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 01-01-2012 , and ending 12-31-2012

Name of foundation
Waltmar Foundation
CO Larry Beltramo

A Employer identification number
95-2371506

Number and street (or P O box number if mail is not delivered to street address) Room/suite
20 Corporate Park

B Telephone number (see instructions)
(714) 628-7335

City or town, state, and ZIP code
Irvine, CA 92606

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,502,822

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

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	35,620	35,620		
	4	Dividends and interest from securities	120,191	120,191		
	5a	Gross rents	192,000	192,000		
	b	Net rental income or (loss) 189,434				
	6a	Net gain or (loss) from sale of assets not on line 10	343,744			
	b	Gross sales price for all assets on line 6a 3,055,821				
	7	Capital gain net income (from Part IV, line 2)		343,744		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	691,555	691,555		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,601			20,601
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,097	1,419		5,678
	c	Other professional fees (attach schedule)	53,179	53,179		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	19,366	12,018		
	19	Depreciation (attach schedule) and depletion	31,941	31,941		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,037	2,711		281
	24	**Total operating and administrative expenses.** Add lines 13 through 23	135,221	101,268		26,560
	25	Contributions, gifts, grants paid	405,000			405,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	540,221	101,268		431,560
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	151,334			
	b	**Net investment income** (if negative, enter -0-)		590,287		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	43,999	37,585	37,585
2	Savings and temporary cash investments	181,406	638,984	638,984
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	4,490,303	4,069,617	4,891,203
c	Investments—corporate bonds (attach schedule)		79,640	87,431
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans	600,000	600,000	600,000
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 1,845,539 Less accumulated depreciation (attach schedule) ▶ 376,677	1,500,803	1,468,862	1,165,000
15	Other assets (describe ▶)	15,814	82,619	82,619
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,832,325	6,977,307	7,502,822
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	15,352	9,000	
23	**Total liabilities** (add lines 17 through 22)	15,352	9,000	
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	6,816,973	6,968,307	
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** (see page 17 of the instructions)	6,816,973	6,968,307	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,832,325	6,977,307	

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	6,816,973
2	Enter amount from Part I, line 27a	2	151,334
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,968,307
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,968,307

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	343,744
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

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 page 18 of 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	398,836	7,426,927	0 05370
2010	442,644	8,311,004	0 05326
2009	465,448	7,361,733	0 06323
2008	481,715	8,922,242	0 05399
2007	515,699	9,575,000	0 05386

2	**Total** of line 1, column (d).	2	0 27804
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 05561
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	7,244,642
5	Multiply line 4 by line 3.	5	402,853
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,903
7	Add lines 5 and 6.	7	408,756
8	Enter qualifying distributions from Part XII, line 4.	8	431,560

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 page 18 of the 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	5,903
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	5,903
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,903
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,800		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,800
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,103
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NOT APPLICABLE

14 The books are in care of ▶SHAUNA FARLEY Telephone no ▶(714) 633-9945

Located at ▶1 UNIVERSITY DR BECKMAN HALL 307K ORANGE CA ZIP+4 ▶92866

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 |

		Line	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		No

See 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 page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**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).			
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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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 ▶

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. . . . . ▶	

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE ACTIVITY OF THE FOUNDATION IS TO MAKE GRANTS TO OTHER CHARITABLE ORGANIZATIONS TO PROMOTE THEIR CHARITABLE PURPOSE	0
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	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	4,882,559
b	Average of monthly cash balances		1b	624,789
c	Fair market value of all other assets (see instructions)		1c	1,847,619
d	**Total** (add lines 1a, b, and c)		1d	7,354,967
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	
3	Subtract line 2 from line 1d		3	7,354,967
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	110,325
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,244,642
6	**Minimum investment return.** Enter 5% of line 5		6	362,232

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	362,232
2a	Tax on investment income for 2012 from Part VI, line 5	2a 5,903		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5,903
3	Distributable amount before adjustments Subtract line 2c from line 1		3	356,329
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	356,329
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	356,329

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	431,560
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	431,560
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	5,903
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	425,657

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				356,329
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 48,257				
b From 2008. 42,449				
c From 2009. 102,401				
d From 2010. 35,688				
e From 2011. 32,238				
f Total of lines 3a through e.	261,033			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 431,560				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				356,329
e Remaining amount distributed out of corpus	75,231			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	336,264			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	48,257			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	288,007			
10 Analysis of line 9				
a Excess from 2008. . . . 42,449				
b Excess from 2009. . . . 102,401				
c Excess from 2010. . . . 35,688				
d Excess from 2011. . . . 32,238				
e Excess from 2012. . . . 75,231				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 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*				
See Additional Data Table				
Total . . . . ▶ **3a**				405,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	35,620	
4 Dividends and interest from securities. . . .			14	120,191	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	189,434	
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	343,744	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				688,989	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 688,989

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-14 | ******

Signature of officer or trustee | Date | Title

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
Susan Levinstein	Susan Levinstein			P01220548

Firm's name ▶ HMWC CPAs And Business Advisors

Firm's EIN ▶

Firm's address ▶ 17501 East 17th Street Suite 100, Tustin, CA 927807924

Phone no (714) 505-9000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,500 E M C Corporation Mass	P	2007-11-14	2012-08-16
265 Caterpillar Inc Del	P	2002-09-03	2012-07-31
380 Boeing Company	P	2010-06-25	2012-08-02
420 Basf Se Sponsored Adr	P	2002-09-10	2012-08-01
340 Anadarko Pete Corp	P	2002-09-12	2012-08-02
129 Time Warner Cable Inc	P	2008-12-11	2012-07-26
516 Time Warner Inc Shs	P	2008-12-11	2012-07-26
450 Pnc Fincl Services Group	P	2010-04-12	2012-07-26
449 Freeprt-Mcmran Cpr & Gld	P	2007-03-23	2012-07-25
375 Cenovus Energy Inc	P	2006-02-06	2012-07-26
250 Baidu Inc Spon Adr	P	2009-10-28	2012-07-25
1,150 Banco Bradesco S A Adr	P	2010-11-03	2012-07-26
315 Allergan Inc	P	2011-05-18	2012-07-20
1,400 Abb Ltd Spon Adr	P	2006-06-20	2012-07-19
900 Vale Sa	P	2007-08-27	2012-04-30
495 National-Oilwell Varco	P	2010-11-18	2012-05-02
800 Honda Motor Adr New	P	2008-12-11	2012-05-08
29 Banco Santander Sa Adr	P	2010-11-12	2012-05-16
25 Banco Santander Sa Adr	P	2009-11-10	2012-05-16
2,300 Banco Santander Sa Adr	P	2002-09-17	2012-05-16
425 Wal-mart Stores Inc	P	2008-05-22	2012-04-03
235 Union Pacific Corp	P	2009-11-06	2012-04-04
1,150 Unilever NV NY Reg Shs	P	2008-03-20	2012-04-12
280 The Mosaic Company	P	2010-11-18	2012-04-10
450 PPG Industries Inc Shs	P	2009-09-25	2012-04-05
345 Occidental Pete Corp Cal	P	2004-05-14	2012-04-10
430 Netapp Inc	P	2011-03-21	2012-04-10
340 Hitachi Ltd 10 New Adr	P	2011-03-16	2012-04-24
350 Honeywell Intl Inc Del	P	2004-10-26	2012-04-10
390 Exxon Mobile Corp Com	P	2011-02-14	2012-04-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
550 Dover Corp	P	2009-09-28	2012-04-13
1,250 Cheung Kong Hldg Adr	P	2007-08-28	2012-04-12
675 Coach Inc	P	2009-09-25	2012-04-03
500 BHP Billiton Ltd Adr	P	2006-01-30	2012-04-04
841 Anglo Amern Plc Adr	P	2006-06-20	2012-04-12
230 Siemens Ag Adr	P	2006-01-30	2012-03-27
365 Emerson Elec Co	P	2010-05-07	2012-03-27
115 Exxon Mobile Corp Com	P	2011-02-14	2012-03-23
165 Union Pacific Corp	P	2009-11-06	2012-02-01
20 Siemens Ag Adr	P	2006-01-30	2012-02-01
200 Siemens Ag Adr	P	2003-06-11	2012-02-01
950 Roche Hldg Ltd Spn Adr	P	2008-06-03	2012-02-01
230 Basf Se Sponsored Adr	P	2002-09-10	2012-02-01
625 Bank of Nova Scotia	P	2009-09-25	2012-02-03
201 Freeprt-Mcmran Cpr & Gld	P	2007-03-23	2012-01-19
334 Freeprt-Mcmran Cpr & Gld	P	2006-01-30	2012-01-19
720 Starbucks Corp	P	2012-04-12	2012-08-02
4,500 Sumitomo Mitsui-unspons	P	2012-04-13	2012-08-16
42 Priceline Com Inc	P	2012-04-03	2012-07-31
290 Nike Inc Cl B	P	2012-04-10	2012-08-16
1,000 Fanuc Ltd-Unsp	P	2012-04-13	2012-08-01
390 Celgene Corp Com	P	2012-04-03	2012-08-16
300 Anadarko Pete Corp	P	2012-02-03	2012-08-02
395 Asml Hldg N V New York	P	2012-05-30	2012-08-02
185 Salesforce Com Inc	P	2012-04-10	2012-07-26
1,000 Morgan Stanley	P	2012-03-27	2012-07-26
685 Las Vegas Sands Corp	P	2012-04-10	2012-07-25
325 Franklin Res Inc	P	2012-04-05	2012-07-26
590 Freeprt-Mcmran Cpr & Gld	P	2012-02-01	2012-07-25
505 Cenovus Energy Inc	P	2012-02-03	2012-07-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,300 Barclays Plc Adr	P	2012-03-27	2012-07-25
760 Vale Sa	P	2012-02-01	2012-04-30
660 Ishares Msci All Country	P	2011-10-19	2012-05-16
1,350 Ishares Ftse Hk	P	2011-12-21	2012-05-24
460 Royal Dutch Shell Plc	P	2012-02-03	2012-04-12
260 Royal Dutch Shell Plc	P	2012-01-19	2012-04-12
610 Medtronic Inc Com	P	2011-05-18	2012-04-24
205 Eog Resources Inc	P	2012-02-01	2012-04-10
110 Dover Corp	P	2011-08-08	2012-04-13
350 Deere Co	P	2011-06-10	2012-04-10
425 Halliburton Company	P	2011-06-16	2012-03-27
665 Abbott Labs	P	2011-02-24	2012-02-01
2,000 Fidelity National Financial Inc Class A	P	2011-01-21	2012-06-04
1,300 International Paper Co	P	2010-07-19	2012-03-05
200 International Paper Co	P	2008-12-01	2012-03-05
2,500 International Paper Co	P	2008-11-03	2012-03-05
2,040 Metorex Ltd-zar (Merger)	P	2002-01-01	2012-01-13
2,800 Verizon Communications	P	2006-02-08	2012-01-05
2,000 Sasol Ltd Spons Adr	P	1999-02-19	2012-01-11
1,200 Merck & Co Inc New	P	2008-12-04	2012-01-06
300 Whirlpool Corp	P	2011-10-04	2012-03-13
1,250 United States Steel Corp New	P	2011-07-26	2012-12-04
325 Southwest Airlines	P	1989-04-14	2012-12-04
1,000 Monster Worldwide Inc	P	2008-12-03	2012-12-04
2,500 Monster Worldwide Inc	P	2008-12-01	2012-12-04
3,500 KT Corp Spon ADR	P	2007-04-02	2012-12-28
1,000 Goodyear Tire & Rubber	P	2002-03-25	2012-12-04
2,000 Goodyear Tire & Rubber	P	2000-01-03	2012-12-04
2,500 France Telecom	P	2006-05-17	2012-12-04
3,000 Ferro Corp	P	2011-08-02	2012-12-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4,500 Deutsche Telekom Ag 1 Ord 1Ads	P	2006-01-06	2012-12-28
1,700 Alcoa Inc	P	2011-08-08	2012-12-04
3,800 Alcoa Inc	P	2010-04-28	2012-12-04
0 667 Kraft Foods Group Inc Com - Cash in lieu	P	1997-12-22	2012-10-01
1,200 Whirlpool Corp	P	2012-05-04	2012-09-07
2,300 International Paper Co	P	2012-05-04	2012-09-24
1,100 Vulcan Materials Co	P	2010-07-19	2012-09-13
7,000 Pulte Group Inc	P	2011-06-09	2012-09-04
5,000 Louisiana Pacific Corp	P	2010-08-02	2012-09-10
2,000 Lender Processing Serv	P	2011-05-20	2012-09-07
4,550 Dole Food Co Inc New	P	2010-12-06	2012-09-18
2,000 AT&T Inc	P	2008-08-06	2012-09-13
311 AT&T Inc	P	2002-04-17	2012-09-13
0 003 Aegon Nv ADR - Cash in lieu	P	2010-05-24	2012-09-14
1,200 Universal Forest Products Inc	P	2010-08-19	2012-07-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
39,275		29,876	9,399
22,351		5,699	16,652
27,269		25,730	1,539
30,590		8,431	22,159
22,516		7,514	15,002
10,871		3,920	6,951
19,799		11,117	8,682
26,125		29,344	-3,219
14,149		13,869	280
11,660		8,712	2,948
28,664		9,793	18,871
16,742		25,320	-8,578
26,977		26,237	740
22,543		15,633	6,910
19,944		21,587	-1,643
36,742		30,904	5,838
26,987		18,743	8,244
167		355	-188
144		383	-239
13,254		12,614	640
25,760		23,862	1,898
25,455		14,547	10,908
37,328		37,645	-317
14,077		19,448	-5,371
43,681		26,085	17,596
31,036		7,966	23,070
18,199		21,068	-2,869
21,513		17,510	4,003
19,945		11,563	8,382
33,266		33,113	153

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
33,850		21,214	12,636
15,480		17,852	-2,372
52,174		21,433	30,741
35,308		19,877	15,431
15,006		17,495	-2,489
23,540		21,020	2,520
18,838		17,596	1,242
9,825		9,764	61
19,205		10,213	8,992
1,926		1,828	98
19,264		10,162	9,102
39,856		43,241	-3,385
18,183		4,617	13,566
32,427		27,212	5,215
8,909		6,209	2,700
14,804		10,285	4,519
31,183		43,466	-12,283
27,516		30,445	-2,929
27,941		31,002	-3,061
27,443		30,940	-3,497
24,960		31,199	-6,239
27,397		30,960	-3,563
19,867		25,016	-5,149
22,068		18,216	3,852
23,015		28,526	-5,511
12,990		20,906	-7,916
25,773		39,863	-14,090
35,144		41,116	-5,972
18,592		27,589	-8,997
15,702		19,575	-3,873

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,136		21,178	-9,042
16,841		19,763	-2,922
33,933		33,910	23
43,973		46,438	-2,465
30,720		33,029	-2,309
17,364		18,394	-1,030
22,634		26,264	-3,630
21,553		21,712	-159
6,770		5,809	961
27,105		28,506	-1,401
14,114		19,878	-5,764
35,989		31,216	4,773
37,036		27,712	9,324
46,415		29,570	16,845
7,141		2,310	4,831
89,259		41,436	47,823
2,275			2,275
108,778		82,046	26,732
97,017		7,750	89,267
46,379		30,332	16,047
23,145		14,370	8,775
27,153		50,929	-23,776
3,125		391	2,734
5,500		10,759	-5,259
13,750		27,355	-13,605
58,659		77,762	-19,103
12,622		23,730	-11,108
25,244		56,125	-30,881
26,799		54,362	-27,563
8,730		32,040	-23,310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
51,074		78,602	-27,528
14,349		20,390	-6,041
32,075		51,522	-19,447
32		11	21
93,607		74,100	19,507
84,789		74,037	10,752
51,651		47,153	4,498
94,523		50,146	44,377
70,674		37,071	33,603
57,166		53,918	3,248
62,749		45,422	17,327
75,696		61,502	14,194
11,771		10,916	855
48,291		34,786	13,505

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			9,399
			16,652
			1,539
			22,159
			15,002
			6,951
			8,682
			-3,219
			280
			2,948
			18,871
			-8,578
			740
			6,910
			-1,643
			5,838
			8,244
			-188
			-239
			640
			1,898
			10,908
			-317
			-5,371
			17,596
			23,070
			-2,869
			4,003
			8,382
			153

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			12,636
			-2,372
			30,741
			15,431
			-2,489
			2,520
			1,242
			61
			8,992
			98
			9,102
			-3,385
			13,566
			5,215
			2,700
			4,519
			-12,283
			-2,929
			-3,061
			-3,497
			-6,239
			-3,563
			-5,149
			3,852
			-5,511
			-7,916
			-14,090
			-5,972
			-8,997
			-3,873

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-9,042
			-2,922
			23
			-2,465
			-2,309
			-1,030
			-3,630
			-159
			961
			-1,401
			-5,764
			4,773
			9,324
			16,845
			4,831
			47,823
			2,275
			26,732
			89,267
			16,047
			8,775
			-23,776
			2,734
			-5,259
			-13,605
			-19,103
			-11,108
			-30,881
			-27,563
			-23,310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-27,528
			-6,041
			-19,447
			21
			19,507
			10,752
			4,498
			44,377
			33,603
			3,248
			17,327
			14,194
			855
			13,505

Form 990PF Part VIII Line 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
LISA BELTRAMO 21842 SEACREST LANE HUNTINGTON BEACH, CA 92646	Director 1 00	0		
BONNIE MCCORMACK 1183 RESERVE PLACE JOHNSON CITY, TN 37615	Director 0 50	0		
LAURA COOK 19125 NORWOOD TERRACE IRVINE, CA 92753	Secretary 0 50	0		
SHAUNA FARLEY 1 UNIV DRBECKMAN HALL 307 ORANGE, CA 92866	Exec Director 20 00	20,601		
DAVID W SCHMID 1125 RIVER LANE SANTA ANA, CA 92705	Vice President 1 00	0		
LARRY BELTRAMO 21842 SEACREST LANE HUNTINGTON BEACH, CA 92646	Treasurer 2 00	0		
RICHARD R SCHMID 11782 LOMA LINDA WAY SANTA ANA, CA 92705	President 1 00	0		

Form 990PF Part XV Line 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*				
BOYS GIRLS CLUB - GARDEN GROVE 10540 CHAPMAN AVENUE GARDEN GROVE, CA 92840	NONE	PUBLIC	TO FURTHER THEIR CHARITABLE PURPOSE	10,000
CYPRESS COLLEGE 9200 VALLEY VIEW STREET CYPRESS, CA 90630	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000
THE FRIENDLY CENTER 147 WEST ROSE STREET ORANGE, CA 92867	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000
BOYSGIRLS CLUB - TUSTIN 580 W SIXTH STREET TUSTIN, CA 92780	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000
UCI CHAO FAMILY COMPREHENSIVE CANCE 101 THE CITY DRIVE BLDG 23 ORANGE, CA 92868	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	80,000
GOLDEN WEST COLLEGE 15744 GOLDEN WEST ST HUNTINGTON BEACH, CA 92647	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000
SALVATION ARMY 710 SOUTH MAIN STREET SANTA ANA, CA 92701	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	20,000
GOODWILL INDUSTRIES 410 NORTH FAIRVIEW STREET SANTA ANA, CA 92703	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	20,000
BOY SCOUTS OF ORANGE COUNTY 3590 HARBOR GATEWAY NORTH COSTA MESA, CA 92626	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	30,000
OLIVE CREST 2130 EAST 4TH STREET STE 200 SANTA ANA, CA 92705	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	50,000
SANTA ANA COLLEGE 1530 WEST 17TH STREET SANTA ANA, CA 92706	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000
FULLERTON COLLEGE FOUNDATION 321 EAST CHAPMAN AVE FULLERTON, CA 92832	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000
ORANGE COAST COLLEGE FOUNDATION 2701 FAIRVIEW ROAD COSTA MESA, CA 92626	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000
SANTIAGO CANYON COLLEGE 8045 EAST CHAPMAN AVE ORANGE, CA 92869	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000
BOYS GIRLS CLUB-SANTA ANA 950 WEST HIGHLAND SANTA ANA, CA 92705	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	10,000

Form 990PF Part XV Line 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*				
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE,CA 92866	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	50,000
BIG BROTHERSSISTERS OF OC 14131 YORBA STREET SUITE 200 TUSTIN,CA 92780	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	5,000
INTERVAL HOUSE PO BOX 3356 SEAL BEACH,CA 92626	NONE	PUBLIC	TO FURTHER THEIR CHARIT PURPOSE	50,000
Total . . . . ► **3a**				405,000

TY 2012 Accounting Fees Schedule

Name: Waltmar Foundation

CO Larry Beltramo

EIN: 95-2371506

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,097	1,419	0	5,678

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Waltmar Foundation
CO Larry Beltramo

EIN: 95-2371506

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2001-03-10	1,245,739	344,736	87	2 56 %	31,941			

TY 2012 Investments Corporate Bonds Schedule

Name: Waltmar Foundation

CO Larry Beltramo

EIN: 95-2371506

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	79,640	87,431

TY 2012 Investments Corporate Stock Schedule

Name: Waltmar Foundation

CO Larry Beltramo

EIN: 95-2371506

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS	4,069,617	4,891,203

TY 2012 Land, Etc. Schedule

Name: Waltmar Foundation

CO Larry Beltramo

EIN: 95-2371506

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	599,800		599,800	379,000
Buildings	1,245,739	376,677	869,062	786,000

TY 2012 Other Assets Schedule

Name: Waltmar Foundation
CO Larry Beltramo
EIN: 95-2371506
Software ID: 12000229
Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
STOCK RECEIVABLE		55,509	55,509
LEASE COMMISSIONS PREPAID	15,814	27,110	27,110

TY 2012 Other Expenses Schedule

Name: Waltmar Foundation

CO Larry Beltramo

EIN: 95-2371506

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rental Expenses	2,566	2,566		
PENALTIES	45			
MISCELLANEOUS EXPENSES	300	60		240
GENERAL AND ADMINISTRATIVE	51	10		41
BUSINESS LICENSES	75	75		

TY 2012 Other Liabilities Schedule

Name: Waltmar Foundation
CO Larry Beltramo

EIN: 95-2371506

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
PROPERTY TAX PAYABLE	6,352	

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TY 2012 Other Professional Fees Schedule

Name: Waltmar Foundation
CO Larry Beltramo
EIN: 95-2371506
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SMITH BARNEY - INVESTMENT FEES	30,164	30,164	0	0
MERRILL LYNCH - INVESTMENT FEES	23,015	23,015	0	0

TY 2012 Taxes Schedule

Name: Waltmar Foundation
CO Larry Beltramo
EIN: 95-2371506
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAX	10	10		
PAYROLL TAXES	6,948	6,948		
FOREIGN TAXES	5,060	5,060		
FEDERAL TAX	7,348			