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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

L.L.W.W. FOUNDATION

A Employer identification number

95-3464689

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

625 SOUTH FAIR OAKS AVENUE

Room/suite

360

B Telephone number

(626) 441-5188

City or town, state, and ZIP code

SOUTH PASADENA, CA 91030

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 16,907,378.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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

(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

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

290,041.

290,041.

STATEMENT 1

303,533.

303,533.

484,750.

484,750.

STATEMENT 2

1,078,324.

1,078,324.

0.

0.

0.

6,000.

900.

4,500.

10,269.

269.

0.

133,968.

33,412.

100,556.

150,237.

34,581.

105,056.

466,706.

466,706.

616,943.

34,581.

571,762.

461,381.

1,043,743.

N/A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,304.	768.	768.
	2 Savings and temporary cash investments	575,850.	222,727.	222,727.
	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 6	102,595.	102,095.	122,766.
	b Investments - corporate stock STMT 7	7,952,779.	8,396,898.	10,926,980.
	c Investments - corporate bonds STMT 8	761,880.	652,075.	206,663.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	4,408,265.	4,896,988.	5,427,474.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)	4,497.	0.	0.
	16 Total assets (to be completed by all filers)	13,810,170.	14,271,551.	16,907,378.
	17 Accounts payable and accrued expenses			
	18 Grants payable		0.	
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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	13,810,170.	14,271,551.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	13,810,170.	14,271,551.		
31 Total liabilities and net assets/fund balances	13,810,170.	14,271,551.		

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	13,810,170.
2 Enter amount from Part I, line 27a	2	461,381.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,271,551.
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	14,271,551.

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 STATEMENTS			
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 4,854,084.		4,550,551.	303,533.

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			303,533.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	303,533.
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	1,032,283.	16,184,843.	.063781
2010	336,157.	14,716,272.	.022843
2009	913,923.	12,915,202.	.070763
2008	1,601,431.	17,027,825.	.094048
2007	1,602,428.	21,125,325.	.075853

2 Total of line 1, column (d)	2	.327288
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	.065458
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,255,904.
5 Multiply line 4 by line 3	5	1,064,079.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,437.
7 Add lines 5 and 6	7	1,074,516.
8 Enter qualifying distributions from Part XII, line 4	8	571,762.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2012 estimated tax payments and 2011 overpayment credited to 2012**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be: Credited to 2013 estimated tax

12,776. Refunded

Part VII-A Statements Regarding Activities**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?**b** 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

c Did the foundation file Form 1120-POL for this year?**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**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.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation**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**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 N/A	13	X	
14	The books are in care of LINDA BLINKENBERG Telephone no. (626) 441-5188 Located at 625 SO. FAIR OAKS AVE., SUITE 360, SOUTH PASADENA ZIP+4 91030			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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

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?

If "Yes" to 6b, file Form 8870

6b

X

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
LAURA-LEE W. WOODS	PRESIDENT/DIR			
625 S. FAIR OAKS AVENUE STE. 360				
SO PASADENA, CA 91030	0.00	0.	0.	0.
JIM JEFFS	VICE PRES./DIR			
625 S. FAIR OAKS AVENUE STE. 360				
SO PASADENA, CA 91030	0.00	0.	0.	0.
LINDA J. BLINKENBERG	SECRETARY/DIR			
625 S. FAIR OAKS AVENUE STE. 360				
SO PASADENA, CA 91030	0.00	0.	0.	0.
GREG E. CUSTER	CFO/DIR			
625 S. FAIR OAKS AVENUE STE. 360				
SO PASADENA, CA 91030	0.00	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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,145,309.
b	Average of monthly cash balances	1b	259,627.
c	Fair market value of all other assets	1c	5,098,520.
d	Total (add lines 1a, b, and c)	1d	16,503,456.
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	16,503,456.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	247,552.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,255,904.
6	Minimum investment return. Enter 5% of line 5	6	812,795.

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	812,795.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,875.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,875.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	791,920.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	791,920.
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	791,920.

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	571,762.
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	571,762.
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	571,762.

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.

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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				791,920.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	150,228.			
b From 2008	755,244.			
c From 2009	272,453.			
d From 2010				
e From 2011	231,845.			
f Total of lines 3a through e	1,409,770.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	571,762.			
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				571,762.
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))	220,158.			220,158.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,189,612.			
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				0.
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	1,189,612.			
10 Analysis of line 9:				
a Excess from 2008	685,314.			
b Excess from 2009	272,453.			
c Excess from 2010				
d Excess from 2011	231,845.			
e Excess from 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 ACADEMY IN ROME 7 EAST 60 STREET NEW YORK, NY 10022-1001	NONE	170(B)(1)(A)(VI)	PROGRAM SUPPORT	10,000.
ARMAND HAMMER MUSEUM OF ART AND CULTURAL CENTER AT UCLA 10899 WILSHIRE BLVD LOS ANGELES, CA 90024-4201	NONE	509(A)(3)	A DOSSIER ON ZARINA: PAPER LIKE SKIN	25,000.
THE ARMITAGE FOUNDATION LTD 9 NORTH MOORE STREET #4 NEW YORK, NY 10014	NONE	170 (B)(1)(A)(VI)	2012-2013 CREATIVE PROJECTS AND NEW YORK CITY HOME SEASON	10,000.
MUSIC ASSOCIATES OF ASPEN, INC (ASPEN MUSIC SCHOOL) 2 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE	170 (B)(1)(A)(II)	SCHOLARSHIP SUPPORT	20,000.
BARD COLLEGE CENTER FOR CURATORIAL STUDIES P O BOX 5000 ANNANDALE-ON-HUDSON, NY 12504-5000	NONE	170 (B)(1)(A)(VI)	"NEXT DECADE" CAPITAL CAMPAIGN SUPPORT-PAYABLE OVER 5 YEARS	50,000.
Total			SEE CONTINUATION SHEET(S)	466,706.
b Approved for future payment				
BARD COLLEGE P O BOX 5000 ANNANDALE-ON-HUDSON, NY 12504-5000	NONE	170 (B)(1)(A)(VI)	"NEXT DECADE" CAPITAL CAMPAIGN SUPPORT (PAYABLE OVER 5 YEARS)	200,000.
Total				200,000.

Analysis of Income-Producing Activities

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	290,041.	
		14	484,750.	
		18	303,533.	
	0.		1,078,324.	0.
13				1,078,324.

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

5010 1

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 5000 SHARES PPL CAPITAL		P	07/11/07	08/14/12
b 100000 SHARES AT&T 4.85 2/15/14		P	06/08/10	09/14/12
c 115 SHARES BB&T 5.85 05/01/2017		P	04/26/12	06/07/12
d 155 SHARES KIMCO REALTY 6.0		P	03/09/12	06/07/12
e 2395 SHARES REGENCY 6.625		P	02/07/12	03/29/12
f 250 SHARES BRANDYWINE 6.9		P	04/03/12	05/29/12
g 1000 SHARES HEALTH CARE REIT 6.5		P	02/29/12	04/05/12
h 399 SHARES BRANDYWINE 6.9		P	04/03/12	06/06/12
i 1015 SHARES KIMCO REALTY 6.0		P	03/09/12	06/14/12
j 669 SHARES KIMCO REALTY 6.0		P	03/09/12	06/06/12
k 450 SHARES BRANDYWINE 6.9		P	04/03/12	06/12/12
l 128 SHARES ANNALY CAPITAL 7.5		P	09/06/12	10/10/12
m 135 SHARES ASSOC BANC-CORP 8.0		P	09/07/11	01/12/12
n 760 SHARES BB&T 5.85 05/01/2017		P	04/26/12	06/08/12
o 1310 SHARES BB&T 5.85 05/01/2017		P	04/26/12	06/11/12

(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 125,000.		125,000.	0.
b 105,883.		105,883.	0.
c 2,878.		2,875.	3.
d 3,883.		3,875.	8.
e 59,891.		59,875.	16.
f 6,277.		6,250.	27.
g 25,033.		25,000.	33.
h 10,008.		9,975.	33.
i 25,411.		25,375.	36.
j 16,761.		16,725.	36.
k 11,290.		11,250.	40.
l 3,245.		3,200.	45.
m 3,422.		3,375.	47.
n 19,053.		19,000.	53.
o 32,818.		32,750.	68.

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			0.
b			0.
c			3.
d			8.
e			16.
f			27.
g			33.
h			33.
i			36.
j			36.
k			40.
l			45.
m			47.
n			53.
o			68.

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

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

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 2375 SHARES HEALTH CARE REIT 6.5		P	02/29/12	04/04/12
b 1565 SHARES BB&T 5.85 05/01/2017		P	04/26/12	06/12/12
c 566 SHARES BRANDYWINE 6.9		P	04/03/12	06/18/12
d 750 SHARES BRANDYWINE 6.9		P	04/03/12	06/15/12
e 3125 SHARES PROTECTIVE LIFE 6.25		P	05/15/12	05/31/12
f 390 SHARES ASSOC BANC-CORP 8.0		P	09/07/11	01/10/12
g 490 SHARES ASSOC BANC-CORP 8.0		P	09/07/11	01/13/12
h 615 SHARES ASSOC BANC-CORP 8.0		P	09/07/11	01/11/12
i 1286 SHARES KIMCO REALTY 6.0		P	03/09/12	06/19/12
j 1367 SHARES ARGO GROUP US 6.5		P	09/18/12	10/31/12
k 3125 SHARES BANK OF NY MELLON		P	09/12/12	11/28/12
l 2500 SHARES GEN ELEC 4.875		P	10/02/12	12/10/12
m 3125 SHARES WELLS FARGO 5.2		P	08/09/12	10/02/12
n 1133 SHARES ARGO GROUP US 6.5		P	09/18/12	10/24/12
o 1122 SHARES ANNALY CAPITAL 7.5		P	09/06/12	10/09/12

(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 59,448.		59,375.	73.
b 39,219.		39,125.	94.
c 14,246.		14,150.	96.
d 18,855.		18,750.	105.
e 78,243.		78,125.	118.
f 9,887.		9,750.	137.
g 12,396.		12,250.	146.
h 15,544.		15,375.	169.
i 32,335.		32,150.	185.
j 34,381.		34,175.	206.
k 78,379.		78,125.	254.
l 62,784.		62,500.	284.
m 78,414.		78,125.	289.
n 28,668.		28,325.	343.
o 28,453.		28,050.	403.

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			73.
b			94.
c			96.
d			105.
e			118.
f			137.
g			146.
h			169.
i			185.
j			206.
k			254.
l			284.
m			289.
n			343.
o			403.

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	
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	

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	3125 SHARES BB&T CORPORATION	P	07/24/12	08/20/12
b	1495 SHARES ASSOC BANC-CORP 8.0	P	09/07/11	01/18/12
c	1250 SHARES PS BUSINESS PRK 6.45	P	01/10/12	02/28/12
d	818 SHARES AFFIL 6.375 8/15/42	P	08/01/12	09/10/12
e	2500 SHARES QWEST 7 04/01/2017	P	03/22/12	04/18/12
f	1250 SHARES AVIVA 8.25 12/01/41	P	11/17/11	01/09/12
g	2500 SHARES KILROY REALTY 6.875	P	03/16/12	05/01/12
h	3125 SHARES FIRST REP BANK 6.7	P	01/17/12	03/22/12
i	1870 SHARES PUBLIC STORAGE 5.9	P	01/05/12	03/06/12
j	1880 SHARES PUBLIC STORAGE 5.9	P	01/05/12	03/07/12
k	2500 SHARES PUBLIC STORAGE 5.75	P	03/06/12	04/26/12
l	2500 SHARES DISCOVER FIN SVS 6.5	P	10/09/12	10/31/12
m	1250 SHARES GOLDMAN 6.5 11/01/61	P	10/19/11	02/01/12
n	2500 SHARES NATL RETAIL PPTY	P	02/15/12	05/02/12
o	2500 SHARES PROTECTIVE LIFE CORP	P	08/15/12	09/04/12

(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 78,529.		78,125.	404.
b 37,838.		37,375.	463.
c 31,763.		31,250.	513.
d 20,981.		20,450.	531.
e 63,074.		62,500.	574.
f 31,834.		31,250.	584.
g 63,100.		62,500.	600.
h 78,758.		78,125.	633.
i 47,481.		46,750.	731.
j 47,737.		47,000.	737.
k 63,249.		62,500.	749.
l 63,255.		62,500.	755.
m 32,126.		31,250.	876.
n 63,504.		62,500.	1,004.
o 63,629.		62,500.	1,129.

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			404.
b			463.
c			513.
d			531.
e			574.
f			584.
g			600.
h			633.
i			731.
j			737.
k			749.
l			755.
m			876.
n			1,004.
o			1,129.

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

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

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	2500 SHARES AEGON NV 8 02/15/42	P	01/24/12	03/08/12
b	2500 SHARES GOLDMAN 6.5 11/01/61	P	10/19/11	01/31/12
c	1875 SHARES ANNALY CAP 7.625	P	05/09/12	07/19/12
d	3125 SHARES PS BUSINESS PARK 6.0	P	05/03/12	07/10/12
e	2932 SHARES AFFIL 6.375 8/15/42	P	08/01/12	09/11/12
f	3125 SHARES FIRST 6.2 06/01/2017	P	05/24/12	07/10/12
g	3125 SHARES STANLEY BLACK & DECK	P	07/18/12	08/30/12
h	3125 SHARES QWEST CORP 7 07/1/17	P	06/14/12	07/26/12
i	2500 SHARES STIFEL 6.7 01/15/22	P	01/18/12	02/22/12
j	1250 SHARES MARKWEST ENERGY	P	05/09/12	05/25/12
k	3125 SHARES SENIOR HOUSING 5.625	P	07/17/12	11/15/12
l	625 SHARES SENIOR HOUSING 5.625	P	07/17/12	11/15/12
m	3125 SHARES CAPITAL ONE FINL	P	08/13/12	12/26/12
n	500 SHARES PLAINS ALL AMER	P	03/06/12	05/25/12
o	1250 SHARES KIMCO REALTY 5.5	P	07/16/12	10/04/12

(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 63,649.		62,500.	1,149.
b 63,903.		62,500.	1,403.
c 48,462.		46,875.	1,587.
d 79,796.		78,125.	1,671.
e 75,271.		73,300.	1,971.
f 81,213.		78,125.	3,088.
g 81,256.		78,125.	3,131.
h 81,315.		78,125.	3,190.
i 65,910.		62,500.	3,410.
j 64,349.		69,100.	-4,751.
k 75,251.		78,125.	-2,874.
l 15,050.		15,625.	-575.
m 77,805.		78,125.	-320.
n 39,703.		40,015.	-312.
o 31,080.		31,250.	-170.

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			1,149.
b			1,403.
c			1,587.
d			1,671.
e			1,971.
f			3,088.
g			3,131.
h			3,190.
i			3,410.
j			-4,751.
k			-2,874.
l			-575.
m			-320.
n			-312.
o			-170.

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

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

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 1875 SHARES JPMORGAN 5.50		P	08/20/12	12/13/12
b 625 SHARES PROSPECT CAP 6.95		P	04/24/12	08/10/12
c 625 SHARES JPMORGAN 5.50		P	08/20/12	12/13/12
d 85 SHARES BRANDYWINE 6.9		P	04/03/12	05/31/12
e 105 SHARES REGENCY 6.625		P	02/07/12	03/28/12
f 605 SHARES KRAFT FOODS		P	09/22/08	09/25/12
g 15 SHARES PNC FINANCIAL		P	08/04/10	03/14/12
h 2 SHARES ILLINOIS TOOL WKS		P	11/15/10	12/04/12
i 25 SHARES SYSCO CORP		P	02/05/08	11/06/12
j 5 SHARES BECTON DICKINSON		P	04/09/09	12/04/12
k 47.6667 SHARES TIME WARNER		P	06/30/05	03/26/12
l 50 SHARES TIME WARNER		P	08/04/06	03/26/12
m 25 SHARES TARGET CORP		P	11/16/05	03/26/12
n 7.3333 SHARES TIME WARNER		P	11/14/08	03/26/12
o 120 SHARES EMC CORP		P	12/09/10	07/13/12

(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 46,771.		46,864.	-93.
b 15,543.		15,625.	-82.
c 15,590.		15,625.	-35.
d 2,125.		2,125.	0.
e 2,625.		2,625.	0.
f 25,008.		20,064.	4,944.
g 916.		904.	12.
h 122.		96.	26.
i 766.		740.	26.
j 383.		336.	47.
k 1,771.		1,693.	78.
l 1,857.		1,760.	97.
m 1,469.		1,370.	99.
n 272.		148.	124.
o 2,839.		2,658.	181.

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			-93.
b			-82.
c			-35.
d			0.
e			0.
f			4,944.
g			12.
h			26.
i			26.
j			47.
k			78.
l			97.
m			99.
n			124.
o			181.

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

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

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	250 SHARES SYSCO CORP	P	12/09/10	11/06/12
b	35 SHARES CVS CORP	P	02/09/10	02/07/12
c	130 SHARES TARGET CORP	P	01/11/11	03/26/12
d	410 SHARES COG TECH SOL	P	08/16/10	06/07/12
e	30 SHARES NIKE	P	01/11/11	03/26/12
f	38 SHARES EXXON-MOBIL	P	12/09/10	10/19/12
g	225 SHARES SYSCO CORP	P	08/04/06	11/06/12
h	220 SHARES FREEPORT - MCMORAN	P	03/20/07	08/06/12
i	200 SHARES TARGET CORP	P	06/30/05	03/26/12
j	245 SHARES TIME WARNER	P	12/09/10	03/26/12
k	85 SHARES NIKE	P	12/29/10	02/07/12
l	260 SHARES SIGMA ALDRICH	P	01/14/11	10/24/12
m	55 SHARES GILEAD SCIENCES	P	01/05/10	12/04/12
n	190 SHARES CVS CORP	P	01/20/10	02/07/12
o	730 SHARES AMERICAN EXPRESS	P	04/27/10	01/12/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,662.		7,327.	335.
b 1,509.		1,141.	368.
c 7,641.		7,185.	456.
d 24,493.		23,893.	600.
e 3,253.		2,520.	733.
f 3,507.		2,730.	777.
g 6,896.		6,109.	787.
h 7,578.		6,774.	804.
i 11,755.		10,901.	854.
j 9,102.		7,686.	1,416.
k 8,873.		7,296.	1,577.
l 18,299.		16,700.	1,599.
m 4,108.		2,361.	1,747.
n 8,192.		6,410.	1,782.
o 36,167.		33,675.	2,492.

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			335.
b			368.
c			456.
d			600.
e			733.
f			777.
g			787.
h			804.
i			854.
j			1,416.
k			1,577.
l			1,599.
m			1,747.
n			1,782.
o			2,492.

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

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

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	290 SHARES DEERE & CO	P	10/24/11	12/04/12
b	140 SHARES NIKE	P	01/14/11	02/07/12
c	140 SHARES NIKE	P	01/11/11	02/07/12
d	255 SHARES EXXON-MOBIL	P	05/11/11	10/19/12
e	320 SHARES CVS CORP	P	12/09/10	02/07/12
f	90 SHARES NIKE	P	08/04/10	03/26/12
g	2281.25 SHARES CEMIG SA - SPONS ADR	P	07/27/09	12/04/12
h	440 SHARES COMCAST CL A	P	06/30/05	03/26/12
i	380 SHARES ABBOTT LABS	P	05/11/11	12/04/12
j	450 SHARES CVS CORP	P	01/05/10	02/07/12
k	20 SHARES APPLE COMPUTER	P	02/02/10	02/07/12
l	445 SHARES HEALTH CARE	P	06/28/10	02/07/12
m	1165 SHARES ILLINOIS TOOL WKS	P	11/15/10	07/23/12
n	485 SHARES COG TECH SOL	P	02/02/10	06/07/12
o	35 SHARES APPLE COMPUTER	P	04/27/10	02/07/12

(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 24,199.		21,563.	2,636.
b 14,614.		11,789.	2,825.
c 14,614.		11,762.	2,852.
d 23,536.		20,637.	2,899.
e 13,798.		10,738.	3,060.
f 9,759.		6,684.	3,075.
g 26,872.		22,786.	4,086.
h 13,332.		9,053.	4,279.
i 24,611.		20,157.	4,454.
j 19,403.		14,769.	4,634.
k 9,388.		3,915.	5,473.
l 25,508.		18,050.	7,458.
m 62,589.		56,045.	6,544.
n 28,974.		21,912.	7,062.
o 16,429.		9,190.	7,239.

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			2,636.
b			2,825.
c			2,852.
d			2,899.
e			3,060.
f			3,075.
g			4,086.
h			4,279.
i			4,454.
j			4,634.
k			5,473.
l			7,458.
m			6,544.
n			7,062.
o			7,239.

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

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

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	780 SHARES CEMIG SA - SPONS ADR	P	07/27/09	03/14/12
b	145 SHARES MCDONALDS CORP	P	06/30/05	07/30/12
c	425 SHARES PRICE T ROWE GROUP	P	11/14/08	02/07/12
d	865 SHARES HEALTH CARE	P	06/28/10	06/07/12
e	600 SHARES FREEPORT - MCMORAN	P	11/14/08	08/06/12
f	295 SHARES PHILIP MORRIS INTL	P	11/14/08	06/07/12
g	560 SHARES BECTON DICKINSON	P	06/30/05	12/04/12
h	550 SHARES PRICE T ROWE GROUP	P	11/14/08	06/22/12
i	1245 SHARES MACY'S INC	P	09/23/08	02/07/12
j	590 SHARES DEERE & CO	P	09/21/09	12/04/12
k	445 SHARES MCDONALDS CORP	P	06/30/05	08/30/12
l	380 SHARES MCDONALDS CORP	P	06/30/05	01/06/12
m	1090 SHARES DISNEY WALT CO	P	04/16/09	06/13/12
n	960 SHARES GILEAD SCIENCES	P	09/11/07	12/04/12
o	675 SHARES ALTERA CORP	P	07/29/11	10/19/12

(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 18,300.		9,739.	8,561.
b 12,960.		4,040.	8,920.
c 24,908.		14,047.	10,861.
d 47,884.		35,290.	12,594.
e 20,667.		7,748.	12,919.
f 24,705.		11,516.	13,189.
g 42,895.		29,557.	13,338.
h 32,828.		18,179.	14,649.
i 44,547.		22,268.	22,279.
j 49,233.		26,518.	22,715.
k 39,466.		12,398.	27,068.
l 38,157.		10,587.	27,570.
m 50,224.		21,833.	28,391.
n 71,712.		36,435.	35,277.
o 21,948.		27,962.	-6,014.

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			8,561.
b			8,920.
c			10,861.
d			12,594.
e			12,919.
f			13,189.
g			13,338.
h			14,649.
i			22,279.
j			22,715.
k			27,068.
l			27,570.
m			28,391.
n			35,277.
o			-6,014.

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
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

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	1465 SHARES EMC CORP	P	05/11/11	07/13/12
b	1535 SHARES CISCO SYS INC	P	12/22/10	06/07/12
c	495 SHARES ALTERA CORP	P	07/29/11	10/12/12
d	965 SHARES CISCO SYS INC	P	06/30/05	06/07/12
e	655 SHARES SYSCO CORP	P	08/16/05	11/06/12
f	345 SHARES PNC FINANCIAL	P	08/04/10	12/04/12
g	175 SHARES JP MORGAN CHASE	P	06/04/07	10/04/12
h	1065 SHARES AFLAC	P	11/12/09	05/09/12
i	215 SHARES SYSCO CORP	P	06/30/05	11/06/12
j	240 SHARES PNC FINANCIAL	P	06/16/11	12/04/12
k	350 SHARES JP MORGAN CHASE	P	11/01/07	10/04/12
l	250 SHARES PNC FINANCIAL	P	05/27/10	03/14/12
m	780 SHARES TEXAS INSTRUMENTS	P	11/09/11	12/04/12
n	168.75 SHARES CEMIG SA - SPONS ADR	P	11/09/11	12/04/12
o	380 SHARES SYSCO CORP	P	02/01/06	11/06/12

(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 34,659.		39,949.	-5,290.
b 25,460.		30,040.	-4,580.
c 16,008.		20,505.	-4,497.
d 16,006.		18,538.	-2,532.
e 20,074.		22,411.	-2,337.
f 18,799.		20,781.	-1,982.
g 7,313.		9,047.	-1,734.
h 45,733.		47,151.	-1,418.
i 6,589.		7,830.	-1,241.
j 13,077.		14,263.	-1,186.
k 14,626.		15,705.	-1,079.
l 15,264.		16,075.	-811.
m 23,035.		23,798.	-763.
n 1,988.		2,219.	-231.
o 11,646.		11,767.	-121.

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			-5,290.
b			-4,580.
c			-4,497.
d			-2,532.
e			-2,337.
f			-1,982.
g			-1,734.
h			-1,418.
i			-1,241.
j			-1,186.
k			-1,079.
l			-811.
m			-763.
n			-231.
o			-121.

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

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

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 160 SHARES PNC FINANCIAL		P	12/09/10	03/14/12
b 5 SHARES AMERICAN EXPRESS		P	06/16/11	01/12/12
c 290 SHARES MCDONALDS CORP		P	06/13/12	07/30/12
d 770 SHARES MARSH & MCLENNAN		P	05/09/12	09/14/12
e 95 SHARES MCDONALDS CORP		P	01/11/11	01/06/12
f 605 SHARES CEMIG SA - SPONS ADR		P	11/09/11	02/07/12
g 835 SHARES ROCKWELL INTL		P	07/23/12	12/04/12
h 1395 SHARES INTEL CORP		P	06/07/12	12/04/12
i 3045 SHARES CONSUMER DISCRETION		P	03/26/12	06/14/12
j 1090 SHARES PENNEY J. C		P	02/07/12	03/26/12
k 1220 SHARES INTEL CORP		P	06/07/12	10/12/12
l 3160 SHARES KEYCORP		P	03/14/12	06/14/12
m 4230 SHARES AES CORP		P	12/16/11	12/04/12
n 770 SHARES TEXAS INSTRUMENTS		P	11/09/11	10/12/12
o 420 SHARES JOHNSON CTLS		P	05/13/11	03/26/12

(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 9,769.		9,879.	-110.
b 248.		241.	7.
c 25,921.		25,480.	441.
d 26,772.		25,819.	953.
e 9,539.		7,034.	2,505.
f 12,611.		9,944.	2,667.
g 65,480.		55,336.	10,144.
h 27,514.		36,471.	-8,957.
i 129,920.		138,182.	-8,262.
j 39,162.		45,992.	-6,830.
k 26,145.		31,896.	-5,751.
l 22,518.		26,869.	-4,351.
m 45,284.		49,287.	-4,003.
n 20,983.		23,493.	-2,510.
o 13,737.		16,210.	-2,473.

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			-110.
b			7.
c			441.
d			953.
e			2,505.
f			2,667.
g			10,144.
h			-8,957.
i			-8,262.
j			-6,830.
k			-5,751.
l			-4,351.
m			-4,003.
n			-2,510.
o			-2,473.

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

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

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	375 SHARES JOHNSON CTLS	P	05/13/11	02/07/12
b	765 SHARES JOHNSON CTLS	P	01/06/12	05/24/12
c	1305 SHARES PROLOGIS INC	P	02/07/12	06/07/12
d	1845 SHARES EATON CORP	P	10/21/11	07/23/12
e	410 SHARES JOHNSON CTLS	P	10/27/11	05/24/12
f	720 SHARES JOHNSON CTLS	P	01/06/12	03/26/12
g	0.6623 SHARES KRAFT FOODS GRP	P	10/12/12	10/30/12
h	CLASS ACTION PROCEEDS	P	01/01/01	08/30/12
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 12,363.		14,473.	-2,110.
b 23,478.		25,527.	-2,049.
c 41,583.		43,414.	-1,831.
d 75,705.		76,953.	-1,248.
e 12,583.		13,659.	-1,076.
f 23,549.		24,026.	-477.
g 30.		31.	-1.
h 785.			785.
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			-2,110.
b			-2,049.
c			-1,831.
d			-1,248.
e			-1,076.
f			-477.
g			-1.
h			785.
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	303,533.
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
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES & THE INLAND EMPIRE 800 S FIGUEROA STREET STE 620 LOS ANGELES, CA 90017	NONE	170 (B)(1)(A)(VI)	NORMA DARROW COOK SCHOLARSHIP	1,000.
CALIFORNIA HERITAGE MUSEUM 2612 MAIN STREET SANTA MONICA, CA 90405	NONE	170 (B)(1)(A)(VI)	CHALLENGE GRANT 2012 EDUCATIONAL AND COMMUNITY PROGRAMMING	35,000.
COLLEAGUE HELPERS IN PHILANTHROPIC SERVICES PROGRAM SUPPORT 11714 CRESCENDA ST LOS ANGELES, CA 90049	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	250.
THE COLLEAGUES 3312 PICO BLVD SANTA MONICA, CA 90405	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	15,250.
THE COLLEAGUES 3312 PICO BLVD SANTA MONICA, CA 90405	NONE	170 (B)(1)(A)(VI)	IN MEMORY OF CONNIE WALD	1,000.
EDITH WHARTON RESTORATION, INC 2 PLUNKETT STREET LENOX, MA 01240-0974	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	1,500.
THE FABRIC WORKSHOP AND MUSEUM 1214 ARCH STREET PHILADELPHIA, PA 19107	NONE	170 (B)(1)(A)(VI)	ARTIST-IN-RESIDENCE AND EDUCATION PROGRAMS	50,000.
GANNA WALSKA LOTUSLAND FOUNDATION 695 ASHLEY ROAD SANTA BARBARA, CA 93108	NONE	501 C (3)	GIFTS FOR THE GARDEN	1,000.
GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE	170 (B)(1)(A)(II)	TO SUPPORT CARDIOLOGY CAMPAIGN	50,000.
THE INTERNATIONAL COUNCIL OF THE MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE	509(A)(1)	PROGRAM SUPPORT	10,000.
Total from continuation sheets				351,706.

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
LOS ANGELES OPERA COMPANY 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	1,006.
LOS ANGELES OPERA COMPANY 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	50,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVE LOS ANGELES, CA 90012-3034	NONE	509(A)(2)	PROGRAM SUPPORT	29,200.
MUSEUM ASSOCIATES/DBA LOS ANGELES COUNTY MUSEUM OF ART (LACMA) 5905 WILSHIRE BLVD LOS ANGELES, CA 90036-9938	NONE	509(A)(2)	PROGRAM SUPPORT	10,000.
MUSEUM OF CONTEMPORARY ART SAN DIEGO 1100 KETTNER BLVD SAN DIEGO, CA 92101	NONE	170 (B)(1)(A)(VI)	2012 EXHIBITION PROGRAM	10,000.
MUSEUM OF CONTEMPORARY (MOCA) 250 S GRAND AVE LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	DESTROY THE PICTURE: PAINTING THE VOID, 1949-1962	50,000.
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE	170 (B)(1)(A)(VI)	SUPPORT ANNUAL FUND	15,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	800.
READING IS FUNDAMENTAL OF SOUTHERN CALIFORNIA, INC 7250 BANDINI BLVD STE 209 LOS ANGELES, CA 90040	NONE	509(A)(2)	MOTIVATIONAL READING PROGRAM	10,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA (SANTA BARBARA) USC STA BARBARA, MAIL CODE 6035 SANTA BARBARA, CA 93106-6035	NONE	170 (B)(1)(A)(II)	PROGRAM SUPPORT-CAREFREE CALIFORNIA	200.
Total from continuation sheets				

3	Grants and Contributions Paid During the Year (Continuation)
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Total from continuation sheets

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TR CO.	290,041.	0.	290,041.
TOTAL TO FM 990-PF, PART I, LN 4	290,041.	0.	290,041.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	484,750.	484,750.	
TOTAL TO FORM 990-PF, PART I, LINE 11	484,750.	484,750.	

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 FEES	6,000.	900.		4,500.
TO FORM 990-PF, PG 1, LN 16B	6,000.	900.		4,500.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX-CURRENT YEAR	10,000.	0.		0.
FOREIGN TAX WITTHELD	269.	269.		0.
TO FORM 990-PF, PG 1, LN 18	10,269.	269.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATION EXPENSE	132,315.	33,079.		99,236.	
FILING FEE	85.	0.		85.	
INSURANCE EXPENSE	1,543.	308.		1,235.	
INVESTMENT EXPENSE	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 23	133,968.	33,412.		100,556.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOVT OBLIGATIONS	X		102,095.	122,766.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			102,095.	122,766.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			102,095.	122,766.	

FORM 990-PF	CORPORATE STOCK			STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE	
COMMON STOCKS-SEE ATTACHED SCHEDULE-73 5010			820,297.	1,056,025.	
COMMON STOCKS-SEE ATTACHED SCHEDULE-82-5010			5,845,382.	7,592,220.	
COMMON STOCKS-SEE ATTACHED SCHEDULE-00 5010			1,729,012.	2,278,727.	
STOCK WARRANTS & RIGHTS			2,207.	8.	
TOTAL TO FORM 990-PF, PART II, LINE 10B			8,396,898.	10,926,980.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	652,075.	206,663.
TOTAL TO FORM 990-PF, PART II, LINE 10C	652,075.	206,663.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS	COST	4,896,988.	5,427,474.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,896,988.	5,427,474.

Report Date **November 22, 2013**
Time Prepared **11:47:32 AM**
Requested By **Kyle Webster**
Includes **Account: 52 00 5010 0 0Y LLWW FOUNDATION**

AE WHITTIER TRUST COMPANY

Account Holdings as of 12/31/2012

Asset No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
248U551	BLACKROCK TREAS	192,097.8000	192,097.80		192,097.80	12/31/2012
Total	MISC CASH EQUIV-TAXABLE	192,097.8000	192,097.80		192,097.80	
Total	CASH EQUIVALENTS	192,097.8000	192,097.80		192,097.80	
FIXED INCOME SECURITIES						
U.S. TREASURY BONDS & NOTES						
2810DW5	UST NTS 7.25 5-15-16	100,000.0000	102,094.73	122.766	122,766.00	12/31/2012
Total	U.S. TREASURY BONDS & NOTES	100,000.0000	102,094.73		122,766.00	
CORPORATE BONDS & NOTES						
9604AY9	GE 5% 2/1/13	100,000.0000	101,485.74	100.381	100,381.00	12/31/2012
974BEU0	WELLS 3.625 4/15/15	100,000.0000	100,771.15	106.282	106,282.00	12/31/2012
Total	CORPORATE BONDS & NOTES	200,000.0000	202,256.89		206,663.00	
US LARGE CAP EQUITIES						
4287226	ISHARES AGG BONDS	2,410.0000	249,888.56	111.08	267,702.80	12/31/2012
4288646	ISHARE 1-3 YR INV CR	1,920.0000	199,929.60	105.48	202,521.60	12/31/2012
Total	US LARGE CAP EQUITIES	4,330.0000	449,818.16		470,224.40	
PREFERRED STOCK						
010L509	ARES CAP 7.02/15/22	625.0000	15,625.00	26.58	16,612.50	12/31/2012
4937602	BB&T SER F 5.2	2,500.0000	62,500.00	24.57	61,425.00	12/31/2012
0505559	BANK AMER CORP	10,000.0000	250,000.00	25.56	255,600.00	12/31/2012
977G201	EVERBANK 6.75	2,500.0000	62,500.00	24.20	60,500.00	12/31/2012
616C605	FIRST REP BK 5.6250	2,500.0000	62,500.00	24.5857	61,464.25	12/31/2012
145G209	GOLDMAN SACHS 5.95	3,750.0000	93,750.00	24.98	93,675.00	12/31/2012
123W209	JPM CHASE	2,500.0000	62,500.00	25.49	63,725.00	12/31/2012
126E750	JPMORGAN 5.50	625.0000	15,625.00	25.14	15,712.50	12/31/2012
339K506	NEXTERA 8.75 3/1/69	1,000.0000	25,000.00	26.71	26,710.00	12/31/2012
360J669	PS BUSINESS 5.75	2,500.0000	62,500.00	25.00	62,500.00	12/31/2012
721M208	SENIOR HOUSING 5.625	625.0000	15,625.00	24.61	15,381.25	12/31/2012
7914889	SUNTRUST BKS 5.875	3,125.0000	78,125.00	24.47	76,468.75	12/31/2012
9042851	VORNADO 5.7	625.0000	15,625.00	25.53	15,956.25	12/31/2012
9042869	VORNADO REALTY	625.0000	15,625.00	26.97	16,856.25	12/31/2012
9043602	VOR 7.875 9/30/39	5,000.0000	125,000.00	27.08	135,400.00	12/31/2012
Total	PREFERRED STOCK	38,500.0000	962,500.00		977,986.75	
Total	FIXED INCOME SECURITIES	342,830.0000	1,716,669.78		1,777,640.15	
EQUITIES						
US LARGE CAP EQUITIES						
2967424	CITIGROUP INC	2,368.0000	81,010.63	39.56	93,678.08	12/31/2012
462F103	SPDR S&P 500	5,190.0000	685,502.03	142.41	739,107.90	12/31/2012

Report Date · November 22, 2013
 Time Prepared 11:47:32 AM
 Requested By Kyle Webster
 Includes Account: 52 00 5010 0 0Y LLWW FOUNDATION

AE WHITTIER TRUST COMPANY

Account Holdings as of 12/31/2012

Position No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
07350108	VALUE STRATEGY	1 0000	828,403 23	1,064,724 53	1,064,724 53	12/31/2012
08250109	CORPORATE AMERICA	1 0000	5,867,907 58	7,615,647 2700000	7,615,647 27	12/31/2012
Total	US LARGE CAP EQUITIES	7,560.0000	7,462,823.47		9,513,157.78	
WARRANTS & RIGHTS						
0742127	OWENS WTS EX SER B	7 9400	2,206 83	1 01	8 02	12/31/2012
Total	WARRANTS & RIGHTS	7.9400	2,206.83		8.02	
PARTNERSHIP/LLC						
0033997	WHITTIER AGGRESSIVE	342,193 1764	1,624,523 82	5 63220955	1,927,303 68	12/31/2012
0034995	WHITTIER VALUE	270,105 1472	1,536,034 80	7 774156	2,099,839 55	12/31/2012
0035992	W INTERNATIONAL FD A	651,542 1425	1,281,708 72	2 15022862	1,400,964 56	12/31/2012
Total	PARTNERSHIP/LLC	1,263,840.4661	4,442,267.34		5,428,107.79	
Total	EQUITIES	1,271,408.4061	11,907,297.64		14,941,273.59	
	Total Securities	1,806,336.2061	13,816,065.22		16,911,011.54	
	Income Cash		0.00		0.00	
	Principal Cash		-3,000.00		-3,000.00	
	Account Total		13,813,065.22		16,908,011.54	

Report Date November 22, 2013

IE WHITTIER TRUST COMPANY

Time Prepared 11:21:15 AM

Requested By Kyle Webster

Includes Account: 34 73 5010 0 0Y LLWW FOUNDATION VALUE STRATEGY

Account Holdings as of 12/31/2012

Sip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
248U551	BLACKROCK TREAS	8,106.9500	8,106.95		8,106.95	12/31/2012
Total	MISC CASH EQUIV-TAXABLE	8,106.9500	8,106.95		8,106.95	
Total	CASH EQUIVALENTS	8,106.9500	8,106.95		8,106.95	
EQUITIES						
US LARGE CAP EQUITIES						
206R102	AT&T INC	605.0000	22,712.97	33.71	20,394.55	12/31/2012
3817101	ALCOA	605.0000	20,238.47	8.68	5,251.40	12/31/2012
5816109	AMERICAN EXPRESS	605.0000	29,006.16	57.48	34,775.40	12/31/2012
0505104	BANK OF AMERICA	605.0000	23,631.30	11.61	7,024.05	12/31/2012
7023105	BOEING CO	605.0000	23,518.31	75.36	45,592.80	12/31/2012
9123101	CATERPILLAR INC	605.0000	12,382.84	89.6085	54,213.14	12/31/2012
6764100	CHEVRON	605.0000	53,137.15	108.14	65,424.70	12/31/2012
275R102	CISCO SYS INC	605.0000	12,097.94	19.6494	11,887.89	12/31/2012
1216100	COCA COLA CO	1,210.0000	32,803.33	36.25	43,862.50	12/31/2012
4687106	DISNEY WALT CO	605.0000	20,219.20	49.79	30,122.95	12/31/2012
3534109	DU PONT	605.0000	32,520.02	44.9785	27,211.99	12/31/2012
231G102	EXXON-MOBIL	605.0000	24,159.72	86.55	52,362.75	12/31/2012
9604103	GENERAL ELECTRIC	605.0000	27,489.99	20.99	12,698.95	12/31/2012
8236103	HEWLETT-PACKARD	605.0000	28,725.23	14.25	8,621.25	12/31/2012
7076102	HOME DEPOT	605.0000	32,480.15	61.85	37,419.25	12/31/2012
8140100	INTEL CORP	605.0000	32,430.37	20.62	12,475.10	12/31/2012
9200101	I.B.M	605.0000	65,771.63	191.55	115,887.75	12/31/2012
625H100	JP MORGAN CHASE	605.0000	19,857.50	43.9691	26,601.31	12/31/2012
8160104	JOHNSON & JOHNSON	605.0000	24,905.24	70.10	42,410.50	12/31/2012
0135101	MCDONALDS CORP	605.0000	19,709.31	88.21	53,367.05	12/31/2012
933Y105	MERCK & CO	605.0000	20,134.76	40.94	24,768.70	12/31/2012
4918104	MICROSOFT CORP	605.0000	32,726.23	26.7097	16,159.37	12/31/2012
7081103	PFIZER INC	605.0000	21,695.30	25.0793	15,172.98	12/31/2012
2718109	PROCTER & GAMBLE	605.0000	27,791.86	67.89	41,073.45	12/31/2012
579Y101	3M CO COM	605.0000	26,600.34	92.85	56,174.25	12/31/2012
417E109	TRAVELERS	605.0000	27,012.40	71.82	43,451.10	12/31/2012
3017109	UTD TECHNOLOGIES	605.0000	15,445.65	82.01	49,616.05	12/31/2012
324P102	UNITED HEALTH	605.0000	33,995.56	54.24	32,815.20	12/31/2012
343V104	VERIZON COMM	645.0000	21,615.55	43.27	27,909.15	12/31/2012
1142103	WAL MART STORES	605.0000	35,481.80	68.23	41,279.15	12/31/2012
Total	US LARGE CAP EQUITIES	18,795.0000	820,296.28		1,056,024.68	
Total	EQUITIES	18,795.0000	820,296.28		1,056,024.68	
Total Securities		26,901.9500	828,403.23		1,064,131.63	
Income Cash			592.90		592.90	
Principal Cash			0.00		0.00	
Account Total			828,996.13		1,064,724.53	

Report Date November 22, 2013

IE WHITTIER TRUST COMPANY

Time Prepared 10:55:52 AM

Requested By Kyle Webster

Includes Account: 42 82 5010 0 0Y LLWW FOUNDATION CORPORATE AMERICA

Account Holdings as of 12/31/2012

Symbol	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
248U551	BLACKROCK TREAS	22,523 0300	22,523 03		22,523 03	12/31/2012
Total	MISC CASH EQUIV-TAXABLE	22,523.0300	22,523.03		22,523.03	
Total	CASH EQUIVALENTS	22,523.0300	22,523.03		22,523.03	
EQUITIES						
US LARGE CAP EQUITIES						
206R102	AT&T INC	3,440 0000	108,380 14	33 71	115,962 40	12/31/2012
2824100	ABBOTT LABS	1,915 0000	86,186 96	65 50	125,432 50	12/31/2012
3135106	AMAZON.COM	445 0000	89,182 37	250 87	111,637 15	12/31/2012
5537101	AMERICAN ELECT POWER	1,655 0000	70,210 07	42 68	70,635 40	12/31/2012
5816109	AMERICAN EXPRESS	1,635 0000	85,435 58	57 48	93,979 80	12/31/2012
027X100	AMER TOWER	1,365 0000	89,502 64	77 27	105,473 55	12/31/2012
0420103	AMERICAN WTR WORKS	2,220 0000	61,155 55	37 13	82,428 60	12/31/2012
7411105	APACHE CORP	805 0000	59,766 90	78 50	63,192 50	12/31/2012
7833100	APPLE COMPUTER	560 0000	89,368 13	532 1729	298,016 82	12/31/2012
0505104	BANK OF AMERICA	8,220 0000	61,519 26	11 61	95,434 20	12/31/2012
4670702	BERKSHIRE CLB	1,000 0000	83,170 65	89 70	89,700 00	12/31/2012
7023105	BOEING CO	1,445 0000	93,540 98	75 36	108,895 20	12/31/2012
6650100	CVS CORP	1,390 0000	44,009 14	48 35	67,206 50	12/31/2012
040H105	CAPITAL ONE	755 0000	35,028 11	57 93	43,737 15	12/31/2012
9123101	CATERPILLAR INC	750 0000	63,057 98	89 6085	67,206 37	12/31/2012
1020104	CELGENE CORP	795 0000	46,508 68	78 47	62,383 65	12/31/2012
6764100	CHEVRON	1,475 0000	88,234 64	108 14	159,506 50	12/31/2012
275R102	CISCO SYS INC	2,895 0000	52,774 65	19 6494	56,885 01	12/31/2012
030N101	COMCAST CL A	1,735 0000	34,323 80	37 36	64,819 60	12/31/2012
179M103	DEVON ENERGY	930 0000	50,496 41	52 04	48,397 20	12/31/2012
7651109	DONALDSON INC	1,525 0000	50,758 71	32 84	50,081 00	12/31/2012
3534109	DU PONT	1,710 0000	70,165 32	44 9785	76,913 23	12/31/2012
8648102	EMC CORP	2,105 0000	29,410 54	25 30	53,256 50	12/31/2012
1011104	EMERSON ELECTRIC	1,680 0000	77,661 90	52 96	88,972 80	12/31/2012
231G102	EXXON-MOBIL	2,187 0000	134,964 38	86 55	189,284 85	12/31/2012
5370860	FORD MOTOR COMPANY	9,300 0000	97,286 63	12 95	120,435 00	12/31/2012
9604103	GENERAL ELECTRIC	3,765 0000	95,587 90	20 99	79,027 35	12/31/2012
5558103	GILEAD SCIENCES	770 0000	28,948 06	73 45	56,556 50	12/31/2012
141G104	GOLDMAN SACHS	345 0000	40,631 00	127 56	44,008 20	12/31/2012
259P508	GOOGLE INC.	133 0000	72,844 99	707 38	94,081 54	12/31/2012
8516106	HONEYWELL INTL	1,420 0000	81,755 36	63 47	90,127 40	12/31/2012
9200101	I.B.M	525 0000	101,975 13	191 55	100,563 75	12/31/2012
4287200	ISHARES S&P 500	7,965 0000	823,130 80	143 14	1,140,110 10	12/31/2012
625H100	JP MORGAN CHASE	3,600 0000	145,267 64	43 9691	158,288 76	12/31/2012
8160104	JOHNSON & JOHNSON	1,225 0000	64,355 71	70 10	85,872 50	12/31/2012
076Q106	KRAFT FOODS GRP	1,396 0000	59,489 66	45 47	63,476 12	12/31/2012
8661107	LOWES COS	1,560 0000	31,262 40	35 52	55,411 20	12/31/2012
155Q103	MCKESSON HBOC INC	820 0000	30,734 14	96 96	79,507 20	12/31/2012
933Y105	MERCK & CO	1,355 0000	60,386 26	40 94	55,473 70	12/31/2012
4918104	MICROSOFT CORP	2,465 0000	60,964 03	26 7097	65,839 41	12/31/2012
9207105	MONDELEZ INTL	2,370 0000	56,960 79	25 4532	60,324 08	12/31/2012
8530107	MYLAN LABS	2,100 0000	44,316 89	27 45	57,645 00	12/31/2012

Report Date November 22, 2013

IE WHITTIER TRUST COMPANY

Time Prepared 10:55:52 AM

Requested By Kyle Webster

Includes Account: 42 82 5010 0 0Y LLWW FOUNDATION CORPORATE AMERICA

Account Holdings as of 12/31/2012

Asset No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
4106103	NIKE	660 0000	24,509 53	51 60	34,056 00	12/31/2012
4599105	OCCIDENTAL PETE	315 0000	26,621 53	76 61	24,132 15	12/31/2012
389X105	ORACLE SYSTEMS	3,170 0000	49,354 15	33 32	105,624 40	12/31/2012
3448108	PEPSICO INC	1,255 0000	58,587 65	68 43	85,879 65	12/31/2012
7081103	PFIZER INC	3,185 0000	80,309 77	25 0793	79,877 57	12/31/2012
8172109	PHILIP MORRIS INTL	855 0000	11,360 85	83 64	71,512 20	12/31/2012
2718109	PROCTER & GAMBLE	1,780 0000	103,033 77	67 89	120,844 20	12/31/2012
7525103	QUALCOMM INC	1,040 0000	56,483 04	61 8596	64,333 98	12/31/2012
462F103	SPDR S&P 500	8,195 0000	954,173 10	142 41	1,167,049 95	12/31/2012
6857108	SCHLUMBERGER LTD	1,395 0000	53,226 22	69 2986	96,671 55	12/31/2012
6552101	SIGMA ALDRICH	475 0000	27,702 03	73 58	34,950 50	12/31/2012
5244109	STARBUCKS CORP	1,620 0000	78,563 44	53 63	86,880 60	12/31/2012
612E106	TARGET CORP	945 0000	45,003 87	59 17	55,915 65	12/31/2012
579Y101	3M CO COM	965 0000	74,011 51	92 85	89,600 25	12/31/2012
7317303	TIME WARNER	1,726 0000	45,139 19	47 83	82,554 58	12/31/2012
324P102	UNITED HEALTH	475 0000	25,617 79	54 24	25,764 00	12/31/2012
826C839	VISA INC	715 0000	96,312 10	151 58	108,379 70	12/31/2012
4142103	WAL-MART STORES	1,480 0000	69,679 61	68 23	100,980 40	12/31/2012
973V107	WELLPOINT INC	545 0000	35,447 30	60 92	33,201 40	12/31/2012
9746101	WELLS FARGO	4,085 0000	126,934 72	34 18	139,625 30	12/31/2012
0023R105	ACE LIMITED	900 0000	54,310 50	79 80	71,820 00	12/31/2012
Total	US LARGE CAP EQUITIES	121,532.0000	5,747,092.55		7,475,840.32	
FOREIGN EQUITIES						
8606108	BHP LTD ADR	495 0000	32,303 45	78 42	38,817 90	12/31/2012
243Q205	DIAGEO PLC	280 0000	14,913 66	116 58	32,642 40	12/31/2012
1624209	TEVA PHARM	1,203 0000	51,074 89	37 34	44,920 02	12/31/2012
Total	FOREIGN EQUITIES	1,978.0000	98,292.00		116,380.32	
Total	EQUITIES	123,510.0000	5,845,384.55		7,592,220.64	
Total Securities		146,033.0300	5,867,907.58		7,614,743.67	
Income Cash			903.60		903.60	
Principal Cash			0.00		0.00	
Account Total			5,868,811.18		7,615,647.27	

LLWW FOUNDATION Tax Id# 95-3464689

Contributions Paid

Year End Report 2012

6 November 2013

Payee Organization	Tax Status 1	Purpose	Amount
American Academy in Rome 7 East 60 Street New York, NY 10022-1001	170 (b)(1)(A)(vi)	Program Support	\$10,000
Armand Hammer Museum of Art and Cultural Center at UCLA 10899 Wilshire Boulevard Los Angeles, CA 90024-4201	509(a)(3)	A Dossier on Zarina: Paper Like Skin	\$25,000
The Armitage Foundation LTD 9 North Moore Street #4 New YORK, NY 10014	170 (b)(1)(A)(vi)	2012-2013 creative projects and New York City Home Season	\$10,000
Music Associates of Aspen, Inc. (Aspen Music School) 2 Music School Road Aspen, CO 81611	170 (b)(1)(A)(ii)	Scholarship Support	\$20,000
Bard College Center for Curatorial Studies P.O. Box 5000 Annandale-on-Hudson, NY 12504-5000	170 (b)(1)(A)(vi)	"Next Decade" Capital Campaign Support - payable over 5 years.	\$50,000
Big Brothers Big Sisters of Greater Los Angeles 800 S. Figueroa Street Suite 620 Los Angeles, CA 90017	170(b)(1)(A)(vi)	Norma Darrow Cook Scholarship	\$1,000
California Heritage Museum 2612 Main Street Santa Monica, CA 90405	170 (b)(1)(A)(vi)	Challenge Grant 2012 Educational and Community Programming	\$35,000
Colleague Helpers in Philanthropic Services (CHIPS) 11714 Crescenda Street Los Angeles, CA 90049	170 (b)(1)(A)(vi)	Program Support	\$250
The Colleagues 3312 Pico Blvd. Santa Monica, CA 90405	170 (b)(1)(A)(vi)	Program Support	\$5,000
The Colleagues 3312 Pico Blvd. Santa Monica, CA 90405	170 (b)(1)(A)(vi)	Program Support	\$1,000
The Colleagues 3312 Pico Blvd. Santa Monica, CA 90405	170 (b)(1)(A)(vi)	Program Support	\$9,250
The Colleagues 3312 Pico Blvd Santa Monica, CA 90405	170 (b)(1)(A)(vi)	In Memory of Connie Wald	\$1,000
Edith Wharton Restoration, Inc. 2 Plunkett Street Box 974 Lenox, MA 01240-0974	170 (b)(1)(A)(vi)	Program Support	\$1,500

Payee Organization	Tax Status 1	Purpose	Amount
The Fabric Workshop and Museum 1214 Arch Street Philadelphia, PA 19107	170 (b)(1)(A)(vi)	Artist-in-Residence and Education Programs	\$50,000
Ganna Walska Lotusland Foundation 695 Ashley Road Santa Barbara, CA 93108	501c(3)	Gifts for the Garden	\$1,000
Good Samaritan Hospital 1225 Wilshire Boulevard Los Angeles, CA 90017	Other	To support Cardiology Campaign	\$50,000
The International Council of the Museum of Modern Art 11 W 53rd Street New York, NY 10019	509(a)(1)	Program Support	\$10,000
Los Angeles Opera Company 135 N. Grand Avenue Los Angeles, CA 90012	170 (b)(1)(A)(vi)	Program Support	\$1,006
Los Angeles Opera Company 135 N. Grand Avenue Los Angeles, CA 90012	170 (b)(1)(A)(vi)	General Operating Support	\$50,000
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 90012-3034	509(a)(2)	Program Support	\$29,200
Museum Associates /dba Los Angeles County Museum of Art (LACMA) 5905 Wilshire Blvd. Los Angeles, CA 90036-9938	509(a)(2)	Program Support	\$10,000
Museum of Contemporary Art San Diego 1100 Kettner Blvd San Diego, CA 92101	170 (b)(1)(A)(vi)	2012 Exhibition Program	\$10,000
Museum of Contemporary Art (MOCA) 250 S. Grand Avenue Los Angeles, CA 90012	170 (b)(1)(A)(vi)	Destroy the Picture: Painting the Void, 1949-1962	\$50,000
Museum of Modern Art 11 W. 53rd Street New York, NY 10019	170 (b)(1)(A)(vi)	Support Annual Fund	\$15,000
Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012	170 (b)(1)(A)(vi)	Program Support	\$800
Reading is Fundamental of Southern California, Inc. 7250 Bandini Blvd. Suite 209 Los Angeles, CA 90040	509(a)(2)	Motivational Reading Program	\$10,000
Regents of the University of California (Santa Barbara) University of California, Santa Barbara Mail Code: 6035 Engineering Santa Barbara, CA 93106-6035	170 (b)(1)(A)(ii)	Program Support - Carefree California	\$200

Payee Organization	Tax Status 1	Purpose	Amount
Santa Barbara Museum of Natural History 2559 Puesta del Sol Road Santa Barbara, CA 93105-2936	170 (b)(1)(A)(vi)	Butterflies Alive and Toadally Frogs Exhibits	\$10,000
Scholarship Foundation of Santa Barbara P.O. Box 3620 Santa Barbara, CA 93130-3620	170 (b)(1)(A)(vi)	Casa Dorinda Scholarship Fund	\$500
Grand Totals			\$466,706

**Application for Extension of Time To file an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions. L.L.W.W. FOUNDATION	Employer identification number (EIN) or 95-3464689
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. 625 SOUTH FAIR OAKS AVENUE, NO. 360	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SOUTH PASADENA, CA 91030	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

LINDA BLINKENBERG - 625 SO. FAIR OAKS AVE., SUITE 360 -

- The books are in the care of ▶
- SOUTH PASADENA, CA 91030**

Telephone No. ▶ **(626) 441-5188**

FAX No. ▶

- 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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year **2012** or ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a 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.	3a	\$ 33,839.
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.	3b	\$ 13,839.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$ 20,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)