012	2,333 919	\$24,132 86	\$23,785 17	\$347 69		\$347 69
908535310	DFA 1yr Fixed Income	03/09/2012	12/10/2012	10 128	\$104 72	\$104 62	\$0 10	\$0 10	\$0 10
908535310	DFA 1yr Fixed Income	04/11/2012	12/10/2012	8 106	\$83 62	\$83 73	\$0 09	\$0 09	\$0 09
908535310	DFA 1yr Fixed Income	05/09/2012	12/10/2012	10 127	\$104 71	\$104 71	\$0 00	\$0 00	\$0 00
908535310	DFA 1yr Fixed Income	06/11/2012	12/10/2012	8 113	\$83 89	\$83 81	\$0 08	\$0 08	\$0 08
908535310	DFA 1yr Fixed Income	07/11/2012	12/10/2012	10 135	\$104 80	\$104 80	\$0 00	\$0 00	\$0 00
908535310	DFA 1yr Fixed Income	08/09/2012	12/10/2012	8 112	\$83 88	\$83 88	\$0 00	\$0 00	\$0 00
908535310	DFA 1yr Fixed Income	09/11/2012	12/10/2012	10 134	\$104 79	\$104 89	\$(0 10)	\$(0 10)	\$(0 10)
908535310	DFA 1yr Fixed Income	10/11/2012	12/10/2012	8 111	\$83 87	\$83 95	\$(0 08)	\$(0 08)	\$(0 08)
908535310	DFA 1yr Fixed Income	11/09/2012	12/10/2012	8 115	\$83 91	\$83 99	\$(0 08)	\$(0 08)	\$(0 08)
				2,415 000	\$24,971 25	\$24,623 55	\$347 70	\$0 01	\$347 69
				16,935 813	\$174,947 25	\$172,620 35	\$2,326 90	\$0 13	\$2,326 77
908535310	DFA Global Fixed Income	03/10/2010	06/15/2012	373 559	\$4,160 70	\$4,180 13	\$(19 43)		\$(19 43)
908535310	DFA Global Fixed Income	03/11/2010	06/15/2012	8,157 654	\$90,859 98	\$91,208 04	\$(348 06)		\$(348 06)
908535310	DFA Global Fixed Income	06/09/2010	06/15/2012	890 076	\$9,913 67	\$10,040 06	\$(126 39)		\$(126 39)
908535310	DFA Global Fixed Income	09/09/2010	06/15/2012	538 651	\$5,999 49	\$6,210 65	\$(211 16)		\$(211 16)
908535310	DFA Global Fixed Income	09/08/2011	06/15/2012	2,054 871	\$22,887 16	\$23,322 79	\$(435 63)	\$(435 63)	\$(435 63)
				12,014 811	\$133,821 00	\$134,961 67	\$(1,140 67)	\$(435 63)	\$(705 04)
908535310	DFA US Large Cap Value	06/09/2004	03/06/2012	80 577	\$1,672 78	\$1,444 75	\$228 03		\$228 03
908535310	DFA US Large Cap Value	12/27/2004	03/06/2012	317 868	\$6,598 95	\$6,255 65	\$343 30		\$343 30
908535310	DFA US Large Cap Value	03/09/2005	03/06/2012	78 430	\$1,628 21	\$1,608 60	\$19 61		\$19 61
908535310	DFA US Large Cap Value	06/15/2005	03/06/2012	142 695	\$2,962 36	\$2,886 71	\$75 65		\$75 65
908535310	DFA US Large Cap Value	09/15/2005	03/06/2012	51 966	\$1,078 81	\$1,118 31	\$(39 50)		\$(39 50)
908535310	DFA US Large Cap Value	03/10/2008	03/06/2012	159 478	\$3,310 77	\$3,288 44	\$22 33		\$22 33
908535310	DFA US Large Cap Value	09/09/2008	03/06/2012	285 237	\$5,921 53	\$5,616 31	\$305 22		\$305 22
908535310	DFA US Large Cap Value	03/10/2010	03/06/2012	150 033	\$3,114 69	\$2,708 09	\$406 60		\$406 60
908535310	DFA US Large Cap Value	12/10/2010	03/06/2012	286 736	\$5,952 65	\$5,585 61	\$367 04		\$367 04
908535310	DFA US Large Cap Value	03/09/2011	03/06/2012	127 266	\$2,642 05	\$2,765 49	\$(123 44)	\$(123 44)	\$(123 44)
908535310	DFA US Large Cap Value	06/09/2011	03/06/2012	166 971	\$3,466 33	\$3,478 00	\$(11 67)	\$(11 67)	\$(11 67)
908535310	DFA US Large Cap Value	09/08/2011	03/06/2012	212 510	\$4,411 71	\$3,867 69	\$544 02	\$544 02	\$544 02

Realized Gains and Losses Report
Fiscal Year Ending 12/31/2012

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA US Large Cap Value	12/14/2011	03/06/2012	347 551	\$7,215 16	\$6,443 60	\$771 56	\$771 56	\$1,728 28
				2,407 318	\$49,976 00	\$47,067 25	\$2,908 75	\$1,180 47	
908535310	DFA US Large Cap Value	03/23/2004	12/07/2012	1,400 102	\$31,713 69	\$24,068 24	\$7,645 45		\$7,645 45
908535310	DFA US Large Cap Value	06/09/2004	12/07/2012	130 002	\$2,944 68	\$2,330 94	\$613 74		\$613 74
908535310	DFA US Large Cap Value	09/09/2004	12/07/2012	187 373	\$4,244 18	\$3,305 26	\$938 92		\$938 92
908535310	DFA US Large Cap Value	09/09/2010	12/07/2012	371 805	\$8,421 75	\$6,409 91	\$2,011 84		\$2,011 84
908535310	DFA US Large Cap Value	03/09/2012	12/07/2012	145 502	\$3,295 77	\$3,081 74	\$214 03	\$214 03	
908535310	DFA US Large Cap Value	06/11/2012	12/07/2012	227 211	\$5,146 55	\$4,501 05	\$645 50	\$645 50	
908535310	DFA US Large Cap Value	09/11/2012	12/07/2012	201 005	\$4,552 96	\$4,432 16	\$120 80	\$120 80	
				2,663 000	\$60,319 58	\$48,129 30	\$12,190 28	\$980 33	\$11,209 95
908535310	DFA US Micro Cap Portfolio	12/20/2005	02/28/2012	1,903 218	\$27,920 08	\$27,977 30	\$(57 22)		\$(57 22)
908535310	DFA US Micro Cap Portfolio	12/27/2005	02/28/2012	480 978	\$7,055 92	\$7,070 38	\$(14 46)		\$(14 46)
				2,384 196	\$34,976 00	\$35,047 68	\$(71 68)		\$(71 68)
908535310	DFA US Small Cap Value Portfoli	12/20/2005	02/28/2012	958 102	\$24,957 74	\$25,217 25	\$(259 51)		\$(259 51)
908535310	DFA US Small Cap Value Portfoli	12/27/2005	02/28/2012	192 646	\$5,018 26	\$5,070 45	\$(52 19)		\$(52 19)
				1,150 748	\$29,976 00	\$30,287 70	\$(311 70)		\$(311 70)
908535310	DFA US Small Cap Value Portfoli	12/20/2005	12/07/2012	1,383 902	\$37,494 53	\$36,424 30	\$1,070 23	\$13 33	\$1,070 23
908535310	DFA US Small Cap Value Portfoli	09/11/2012	12/07/2012	57 098	\$1,546 98	\$1,533 65	\$13 33	\$13 33	
				1,441 000	\$39,041 51	\$37,957 95	\$1,083 56	\$13 33	\$1,070 23
				2,591 748	\$69,017 51	\$68,245 65	\$771 86	\$13 33	\$758 53
908535310	iShares S&P 500 Index	03/23/2004	02/28/2012	384 125	\$52,989 13	\$42,415 08	\$10,574 05		\$10,574 05
908535310	iShares S&P 500 Index	03/31/2011	02/28/2012	22 871	\$3,155 00	\$3,065 90	\$89 10	\$89 10	
908535310	iShares S&P 500 Index	06/29/2011	02/28/2012	23 564	\$3,250 60	\$3,112 29	\$138 31	\$138 31	
908535310	iShares S&P 500 Index	09/30/2011	02/28/2012	28 848	\$3,979 51	\$3,254 28	\$725 23	\$725 23	
908535310	iShares S&P 500 Index	12/29/2011	02/28/2012	31 592	\$4,358 04	\$4,000 79	\$357 25	\$357 25	
				491 000	\$67,732 28	\$55,848 34	\$11,883 94	\$1,309 89	\$10,574 05

Realized Gains and Losses Report

Fiscal Year Ending 12/31/2012

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	iShares S&P 500 Index	03/23/2004	03/06/2012	109,000	\$14,762.15	\$12,035.78	\$2,726.37	\$1,309.89	\$2,726.37
				600,000	\$82,494.43	\$67,884.12	\$14,610.31		\$13,300.42
908535310	SPDR DJ International Real Estat	03/16/2010	12/07/2012	1,030,000	\$42,980.94	\$36,265.99	\$6,714.95		\$6,714.95
908535310	SPDR DJ International Real Estat	03/16/2010	12/07/2012	1,100,000	\$45,901.96	\$38,731.00	\$7,170.96		\$7,170.96
908535310	SPDR DJ International Real Estat	03/30/2011	12/07/2012	34,054	\$1,421.04	\$1,330.09	\$90.95		\$90.95
908535310	SPDR DJ International Real Estat	06/29/2011	12/07/2012	73,608	\$3,071.59	\$2,961.93	\$109.66		\$109.66
908535310	SPDR DJ International Real Estat	09/28/2011	12/07/2012	67,739	\$2,826.69	\$2,256.81	\$569.88		\$569.88
908535310	SPDR DJ International Real Estat	12/29/2011	12/07/2012	99,599	\$4,156.18	\$3,178.71	\$977.47		\$977.47
908535310	SPDR DJ International Real Estat	03/28/2012	12/07/2012	2,000	\$83.46	\$72.40	\$11.06	\$988.53	\$14,656.40
				2,407,000	\$100,441.86	\$84,796.93	\$15,644.93		\$14,656.40
908535310	SPDR DJ International Real Estat	06/27/2012	12/07/2012	100,000	\$4,173.90	\$3,534.91	\$638.99	\$638.99	
				2,507,000	\$104,615.76	\$88,331.84	\$16,283.92	\$1,627.52	\$14,656.40
908535310	Vanguard REIT Viper ETF	12/31/2004	02/28/2012	865,225	\$53,263.15	\$49,136.97	\$4,126.18		\$4,126.18
908535310	Vanguard REIT Viper ETF	06/30/2011	02/28/2012	87,564	\$5,390.43	\$5,329.98	\$60.45	\$60.45	
908535310	Vanguard REIT Viper ETF	12/30/2011	02/28/2012	120,211	\$7,400.18	\$6,980.04	\$420.14	\$420.14	
				1,073,000	\$66,053.76	\$61,446.99	\$4,606.77	\$480.59	\$4,126.18
908535310	Vanguard REIT Viper ETF	12/31/2004	03/06/2012	242,000	\$14,839.41	\$13,743.42	\$1,095.99		\$1,095.99
908535310	Vanguard REIT Viper ETF	03/16/2010	12/07/2012	89,465	\$5,827.02	\$4,314.42	\$1,512.60		\$1,512.60
908535310	Vanguard REIT Viper ETF	12/31/2010	12/07/2012	112,102	\$7,301.40	\$6,304.62	\$996.78		\$996.78
908535310	Vanguard REIT Viper ETF	09/29/2011	12/07/2012	103,453	\$6,738.09	\$5,352.14	\$1,385.95		\$1,385.95
908535310	Vanguard REIT Viper ETF	03/30/2012	12/07/2012	75,980	\$4,948.72	\$4,858.13	\$90.59	\$90.59	
908535310	Vanguard REIT Viper ETF	06/29/2012	12/07/2012	76,712	\$4,996.40	\$5,062.08	\$(65.68)	\$(65.68)	
908535310	Vanguard REIT Viper ETF	09/28/2012	12/07/2012	80,288	\$5,229.30	\$5,160.88	\$68.42	\$68.42	
				538,000	\$35,040.93	\$31,052.27	\$3,988.66	\$93.33	\$3,895.33
				1,853,000	\$115,934.10	\$106,242.68	\$9,691.42	\$573.92	\$9,117.50
	Short Term Gains				\$107,266.62	\$102,016.66		\$5,249.96	
	Total Long Gains				\$718,835.01	\$666,513.88			\$52,321.13
	Total (Sales)				\$826,101.63	\$768,530.54			\$52,321.13

Realized Gains and Losses Report
Fiscal Year Ending 12/31/2012

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Capital Gain Distributions in Non-Taxable or Tax Deferred Accounts

<u>Account Number</u>	<u>Description</u>	<u>Pay Date</u>	<u>Total Realized Gains</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
908535310	DFA 1yr Fixed Income	12/13/2012	\$241 66	\$241 66	\$185 90
908535310	DFA 1yr Fixed Income	12/13/2012	\$185 90		\$185 90
			\$427 56	\$241 66	
908535310	DFA Emerging Markets Port	12/14/2012	\$1,786 33		\$1,786 33
908535310	DFA Emerging Markets Value	12/14/2012	\$3,854 66		\$3,854 66
908535310	DFA Emerging Mkts Small Cap	12/14/2012	\$4,867 49		\$4,867 49
908535310	DFA Emerging Mkts Small Cap	12/14/2012	\$181.19	\$181 19	
			\$5,048 68	\$181 19	\$4,867 49
908535310	DFA Global Fixed Income	12/13/2012	\$5,082 74	\$5,082 74	\$12,296 94
908535310	DFA Global Fixed Income	12/13/2012	\$12,296 94		\$12,296 94
			\$17,379 68	\$5,082 74	
908535310	DFA International Small Cap Valu	12/13/2012	\$9,815 33		\$9,815 33
908535310	DFA International Small Co Port	12/14/2012	\$3,600 99		\$3,600 99
908535310	DFA Short Term Extended Qualit	12/13/2012	\$298 03		\$298 03
908535310	DFA Two Year Global	12/13/2012	\$708 31	\$708 31	\$106 25
908535310	DFA Two Year Global	12/13/2012	\$106 25		\$106 25
			\$814 56	\$708 31	\$106 25
908535310	DFA US Micro Cap Portfolio	12/14/2012	\$33,866 99		\$33,866 99
908535310	DFA US Small Cap Value Portfoli	12/14/2012	\$2,161 33	\$2,161 33	\$52,448 16
908535310	DFA US Small Cap Value Portfoli	12/14/2012	\$52,448 16		\$52,448 16
			\$54,609 49	\$2,161 33	
908535310	PIMCO Commodity Real Return	12/12/2012	\$1,638 73	\$1,638 73	\$665 25
908535310	PIMCO Commodity Real Return	12/12/2012	\$665 25		\$665 25
			\$2,303 98	\$1 638 73	
	Total (Distributions)		\$133,806 28	\$10,013 96	\$123,792 32
	Total Gains		\$191,377.37	\$15,263 92	\$176,113.45

The Louis B. Mayer Foundation
Total Grants Awarded, Projects and Program Development
for the Year Ending December 31, 2012

<u>Institution</u>	<u>Grant Date</u>	<u>Grant Amount</u>
Academy of Motion Pictures 8949 Wilshire Boulevard Beverly Hills CA 90211-1907 Preservation of 2 silent films. "The Deadlier Sex" and "Good Night, Paul"	7/2/2012	25,000
Dana Farber Cancer Institute 10 Brookline Place West, 6th Floor Brookline MA 02445-7226 Prostate Cancer Molecular Research Database Project - Dr. Philip Kantoff	3/9/2012	50,000
George Eastman House 900 East Avenue Rochester NY 14607-2298 Acquisition of approximately 6 Swedish films directed by Ingmar Bergman, Victor Sjostrom or Mauritz Stiller	12/17/2012	25,000
George Eastman House 900 East Avenue Rochester NY 14607-2298 Further Support of the L. Jeffrey Selznick School of Film Preservation	10/3/2012	10,000
George Eastman House 900 East Avenue Rochester NY 14607-2298 Preservation of "Thirty Years of Motion Pictures"	12/17/2012	29,500
George Eastman House 900 East Avenue Rochester NY 14607-2298 To upgrade the Dryden Theatre's projection and for the purchase of prints of Ali Khmaraev's "Fearless" and "Man Follows Birds"	7/2/2012	9,500
Miami City Ballet Ophelia & Juan Js Roca Center 2200 Liberty Avenue Miami Beach FL 33139 General Purposes	3/6/2012	100,000
Mount Sinai Medical Center One Gustave L. Levy Place Box 1049 New York NY 10029-6574 The Grenada Heart Project - Dr. Valentin Fuster	12/17/2012	25,000
Mount Sinai Medical Center One Gustave L. Levy Place Box 1049 New York NY 10029-6574 The Grenada Heart Project - Dr. Valentin Fuster	3/9/2012	50,000

**The Louis B. Mayer Foundation
Total Grants Awarded, Projects and Program Development
for the Year Ending December 31, 2012**

<u>Institution</u>	<u>Grant Date</u>	<u>Grant Amount</u>
New York Public Library for the Performing Arts 40 Lincoln Center Plaza New York NY 10023 Preservation and Processing of the Mikhail Baryshnikov Archive	12/17/2012	25,000
Pacific Film Archive/University of California Berkeley Art Museum 2625 Durant Avenue #2250 Berkeley CA 94720-2250 CineFiles Film Document Imaging Project	10/3/2012	10,000
Pacific Film Archive/University of California Berkeley Art Museum 2625 Durant Avenue #2250 Berkeley CA 94720-2250 CineFiles Film Document Imaging Project	3/9/2012	10,000
The Film Foundation 110 West 57th Street 6th Floor New York NY 10019 Preservation of the Michael Powell-Emeric Pressburger film, "The Tales of Hoffman" and Michael Powell's "Bluebeard's Castle"	7/2/2012	75,000
UCLA Film and Television Archive 302 East Melnitz Box 951323 Los Angeles CA 90095-1323 To restore "Now I'll Tell" with Spencer Tracy	3/9/2012	30,000
<u>TOTAL for the Year Ending December 31, 2012</u>		<u>\$474,000</u>

Unrealized Gains & Losses

As of 12/31/2012

Louis B. Mayer Foundation W-Foundation Trust Acct #. 908535310
 TD Ameritrade Institutional, Custodian
 227 Inwood Ave
 Upper Montclair, NJ 07043

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Small Cap								
DFA US Micro Cap Portfolio	DFSCX	03/23/2004	32,583 059	13 510	440,210 56	475,712 66	35,502 10	8 1%
DFA US Micro Cap Portfolio	DFSCX	06/09/2004	42 135	13 820	582 31	615 17	32 86	5 6%
DFA US Micro Cap Portfolio	DFSCX	09/09/2004	31 067	13 130	407 91	453 58	45 67	11.2%
DFA US Micro Cap Portfolio	DFSCX	12/21/2004	3 966	14 700	58 30	57 90	(0 40)	-0.7%
DFA US Micro Cap Portfolio	DFSCX	12/21/2004	1,415 969	14 700	20,814 74	20,673 15	(141 59)	-0.7%
DFA US Micro Cap Portfolio	DFSCX	03/09/2005	28 921	14 620	422 83	422 25	(0 58)	-0.1%
DFA US Micro Cap Portfolio	DFSCX	06/15/2005	54 035	14 150	764 59	788 91	24 32	3.2%
DFA US Micro Cap Portfolio	DFSCX	12/20/2005	1,022 313	14 700	15,028 00	14,925 77	(102 23)	-0.7%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	5,147 403	13 290	68,408 99	75,152 08	6,743 09	9.9%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	670 211	13 290	8,907 11	9,785 08	877 97	9.9%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	127 659	13 290	1,696 59	1,863 82	167 23	9.9%
DFA US Micro Cap Portfolio	DFSCX	03/10/2008	94 213	11 300	1,064 61	1,375 51	310 90	29.2%
DFA US Micro Cap Portfolio	DFSCX	06/10/2008	175 768	12 510	2,198 86	2,566 21	367 35	16.7%
DFA US Micro Cap Portfolio	DFSCX	09/09/2008	204 966	12 060	2,471 89	2,992 50	520 61	21 1%
DFA US Micro Cap Portfolio	DFSCX	12/11/2008	1,235 336	7 920	9,783 86	18,035 91	8,252 05	84.3%
DFA US Micro Cap Portfolio	DFSCX	03/11/2009	91 916	5 940	545 98	1,341 97	795 99	145.8%
DFA US Micro Cap Portfolio	DFSCX	06/10/2009	184 288	8 900	1,640 16	2,690 60	1,050 44	64.0%
DFA US Micro Cap Portfolio	DFSCX	09/10/2009	82 229	10 000	822 29	1,200 54	378 25	46.0%
DFA US Micro Cap Portfolio	DFSCX	12/10/2009	170 155	10 080	1,715 16	2,484 26	769 10	44.8%
DFA US Micro Cap Portfolio	DFSCX	03/10/2010	30 033	11 450	343 88	438 48	94 60	27.5%
DFA US Micro Cap Portfolio	DFSCX	06/09/2010	44 66	10 670	476 52	652 04	175 52	36.8%
DFA US Micro Cap Portfolio	DFSCX	09/09/2010	115 933	10 970	1,271 79	1,692 62	420 83	33.1%
DFA US Micro Cap Portfolio	DFSCX	12/10/2010	177 551	13 460	2,389 83	2,592 24	202 41	8.5%
DFA US Micro Cap Portfolio	DFSCX	03/09/2011	26 258	14 470	379 95	383 37	3 42	0.9%
DFA US Micro Cap Portfolio	DFSCX	06/09/2011	65 569	13 770	902 88	957 31	54 43	6.0%
DFA US Micro Cap Portfolio	DFSCX	09/08/2011	82 989	12 250	1,016 62	1,211 64	195.02	19.2%
DFA US Micro Cap Portfolio	DFSCX	12/14/2011	184 304	12 810	2,360 93	2,690 84	329 91	14.0%
DFA US Micro Cap Portfolio	DFSCX	06/11/2012	176 629	13 730	2,425 11	2,578 78	153 67	6.3%
DFA US Micro Cap Portfolio	DFSCX	09/11/2012	58 987	15 010	885 39	861 21	(24 18)	-2.7%
DFA US Micro Cap Portfolio	DFSCX	12/14/2012	2,405 326	14 080	33,866 99	35,117 76	1,250 77	3.7%
DFA US Micro Cap Portfolio	DFSCX	12/14/2012	475 398	14 080	6,693 61	6,940 81	247 20	3.7%
			47,209 246		630,558 24	689,254 99	58,696 75	9.3%
Small Cap Value								
DFA US Small Cap Value Portfolio	DFSVX	03/23/2004	24,165 786	23 400	565,490 90	633,385 25	67,894 35	12.0%
DFA US Small Cap Value Portfolio	DFSVX	06/09/2004	20 618	24 460	504 31	540 40	36 09	7.2%
DFA US Small Cap Value Portfolio	DFSVX	09/09/2004	4 168	24 208	100 90	109 24	8 34	8.3%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2004	11 563	26 181	302 73	303 07	0 34	0.1%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2004	2,608 532	26 180	68,291 36	68,369.62	78 26	0.1%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2004	820 237	26 180	21,473 81	21,498 41	24 60	0.1%

Unrealized Gains & Losses
As of 12/31/2012

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Small Cap Value								
DFA US Small Cap Value Portfolio	DFSX	06/15/2005	58,923	26,100	1,537.90	1,544.37	6.47	0.4%
DFA US Small Cap Value Portfolio	DFSX	12/20/2005	1,103,779	26,320	29,051.46	28,930.05	(121.41)	-0.4%
DFA US Small Cap Value Portfolio	DFSX	12/21/2007	72,199	23,550	1,700.29	1,892.34	192.05	11.3%
DFA US Small Cap Value Portfolio	DFSX	12/21/2007	4,678,508	23,550	110,178.87	122,623.69	12,444.82	11.3%
DFA US Small Cap Value Portfolio	DFSX	03/10/2008	209,982	21,080	4,426.43	5,503.63	1,077.20	24.3%
DFA US Small Cap Value Portfolio	DFSX	06/10/2008	74,233	23,080	1,713.29	1,945.65	232.36	13.6%
DFA US Small Cap Value Portfolio	DFSX	09/09/2008	162,911	22,050	3,592.18	4,269.90	677.72	18.9%
DFA US Small Cap Value Portfolio	DFSX	12/11/2008	600,504	14,060	8,443.08	15,739.21	7,296.13	86.4%
DFA US Small Cap Value Portfolio	DFSX	06/10/2009	120,078	15,850	1,903.23	3,147.24	1,244.01	65.4%
DFA US Small Cap Value Portfolio	DFSX	09/10/2009	59,012	18,470	1,089.96	1,546.70	456.74	41.9%
DFA US Small Cap Value Portfolio	DFSX	06/10/2009	151,305	18,750	2,836.97	3,965.70	1,128.73	39.8%
DFA US Small Cap Value Portfolio	DFSX	03/10/2010	18,902	21,580	407.91	495.42	87.51	21.5%
DFA US Small Cap Value Portfolio	DFSX	12/10/2010	50,113	20,180	1,011.28	1,313.46	302.18	29.9%
DFA US Small Cap Value Portfolio	DFSX	09/09/2010	142,145	24,930	3,543.68	3,725.62	181.94	5.1%
DFA US Small Cap Value Portfolio	DFSX	06/09/2011	37,177	25,330	941.70	974.41	32.71	3.5%
DFA US Small Cap Value Portfolio	DFSX	09/08/2011	66,66	22,060	1,470.51	1,747.16	276.65	18.8%
DFA US Small Cap Value Portfolio	DFSX	12/14/2011	552,43	22,290	12,313.67	14,479.19	2,165.52	17.6%
DFA US Small Cap Value Portfolio	DFSX	12/14/2011	125,398	22,290	2,795.13	3,286.68	491.55	17.6%
DFA US Small Cap Value Portfolio	DFSX	06/11/2012	106,923	24,070	2,573.64	2,802.45	228.81	8.9%
DFA US Small Cap Value Portfolio	DFSX	12/14/2012	85,293	25,340	2,161.33	2,235.53	74.20	3.4%
DFA US Small Cap Value Portfolio	DFSX	12/14/2012	2,069,777	25,340	52,448.16	54,248.86	1,800.70	3.4%
DFA US Small Cap Value Portfolio	DFSX	12/14/2012	398,034	25,340	10,086.18	10,432.47	346.29	3.4%
			38,575.19		912,390.86	1,011,055.73	98,664.87	10.8%
Large Cap								
iShares S&P 500 Index	IVV	03/23/2004	4,626,683	110,420	510,878.34	662,263.40	151,385.06	29.6%
iShares S&P 500 Index	IVV	03/30/2012	20,529	142,510	2,925.58	2,938.52	12.94	0.4%
iShares S&P 500 Index	IVV	06/25/2012	22,511	131,987	2,971.16	3,222.22	251.06	8.4%
iShares S&P 500 Index	IVV	10/01/2012	25,76	144,729	3,728.22	3,687.29	(40.93)	-1.1%
iShares S&P 500 Index	IVV	12/26/2012	30,912	141,220	4,365.38	4,424.74	59.36	1.4%
			4,726,395		524,868.68	676,536.18	151,667.50	28.9%
Large Cap Value								
DFA US Large Cap Value	DFLVX	03/23/2004	39,500,214	17,190	679,022.49	904,554.90	225,532.41	33.2%
DFA US Large Cap Value	DFLVX	12/21/2006	334,748	0,000	0.00	7,665.73	7,665.73	100.0%
DFA US Large Cap Value	DFLVX	12/21/2006	1,075,058	0,000	0.00	24,618.83	24,618.83	100.0%
DFA US Large Cap Value	DFLVX	12/11/2008	661,558	13,110	8,673.03	15,149.68	6,476.65	74.7%
DFA US Large Cap Value	DFLVX	12/11/2008	77,031	13,110	1,009.87	1,764.01	754.14	74.7%
DFA US Large Cap Value	DFLVX	03/11/2009	869,081	9,550	8,299.72	19,901.95	11,602.23	139.8%
DFA US Large Cap Value	DFLVX	06/10/2009	60,28	14,170	854.17	1,380.41	526.24	61.6%
DFA US Large Cap Value	DFLVX	09/10/2009	151,544	16,120	2,442.89	3,470.36	1,027.47	42.1%
DFA US Large Cap Value	DFLVX	12/10/2009	323,586	16,650	5,387.70	7,410.12	2,022.42	37.5%

Unrealized Gains & Losses
As of 12/31/2012

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Large Cap Value								
DFA US Large Cap Value	DFLVX	06/09/2010	177,298	16 870	2,991 01	4,060 12	1,069 11	35 7%
DFA US Large Cap Value	DFLVX	12/14/2012	318,096	22 560	7,176 25	7,284 40	108 15	1 5%
			43,548 494		715,857 13	997,260 51	281,403 38	39 3%
Int'l Small Cap								
DFA International Small Co Port	DFISX	03/23/2004	23,476 054	12 510	293,694 39	373,973 54	80,279 15	27 3%
DFA International Small Co Port	DFISX	06/09/2004	577 168	12 530	7,231 91	9,194 29	1,962 38	27 1%
DFA International Small Co Port	DFISX	09/09/2004	236 917	12 590	2,982 78	3,774 09	791 31	26 5%
DFA International Small Co Port	DFISX	12/21/2004	105 404	13 900	1,465 11	1,679 09	213 98	14 6%
DFA International Small Co Port	DFISX	12/21/2004	1,406 905	13 900	19,555 98	22,412 00	2,856 02	14 6%
DFA International Small Co Port	DFISX	12/27/2004	467 441	13 900	6,497 43	7,446 34	948 91	14 6%
DFA International Small Co Port	DFISX	06/15/2005	539 161	14 560	7,850 18	8,588 83	738 65	9 4%
DFA International Small Co Port	DFISX	09/15/2005	165 996	16 030	2,660 91	2,644 32	(16 59)	-0 6%
DFA International Small Co Port	DFISX	12/20/2005	260 423	16 140	4,203 23	4,148 54	(54 69)	-1 3%
DFA International Small Co Port	DFISX	12/20/2005	2,260 219	16 140	36,479 93	36,005 29	(474 64)	-1 3%
DFA International Small Co Port	DFISX	12/27/2005	389 028	16 140	6,278 91	6,197 22	(81 69)	-1 3%
DFA International Small Co Port	DFISX	06/15/2006	491 95	16 730	8,230 32	7,836 76	(393 56)	-4 8%
DFA International Small Co Port	DFISX	09/11/2006	202 403	17 670	3,576 46	3,224 28	(352 18)	-9 8%
DFA International Small Co Port	DFISX	12/21/2007	2,005 588	18 230	36,561 87	31,949 02	(4,612 85)	-12 6%
DFA International Small Co Port	DFISX	03/10/2008	92 93	17 090	1,588 17	1,480 37	(107 80)	-6 8%
DFA International Small Co Port	DFISX	06/10/2008	665 784	17 700	11,784 37	10,605 94	(1,178 43)	-10 0%
DFA International Small Co Port	DFISX	09/09/2008	292 672	14 290	4,182 28	4,662 26	479 98	11 5%
DFA International Small Co Port	DFISX	12/11/2008	413 51	9 560	3,953 16	6,587 21	2,634 05	66 6%
DFA International Small Co Port	DFISX	03/11/2009	98 496	8 300	817 52	1,569 04	751 52	91 9%
DFA International Small Co Port	DFISX	06/10/2009	581 745	11 880	6,911 13	9,267 20	2,356 07	34 1%
DFA International Small Co Port	DFISX	09/10/2009	151 628	14 000	2,122 79	2,415 43	292 64	13 8%
DFA International Small Co Port	DFISX	12/10/2009	319 946	14 120	4,517 64	5,096 74	579 10	12 8%
DFA International Small Co Port	DFISX	03/10/2010	30 319	14 490	439 32	482 98	43 66	9 9%
DFA International Small Co Port	DFISX	06/09/2010	410 503	13 000	5,336 54	6,539 31	1,202 77	22 5%
DFA International Small Co Port	DFISX	09/09/2010	81 64	14 570	1,189 49	1,300 53	111 04	9 3%
DFA International Small Co Port	DFISX	12/10/2010	490 62	16 460	8,075 61	7,815 58	(260 03)	-3 2%
DFA International Small Co Port	DFISX	03/09/2011	24 318	17 870	434 57	387 39	(47 18)	-10 9%
DFA International Small Co Port	DFISX	06/09/2011	390 932	17 520	6,849 13	6,227 55	(621 58)	-9 1%
DFA International Small Co Port	DFISX	09/08/2011	196 702	15 270	3,003 64	3,133 46	129 82	4 3%
DFA International Small Co Port	DFISX	12/14/2011	765 751	13 610	10,421 87	12,198 41	1,776 54	17 0%
DFA International Small Co Port	DFISX	12/14/2011	462 697	13 610	6,297 31	7,370 76	1,073 45	17 0%
DFA International Small Co Port	DFISX	03/09/2012	26 628	15 720	418 60	424 18	5 58	1 3%
DFA International Small Co Port	DFISX	06/11/2012	538 078	13 730	7,387 81	8,571 58	1,183 77	16 0%
DFA International Small Co Port	DFISX	09/11/2012	100 814	14 940	1,506 16	1,605 97	99 81	6 6%
DFA International Small Co Port	DFISX	12/14/2012	342 902	15 470	5,304 69	5,462 43	157 74	3 0%

Unrealized Gains & Losses
As of 12/31/2012

Louis B Mayer Foundation W-Foundation Trust Acct #. 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Int'l Small Cap			232,772	15,470	3,600.99	3,708.06	107.07	3.0%
DFA International Small Co Port	DFISX	12/14/2012	39,296.044		533,412.20	625,985.98	92,573.78	17.4%
Int'l Small Cap Value								
DFA International Small Cap Value	DISVX	03/23/2004	23,500.819	13,180	309,748.29	375,543.09	65,794.80	21.2%
DFA International Small Cap Value	DISVX	06/09/2004	629.27	13,180	8,293.78	10,055.73	1,761.95	21.2%
DFA International Small Cap Value	DISVX	09/09/2004	285.817	13,300	3,801.36	4,567.36	766.00	20.2%
DFA International Small Cap Value	DISVX	12/21/2004	91.882	14,950	1,373.64	1,468.27	94.63	6.9%
DFA International Small Cap Value	DISVX	12/21/2004	1,958.618	14,950	29,281.34	31,298.72	2,017.38	6.9%
DFA International Small Cap Value	DISVX	12/27/2004	638.07	14,950	9,539.14	10,196.36	657.22	6.9%
DFA International Small Cap Value	DISVX	03/09/2005	14.62	16,860	246.49	233.63	(12.86)	-5.2%
DFA International Small Cap Value	DISVX	06/15/2005	718.28	15,930	11,442.20	11,478.11	35.91	0.3%
DFA International Small Cap Value	DISVX	09/15/2005	197.397	17,490	3,452.48	3,154.40	(298.08)	-8.6%
DFA International Small Cap Value	DISVX	12/20/2005	363.719	17,520	6,372.35	5,812.23	(560.12)	-8.8%
DFA International Small Cap Value	DISVX	12/20/2005	2,255.724	17,520	39,520.28	36,046.47	(3,473.81)	-8.8%
DFA International Small Cap Value	DISVX	12/27/2005	550.583	17,520	9,646.22	8,798.32	(847.90)	-8.8%
DFA International Small Cap Value	DISVX	06/15/2006	443.363	18,400	8,157.87	7,084.94	(1,072.93)	-13.2%
DFA International Small Cap Value	DISVX	09/11/2006	193.246	19,500	3,768.29	3,088.07	(680.22)	-18.1%
DFA International Small Cap Value	DISVX	12/19/2006	1,462.289	20,690	30,254.76	23,367.38	(6,887.38)	-22.8%
DFA International Small Cap Value	DISVX	12/21/2007	528.816	18,950	10,021.06	8,450.48	(1,570.58)	-15.7%
DFA International Small Cap Value	DISVX	12/21/2007	528.816	18,950	10,021.06	8,450.48	(1,570.58)	-15.7%
DFA International Small Cap Value	DISVX	12/21/2007	4,307.388	18,950	81,625.00	68,832.06	(12,792.94)	-15.7%
DFA International Small Cap Value	DISVX	03/10/2008	93.601	17,950	1,680.14	1,495.74	(184.40)	-11.0%
DFA International Small Cap Value	DISVX	06/10/2008	875.682	18,440	16,147.58	13,993.40	(2,154.18)	-13.3%
DFA International Small Cap Value	DISVX	09/09/2008	248.22	15,080	3,743.16	3,966.56	223.40	6.0%
DFA International Small Cap Value	DISVX	12/11/2008	274.832	10,360	2,847.26	4,391.82	1,544.56	54.2%
DFA International Small Cap Value	DISVX	12/11/2008	305.945	10,360	3,169.59	4,889.00	1,719.41	54.2%
DFA International Small Cap Value	DISVX	03/11/2009	93.841	8,680	814.54	1,499.58	685.04	84.1%
DFA International Small Cap Value	DISVX	06/10/2009	602.97	12,630	7,615.51	9,635.46	2,019.95	26.5%
DFA International Small Cap Value	DISVX	09/10/2009	97.122	15,290	1,484.99	1,552.01	67.02	4.5%
DFA International Small Cap Value	DISVX	12/10/2009	277.518	14,890	4,132.24	4,434.74	302.50	7.3%
DFA International Small Cap Value	DISVX	06/09/2010	466.802	13,300	6,208.47	7,459.50	1,251.03	20.2%
DFA International Small Cap Value	DISVX	09/09/2010	6.136	14,710	90.26	98.05	7.79	8.6%
DFA International Small Cap Value	DISVX	12/10/2010	797.203	16,420	13,090.07	12,739.30	(350.77)	-2.7%
DFA International Small Cap Value	DISVX	12/10/2010	343.622	16,420	5,642.27	5,491.08	(151.19)	-2.7%
DFA International Small Cap Value	DISVX	06/09/2011	490.422	17,510	8,587.29	7,836.94	(750.35)	-8.7%
DFA International Small Cap Value	DISVX	09/09/2011	150.492	14,790	2,225.77	2,404.86	179.09	8.0%
DFA International Small Cap Value	DISVX	12/13/2011	74.777	13,470	1,007.24	1,194.94	187.70	18.6%
DFA International Small Cap Value	DISVX	12/13/2011	416.148	13,470	5,605.52	6,650.05	1,044.53	18.6%
DFA International Small Cap Value	DISVX	12/13/2011	825.794	13,470	11,123.45	13,196.19	2,072.74	18.6%
DFA International Small Cap Value	DISVX	06/11/2012	626.151	13,400	8,390.43	10,005.89	1,615.46	19.3%
DFA International Small Cap Value	DISVX	09/11/2012	130.055	14,770	1,920.91	2,078.28	157.37	8.2%
DFA International Small Cap Value	DISVX	12/13/2012	365.383	15,440	5,641.52	5,838.82	197.30	3.5%

Unrealized Gains & Losses
As of 12/31/2012

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Int'l Small Cap Value								
DFA International Small Cap Value	DISVX	12/13/2012	635,708	15,440	9,815,333	10,158,611	343,278	3.5%
			46,867,141		697,549,151	748,936,911	51,387,760	7.4%
Int'l Large Cap								
iShares MSCI EAFE Index	EFA	03/23/2004	10,349	45,670	472,638,833	588,444,141	115,805,308	24.5%
iShares MSCI EAFE Index	EFA	06/28/2011	200,718	58,830	11,808,141	11,412,833	(395,308)	-3.3%
iShares MSCI EAFE Index	EFA	12/29/2011	121,195	49,550	6,005,191	6,891,151	885,960	14.8%
iShares MSCI EAFE Index	EFA	06/28/2012	245,951	49,855	12,261,861	13,984,721	1,722,860	14.1%
iShares MSCI EAFE Index	EFA	12/27/2012	118,653	56,080	6,654,071	6,746,611	92,540	1.4%
			11,035,516		509,368,091	627,479,441	118,111,350	23.2%
Int'l Large Cap Value								
DFA International Large Value	DFIVX	03/23/2004	27,748,962	13,460	373,510,041	460,632,771	87,122,730	23.3%
DFA International Large Value	DFIVX	06/09/2004	764,853	13,900	10,631,461	12,696,561	2,065,100	19.4%
DFA International Large Value	DFIVX	09/09/2004	419,191	13,880	5,818,361	6,958,551	1,140,190	19.6%
DFA International Large Value	DFIVX	12/27/2004	654,544	15,930	10,426,891	10,865,431	438,540	4.2%
DFA International Large Value	DFIVX	03/09/2005	32,234	17,070	550,231	535,081	(15,150)	-2.8%
DFA International Large Value	DFIVX	06/15/2005	781,843	15,900	12,431,311	12,978,591	547,280	4.4%
DFA International Large Value	DFIVX	09/15/2005	274,974	17,450	4,798,291	4,564,571	(233,720)	-4.9%
DFA International Large Value	DFIVX	12/20/2005	993,596	17,950	17,835,051	16,493,691	(1,341,360)	-7.5%
DFA International Large Value	DFIVX	12/27/2005	604,214	17,950	10,845,641	10,029,951	(815,690)	-7.5%
DFA International Large Value	DFIVX	06/15/2006	824,919	19,050	15,714,711	13,693,661	(2,021,050)	-12.9%
DFA International Large Value	DFIVX	09/11/2006	669,421	20,450	13,689,661	11,112,391	(2,577,270)	-18.8%
DFA International Large Value	DFIVX	12/19/2006	252,136	22,870	5,766,351	4,185,461	(1,580,890)	-27.4%
DFA International Large Value	DFIVX	12/19/2006	739,205	22,870	16,905,621	12,270,801	(4,634,820)	-27.4%
DFA International Large Value	DFIVX	12/19/2006	4,467	22,868	102,151	74,151	(28,000)	-27.4%
DFA International Large Value	DFIVX	12/24/2007	3,522	0,000	0,000	58,471	58,470	100.0%
DFA International Large Value	DFIVX	03/10/2008	50,757	21,150	1,073,501	842,571	(230,930)	-21.5%
DFA International Large Value	DFIVX	06/10/2008	1,085,826	21,610	23,464,711	18,024,711	(5,440,000)	-23.2%
DFA International Large Value	DFIVX	09/09/2008	285,696	17,820	5,091,101	4,742,551	(348,550)	-6.8%
DFA International Large Value	DFIVX	12/11/2008	330,202	12,020	3,969,031	5,481,351	1,512,320	38.1%
DFA International Large Value	DFIVX	03/11/2009	96,519	9,150	883,151	1,602,221	719,070	81.4%
DFA International Large Value	DFIVX	06/10/2009	725,209	14,130	10,247,211	12,038,471	1,791,260	17.5%
DFA International Large Value	DFIVX	09/10/2009	200,511	16,750	3,358,541	3,328,471	(30,070)	-0.9%
DFA International Large Value	DFIVX	12/10/2009	246,002	16,800	4,132,841	4,083,631	(49,210)	-1.2%
DFA International Large Value	DFIVX	03/10/2010	39,581	16,890	668,501	657,031	(1,470)	-1.7%
DFA International Large Value	DFIVX	06/09/2010	603,745	14,380	8,681,851	10,022,171	1,340,320	15.4%
DFA International Large Value	DFIVX	09/09/2010	168,671	16,280	2,745,961	2,799,941	53,980	2.0%
DFA International Large Value	DFIVX	12/10/2010	231,301	17,970	4,156,471	3,839,601	(316,870)	-7.6%
DFA International Large Value	DFIVX	03/09/2011	109,808	19,450	2,135,771	1,822,811	(312,960)	-14.7%
DFA International Large Value	DFIVX	06/09/2011	656,063	18,460	12,110,931	10,890,651	(1,220,280)	-10.1%
DFA International Large Value	DFIVX	09/08/2011	257,411	15,230	3,920,201	4,272,841	352,640	9.0%

Unrealized Gains & Losses
As of 12/31/2012

Louis B. Mayer Foundation W-Foundation Trust Acct. #. 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Int'l Large Cap Value								
DFA International Large Value	DFIVX	12/14/2011	408 207	14,450	5,898 59	6,776 24	877 65	14 9%
DFA International Large Value	DFIVX	03/09/2012	76 341	16,350	1,248 17	1,267 26	19 09	1 5%
DFA International Large Value	DFIVX	06/11/2012	789 893	13 840	10,932 12	13,112 22	2,180 10	19 9%
DFA International Large Value	DFIVX	09/11/2012	199 144	15 490	3,084 74	3,305 79	221 05	7 2%
DFA International Large Value	DFIVX	12/14/2012	361 724	16 110	5,827 38	6,004 62	177 24	3 0%
			41,690 678		612,656 52	692,065 25	79,408 73	13 0%
Emerging Markets								
DFA Emerging Markets Port	DFEMX	03/23/2004	5,183 368	13 653	70,766 64	142,749 95	71,983 31	101 7%
DFA Emerging Markets Port	DFEMX	06/09/2004	78 375	12 770	1,000 85	2,158 45	1,157 60	115 7%
DFA Emerging Markets Port	DFEMX	09/09/2004	47 69	13 470	642 39	1,313 38	670 99	104 5%
DFA Emerging Markets Port	DFEMX	12/27/2004	45 857	16 000	733 71	1,262 90	529 19	72 1%
DFA Emerging Markets Port	DFEMX	12/11/2008	96 538	15 930	1,537 85	2,658 66	1,120 81	72 9%
DFA Emerging Markets Port	DFEMX	12/11/2008	40 979	15 930	652 80	1,128 56	475 76	72 9%
DFA Emerging Markets Port	DFEMX	03/11/2009	15 689	14 310	224 51	432 08	207 57	92 5%
DFA Emerging Markets Port	DFEMX	12/10/2010	26 471	29 550	782 21	729 01	(53 20)	-6 8%
DFA Emerging Markets Port	DFEMX	12/10/2010	329 764	29 550	9,744 53	9,081 70	(662 83)	-6 8%
DFA Emerging Markets Port	DFEMX	12/10/2010	0 186	29 624	5 51	5 12	(0 39)	-7 1%
DFA Emerging Markets Port	DFEMX	06/09/2011	33 508	30 630	1,026 36	922 81	(103 55)	-10 1%
DFA Emerging Markets Port	DFEMX	09/08/2011	46 271	27 280	1,262 26	1,274 30	12 04	1 0%
DFA Emerging Markets Port	DFEMX	12/14/2011	40 789	23 610	963 04	1,123 33	160 29	16 6%
DFA Emerging Markets Port	DFEMX	12/14/2011	262 111	23 610	6,188 43	7,218 54	1,030 11	16 6%
DFA Emerging Markets Port	DFEMX	06/11/2012	39 738	23 740	943 39	1,094 38	150 99	16 0%
DFA Emerging Markets Port	DFEMX	09/11/2012	47 18	25 320	1,194 59	1,299 34	104 75	8 8%
DFA Emerging Markets Port	DFEMX	12/14/2012	66 505	26 860	1,786 33	1,831 55	45 22	2 5%
DFA Emerging Markets Port	DFEMX	12/14/2012	24 291	26 860	652 45	668 97	16 52	2 5%
			6,425 31		100,107 85	176,953 04	76,845 19	76 8%
DFA Emerging Markets Value								
DFA Emerging Markets Value	DFEVX	03/23/2004	3,782 712	15 133	57,243 49	112,876 13	55,632 64	97 2%
DFA Emerging Markets Value	DFEVX	06/09/2004	48 077	13 830	664 90	1,434 62	769 72	115 8%
DFA Emerging Markets Value	DFEVX	09/09/2004	50 305	15 100	759 61	1,501 10	741 49	97 6%
DFA Emerging Markets Value	DFEVX	12/21/2004	33 228	18 250	606 41	991 52	385 11	63 5%
DFA Emerging Markets Value	DFEVX	12/27/2004	51 435	18 250	938 69	1,534 82	596 13	63 5%
DFA Emerging Markets Value	DFEVX	03/09/2005	12 278	21 051	258 46	366 38	107 92	41 8%
DFA Emerging Markets Value	DFEVX	06/15/2005	92 496	19 080	1,764 82	2,760 08	995 26	56 4%
DFA Emerging Markets Value	DFEVX	09/15/2005	42 911	21 780	934 61	1,280 46	345 85	37 0%
DFA Emerging Markets Value	DFEVX	12/20/2005	0 367	23 270	8 54	10 95	2 41	28 2%
DFA Emerging Markets Value	DFEVX	12/20/2005	73 027	23 270	1,699 33	2,179 13	479 80	28 2%
DFA Emerging Markets Value	DFEVX	12/27/2005	78 164	23 270	1,818 88	2,332 41	513 53	28 2%
DFA Emerging Markets Value	DFEVX	03/15/2006	21 338	25 660	547 53	636 73	89 20	16 3%
DFA Emerging Markets Value	DFEVX	06/15/2006	39 029	24 220	945 28	1,164 63	219 35	23 2%
DFA Emerging Markets Value	DFEVX	09/11/2006	46 788	26 780	1,252 99	1,396 15	143 16	11 4%

Unrealized Gains & Losses

As of 12/31/2012

Louis B. Mayer Foundation W-Foundation Trust Acct #. 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Emerging Markets								
DFA Emerging Markets Value	DFEVX	12/19/2006	30 467	31 480	959 10	909 14	(49 96)	-5 2%
DFA Emerging Markets Value	DFEVX	12/19/2006	60 934	31 480	1,918 19	1,818 27	(99 92)	-5 2%
DFA Emerging Markets Value	DFEVX	12/19/2006	1 325	31 472	41 70	39 54	(2 16)	-5 2%
DFA Emerging Markets Value	DFEVX	03/09/2007	14 801	32 291	477 94	441 66	(36 28)	-7 6%
DFA Emerging Markets Value	DFEVX	06/13/2007	38 341	39 070	1,497 97	1,144 10	(353 87)	-23 6%
DFA Emerging Markets Value	DFEVX	09/13/2007	29 055	40 329	1,171 77	867 00	(304 77)	-26 0%
DFA Emerging Markets Value	DFEVX	12/21/2007	1 291	42 750	55 19	38 52	(16 67)	-30 2%
DFA Emerging Markets Value	DFEVX	12/21/2007	45 46	42 760	1,943 86	1,356 53	(587 33)	-30 2%
DFA Emerging Markets Value	DFEVX	12/21/2007	130 5	42 760	5,580 16	3,894 12	(1,686 04)	-30 2%
DFA Emerging Markets Value	DFEVX	03/10/2008	6 845	39 341	269 29	204 25	(65 04)	-24 2%
DFA Emerging Markets Value	DFEVX	06/10/2008	45 771	40 830	1,868 81	1,365 81	(503 00)	-26 9%
DFA Emerging Markets Value	DFEVX	09/09/2008	45 857	30 730	1,409 20	1,368 37	(40 83)	-2 9%
DFA Emerging Markets Value	DFEVX	12/11/2008	57 435	16 290	935 62	1,713 86	778 24	83 2%
DFA Emerging Markets Value	DFEVX	12/11/2008	27 533	16 290	448 52	821 58	373 06	83 2%
DFA Emerging Markets Value	DFEVX	12/11/2008	803 8	16 290	13,093 91	23,985 39	10,891 48	83 2%
DFA Emerging Markets Value	DFEVX	03/11/2009	7 19	14 299	102 81	214 55	111 74	108 7%
DFA Emerging Markets Value	DFEVX	06/10/2009	34 015	24 210	823 50	1,015 01	191 51	23 3%
DFA Emerging Markets Value	DFEVX	09/10/2009	17 015	28 400	483 23	507 73	24 50	5 1%
DFA Emerging Markets Value	DFEVX	12/10/2009	18 185	30 459	553 90	542 64	(11 26)	-2 0%
DFA Emerging Markets Value	DFEVX	12/10/2009	84 861	30 460	2,584 87	2,532 25	(52 62)	-2 0%
DFA Emerging Markets Value	DFEVX	12/10/2009	47 924	30 460	1,459 76	1,430 05	(29 71)	-2 0%
DFA Emerging Markets Value	DFEVX	06/09/2010	36 953	28 520	1,053 90	1,102 68	48 78	4 6%
DFA Emerging Markets Value	DFEVX	09/09/2010	20 745	32 739	679 18	619 03	(60 15)	-8 9%
DFA Emerging Markets Value	DFEVX	12/10/2010	35 076	34 600	1,213 63	1,046 67	(166 96)	-13 8%
DFA Emerging Markets Value	DFEVX	12/10/2010	247 259	34 600	8,555 17	7,378 21	(1,176 96)	-13 8%
DFA Emerging Markets Value	DFEVX	12/10/2010	22 635	34 600	783 18	675 43	(107 75)	-13 8%
DFA Emerging Markets Value	DFEVX	06/09/2011	29 659	35 380	1,049 33	885 02	(164 31)	-15 7%
DFA Emerging Markets Value	DFEVX	09/09/2011	49 955	30 330	1,515 14	1,490 66	(24 48)	-1 6%
DFA Emerging Markets Value	DFEVX	12/14/2011	94 978	25 860	2,456 13	2,834 14	378 01	15 4%
DFA Emerging Markets Value	DFEVX	12/14/2011	52 164	25 860	1,348 96	1,556 57	207 61	15 4%
DFA Emerging Markets Value	DFEVX	06/11/2012	35 693	25 900	924 45	1,065 08	140 63	15 2%
DFA Emerging Markets Value	DFEVX	09/11/2012	43 29	27 520	1,191 35	1,291 77	100 42	8 4%
DFA Emerging Markets Value	DFEVX	12/14/2012	133 518	28 870	3,854 66	3,984 18	129 52	3 4%
DFA Emerging Markets Value	DFEVX	12/14/2012	37 659	28 870	1,087 21	1,123 74	36 53	3 4%
			6,760 344		132,835 13	201,728 66	68,893 53	51 9%
DFA Emerging Mkts Small Cap								
DFA Emerging Mkts Small Cap	DEMSX	03/23/2004	6,169 954	10 142	62,575 43	130,617 93	68,042 50	108 7%
DFA Emerging Mkts Small Cap	DEMSX	06/09/2004	61 966	9 290	575 66	1,311 82	736 16	127 9%
DFA Emerging Mkts Small Cap	DEMSX	09/09/2004	60 744	9 930	603 19	1,285 95	682 76	113 2%
DFA Emerging Mkts Small Cap	DEMSX	12/21/2004	137 577	11 150	1,533 98	2,912 51	1,378 53	89 9%
DFA Emerging Mkts Small Cap	DEMSX	12/21/2004	410 512	11 150	4,577 21	8,690 54	4,113 33	89 9%
DFA Emerging Mkts Small Cap	DEMSX	12/27/2004	16 642	11 150	185 56	352 31	166 75	89 9%
DFA Emerging Mkts Small Cap	DEMSX	03/09/2005	24 19	12 620	305 28	512 10	206 82	67 7%

Unrealized Gains & Losses
As of 12/31/2012

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Emerging Markets								
DFA Emerging Mkts Small Cap	DEMSX	06/15/2005	100 898	11.560	1,166.38	2,136.01	969.63	83.1%
DFA Emerging Mkts Small Cap	DEMSX	09/15/2005	92 995	12.640	1,175.46	1,968.70	793.24	67.5%
DFA Emerging Mkts Small Cap	DEMSX	12/20/2005	81 111	13.460	1,091.75	1,717.12	625.37	57.3%
DFA Emerging Mkts Small Cap	DEMSX	12/20/2005	224 765	13.460	3,025.34	4,758.28	1,732.94	57.3%
DFA Emerging Mkts Small Cap	DEMSX	12/27/2005	41 044	13.460	552.45	868.90	316.45	57.3%
DFA Emerging Mkts Small Cap	DEMSX	06/15/2006	0 436	13.945	6.08	9.23	3.15	51.8%
DFA Emerging Mkts Small Cap	DEMSX	12/11/2008	92 828	9 170	851.23	1,965.17	1,113.94	130.9%
DFA Emerging Mkts Small Cap	DEMSX	03/11/2009	7 318	8 659	63.37	154.92	91.55	144.5%
DFA Emerging Mkts Small Cap	DEMSX	12/10/2010	246 655	23 180	5,717.46	5,221.69	(495.77)	-8.7%
DFA Emerging Mkts Small Cap	DEMSX	12/10/2010	33 753	23 180	782.39	714.55	(67.84)	-8.7%
DFA Emerging Mkts Small Cap	DEMSX	06/09/2011	50 018	23 870	1,193.92	1,058.88	(135.04)	-11.3%
DFA Emerging Mkts Small Cap	DEMSX	09/08/2011	51 242	21 150	1,083.77	1,084.79	1.02	0.1%
DFA Emerging Mkts Small Cap	DEMSX	12/14/2011	177 342	17 740	3,146.05	3,754.33	608.28	19.3%
DFA Emerging Mkts Small Cap	DEMSX	12/14/2011	65 946	17 740	1,169.89	1,396.08	226.19	19.3%
DFA Emerging Mkts Small Cap	DEMSX	06/11/2012	50 98	18 380	937.01	1,079.25	142.24	15.2%
DFA Emerging Mkts Small Cap	DEMSX	09/11/2012	37 116	19 660	729.70	785.75	56.05	7.7%
DFA Emerging Mkts Small Cap	DEMSX	12/14/2012	237 554	20 490	4,867.49	5,029.02	161.53	3.3%
DFA Emerging Mkts Small Cap	DEMSX	12/14/2012	57 479	20 490	1,177.75	1,216.83	39.08	3.3%
DFA Emerging Mkts Small Cap	DEMSX	12/14/2012	8 843	20 490	181.19	187.21	6.02	3.3%
			8,539 908		99,274.99	180,789.85	81,514.86	82.1%
Domestic Real Estate								
Vanguard REIT Viper ETF	VNQ	12/31/2004	927	56 781	52,635.97	60,996.60	8,360.63	15.9%
Vanguard REIT Viper ETF	VNQ	12/31/2004	6,462 998	56 791	367,039.97	425,265.27	58,225.30	15.9%
Vanguard REIT Viper ETF	VNQ	03/16/2010	1,982 535	48 225	95,607.20	130,450.80	34,843.60	36.4%
Vanguard REIT Viper ETF	VNQ	12/31/2012	112 58	66 352	7,469.91	7,407.76	(62.15)	-0.8%
			9,485 113		522,753.05	624,120.44	101,367.39	19.4%
International Real Estate								
DFA International Real Estate	DFITX	03/11/2010	57,367 254	4 780	274,237.41	296,588.70	22,351.29	8.2%
DFA International Real Estate	DFITX	12/09/2010	7,680 574	4 840	37,173.98	39,708.57	2,534.59	6.8%
DFA International Real Estate	DFITX	12/13/2011	3,725 603	4 330	16,131.86	19,261.37	3,129.51	19.4%
DFA International Real Estate	DFITX	12/13/2012	8,958 11	5 090	45,596.78	46,313.43	716.65	1.6%
			77,731 541		373,140.03	401,872.07	28,732.04	7.7%
SPDR DJ International Real Estate								
SPDR DJ International Real Estate	RWX	03/16/2010	4,979	35 220	175,359.88	205,881.65	30,521.77	17.4%
SPDR DJ International Real Estate	RWX	03/28/2012	46 15	36 198	1,670.52	1,908.30	237.78	14.2%
SPDR DJ International Real Estate	RWX	06/27/2012	10 858	35,349	383.82	448.98	65.16	17.0%

Unrealized Gains & Losses

As of 12/31/2012

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
International Real Estate								
SPDR DJ International Real Estate	RWX	10/03/2012	67.23	39.758	2,672.96	2,779.96	107.00	4.0%
			5,103.238		180,087.18	211,018.89	30,931.71	17.2%
					553,227.21	612,890.96	59,663.75	10.8%
Commodities								
PIMCO Commodity Real Return St	PCRIX	05/03/2007	11,299.654	14.831	167,587.29	75,029.70	(92,557.59)	-55.2%
PIMCO Commodity Real Return St	PCRIX	06/21/2007	274.372	14.150	3,882.37	1,821.83	(2,060.54)	-53.1%
PIMCO Commodity Real Return St	PCRIX	09/18/2008	347.51	14.380	4,997.20	2,307.47	(2,689.73)	-53.8%
PIMCO Commodity Real Return St	PCRIX	12/10/2008	984.258	5.890	5,797.28	6,535.47	738.19	12.7%
PIMCO Commodity Real Return St	PCRIX	12/10/2008	5,943.681	5.890	35,008.28	39,466.04	4,457.76	12.7%
PIMCO Commodity Real Return St	PCRIX	12/30/2008	416.552	6.200	2,582.62	2,765.91	183.29	7.1%
PIMCO Commodity Real Return St	PCRIX	03/19/2009	325.126	6.350	2,064.55	2,158.84	94.29	4.6%
PIMCO Commodity Real Return St	PCRIX	06/18/2009	343.282	7.300	2,505.96	2,279.39	(226.57)	-9.0%
PIMCO Commodity Real Return St	PCRIX	09/17/2009	444.676	7.740	3,441.79	2,952.65	(489.14)	-14.2%
PIMCO Commodity Real Return St	PCRIX	12/09/2009	344.053	8.060	2,773.07	2,284.51	(488.56)	-17.6%
PIMCO Commodity Real Return St	PCRIX	12/30/2009	687.604	8.310	5,713.99	4,565.69	(1,148.30)	-20.1%
PIMCO Commodity Real Return St	PCRIX	03/18/2010	718.946	7.930	5,701.24	4,773.80	(927.44)	-16.3%
PIMCO Commodity Real Return St	PCRIX	06/17/2010	807.614	7.520	6,073.26	5,362.56	(710.70)	-11.7%
PIMCO Commodity Real Return St	PCRIX	09/16/2010	881.702	7.960	7,018.35	5,854.50	(1,163.85)	-16.6%
PIMCO Commodity Real Return St	PCRIX	12/31/2010	677.853	9.290	6,297.25	4,500.94	(1,796.31)	-28.5%
PIMCO Commodity Real Return St	PCRIX	03/17/2011	744.698	9.340	6,955.48	4,944.79	(2,010.69)	-28.9%
PIMCO Commodity Real Return St	PCRIX	06/16/2011	1,491.893	8.870	13,233.09	9,906.17	(3,326.92)	-25.1%
PIMCO Commodity Real Return St	PCRIX	09/15/2011	1,345.153	8.450	11,366.54	8,931.82	(2,434.72)	-21.4%
PIMCO Commodity Real Return St	PCRIX	12/07/2011	128.26	7.590	973.49	851.65	(121.84)	-12.5%
PIMCO Commodity Real Return St	PCRIX	12/07/2011	539.043	7.590	4,091.34	3,579.25	(512.09)	-12.5%
PIMCO Commodity Real Return St	PCRIX	12/28/2011	3,693.786	6.530	24,120.42	24,526.74	406.32	1.7%
PIMCO Commodity Real Return St	PCRIX	03/22/2012	284.909	6.720	1,914.59	1,891.80	(22.79)	-1.2%
PIMCO Commodity Real Return St	PCRIX	06/21/2012	223.781	6.060	1,356.11	1,485.91	129.80	9.6%
PIMCO Commodity Real Return St	PCRIX	09/20/2012	262.489	7.020	1,842.67	1,742.93	(99.74)	-5.4%
PIMCO Commodity Real Return St	PCRIX	12/12/2012	241.701	6.780	1,638.73	1,604.89	(33.84)	-2.1%
PIMCO Commodity Real Return St	PCRIX	12/12/2012	98.119	6.780	665.25	651.51	(13.74)	-2.1%
PIMCO Commodity Real Return St	PCRIX	12/27/2012	98.534	6.650	655.25	654.27	(0.98)	-0.1%
			33,649.249		330,257.46	223,431.01	(106,826.45)	-32.3%
PowerShares DB Com Indx Trcking								
	DBC	01/14/2010	5.874	24.702	145,097.79	163,179.72	18,081.93	12.5%
					18,973			
					475,355.25	386,610.73	(88,744.52)	-18.7%

Unrealized Gains & Losses
As of 12/31/2012

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Bonds								
DFA 1yr Fixed Income	DFHX	11/09/2006	234 158	10 170	2,381 39	2,416 51	35 12	1 5%
DFA 1yr Fixed Income	DFHX	12/11/2006	548 398	10 130	5,555 27	5,659 47	104 20	1 9%
DFA 1yr Fixed Income	DFHX	02/09/2007	127 201	10 180	1,294 91	1,312 71	17 80	1 4%
DFA 1yr Fixed Income	DFHX	03/09/2007	141 835	10 180	1,443 88	1,463 74	19 86	1 4%
DFA 1yr Fixed Income	DFHX	04/11/2007	149 365	10 190	1,522 03	1,541 45	19 42	1 3%
DFA 1yr Fixed Income	DFHX	05/09/2007	160 851	10 180	1,637 46	1,659 98	22 52	1 4%
DFA 1yr Fixed Income	DFHX	06/13/2007	154 23	10 190	1,571 60	1,591 65	20 05	1 3%
DFA 1yr Fixed Income	DFHX	07/13/2007	151 279	10 190	1,541 53	1,561 20	19 67	1 3%
DFA 1yr Fixed Income	DFHX	08/13/2007	166 369	10 190	1,695 30	1,716 93	21 63	1 3%
DFA 1yr Fixed Income	DFHX	09/13/2007	159 855	10 190	1,628 92	1,649 70	20 78	1 3%
DFA 1yr Fixed Income	DFHX	10/12/2007	145 95	10 190	1,487 23	1,506 20	18 97	1 3%
DFA 1yr Fixed Income	DFHX	11/12/2007	157 666	10 180	1,605 04	1,627 11	22 07	1 4%
DFA 1yr Fixed Income	DFHX	12/12/2007	314 217	10 140	3,186 16	3,242 72	56 56	1 8%
DFA 1yr Fixed Income	DFHX	01/14/2008	14,194 586	10 191	144,658 26	146,488 13	1,829 87	1 3%
DFA 1yr Fixed Income	DFHX	02/08/2008	217 627	10 180	2,215 44	2,245 91	30 47	1 4%
DFA 1yr Fixed Income	DFHX	03/10/2008	171 192	10 180	1,742 73	1,766 70	23 97	1 4%
DFA 1yr Fixed Income	DFHX	04/08/2008	148 146	10 170	1,506 64	1,528 87	22 23	1 5%
DFA 1yr Fixed Income	DFHX	05/08/2008	145 012	10 170	1,474 77	1,496 52	21 75	1 5%
DFA 1yr Fixed Income	DFHX	06/10/2008	145 598	10 150	1,477 82	1,502 57	24 75	1 7%
DFA 1yr Fixed Income	DFHX	07/08/2008	159 48	10 170	1,621 91	1,645 83	23 92	1 5%
DFA 1yr Fixed Income	DFHX	08/08/2008	159 841	10 170	1,625 58	1,649 56	23 98	1 5%
DFA 1yr Fixed Income	DFHX	09/09/2008	173 791	10 190	1,770 93	1,793 52	22 59	1 3%
DFA 1yr Fixed Income	DFHX	10/08/2008	140 061	10 140	1,420 22	1,445 43	25 21	1 8%
DFA 1yr Fixed Income	DFHX	12/10/2008	322 832	10 170	3,283 20	3,331 63	48 43	1 5%
DFA 1yr Fixed Income	DFHX	12/13/2012	23 417	10 320	241 66	241 66	0 00	0 0%
DFA 1yr Fixed Income	DFHX	12/13/2012	18 014	10 320	185 90	185 90	0 00	0 0%
DFA 1yr Fixed Income	DFHX	12/13/2012	16 212	10 320	167 31	167 31	0 00	0 0%
			18,647 183		189,943 09	192,438 93	2,495 84	1 3%
DFA Global Fixed Income	DFGBX	01/14/2008	75,021 911	10 750	806,502 01	836,494 31	29,992 30	3 7%
DFA Global Fixed Income	DFGBX	03/24/2008	13,873 821	10 812	150,000 00	154,693 10	4,693 10	3 1%
DFA Global Fixed Income	DFGBX	05/01/2008	4,651 163	10 755	50,024 00	51,860 47	1,836 47	3 7%
DFA Global Fixed Income	DFGBX	09/09/2008	1,810 377	10 800	19,552 07	20,185 70	633 63	3 2%
DFA Global Fixed Income	DFGBX	12/10/2008	643 208	10 840	6,972 37	7,171 77	199 40	2 9%
DFA Global Fixed Income	DFGBX	06/10/2009	1,064 901	10 900	11,607 42	11,873 65	266 23	2 3%
DFA Global Fixed Income	DFGBX	09/10/2009	652 321	11 160	7,279 90	7,273 38	(6 52)	-0 1%
DFA Global Fixed Income	DFGBX	12/09/2009	1,809 263	11 180	20,227 56	20,173 28	(54 28)	-0 3%
DFA Global Fixed Income	DFGBX	03/11/2010	27,618 375	11 181	308,791 96	307,944 88	(847 08)	-0 3%
DFA Global Fixed Income	DFGBX	12/09/2010	4,300 43	10 910	46,917 69	47,949 79	1,032 10	2 2%
DFA Global Fixed Income	DFGBX	12/09/2010	608 421	10 910	6,637 87	6,783 89	146 02	2 2%
DFA Global Fixed Income	DFGBX	12/09/2010	2,627 272	10 910	28,663 54	29,294 08	630 54	2 2%
DFA Global Fixed Income	DFGBX	01/24/2011	15,622 794	10 882	170,000 00	174,194 15	4,194 15	2 5%
DFA Global Fixed Income	DFGBX	03/04/2011	6,777 135	10 894	73,827 00	75,565 06	1,738 06	2 4%

Unrealized Gains & Losses

As of 12/31/2012

Louis B. Mayer Foundation W-Foundation Trust Acct #. 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Bonds								
DFA Global Fixed Income	DFGBX	12/13/2011	1,847,792	10.890	20,122.45	20,602.88	480.43	2.4%
DFA Global Fixed Income	DFGBX	12/13/2011	760,855	10.890	8,285.71	8,483.53	197.82	2.4%
DFA Global Fixed Income	DFGBX	12/13/2011	2,546,536	10.890	27,731.78	28,393.88	662.10	2.4%
DFA Global Fixed Income	DFGBX	06/11/2012	735,833	11.130	8,189.82	8,204.54	14.72	0.2%
DFA Global Fixed Income	DFGBX	09/11/2012	986,832	11.230	11,082.12	11,003.18	(78.94)	-0.7%
DFA Global Fixed Income	DFGBX	12/13/2012	455,443	11.160	5,082.74	5,078.19	(4.55)	-0.1%
DFA Global Fixed Income	DFGBX	12/13/2012	896,193	11.160	10,001.51	9,992.55	(8.96)	-0.1%
DFA Global Fixed Income	DFGBX	12/13/2012	1,101,876	11.160	12,296.94	12,285.92	(11.02)	-0.1%
			166,412,752		1,809,796.46	1,855,502.18	45,705.72	2.5%
DFA Short Term Extended Quality	DFEQX	03/08/2012	12,264,273	10.862	133,214.00	133,803.22	589.22	0.4%
DFA Short Term Extended Quality	DFEQX	04/11/2012	20,328	10.860	220.76	221.78	1.02	0.5%
DFA Short Term Extended Quality	DFEQX	05/09/2012	19,195	10.880	208.84	209.42	0.58	0.3%
DFA Short Term Extended Quality	DFEQX	06/11/2012	19,277	10.850	209.16	210.31	1.15	0.5%
DFA Short Term Extended Quality	DFEQX	07/11/2012	16,974	10.890	184.85	185.19	0.34	0.2%
DFA Short Term Extended Quality	DFEQX	08/09/2012	21,49	10.910	234.46	234.46	0.00	0.0%
DFA Short Term Extended Quality	DFEQX	09/11/2012	20,339	10.940	222.51	221.90	(0.61)	-0.3%
DFA Short Term Extended Quality	DFEQX	10/11/2012	6,772	10.970	74.29	73.88	(0.41)	-0.6%
DFA Short Term Extended Quality	DFEQX	11/09/2012	29,362	10.970	322.10	320.34	(1.76)	-0.5%
DFA Short Term Extended Quality	DFEQX	12/13/2012	27,317	10.910	298.03	298.03	0.00	0.0%
DFA Short Term Extended Quality	DFEQX	12/13/2012	37,561	10.910	409.79	409.79	0.00	0.0%
DFA Short Term Extended Quality	DFEQX	12/21/2012	10,089,541	10.902	110,000.00	110,076.89	76.89	0.1%
			22,572,429		245,598.79	246,265.20	666.41	0.3%
DFA Two Year Global	DFGFX	03/11/2010	19,653,452	10.191	200,287.91	197,320.66	(2,967.25)	-1.5%
DFA Two Year Global	DFGFX	09/09/2010	152,069	10.210	1,552.62	1,526.77	(25.85)	-1.7%
DFA Two Year Global	DFGFX	12/09/2010	25,417	10.130	257.47	255.19	(2.28)	-0.9%
DFA Two Year Global	DFGFX	12/09/2010	109,488	10.130	1,109.11	1,099.26	(9.85)	-0.9%
DFA Two Year Global	DFGFX	12/09/2010	35,192	10.130	356.50	353.33	(3.17)	-0.9%
DFA Two Year Global	DFGFX	01/24/2011	14,775,961	10.152	150,000.00	148,350.65	(1,649.35)	-1.1%
DFA Two Year Global	DFGFX	09/08/2011	23,779	10.230	243.26	238.74	(4.52)	-1.9%
DFA Two Year Global	DFGFX	12/13/2011	65,549	10.080	660.73	658.11	(2.62)	-0.4%
DFA Two Year Global	DFGFX	12/13/2011	24,15	10.080	243.43	242.47	(0.96)	-0.4%
DFA Two Year Global	DFGFX	12/13/2011	400,192	10.080	4,033.94	4,017.93	(16.01)	-0.4%
DFA Two Year Global	DFGFX	06/11/2012	108,24	10.100	1,093.22	1,086.73	(6.49)	-0.6%
DFA Two Year Global	DFGFX	09/11/2012	41,945	10.120	424.48	421.13	(3.35)	-0.8%
DFA Two Year Global	DFGFX	12/13/2012	70,549	10.040	708.31	708.31	0.00	0.0%
DFA Two Year Global	DFGFX	12/13/2012	275,139	10.040	2,762.40	2,762.40	0.00	0.0%

Unrealized Gains & Losses
As of 12/31/2012

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Bonds								
DFA Two Year Global	DFGFX	12/13/2012	10 583	10 040	106 25	106 25	0 00	0.0%
			35,771 705		363,839 63	359,147 92	(4,691 71)	-1 3%
					2,609,177 97	2,653,354 23	44,176 26	1 7%
Cash & Equivalents								
TD Bank USA FDIC Insrd Deposit	IDA12				42,612 50	42,612 50		
					9,672,004 82	10,947,635 40	1,275,630 58	13.2%