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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE TITLE FAMILY FOUNDATION		A Employer identification number 95-3155651
Number and street (or P.O. box number if mail is not delivered to street address) C/O NSSA LLP 132 S RODEO DR	Room/suite 301	B Telephone number 310-273-4550
City or town, state, and ZIP code BEVERLY HILLS, CA 90212		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,380,423.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		591,835.	591,835.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		132,999.			
b Gross sales price for all assets on line 6a	3,866,577.				
7 Capital gain net income (from Part IV, line 2)			132,999.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		690.	690.		
12 Total. Add lines 1 through 11		725,524.	725,524.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	18,000.	13,500.		4,500.
c Other professional fees	STMT 4	1,516.	1,136.		380.
17 Interest					
18 Taxes	STMT 5	5,899.	158.		52.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	9,145.	6,859.		2,286.
24 Total operating and administrative expenses. Add lines 13 through 23		34,560.	21,653.		7,218.
25 Contributions, gifts, grants paid		304,990.			304,990.
26 Total expenses and disbursements. Add lines 24 and 25		339,550.	21,653.		312,208.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		385,974.			
b Net investment income (if negative, enter -0-)			703,871.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	29,214.	21,443.	21,443.
	2 Savings and temporary cash investments	115,817.	85,049.	85,049.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	674,890.	314,559.	334,560.
	b Investments - corporate stock STMT 8	635,293.	1,334,281.	1,409,637.
	c Investments - corporate bonds STMT 9	7,302,055.	7,251,980.	7,373,099.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	0.	153,536.	156,635.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	8,757,269.	9,160,848.	9,380,423.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	1,793.	19,398.	
	23 Total liabilities (add lines 17 through 22)	1,793.	19,398.	
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	6,657,370.	6,657,370.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,098,106.	2,484,080.	
	30 Total net assets or fund balances	8,755,476.	9,141,450.	
	31 Total liabilities and net assets/fund balances	8,757,269.	9,160,848.	

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	8,755,476.
2 Enter amount from Part I, line 27a	2	385,974.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,141,450.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,141,450.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,866,577.		3,733,578.	132,999.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			132,999.

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	132,999.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	141,238.	9,484,434.	.014892
2010	140,120.	10,751,372.	.013033
2009	138,189.	6,329,614.	.021832
2008	81,350.	2,454,790.	.033139
2007	872,535.	2,436,160.	.358160

2 Total of line 1, column (d)	2	.441056
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	.088211
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,744,296.
5 Multiply line 4 by line 3	5	771,343.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,039.
7 Add lines 5 and 6	7	778,382.
8 Enter qualifying distributions from Part XII, line 4	8	312,208.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	14,077.
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	14,077.
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	14,077.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	22,500.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,423.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 8,423. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>DAVID SAENZ</u> Telephone no. ► <u>310-273-4550</u> Located at ► <u>132 S.RODEO DR. STE 301, BEVERLY HILLS, CA</u> ZIP+4 ► <u>90212</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARILYN D. TITLE C/O NSSA LP 132 S RODEO DR #301 BEVERLY HILLS, CA 90212	PRESIDENT/ SECRETARY 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2012)

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	8,727,165.
b	Average of monthly cash balances	1b	150,293.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,877,458.
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	8,877,458.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,162.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,744,296.
6	Minimum investment return. Enter 5% of line 5	6	437,215.

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	437,215.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,077.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,077.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	423,138.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	423,138.
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	423,138.

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	312,208.
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	312,208.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	312,208.

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				423,138.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			107,820.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 312,208.				
a Applied to 2011, but not more than line 2a			107,820.	
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				204,388.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				218,750.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2012)

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				
AMERICAN DIABETES ASSOCIATION PO BOX 97136 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
INTERNATIONAL CAMPAIGN FOR TIBET 1825 JEFFERSON PLACE N.W. WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
JEWISH BIG BROTHERS AND SISTERS 6505 WILSHIRE BLVD. 6TH FLOOR LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
JEWISH NATIONAL FUND PO BOX 9105 UNIONDALE UNIONDALE, NY 11555	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
KHALILI FOUNDATION 9033 WILSHIRE BLVD. #200 BEVERLY HILLS, CA 90211	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total	SEE CONTINUATION SHEET(S)			3a 304,990.
b Approved for future payment				
NONE				
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|----------|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

09-4-2013
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr)?

**Paid
Preparer
Use Only**

Print/Type preparer's name DAVID M. SAENZ	Preparer's signature 	Date 8/15/13	Check <input type="checkbox"/> if self-employed	PTIN P00138846
Firm's name ▶ NEUMAN, STEINHAUSER, SAENZ & ARDITO, LL			Firm's EIN ▶ 51-0439360	
Firm's address ▶ 132 S. RODEO DR. SUITE 301 BEVERLY HILLS, CA 90212-2403			Phone no. (310) 273-4550	

THE TITLE FAMILY FOUNDATION

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	MORGAN STANLEY #156270 (SCH A)	P	VARIOUS	12/31/12
b	MORGAN STANLEY #156270 (SCH A)	P	VARIOUS	VARIOUS
c	100 SHS POWERSHARES DB COMM	P	07/19/12	09/21/12
d	MORGAN STANLEY #167430 COVERED CALLS AND PUTS	P	VARIOUS	12/31/12
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,102,394.		1,085,796.	16,598.
b 2,754,535.		2,641,199.	113,336.
c 2,820.		2,792.	28.
d 4,935.		3,791.	1,144.
e 1,893.			1,893.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			16,598.
b			113,336.
c			28.
d			1,144.
e			1,893.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	132,999.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KIDS OF KILIMANJARO 1590 METRO DR., STE 118 COSTA MESA, CA 92626	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
LACMA PO BOX 51883 LOS ANGELES, CA 90099	NONE	PUBLIC CHARITY	GENERAL SUPPORT	90.
LARC FOUNDATION 29890 BOUQUET CANYON RD. SAUGUS, CA 91350	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
OM FOUNDATION 980 ROOSEVELT, SUITE 100 IRVINE, CA 92620	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PALISADES CHARTER HIGH SCHOOL 15777 BOWDOIN ST. PACIFIC PALISADES, CA 90272	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
PALISADES HIGH SCHOOL BOOSTER CLUB PO BOX 223 PACIFIC PALISADES, CA 90272	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,100.
SEMESTER AT SEA PO BOX 400885 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
SOMALY MAM FOUNDATION PO BOX 4569 NEW YORK, NY 10163	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
SPECIAL OLYMPICS 6730 E. CARSON ST. LONG BEACH, CA 90808	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
TAKE THE LEAD PO BOX 6353 WATERTOWN, NY 13601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
Total from continuation sheets				277,690.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VISUAL COMMUNICATIONS 120 JUDGE JOHN AISO ST. LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
LIA-USA INC 7911 SHERWOOD AVE. TOWSON, MD 21204	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
PALISADE P.R.I.D.E 15330 ANTIOCH ST. PACIFIC PALISADES, CA 90272	NONE	PUBLIC CHARITY	GENERAL SUPPORT	450.
CITY OF HOPE 1055 WILSHIRE BLVD. LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
JAFFA INSTITUTE 315 W 70TH ST. #7F NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
JUVENILE ARTHRITIS 264 S LA CIENEGA BLVD.#103 BEVERLY HILLS, CA 90211	NONE		GENERAL SUPPORT	1,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
ACCRUED INTEREST PAID #156270	-26,299.	0.	-26,299.	
AMORTIZATION BOND PREMIUM #156270	-34,054.	0.	-34,054.	
GNMA INTEREST ADJUSTMENT #156270	695.	0.	695.	
MORGAN STANLEY DIVIDENDS #156270	117,843.	0.	117,843.	
MORGAN STANLEY DIVIDENDS #167430	7,993.	1,885.	6,108.	
MORGAN STANLEY INTEREST #156270	487,707.	0.	487,707.	
MORGAN STANLEY INTEREST #167430	13.	0.	13.	
MORGAN STANLEY OID #156270	39,700.	0.	39,700.	
POWERSHARES DB COMM DIVIDEND	121.	8.	113.	
POWERSHARES DB COMM INTEREST	9.	0.	9.	
TOTAL TO FM 990-PF, PART I, LN 4	593,728.	1,893.	591,835.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MORGAN STANLEY #156270	128.	128.		
POWERSHARES DB COMM	562.	562.		
TOTAL TO FORM 990-PF, PART I, LINE 11	690.	690.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEE	18,000.	13,500.		4,500.	
TO FORM 990-PF, PG 1, LN 16B	18,000.	13,500.		4,500.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT ADVISORY FEE	1,516.	1,136.		380.
TO FORM 990-PF, PG 1, LN 16C	1,516.	1,136.		380.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	5,689.	0.		0.
CA REGISTRATION	25.	19.		6.
FOREIGN TAX	185.	139.		46.
TO FORM 990-PF, PG 1, LN 18	5,899.	158.		52.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES AND EXPENSES	345.	259.		86.
TRAVEL EXPENSE	5,300.	3,975.		1,325.
BOOKKEEPING	3,500.	2,625.		875.
TO FORM 990-PF, PG 1, LN 23	9,145.	6,859.		2,286.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS (SCHEDULE B)		X	206,698.	210,382.
GNMA (SCHEDULE B)	X		107,861.	124,178.
TOTAL U.S. GOVERNMENT OBLIGATIONS			107,861.	124,178.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			206,698.	210,382.
TOTAL TO FORM 990-PF, PART II, LINE 10A			314,559.	334,560.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS (SCHEDULE B)	1,134,120.	1,184,287.
PREFERRED STOCK (SCHEDULE B)	200,161.	225,350.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,334,281.	1,409,637.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SCHEDULE B)	7,251,980.	7,373,099.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,251,980.	7,373,099.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS (SCHEDULE B)	COST	153,536.	156,635.
TOTAL TO FORM 990-PF, PART II, LINE 13		153,536.	156,635.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ADVANCE FROM BROKER	1,793.	19,398.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,793.	19,398.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions THE TITLE FAMILY FOUNDATION	Employer identification number (EIN) or 95-3155651
File by the due date for filing your return See instructions Number, street, and room or suite no. If a P.O. box, see instructions. C/O NEUMAN STEINHAUSER SAENZ ARDITO, - 132 S.RODEO	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

DAVID SAENZ

- The books are in the care of **▶ 132 S.RODEO DR. STE 301 - BEVERLY HILLS, CA 90212**

Telephone No. **▶ 310-273-4550**

FAX No. **▶ 310-275-7577**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO COMPILE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 22,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 22,500.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶**

Title **▶ CPA**

Date **▶**

TITLE FAMILY FOUNDATION
Realized Gain/Loss for Year 2012

95-3155651

Quantity	Description	Date Acquired	Date Sold	Proceeds (\$)	Total Cost (\$)	G/L Amount (\$)	Holding Period
125000 0000	BAC CAP TR XIV	5/2/2011	3/15/2012	125,000 00	125,000.00	-	S
125000 0000	BAC CAP TR XIV	3/15/2012	3/16/2012	87,923 79	99,774 75	(11,850 96)	S
100000 0000	BB&T CAPITAL TRUST	9/30/2011	3/1/2012	99,991 00	100,498 04	(507.04)	S
75000 0000	CALIF ST PUB F BE	11/16/2011	10/26/2012	77,406 25	77,681 42	(275 17)	S
100000 0000	CHESAPEAKE ENERGY	1/20/2012	11/7/2012	98,995 50	99,711 00	(715 50)	S
125,000 0000	GS CAPITAL II	3/16/2012	6/1/2012	125,000 00	125,000 00	-	S
200000 0000	HARTFORD FIN'L SERVICE	9/12/2011	4/4/2012	210,000 00	205,498 41	4,501 59	S
75000 0000	LLOYD'S TSB BANK	1/25/2012	7/13/2012	73,643 50	67,881 00	5,762 50	S
	MOTORS LIQ CO GUC TR UBI	6/12/2012	6/12/2012	28 58		28 58	S
115000 0000	PENN VIRGINIA	7/27/2012	10/22/2012	110,134 35	98,245 25	11,889 10	S
100000 0000	ROYAL BANK SCOTLAND	1/11/2012	2/7/2012	94,271.00	86,506.00	7,765 00	S
	SHORT TERM			1,102,393.97	1,085,795.87	16,598.10	
100,000.0000	BANK OF AMERICA	11/19/2010	12/12/2012	110,172 22	102,737.51	7,434 71	L
100000 0000	CFI 3ML RANGE ACRL	3/31/2011	10/1/2012	100,000 00	98,756 86	1,243 14	L
150000 0000	CITIRANGE SPX 3ML	12/20/2010	9/13/2012	150,000 00	150,000 00	-	L
150000 0000	CITIRANGE SPX 3ML	12/20/2010	9/24/2012	150,000 00	150,000 00	-	L
	ESCROW LEHMAN BROS	12/21/2006	10/2/2012	3,872 76		3,872 76	L
125000 0000	FORD MOTOR CO	2/17/2004	6/4/2012	171,250 00	125,000.00	46,250 00	L
100000 0000	GENWORTH FINL	12/2/2010	11/14/2012	106,465 00	105,524 87	940 13	L
126 3600	Gnma Pool 001717 7 1/2 5-20-24	3/30/2007	12/31/2012	126 36	126.36	-	L
130 8300	Gnma Pool 002266 7 000 8-20-26	3/30/2007	12/31/2012	130 83	130 83	-	L
186 7900	Gnma Pool 002444 7 1/2 6-20-27	3/30/2007	12/31/2012	186 79	186 79	-	L
268 8800	Gnma Pool 002456 7 000 7-20-27	3/30/2007	12/31/2012	268 88	268 88	-	L
160 0700	Gnma Pool 002604 7.000 6-20-28	3/30/2007	12/31/2012	160 07	160 07	-	L
93 2700	Gnma Pool 002605 7 1/2 6-20-28	3/30/2007	12/31/2012	93 27	93 27	-	L
445 3400	Gnma Pool 002714 6 1/2 2-20-29	3/30/2007	12/31/2012	445 34	445 34	-	L
31 2800	Gnma Pool 002743 7 1/2 4-20-29	3/30/2007	12/31/2012	31 28	31 28	-	L
305 2600	Gnma Pool 002783 7 000 7-20-29	3/30/2007	12/31/2012	305 26	305 26	-	L
99 6500	Gnma Pool 002798 7 1/2 8-20-29	3/30/2007	12/31/2012	99 65	99 65	-	L
92 8600	Gnma Pool 002854 8 000 12-20-29	3/30/2007	12/31/2012	92 86	92 86	-	L
1,090 2300	Gnma Pool 003040 7 000 2-20-31	3/30/2007	12/31/2012	1,090 23	1,090 23	-	L
359 5900	Gnma Pool 003052 6 000 3-20-31	3/30/2007	12/31/2012	359 59	359 59	-	L
3,915 9500	Gnma Pool 003080 6 1/2 5-20-31	3/30/2007	12/31/2012	3,915 95	3,915 95	-	L
459 1100	Gnma Pool 003107 6 1/2 7-20-31	3/30/2007	12/31/2012	459 11	459 11	-	L
1,398 3900	Gnma Pool 003120 6 1/2 8-20-31	3/30/2007	12/31/2012	1,398 39	1,398 39	-	L
245 3700	Gnma Pool 003173 6 1/2 12-20-31	3/30/2007	12/31/2012	245 37	245 37	-	L
1,324 6000	Gnma Pool 003200 6 000 2-20-32	3/30/2007	12/31/2012	1,324.60	1,324 60	-	L
1,161 9800	Gnma Pool 003238 6 000 5-20-32	3/30/2007	12/31/2012	1,161 98	1,161 98	-	L
3,721 9700	Gnma Pool 003249 6 000 6-20-32	3/30/2007	12/31/2012	3,721 97	3,721 97	-	L
769 4800	Gnma Pool 003260 6 000 7-20-32	3/30/2007	12/31/2012	769 48	769 48	-	L
61 3600	Gnma Pool 337419 7 000 6-15-23	3/30/2007	12/31/2012	61 36	61 36	-	L
89 9400	Gnma Pool 390282 8 000 8-15-24	3/30/2007	12/31/2012	89 94	89 94	-	L
881 8600	Gnma Pool 417239 7 000 2-15-26	1/22/2009	12/31/2012	881 86	881 86	-	L
354 7700	Gnma Pool 424641 6 1/2 1-15-26	3/30/2007	12/31/2012	354 77	354 77	-	L
414 9200	Gnma Pool 516121 7 1/2 12-15-29	1/22/2009	12/31/2012	414 92	414 92	-	L
1,043 3200	Gnma Pool 527070 7 3/4 2-15-30	3/30/2007	12/31/2012	1,043 32	1,043 32	-	L
466 4900	Gnma Pool 565708 6 000 9-15-31	3/30/2007	12/31/2012	466 49	466 49	-	L
65 0200	Gnma Pool 780631 7.000 9-15-27	3/30/2007	12/31/2012	65 02	65 02	-	L
150000 0000	HARTFORD FIN'L SERVICE	11/18/2010	4/4/2012	157,500 00	163,108 42	(5,608 42)	L
150000 0000	IL ST GO	4/27/2010	3/22/2012	158,430 00	160,328 80	(1,898.80)	L
100000 0000	INDUSTRY CA	12/2/2010	1/11/2012	103,399 00	103,018 22	380 78	L
100000 0000	INDUSTRY CA	12/14/2010	1/20/2012	103,360 00	103,018 22	341 78	L
100000 0000	JPMORGAN CHASE	12/2/2010	4/2/2012	111,608 39	107,710 00	3,898 39	L
86000 0000	JPMORGAN CHASE	1/15/2008	7/12/2012	86,000 00	86,000 00	-	L
100000 0000	JPMORGAN CHASE	12/2/2010	10/12/2012	118,587 72	107,710 00	10,877 72	L
100000 0000	JPMORGAN CHASE	12/2/2010	11/14/2012	112,851.94	107,710 00	5,141.94	L
	LEHMAN BROS HLDG	12/21/2006	4/17/2012	6,088 54		6,088 54	L
110000 0000	LINCOLN NATL CORP	11/19/2010	3/2/2012	105,875.00	109,175.00	(3,300 00)	L
90000 0000	LINCOLN NATL CORP	1/14/2011	3/2/2012	86,625 00	90,541 57	(3,916.57)	L
25000 0000	LOEWS CORP	12/8/2010	7/13/2012	277,507 50	271,633 94	5,873 56	L
80,000 0000	MS RANGE SPX	12/1/2011	12/13/2012	85,033 50	63,206 00	21,827 50	L
100000 0000	RRI ENERGY	2/15/2011	7/27/2012	102,500 00	102,330.30	169 70	L
3900 0000	STONE HARBOR EMERGING MKT	12/22/2010	7/17/2012	92,396 07	97,500 00	(5,103 93)	L
100 0000	STONE HARBOR EMERGING MKT	12/22/2010	7/17/2012	2,370.94	2,500 00	(129 06)	L
100000 0000	WELLS FARGO	12/2/2010	9/18/2012	114,558 00	106,962 37	7,595 63	L
100000 0000	WELLS FARGO	12/2/2010	10/23/2012	118,318 83	106,962 38	11,356 45	L
	LONG TERM			2,754,535.35	2,641,199.40	113,335.95	
	GRAND TOTAL			3,856,929.32	3,726,995.27	129,934.05	

TITLE FAMILY FOUNDATION				95-3155651
ANALYSIS - CHANGES IN FMV OF SECURITIES				
AS OF 12/31/12				
		PRIOR YEAR	THIS YEAR	
		BOOK VALUE	BOOK VALUE	FMV
COMMON STOCKS				
200 SHS	AMERICAN INT'L GP INC NEW (AIG)	0 00	6,345 50	7,060 00
200 SHS	AMERICAN CAPITAL AGENCY (AGNC)	0 00	6,807 24	5,780 00
50 SHS	BLACKROCK INC (BLK)	0 00	9,334 32	10,335 50
6250 SHS	BLACKSTONE/GSO STRAT CREDIT	0 00	124,451 66	115,937 50
5000 SHS	COHEN & STEERS LTD DUR PFD (LDP)	0 00	125,000 00	125,200 00
200 SHS	DIGITAL REALTY TRUST (DLR)	0 00	14,700 58	13,578 00
208	GENERAL MOTORS CO WTS 071016 (GM A)	0 00	0 00	4,056 00
208	GENERAL MOTORS CO WTS 071019 (GM B)	0 00	0 00	2,597 92
230	GENERAL MOTORS CO (GM)	0 00	0 00	6,630 90
300 SHS	ISHARES FTSE CHINA 25 INDX (FXI)	0 00	10,584 30	12,135 00
700 SHS	ISHARES MSCI EAFE FD (EFA)	0 00	35,152 60	39,802 00
150 SHS	ISHARES MSCI EAFE MIN VOL (EFAV)	0 00	8,096 81	8,202 00
200 SHS	ISHARES MSCI EMERG MKT MIN VOL (EEMV)	0 00	11,562 76	12,112 00
250 SHS	ISHARES MSCI USA MIN VOL (USMV)	0 00	7,500 00	7,260 00
200 SHS	ISHARES RUSSELL 2000 INDX (IWM)	0 00	16,057 10	16,863 56
100 SHS	JPMORGAN CHASE (JPM)	0 00	4,409 64	4,396 91
3389 SHS	MANAGED HI YIELD PLUS FD INC	27,519 00	27,519 00	7,252 46
1286	MOTORS LIQ CO GUC TR (MTLQU)	0 00	0 00	27,263 20
4000 SHS	PIMCO DYNAMIC INCOME (PDI)	0 00	100,000 00	116,960 00
900 SHS	POWERSHARES DB COMM TRK (DBC)	0 00	24,835 95	25,002 00
200 SHS	POWERSHARES QQQ TR (QQQ)	0 00	13,005 50	13,026 02
5000 SHS	PRUDENTIAL GLB SHT DUR HY	0 00	100,000 00	100,200 00
100 SHS	SCHLUMBERGER LTD (SLB)	0 00	6,850 32	6,929 86
200 SHS	SPDR TRUST SERIES 1 (SPY)	0 00	27,533 60	28,482 00
100 SHS	SPDR TRUST SERIES 1 (SPY)	0 00	13,913 80	14,241 00
6000 SHS	STONE HRBR EMERGING MKT	250,000 00	150,000 00	148,560 00
4000 SHS	STONE HRBR EMERGING MKT	0 00	100,000 00	98,080 00
7350 SHS	TRANSAMERICA INCOME SHARES	157,613 10	157,613 10	170,814 00
800 SHS	VANGUARD MSCI EMERG MKT (VVO)	0 00	31,868 40	35,624 00
(2 UNITS)	CALL ISHARES TR FTSE/XINHUA C @41 1/19/13	0 00	(65 98)	(108 00)
(1 UNIT)	CALL JPMORGAN CHASE @47 3/16/13	0 00	(73 99)	(83 00)
(1 UNIT)	CALL POWERSHARES DB COMM TRK @29 1/19/13	0 00	(64 99)	0 00
1 UNIT	PUT ISHARES MSCI EAFE FD @47 2/16/13	0 00	32 00	7 00
1 UNIT	PUT ISHARES MSCI EAFE FD @48 3/16/13	0 00	134 00	22 00
5 UNITS	PUT ISHARES MSCI EAFE FD @49 1/19/13	0 00	505 00	10 00
1 UNIT	PUT STANDARD & POORS DEP REC @120 2/16/13	0 00	109 00	20 00
1 UNIT	PUT STANDARD & POORS DEP REC @123 2/16/13	0 00	64 00	26 00
1 UNIT	PUT STANDARD & POORS DEP REC @128 1/19/13	0 00	131 00	11 00
2 UNITS	PUT VANGUARD EMERG MKT ETF @38 1/19/13	0 00	208 00	0 00
		435,132 10	1,134,120 22	1,184,286 83
PREFERRED STOCKS				
4000 SHS	BARCLAYS BANK	88,804 50	88,804 50	100,000 00
5000 SHS	DEUTSCHE BANK	111,356 50	111,356 50	125,350 00
		200,161 00	200,161 00	225,350 00
CORPORATE FIXED INCOME				
100000 UNITS	ADVANCED MICRO @8 125% D/12/15/17	0 00	104,500 00	91,250 00
3000 UNITS	AFFILIATED MGRS GRP @5 25% D/10/15/12	0 00	77,406 50	75,768 90
150000 UNITS	AMERICAN AXLE @7.875% D/3/1/17	156,057 30	155,044 68	155,250 00
250000 UNITS	ANHEUSER BUSCH @9 75% D/11/17/18	170,127 80	170,127 80	131,585 00
115000 UNITS	ARCH COAL @7% D/6/15/19	0 00	104,880 00	106,950 00
125000 UNITS	BAC CAP @5.63% D/5/5/51	99,774 75	0 00	0 00
100000 UNITS	BANK OF AMERICA @8 125% D/5/15/18	205,475 02	102,725 26	110,726 00
150000 UNITS	BANK OF AMERICA @8 125% D/5/15/18	135,405 00	135,405 00	166,089 00
200000 UNITS	BARCLAYS BANK @7 625% D/11/21/22	0 00	203,969 12	199,750 00
100000 UNITS	BB&T CAP TR @6 75% D/6/7/36	100,498 04	0 00	0 00
300000 UNITS	BNP PARIBAS @7 195% D/6/37	292,995 00	292,995 00	306,750 00
450000 UNITS	CAPITAL ONE @7 686% D/8/15/36	469,996 72	469,689 59	450,000 00
100000 UNITS	CHESAPEAKE ENERGY @9 5% D/2/15/15	0 00	106,829 00	113,000 00
50000 UNITS	CHESAPEAKE ENERGY @6.5% D/8/15/17	0 00	49,069 00	54,250 00
100000 UNITS	CITIGROUP @5.95% D/4/30/23	0 00	104,244 07	101,250 00
100000 UNITS	CITIGROUP STEP UP CFI 3ML RNG @7% D/4/1/26	98,756 86	0 00	0 00
300000 UNITS	CITI RANGE ACCRUAL @8% D/12/23/25	300,000 00	0 00	0 00
300000 UNITS	CITIZENS COMM @7 875% D/1/15/27	304,270 90	304,112 58	304,500 00
250000 UNITS	DOMINION RESOURCES @7 5% D/6/30/66	266,846 53	266,817 79	277,500 00
300000 UNITS	ENBRIDGE ENERGY @8 05% D/10/1/77	320,669 68	320,657 26	340,746 00
150000 UNITS	EUROPEAN INVT BANK @11 25% D/2/14/13	96,772 92	96,772 92	73,900 50
125000 UNITS	FORD MOTOR CO @9 3% D/3/1/30	125,000 00	0 00	0 00

TITLE FAMILY FOUNDATION				95-3155651
ANALYSIS - CHANGES IN FMV OF SECURITIES				
AS OF 12/31/12				
		PRIOR YEAR	THIS YEAR	
		BOOK VALUE	BOOK VALUE	FMV
100000 UNITS	GENERAL ELECTRIC CAP CORP (GECC)	0 00	105,047 96	113,029.00
100000 UNITS	GENERAL MOTORS ACCEPTANCE @6 5% D/4/15/13	100,000 00	100,000 00	100,586 00
200000 UNITS	GENERAL MOTORS ACCEPTANCE @7 5% D/8/15/17	176,001.02	176,001 02	200,066.00
163000 UNITS	GENERAL MOTORS @7% D/9/15/18	0.00	163,245 17	161,237 97
200000 UNITS	GENWORTH FINL INC @7 7% D/6/15/20	316,574 60	210,045 57	220,802 00
125000 UNITS	GOLDMAN SACHS CAP II (GS CAP) @4% D/6/1/43	0 00	89,381 00	97,635 00
150000 UNITS	HARTFORD FINL SVC @8 125% D/6/15/68	163,108 42	0 00	0.00
200000 UNITS	HARTFORD FINL SVC @8 125% D/6/15/68	205,498.41	0 00	0.00
14000 UNITS	HARTFORD FINL SVC @7 875% D/4/15/42	0 00	367,506 50	401,940 00
265000 UNITS	ICAHN ENTERPRISE @8% D/1/15/18	275,902 81	274,401 00	284,543 75
75000 UNITS	JEFFERIES GROUP @5 125% D/4/13/18	0 00	74,609 00	78,750 00
300000 UNITS	JP MORGAN CHASE @ 7.9% D/4/30/18	323,130 00	0 00	0.00
86000 UNITS	JP MORGAN CHASE XVIII @6 95% D/8/17/36	86,000 00	0 00	0.00
75000 UNITS	JPM RANGE 6ML SPX @7% D/1/31/27	0 00	74,424 75	74,797 50
95000 UNITS	JPM RANGE 6ML SPX @7% D/6/30/26	0 00	96,884 28	96,282 50
100000 UNITS	LEHMAN BROS @6 4% D/12/19/36	100,000 00	100,000 00	23,375 00
110000 UNITS	LINCOLN NATL CORP @7% D/5/17/66	109,175 00	0 00	0.00
90000 UNITS	LINCOLN NATL CORP @7% D/5/17/66	90,541.57	0 00	0.00
175000 UNITS	LLOYDS BANKING @7 875% D/11/29/13	0 00	175,874 84	175,437 50
250000 UNITS	LOEWS CORP @5.25% D/3/15/16	271,633 94	0 00	0.00
75000 UNITS	MASSEY ENERGY @3 25% D/8/1/15	67,412 25	67,412 25	72,187 50
120000 UNITS	MORGAN STANLEY @7 625% D/3/3/16	123,677 17	122,886 14	133,845 60
75000 UNITS	MORGAN STANLEY @9 25% D/9/30/29	0 00	74,894 10	72,093 75
105000 UNITS	MS HYBRID CMS CURVE AND S&P 500 @11% D/6/30/26	105,000 00	97,685 12	103,425 00
200000 UNITS	MS HYBRID CMS & SPX @10% D/7/29/26	196,194.33	187,825 19	193,174 00
125000 UNITS	MS S&P CONTINGENT @7% D/7/30/25	128,897 65	124,444 43	121,025 00
45000 UNITS	MS CONT COUPON RANGE ACCRL S&P @7% D/4/24/26	35,331 00	35,331 00	45,000 00
80000 UNITS	MS CONT COUPON RANGE ACCRL SPX @7% D/7/29/26	63,206 00	0 00	0.00
75000 UNITS	MS CONT COUPON RANGE ACCRL SPX @6 5% D/8/9/20	0.00	75,985 00	76,946 25
105000 UNITS	MS DEAN WITTER @10% D/12/27/29	0 00	103,736 76	111,431 25
200000 UNITS	MS HYBRID LEVERED CURVE (FT RT) @10% D/9/9/26	0 00	197,299 88	214,200 00
150000 UNITS	NATIONWIDE FIN'L @6 75% D/5/15/67	146,250 00	146,250 00	156,337 50
250000 UNITS	NEW YORK TEL CO @7% D/12/1/33	250,000 00	250,000 00	260,040 00
200000 UNITS	REINSURANCE GROUP @6 75% D/12/15/65	0 00	189,210 00	199,750 00
100000 UNITS	RRI ENERGY @7 875% D/6/15/17	204,660 61	101,968 81	110,500 00
150000 UNITS	STANCORP FIN'L @6 9% D/5/23/11	144,750 00	144,750 00	149,250 00
93000 UNITS	TESORO CORP @9 75% D/1/1/19	108,538 44	106,007 95	106,020 00
150000 UNITS	US STEEL CORP @7 375% D/4/1/20	154,000 83	153,626 95	160,125 00
200000 UNITS	WELLS FARGO @ 7 98% D/3/15/18	213,924 75	0 00	0.00
		7,302,055 32	7,251,980 24	7,373,098 47
MUTUAL FUND				
773 097 SHS	COHEN & STEERS GLB RLTY FOC 1 (CSSPX)	0 00	32,305 99	34,395 09
746 108 SHS	FEDERATED KAUFMANN SM CAP A (FKASX)	0 00	18,213 31	17,645 45
786 577 SHS	FIRST EAGLE OVERSEAS 1 (SGOIX)	0 00	16,961 76	17,587 86
2011 875 SHS	HARTFORD FLOATING RATE 1 (HFLIX)	0.00	18,006 08	18,006 28
4991 109 SHS	HARTFORD WORLD BOND I (HWDIX)	0 00	52,852 37	53,854 07
1137 087 SHS	MANAGERS FREMONT GLB FD (MMAFX)	0.00	15,196 79	15,146 00
		0 00	153,536 30	156,634 75
MUNICIPAL BONDS				
150,000	ILLINOIS ST GO	160,328 80	0 00	0.00
100,000	INDUSTRY CAIF SALES TAX	206,036 44	0 00	0.00
100,000	EL MONTE CA PUB FING	101,508 30	101,386 78	105,107 00
75,000	CA ST PUB	77,681 42	0 00	0.00
100,000	FT LAUDERDALE	0 00	105,310 93	105,275 00
		545,554 96	206,697 71	210,382 00
GOVERNMENT SECURITIES				
5116525 UNITS	GOVT NATIONAL MTG ASSN POOL	129,334 70	107,860 48	124,178 33
TOTAL		8,612,238 08	9,054,355 95	9,273,930 38