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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation JOHN W HANCOCK FOUNDATION
A Employer identification number 95-2554914
B Telephone number (see instructions) (562) 598-3351
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses
Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only)
Rows include: 1 Contributions, gifts, grants, etc; 2 Check if not required to attach Sch B; 3 Interest on savings; 4 Dividends and interest from securities; 5a Gross rents; b Net rental income; 6a Net gain or loss from sale of assets; 7 Capital gain net income; 8 Net short-term capital gain; 9 Income modifications; 10a Gross sales less returns; b Less Cost of goods sold; c Gross profit; 11 Other income; 12 Total; 13 Compensation of officers; 14 Other employee salaries; 15 Pension plans; 16a Legal fees; b Accounting fees; c Other professional fees; 17 Interest; 18 Taxes; 19 Depreciation; 20 Occupancy; 21 Travel; 22 Printing; 23 Other expenses; 24 Total operating and administrative expenses; 25 Contributions paid; 26 Total expenses and disbursements; 27 Subtract line 26 from line 12; a Excess of revenue; b Net investment income; c Adjusted net income

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	47,165	86,909	86,909	
	2 Savings and temporary cash investments	23,140	6,575	6,575	
	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)	364,945 <input checked="" type="checkbox"/>	343,445	759,888	
	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)	435,250	436,929	853,372		
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 ▶ _____)				
	23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
	29 Retained earnings, accumulated income, endowment, or other funds	435,250	436,929		
30 Total net assets or fund balances (see page 17 of the instructions)	435,250	436,929			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	435,250	436,929			

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	435,250
2	Enter amount from Part I, line 27a	2	1,718
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	436,968
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	39
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	436,929

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	500 SHRS - FRANKLIN RESOURCE INC		1998-07-01	2012-11-21
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	65,177	21,500	43,677	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			43,677	
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	43,677
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	73,601	772,440	0.095284
2010	81,569	826,889	0.098646
2009	74,429	678,256	0.109736
2008	79,112	791,704	0.099926
2007	61,256	967,236	0.063331
2	Total of line 1, column (d).		2 0.466923
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 0.093385
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 781,928
5	Multiply line 4 by line 3.		5 73,020
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 647
7	Add lines 5 and 6.		7 73,667
8	Enter qualifying distributions from Part XII, line 4.		8 63,019

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,295
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	1,295
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	1,295
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	401
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	401
8	Enter any penalty for underpayment of estimated tax Check here <input 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	894
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? <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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
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>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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? Website address N/A	13	Yes	
14	The books are in care of JOHN WHANCOCK III Telephone no (562) 598-3351 Located at 192 MARINA DRIVE LONG BEACH CA ZIP+4 90803			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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? <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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
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? <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).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
			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
JOHN W HANCOCK III 192 MARINA DRIVE LONG BEACH, CA 90803	FOUNDATION MANAGER 4 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	
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	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	711,942
b	Average of monthly cash balances.	1b	67,037
c	Fair market value of all other assets (see instructions).	1c	14,857
d	Total (add lines 1a, b, and c).	1d	793,836
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	793,836
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	11,908
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	781,928
6	Minimum investment return. Enter 5% of line 5.	6	39,096

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	39,096
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,295
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,295
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	37,801
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	37,801
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	37,801

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	63,019
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	63,019
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	63,019

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				37,801
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				13,202
b From 2008.				40,651
c From 2009.				41,428
d From 2010.				41,847
e From 2011.				35,857
f Total of lines 3a through e.	172,985			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>63,019</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				37,801
e Remaining amount distributed out of corpus	25,218			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	198,203			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	13,202			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	185,001			
10 Analysis of line 9				
a Excess from 2008.	40,651			
b Excess from 2009.	41,428			
c Excess from 2010.	41,847			
d Excess from 2011.	35,857			
e Excess from 2012.	25,218			

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 63,019
b <i>Approved for future payment</i>				
Total				3b 0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (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... [] Yes [x] No

Table with 3 columns: (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

Paid Preparer Use Only Print/Type preparer's name ROBERT K VALENTINE, Preparer's Signature ROBERT K VALENTINE, Date 2013-05-07, Firm's name CRISELL & ASSOCIATES CPA'S, Firm's address SIGNAL HILL, CA 90755, Firm's EIN 95-2642922, Phone no (562) 595-0501

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALGALITA MARINE RESEARCH FOUNDATION 148 N MARINA DR LONG BEACH, CA 90803	NONE	PUBLIC	SUPPORT	250
ALS ASSOCIATION PO BOX 8178 PUEBLO, CO 810088178	NONE	PUBLIC	SUPPORT	250
AMERICAN DIABETES ASSOCIATION PO BOX 433127 PALM COAST, FL 321439853	NONE	PUBLIC	MEMBERSHIP RENEWAL	100
AMERICAN RED CROSS 3150 E 29TH ST LONG BEACH, CA 90806	NONE	PUBLIC	SUPPORT	250
AQUARIUM OF THE PACIFIC 320 GOLDEN SHORE 150 LONG BEACH, CA 90802	NONE	PUBLIC	MAKING WAVES CAPITAL FINAL PLEDGE	20,000
ARTS COUNCIL FOR LONG BEACH 350 ELM AVENUE LONG BEACH, CA 90802	NONE	PUBLIC	SUPPORT	100
CALIFORNIA CONFERENCE FOR EQUALITY & JUSTICE 444 W OCEAN BLVD SUITE 940 LONG BEACH, CA 90802	NONE	PUBLIC	ANNUAL RECOGNITION DINNER	360
CATALINA ISLAND CONSERVANCY PO BOX 2739 AVALON, CA 907049800	NONE	PUBLIC	DISCOVERER LEVEL	500
CLASSICAL KUSC PO BOX 80354 LOS ANGELES, CA 900800354	NONE	PUBLIC	SUPPORT	144
CLASSICAL KUSC PO BOX 80354 LOS ANGELES, CA 900800354	NONE	PUBLIC	PLEDGE DONATION	250
CSULB FOUNDATION 6300 STATE UNIVERSITY DR 306 LONG BEACH, CA 90815	NONE	PUBLIC	PRESIDENT'S ASSOCIATES MEMBERSHIP	1,250
CSULB FOUNDATION 6300 STATE UNIVERSITY DR 306 LONG BEACH, CA 90815	NONE	PUBLIC	CERAMIC TRAVEL SCHOLARSHIP ACCOUNT	500
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET SUITE 200 WELLESLEY HILLS, MA 02481	NONE	PUBLIC	SUPPORT	250
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 381209913	NONE	PUBLIC	SUPPORT	250
HATHAWAY-SYCAMORES CHILD & FAMILY SERVICES 210 S DELACEY AVE 110 PASADENA, CA 91105	NONE	PUBLIC	SUPPORT	250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HISTORICAL SOCIETY OF LONG BEACH 4260 ATLANTIC AVE LONG BEACH, CA 90807	NONE	PUBLIC	SUPPORTER	100
HOLLYWOOD BOWL PO BOX 1951 LOS ANGELES, CA 900781951	NONE	PUBLIC	SUPPORT	5,440
INTERNATIONAL CITY THEATRE ONE WORLD TRADE CNTR 300 LONG BEACH, CA 90832	NONE	PUBLIC	SUPPORT - FEATURED ROLE LEVEL	250
KOCE-TV PO BOX 25112 SANTA ANA, CA 927995112	NONE	PUBLIC	SUPPORT	100
LBCH RONALD MCDONALD HOUSE 500 E 27TH STREET LONG BEACH, CA 90806	NONE	PUBLIC	WALK FOR KIDS	250
LONG BEACH BLAST 737 PINE AVENUE STE 201 LONG BEACH, CA 90813	NONE	PUBLIC	EDUCATIONAL SUPPORT	500
LONG BEACH BLAST 737 PINE AVENUE STE 201 LONG BEACH, CA 90813	NONE	PUBLIC	WINE BLAST 2012	140
LONG BEACH BRANCH NAACP PO BOX 1594 LONG BEACH, CA 90801	NONE	PUBLIC	SUPPORT	250
LONG BEACH CITY COLLEGE FOUNDATION 4901 E CARSON ST B-12 LONG BEACH, CA 908081706	NONE	PUBLIC	PRESIDENT'S CIRCLE 2010-11	1,000
LONG BEACH DAY NURSERY 2750 FANWOOD AVENUE LONG BEACH, CA 90815	NONE	PUBLIC	YEAR ANNIVERSARY EVENT	200
LONG BEACH DAY NURSERY 2750 FANWOOD AVENUE LONG BEACH, CA 90815	NONE	PUBLIC	YEAR ANNIVERSARY EVENT	125
LONG BEACH DAY NURSERY 2750 FANWOOD AVENUE LONG BEACH, CA 90815	NONE	PUBLIC	YEAR ANNIVERSARY EVENT	2,500
LONG BEACH EDUCATION FOUNDATION 1515 HUGHES WAY LONG BEACH, CA 90810	NONE	PUBLIC	MIDDLE SCHOOL SPORTS DONATION	250
LONG BEACH LIBRARY FOUNDATION 101 PACIFIC AVENUE LONG BEACH, CA 90822	NONE	PUBLIC	CHARDONNAY SPONSOR - GRAPE EXPECTATIONS	2,000
LONG BEACH NON PROFIT PTNSP 4900 E CONANT AVENUE LONG BEACH, CA 90808	NONE	PUBLIC	SUPPORT	250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LONG BEACH PUBLIC LIBRARY FOUNDATION 101 PACIFIC AVENUE LONG BEACH, CA 90822	NONE	PUBLIC	BOOKEND CATEGORY DONATION	250
LONG BEACH RONALD MCDONALD HOUSE 765 S PASADENA AVE PASADENA, CA 91105	NONE	PUBLIC	SUPPORT	5,000
LONG BEACH ROTARY CHARITABLE FOUNDATION 1119 QUEENS HWY 103 LONG BEACH, CA 90802	NONE	PUBLIC	READING BY 9	250
LONG BEACH SYMPHONY ORCHESTRA 110 W OCEAN BLVD 22 LONG BEACH, CA 90802	NONE	PUBLIC	ANNUAL FUNDRAISER SPONSORSHIP	7,500
LONG BEACH SYMPHONY ORCHESTRA 110 W OCEAN BLVD 22 LONG BEACH, CA 90802	NONE	PUBLIC	ANNUAL FUNDRAISER SPONSORSHIP	1,000
MEMORIAL MEDICAL CENTER FOUNDATION PO BOX 1428 LONG BEACH, CA 908019961	NONE	PUBLIC	TODD CANCER	5,000
MEMORIAL MEDICAL CENTER FOUNDATION PO BOX 1428 LONG BEACH, CA 908019961	NONE	PUBLIC	TODD CANCER	250
MUSIC CENTER 135 N GRAND AVENUE LOS ANGELES, CA 900123013	NONE	PUBLIC	ANNUAL FUND FOR THE PERFORMING ARTS	250
NATIONAL PARK FOUNDATION PO BOX 17394 BALTIMORE, MD 212981394	NONE	PUBLIC	SUPPORT	150
RANCHO LOS ALAMITOS FOUNDATION 6400 E BIXBY HILL ROAD LONG BEACH, CA 90815	NONE	PUBLIC	GRAND PREVIEW LUNCHEON SUPPORTING SPONSORSHIP	5,000
SPCA-LA 5026 W JEFFERSON BLVD LOS ANGELES, CA 900163930	NONE	PUBLIC	SUPPORT	100
THE VOLUNTEER CENTER 1407 E 4TH STREET LONG BEACH, CA 90802	NONE	PUBLIC	OPERATION TEDDY BEAR	110
WOOD HOLE OCEANOGRAPHIC INSTITUTE 266 WOODS HOLE ROAD FENNO HOUS MS 40A WOOD HOLE, CA 02543	NONE	PUBLIC	SUPPORT	100
Total				63,019

TY 2012 Accounting Fees Schedule

Name: JOHN W HANCOCK FOUNDATION

EIN: 95-2554914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTANT FEE	750	750		0

**TY 2012 Investments Corporate
Stock Schedule**

Name: JOHN W HANCOCK FOUNDATION

EIN: 95-2554914

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTERNATIONAL, INC. - COMMON	160,665	382,788
FRANKLIN RESOURCES, INC. - COMMON	182,780	377,100

TY 2012 Other Decreases Schedule

Name: JOHN W HANCOCK FOUNDATION

EIN: 95-2554914

Description	Amount
FEDERAL EXCISE TAX	39

TY 2012 Other Expenses Schedule

Name: JOHN W HANCOCK FOUNDATION

EIN: 95-2554914

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MAINTENANCE FEE	75	75		0

TY 2012 Taxes Schedule

Name: JOHN W HANCOCK FOUNDATION

EIN: 95-2554914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CALIFORNIA FRANCHISE TAX	10	10		0
ATTORNEY GENERAL FILING FEE	25	25		0