Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

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

Name of foundation: THE CONFIDENCE FOUNDATION

A Employer identification number: 95-3500483

Number and street (or P O box number if mail is not delivered to street address): 625 SO. FAIR OAKS AVENUE, SUITE 360 | Room/suite

B Telephone number: 626-441-5188

City or town, state, and ZIP code: SOUTH PASADENA, CA 91030

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 51,003,888.

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

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).)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	418,708.	418,708.		STATEMENT 1
	4 Dividends and interest from securities	722,707.	722,707.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,600,106.			
	b Gross sales price for all assets on line 6a 11,210,922.				
	7 Capital gain net income (from Part IV, line 2)		1,600,106.		
	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	148,807.	148,807.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,890,328.	2,890,328.		
Operating and Administrative Expenses	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 4	17,000.	3,400.		11,900.
	c Other professional fees STMT 5	435,418.	87,084.		304,793.
	17 Interest				
	18 Taxes STMT 6	55,095.	4,165.		180.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	2,326.	453.		1,585.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	509,839.	95,102.		318,458.
	25 Contributions, gifts, grants paid	1,925,500.			1,925,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,435,339.	95,102.		2,243,958.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	454,989.			
	b **Net investment income** (if negative, enter -0-)		2,795,226.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,325.	68,445.	68,445.
	2 Savings and temporary cash investments	369,142.	1,231,188.	1,231,188.
	3 Accounts receivable ▶ 96,442.			
	Less: allowance for doubtful accounts ▶	48,439.	96,442.	96,442.
	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	4,177.	9,546.	9,546.
	10a Investments - U.S. and state government obligations STMT 10	1,710,446.	1,694,357.	1,694,357.
	b Investments - corporate stock STMT 11	25,087,500.	30,974,830.	30,974,830.
	c Investments - corporate bonds STMT 12	6,826,354.	5,484,462.	5,484,462.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	13,180,712.	11,444,618.	11,444,618.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	47,240,095.	51,003,888.	51,003,888.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	233,000.	310,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	87,843.	165,945.	
	23 **Total liabilities** (add lines 17 through 22)	320,843.	475,945.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	46,919,252.	50,527,943.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	46,919,252.	50,527,943.	
	31 **Total liabilities and net assets/fund balances**	47,240,095.	51,003,888.	

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	46,919,252.
2	Enter amount from Part I, line 27a	2	454,989.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,239,834.
4	Add lines 1, 2, and 3	4	50,614,075.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	86,132.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,527,943.

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	11,210,922.		9,610,816.	1,600,106.

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				1,600,106.

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** 1,600,106.

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	1,994,259.	49,440,396.	.040337
2010	2,072,217.	45,521,325.	.045522
2009	1,701,333.	39,228,006.	.043370
2008	3,128,571.	47,538,951.	.065811
2007	2,455,828.	57,086,334.	.043020

2	**Total** of line 1, column (d)	2	.238060
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	.047612
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	49,303,574.
5	Multiply line 4 by line 3	5	2,347,442.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,952.
7	Add lines 5 and 6	7	2,375,394.
8	Enter qualifying distributions from Part XII, line 4	8	2,243,958.

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			1	55,905.
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	55,905.
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	55,905.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	50,211.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	50,211.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	5,694.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WHITTIER TRUST COMPANY Telephone no. ▶ 626-441-5188
Located at ▶ 625 S. FAIR OAKS AVENUE, STE 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		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?	☐ Yes ☒ 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.)	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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

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
SEE STATEMENT 15		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

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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	35,074,036.
b	Average of monthly cash balances		1b	1,155,112.
c	Fair market value of all other assets		1c	13,825,242.
d	**Total** (add lines 1a, b, and c)		1d	50,054,390.
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	50,054,390.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	750,816.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	49,303,574.
6	**Minimum investment return.** Enter 5% of line 5		6	2,465,179.

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	2,465,179.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 55,905.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	55,905.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,409,274.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,409,274.
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	2,409,274.

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	2,243,958.
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	2,243,958.
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	2,243,958.

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				2,409,274.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,038,978.	
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: ▶ $ 2,243,958.				
a Applied to 2011, but not more than line 2a			2,038,978.	
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				204,980.
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				2,204,294.
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				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABILITYFIRST 1300 EAST GREEN STREET PASADENA, CA 91106-2606	NONE	170(B)(1)(A)(VI	PROGRAM SUPPORT	5,000.
ALLIANCE FOR COLLEGE-READY PUBLIC SCHOOLS 1940 SOUTH FIGUEROA STREET LOS ANGELES, CA 90007	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	2,500.
ALPHA CANINE SANCTUARY P.O. BOX 5517 BAKERSFIELD, CA 93388	NONE	170(B)(1)(A)(VI	PROGRAM SUPPORT	5,000.
ALPHA CANINE SANCTUARY P.O. BOX 5517 BAKERSFIELD, CA 93388	NONE	170(B)(1)(A)(VI	SPAY AND NEUTER PROGRAM	5,000.
AMERICAN CANCER SOCIETY CALIFORNIA DIVISION - LOS ANGELES REGION 5731 WEST SLAUSON AVENUE, SUITE 200 CULVER CITY, CA 90230-6534	NONE	170 (B)(1)(A)(VI)	IN MEMORY OF HENRY P. AND MARJORIE P. SMOLICH	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,925,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	418,708.	
4 Dividends and interest from securities			14	722,707.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	148,807.	
8 Gain or (loss) from sales of assets other than inventory			18	1,600,106.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,890,328.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,890,328.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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: Carl L. Nesbit Date: 12/9/13 Title: SECRETARY

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KYLE WEBSTER, CPA	[signature]	12/9/13		P00148175

Firm's name ▶ WHITTIER TRUST COMPANY Firm's EIN ▶ 95-4195174

Firm's address ▶ 1810 S FAIR OAKS, STE 200 SOUTH PASADENA, CA 91030 Phone no. 626-441-5111

Form **990-PF** (2012)

223622 12-05-12

THE CONFIDENCE FOUNDATION
EIN: 95-3500483
2012 FORM 990-PF AMENDED

The return of Private Foundation is amended to correct the amount reported on Form 990-PF page 8 line 7.

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	500000 SHS ABBOH 5.875 5/15/16	P	10/02/07	11/13/12
b	500000 SHS BELL 4.75 11-15-12	P	06/24/05	06/29/12
c	500000 SHS BELL 4.75 11-15-12	P	06/24/05	06/29/12
d	1900 SHS COCA COLA CO	P	08/14/01	12/27/12
e	10 SHS COCA COLA CO	P	10/06/99	12/27/12
f	500000 SHS DEER JOHN CAP CORP MTNS BEMTNF 5.250%	P	03/25/09	10/01/12
g	4800 SHS ISHARE 1-3 YR INV CR	P	12/09/10	06/29/12
h	3690 SHS ISHARES SMCAP VALUE	P	11/09/11	12/27/12
i	5299.7 SHS RES 5.5 12/25/17	P	03/12/09	01/25/12
j	9593.53 SHS RES 5.5 12/25/17	P	03/12/09	02/27/12
k	3560.85 SHS RES 5.5 12/25/17	P	03/12/09	03/26/12
l	5938.98 SHS RES 5.5 12/25/17	P	03/12/09	04/25/12
m	5349.29 SHS RES 5.5 12/25/17	P	03/12/09	05/25/12
n	5228.75 SHS RES 5.5 12/25/17	P	03/12/09	06/25/12
o	3626.84 SHS RES 5.5 12/25/17	P	03/12/09	07/25/12

	(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	591,740.		505,097.	86,643.
b	508,425.		500,598.	7,827.
c	500,000.		500,000.	0.
d	69,006.		43,662.	25,344.
e	363.		253.	110.
f	500,000.		500,000.	0.
g	502,021.		500,574.	1,447.
h	293,902.		246,613.	47,289.
i	5,300.		5,298.	2.
j	9,594.		9,591.	3.
k	3,561.		3,560.	1.
l	5,939.		5,938.	1.
m	5,349.		5,348.	1.
n	5,229.		5,228.	1.
o	3,627.		3,626.	1.

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				86,643.
b				7,827.
c				0.
d				25,344.
e				110.
f				0.
g				1,447.
h				47,289.
i				2.
j				3.
k				1.
l				1.
m				1.
n				1.
o				1.

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	6391.55 SHS RES 5.5 12/25/17	P	03/12/09	08/27/12
b	4423.72 SHS RES 5.5 12/25/17	P	03/12/09	09/25/12
c	7659.29 SHS RES 5.5 12/25/17	P	03/12/09	10/25/12
d	4782.04 SHS RES 5.5 12/25/17	P	03/12/09	11/26/12
e	5112.05 SHS RES 5.5 12/25/17	P	03/12/09	12/26/12
f	885 SHS 3M CO COM	P	05/05/99	05/08/12
g	360 SHS 3M CO COM	P	10/06/99	05/08/12
h	295 SHS 3M CO COM	P	05/05/99	06/22/12
i	1475 SHS ALCOA	P	10/06/99	05/08/12
j	65 SHS ALCOA	P	05/05/99	06/22/12
k	230 SHS ALCOA	P	10/06/99	06/22/12
l	1475 SHS AMERICAN EXPRESS	P	10/06/99	05/08/12
m	295 SHS AMERICAN EXPRESS	P	10/06/99	06/22/12
n	840 SHS AT&T INC	P	10/29/99	05/08/12
o	295 SHS AT&T INC	P	08/14/01	06/22/12

	(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	6,392.		6,390.	2.
b	4,424.		4,423.	1.
c	7,659.		7,658.	1.
d	4,782.		4,781.	1.
e	5,112.		5,111.	1.
f	76,869.		40,875.	35,994.
g	31,269.		16,785.	14,484.
h	25,591.		13,625.	11,966.
i	13,340.		44,663.	-31,323.
j	558.		1,964.	-1,406.
k	1,976.		6,964.	-4,988.
l	87,893.		62,669.	25,224.
m	16,764.		12,534.	4,230.
n	27,687.		44,042.	-16,355.
o	10,372.		12,992.	-2,620.

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.
b				1.
c				1.
d				1.
e				1.
f				35,994.
g				14,484.
h				11,966.
i				-31,323.
j				-1,406.
k				-4,988.
l				25,224.
m				4,230.
n				-16,355.
o				-2,620.

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	

223591
05-01-12

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	1475 SHS BANK OF AMERICA	P	02/15/08	05/08/12
b	295 SHS BANK OF AMERICA	P	02/15/08	06/22/12
c	555 SHS BOEING CO	P	05/05/99	05/08/12
d	865 SHS BOEING CO	P	08/14/01	05/08/12
e	55 SHS BOEING CO	P	09/15/99	05/08/12
f	295 SHS BOEING CO	P	05/05/99	06/22/12
g	1475 SHS CATERPILLAR INC	P	05/05/99	05/08/12
h	295 SHS CATERPILLAR INC	P	05/05/99	06/22/12
i	1285 SHS CHEVRON	P	02/15/08	05/08/12
j	295 SHS CHEVRON	P	02/15/08	06/22/12
k	1475 SHS CISCO SYS INC	P	06/05/09	05/08/12
l	295 SHS CISCO SYS INC	P	06/05/09	06/22/12
m	1015 SHS COCA COLA CO	P	05/05/99	05/08/12
n	260 SHS COCA COLA CO	P	09/30/98	05/08/12
o	55 SHS COCA COLA CO	P	09/15/99	05/08/12

	(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	11,360.		62,913.	-51,553.
b	2,325.		12,583.	-10,258.
c	41,552.		24,488.	17,064.
d	64,761.		48,907.	15,854.
e	4,118.		2,452.	1,666.
f	21,213.		13,016.	8,197.
g	140,032.		48,113.	91,919.
h	25,080.		9,623.	15,457.
i	131,510.		107,425.	24,085.
j	29,712.		24,662.	5,050.
k	27,597.		29,495.	-1,898.
l	5,039.		5,899.	-860.
m	78,123.		71,745.	6,378.
n	20,012.		15,161.	4,851.
o	4,233.		3,012.	1,221.

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				-51,553.
b				-10,258.
c				17,064.
d				15,854.
e				1,666.
f				8,197.
g				91,919.
h				15,457.
i				24,085.
j				5,050.
k				-1,898.
l				-860.
m				6,378.
n				4,851.
o				1,221.

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	

223591
05-01-12

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	145 SHS COCA COLA CO	P	06/27/07	05/08/12
b	155 SHS COCA COLA CO	P	06/27/07	06/22/12
c	140 SHS COCA COLA CO	P	10/06/99	06/22/12
d	1315 SHS DISNEY WALT CO	P	05/05/99	05/08/12
e	105 SHS DISNEY WALT CO	P	08/14/01	05/08/12
f	55 SHS DISNEY WALT CO	P	09/15/99	05/08/12
g	295 SHS DISNEY WALT CO	P	08/14/01	06/22/12
h	75 SHS DU PONT	P	10/06/99	05/08/12
i	1015 SHS DU PONT	P	05/05/99	05/08/12
j	295 SHS DU PONT	P	10/06/99	06/22/12
k	1240 SHS EXXON-MOBIL	P	05/05/99	05/08/12
l	290 SHS EXXON-MOBIL	P	10/06/99	06/22/12
m	5 SHS EXXON-MOBIL	P	09/15/99	06/22/12
n	1475 SHS GENERAL ELECTRIC	P	10/06/99	05/08/12
o	295 SHS GENERAL ELECTRIC	P	10/06/99	06/22/12

	(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	11,160.		7,621.	3,539.
b	11,620.		8,147.	3,473.
c	10,496.		7,096.	3,400.
d	57,545.		39,148.	18,397.
e	4,595.		2,825.	1,770.
f	2,407.		1,520.	887.
g	13,889.		7,937.	5,952.
h	3,922.		4,865.	-943.
i	53,076.		72,419.	-19,343.
j	14,708.		19,137.	-4,429.
k	103,302.		52,660.	50,642.
l	23,969.		10,467.	13,502.
m	413.		195.	218.
n	28,174.		60,136.	-31,962.
o	5,830.		12,027.	-6,197.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3,539.
b				3,473.
c				3,400.
d				18,397.
e				1,770.
f				887.
g				5,952.
h				-943.
i				-19,343.
j				-4,429.
k				50,642.
l				13,502.
m				218.
n				-31,962.
o				-6,197.

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	

223591
05-01-12

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	25 SHS HEWLETT-PACKARD	P	09/15/99	05/08/12
b	1450 SHS HEWLETT-PACKARD	P	10/06/99	05/08/12
c	295 SHS HEWLETT-PACKARD	P	10/06/99	06/22/12
d	1070 SHS HOME DEPOT	P	08/14/01	05/08/12
e	295 SHS HOME DEPOT	P	08/14/01	06/22/12
f	60 SHS I.B.M	P	08/14/01	05/08/12
g	1115 SHS I.B.M	P	05/05/99	05/08/12
h	300 SHS I.B.M	P	06/27/07	05/08/12
i	295 SHS I.B.M	P	05/05/99	06/22/12
j	755 SHS INTEL CORP	P	10/29/99	05/08/12
k	295 SHS INTEL CORP	P	10/29/99	06/22/12
l	25 SHS JOHNSON & JOHNSON	P	09/15/99	05/08/12
m	1135 SHS JOHNSON & JOHNSON	P	10/06/99	05/08/12
n	295 SHS JOHNSON & JOHNSON	P	10/06/99	06/22/12
o	1475 SHS JP MORGAN CHASE	P	10/06/99	05/08/12

	(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	581.		1,064.	-483.
b	33,683.		49,480.	-15,797.
c	5,988.		10,067.	-4,079.
d	54,102.		53,275.	827.
e	15,281.		14,688.	593.
f	12,065.		6,370.	5,695.
g	224,200.		117,527.	106,673.
h	60,323.		31,656.	28,667.
i	57,199.		31,094.	26,105.
j	20,581.		29,323.	-8,742.
k	7,921.		11,458.	-3,537.
l	1,615.		1,232.	383.
m	73,342.		54,266.	19,076.
n	19,620.		14,104.	5,516.
o	60,651.		47,114.	13,537.

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				-483.
b				-15,797.
c				-4,079.
d				827.
e				593.
f				5,695.
g				106,673.
h				28,667.
i				26,105.
j				-8,742.
k				-3,537.
l				383.
m				19,076.
n				5,516.
o				13,537.

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	

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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	295 SHS JP MORGAN CHASE	P	10/06/99	06/22/12
b	950 SHS KRAFT FOODS	P	09/19/08	05/08/12
c	295 SHS KRAFT FOODS	P	09/19/08	06/22/12
d	1910 SHS KRAFT FOODS	P	09/19/08	09/25/12
e	810 SHS MCDONALDS CORP	P	10/06/99	05/08/12
f	455 SHS MCDONALDS CORP	P	05/05/99	05/08/12
g	295 SHS MCDONALDS CORP	P	05/05/99	06/22/12
h	1475 SHS MERCK & CO	P	01/20/06	05/08/12
i	295 SHS MERCK & CO	P	01/20/06	06/22/12
j	1475 SHS MICROSOFT CORP	P	08/14/01	05/08/12
k	295 SHS MICROSOFT CORP	P	08/14/01	06/22/12
l	575 SHS PFIZER INC	P	04/01/04	05/08/12
m	295 SHS PFIZER INC	P	04/01/04	06/22/12
n	1175 SHS PROCTER & GAMBLE	P	05/05/99	05/08/12
o	295 SHS PROCTER & GAMBLE	P	08/14/01	06/22/12

	(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	10,646.		9,423.	1,223.
b	37,156.		31,993.	5,163.
c	11,440.		9,935.	1,505.
d	78,951.		64,322.	14,629.
e	75,588.		35,030.	40,558.
f	42,460.		18,512.	23,948.
g	26,080.		12,002.	14,078.
h	56,594.		49,089.	7,505.
i	11,838.		9,818.	2,020.
j	44,957.		48,265.	-3,308.
k	8,986.		9,653.	-667.
l	12,839.		20,487.	-7,648.
m	6,691.		10,511.	-3,820.
n	75,363.		53,152.	22,211.
o	17,676.		10,592.	7,084.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,223.
b				5,163.
c				1,505.
d				14,629.
e				40,558.
f				23,948.
g				14,078.
h				7,505.
i				2,020.
j				-3,308.
k				-667.
l				-7,648.
m				-3,820.
n				22,211.
o				7,084.

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	

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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	1135 SHS TRAVELERS	P	06/05/09	05/08/12
b	295 SHS TRAVELERS	P	06/05/09	06/22/12
c	1475 SHS UTD TECHNOLOGIES	P	05/05/99	05/08/12
d	295 SHS UTD TECHNOLOGIES	P	05/05/99	06/22/12
e	1475 SHS VERIZON COMM	P	04/01/04	05/08/12
f	530 SHS VERIZON COMM	P	04/01/04	06/22/12
g	15 SHS WAL MART STORES	P	06/27/07	05/08/12
h	895 SHS WAL MART STORES	P	10/06/99	05/08/12
i	565 SHS WAL MART STORES	P	08/14/01	05/08/12
j	10 SHS WAL MART STORES	P	05/05/99	06/22/12
k	285 SHS WAL MART STORES	P	06/27/07	06/22/12
l	15 SHS ABBOTT LABS	P	11/09/11	04/12/12
m	20 SHS BASF ADR SPONS	P	11/09/11	04/12/12
n	5 SHS BLACKROCK INC	P	12/28/11	04/12/12
o	315 SHS BRISTOL-MYERS SQUIBB	P	11/09/11	04/12/12

	(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	72,793.		50,676.	22,117.
b	18,685.		13,171.	5,514.
c	115,555.		53,837.	61,718.
d	22,136.		10,767.	11,369.
e	59,648.		48,965.	10,683.
f	23,153.		17,594.	5,559.
g	883.		728.	155.
h	52,697.		46,146.	6,551.
i	33,267.		29,646.	3,621.
j	674.		449.	225.
k	19,218.		13,828.	5,390.
l	896.		794.	102.
m	1,681.		1,332.	349.
n	1,008.		884.	124.
o	10,247.		9,771.	476.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				22,117.
b				5,514.
c				61,718.
d				11,369.
e				10,683.
f				5,559.
g				155.
h				6,551.
i				3,621.
j				225.
k				5,390.
l				102.
m				349.
n				124.
o				476.

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	

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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	35 SHS COMPANHIA DE BERID	P	11/09/11	04/12/12
b	40 SHS CPFL ENERGIA	P	11/09/11	04/12/12
c	0.3333 SHS DUKE ENERGY CORP	P	05/08/12	09/05/12
d	215 SHS EATON CORP	P	11/09/11	12/06/12
e	420 SHS EATON CORP	P	05/08/12	12/06/12
f	55 SHS HOME DEPOT	P	11/09/11	04/12/12
g	10 SHS HONEYWELL INTL	P	11/09/11	04/12/12
h	15 SHS ILLINOIS TOOL WKS	P	11/09/11	04/12/12
i	25 SHS INTEL CORP	P	11/09/11	04/12/12
j	0.3307 SHS KRAFT FOODS GRP	P	11/09/11	10/30/12
k	25 SHS PFIZER INC	P	11/09/11	04/12/12
l	20 SHS PHILIP MORRIS INTL	P	11/09/11	04/12/12
m	0.5 SHS PHILLIPS 66	P	11/09/11	05/22/12
n	40 SHS PROLOGIS INC	P	11/09/11	04/12/12
o	0.2635 SHS SOUTHERN COPPER	P	11/09/11	04/02/12

	(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	1,491.		1,157.	334.
b	1,179.		1,031.	148.
c	22.		22.	0.
d	11,168.		9,471.	1,697.
e	21,817.		18,944.	2,873.
f	2,784.		2,044.	740.
g	588.		528.	60.
h	850.		695.	155.
i	712.		599.	113.
j	15.		12.	3.
k	547.		485.	62.
l	1,743.		1,392.	351.
m	16.		16.	0.
n	1,352.		1,117.	235.
o	8.		8.	0.

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				334.
b				148.
c				0.
d				1,697.
e				2,873.
f				740.
g				60.
h				155.
i				113.
j				3.
k				62.
l				351.
m				0.
n				235.
o				0.

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	

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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	308 SHS SOUTHERN COPPER	P	11/09/11	04/12/12
b	70 SHS TAIWAN SEMICONDUCTOR	P	11/09/11	04/12/12
c	10 SHS TORONTO-DOMIN	P	11/09/11	04/12/12
d	190 SHS TOTAL SA	P	11/09/11	04/12/12
e	810 SHS ABBOTT LABS	P	05/11/11	12/04/12
f	150 SHS ABBOTT LABS	P	01/05/10	12/04/12
g	10765 SHS AES CORP	P	12/16/11	12/04/12
h	30 SHS AFLAC	P	05/11/11	05/09/12
i	2670 SHS AFLAC	P	11/12/09	05/09/12
j	1265 SHS ALTERA CORP	P	07/29/11	10/12/12
k	1720 SHS ALTERA CORP	P	07/29/11	10/19/12
l	610 SHS AMERICAN EXPRESS	P	06/16/11	01/12/12
m	80 SHS AMERICAN EXPRESS	P	06/09/11	01/12/12
n	1180 SHS AMERICAN EXPRESS	P	04/27/10	01/12/12
o	140 SHS 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	9,793.		9,552.	241.
b	1,043.		878.	165.
c	839.		712.	127.
d	9,314.		9,562.	-248.
e	52,461.		42,966.	9,495.
f	9,715.		8,091.	1,624.
g	115,244.		125,432.	-10,188.
h	1,288.		1,620.	-332.
i	114,654.		118,210.	-3,556.
j	40,909.		52,402.	-11,493.
k	55,926.		71,250.	-15,324.
l	30,222.		29,414.	808.
m	3,964.		3,897.	67.
n	58,462.		54,434.	4,028.
o	65,717.		36,760.	28,957.

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				241.
b				165.
c				127.
d				-248.
e				9,495.
f				1,624.
g				-10,188.
h				-332.
i				-3,556.
j				-11,493.
k				-15,324.
l				808.
m				67.
n				4,028.
o				28,957.

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

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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	185 SHS BECTON DICKINSON	P	04/09/09	12/04/12
b	360 SHS BECTON DICKINSON	P	03/29/06	12/04/12
c	890 SHS BECTON DICKINSON	P	06/30/05	12/04/12
d	1535 SHS CEMIG SA - SPONS ADR	P	11/09/11	02/07/12
e	1980 SHS CEMIG SA - SPONS ADR	P	07/27/09	03/14/12
f	0.25 SHS CEMIG SA - SPONS ADR	P	11/09/11	06/01/12
g	424.75 SHS CEMIG SA - SPONS ADR	P	11/09/11	12/04/12
h	5806.25 SHS CEMIG SA - SPONS ADR	P	07/27/09	12/04/12
i	2900 SHS CISCO SYS INC	P	03/29/06	06/07/12
j	325 SHS CISCO SYS INC	P	07/22/08	06/07/12
k	3125 SHS CISCO SYS INC	P	12/22/10	06/07/12
l	1160 SHS COG TECH SOL	P	02/02/10	06/07/12
m	1115 SHS COG TECH SOL	P	08/16/10	06/07/12
n	475 SHS COMCAST CL A	P	08/28/08	03/26/12
o	75 SHS COMCAST CL A	P	09/11/07	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	14,171.		12,424.	1,747.
b	27,575.		22,774.	4,801.
c	68,172.		46,974.	21,198.
d	31,995.		25,229.	6,766.
e	46,454.		24,722.	21,732.
f	4.		3.	1.
g	5,003.		5,585.	-582.
h	68,395.		57,996.	10,399.
i	48,100.		62,756.	-14,656.
j	5,390.		7,108.	-1,718.
k	51,832.		61,156.	-9,324.
l	69,299.		52,408.	16,891.
m	66,610.		64,976.	1,634.
n	14,392.		10,331.	4,061.
o	2,272.		1,906.	366.

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				1,747.
b				4,801.
c				21,198.
d				6,766.
e				21,732.
f				1.
g				-582.
h				10,399.
i				-14,656.
j				-1,718.
k				-9,324.
l				16,891.
m				1,634.
n				4,061.
o				366.

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	575 SHS COMCAST CL A	P	06/30/05	03/26/12
b	7745 SHS CONSUMER DISCRETION	P	03/26/12	06/14/12
c	45 SHS CVS CORP	P	05/11/11	02/07/12
d	1435 SHS CVS CORP	P	01/20/10	02/07/12
e	1050 SHS CVS CORP	P	01/05/10	02/07/12
f	1500 SHS DEERE & CO	P	09/21/09	12/04/12
g	730 SHS DEERE & CO	P	06/22/11	12/04/12
h	2750 SHS DISNEY WALT CO	P	04/16/09	06/13/12
i	1330 SHS EATON CORP	P	10/21/11	07/23/12
j	40 SHS EATON CORP	P	02/07/12	07/23/12
k	3355 SHS EATON CORP	P	06/22/11	07/23/12
l	4025 SHS EMC CORP	P	05/11/11	07/13/12
m	176 SHS EXXON-MOBIL	P	08/28/08	10/19/12
n	535 SHS EXXON-MOBIL	P	07/13/07	10/19/12
o	25 SHS EXXON-MOBIL	P	02/05/08	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	17,422.		11,830.	5,592.
b	330,454.		351,468.	-21,014.
c	1,940.		1,687.	253.
d	61,874.		48,410.	13,464.
e	45,274.		34,461.	10,813.
f	125,169.		67,418.	57,751.
g	60,915.		60,027.	888.
h	126,711.		55,083.	71,628.
i	54,573.		55,473.	-900.
j	1,641.		2,056.	-415.
k	137,664.		163,265.	-25,601.
l	95,223.		109,757.	-14,534.
m	16,245.		14,274.	1,971.
n	49,380.		48,522.	858.
o	2,307.		2,076.	231.

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				5,592.
b				-21,014.
c				253.
d				13,464.
e				10,813.
f				57,751.
g				888.
h				71,628.
i				-900.
j				-415.
k				-25,601.
l				-14,534.
m				1,971.
n				858.
o				231.

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	670 SHS FREEPORT - MCMORAN	P	03/20/07	08/06/12
b	1400 SHS FREEPORT - MCMORAN	P	11/14/08	08/06/12
c	580 SHS GILEAD SCIENCES	P	02/05/08	12/04/12
d	700 SHS GILEAD SCIENCES	P	01/05/10	12/04/12
e	105 SHS GILEAD SCIENCES	P	05/11/11	12/04/12
f	1190 SHS GILEAD SCIENCES	P	09/11/07	12/04/12
g	1125 SHS HEALTH CARE	P	06/28/10	02/07/12
h	2200 SHS HEALTH CARE	P	06/28/10	06/07/12
i	2959 SHS ILLINOIS TOOL WKS	P	11/15/10	07/23/12
j	3095 SHS INTEL CORP	P	06/07/12	10/12/12
k	3550 SHS INTEL CORP	P	06/07/12	12/04/12
l	950 SHS JOHNSON CTLS	P	05/13/11	02/07/12
m	890 SHS JOHNSON CTLS	P	10/31/11	03/26/12
n	1075 SHS JOHNSON CTLS	P	05/13/11	03/26/12
o	935 SHS JOHNSON CTLS	P	01/06/12	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	23,078.		20,631.	2,447.
b	48,223.		18,078.	30,145.
c	43,326.		26,161.	17,165.
d	52,290.		30,051.	22,239.
e	7,843.		4,276.	3,567.
f	88,893.		45,165.	43,728.
g	64,488.		46,172.	18,316.
h	121,786.		89,755.	32,031.
i	158,972.		142,348.	16,624.
j	66,327.		80,917.	-14,590.
k	70,019.		92,812.	-22,793.
l	31,321.		36,665.	-5,344.
m	29,109.		29,933.	-824.
n	35,160.		41,490.	-6,330.
o	30,581.		31,200.	-619.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,447.
b				30,145.
c				17,165.
d				22,239.
e				3,567.
f				43,728.
g				18,316.
h				32,031.
i				16,624.
j				-14,590.
k				-22,793.
l				-5,344.
m				-824.
n				-6,330.
o				-619.

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	130 SHS JOHNSON CTLS	P	10/27/11	05/24/12
b	2855 SHS JOHNSON CTLS	P	01/06/12	05/24/12
c	1335 SHS JP MORGAN CHASE	P	06/04/07	10/04/12
d	8030 SHS KEYCORP	P	03/14/12	06/14/12
e	0.6553 SHS KRAFT FOODS GRP	P	10/12/12	10/30/12
f	3100 SHS MACY'S INC	P	09/23/08	02/07/12
g	55 SHS MACY'S INC	P	08/28/08	02/07/12
h	1955 SHS MARSH & MCLENNAN	P	05/09/12	09/14/12
i	395 SHS MCDONALDS CORP	P	01/11/11	01/06/12
j	200 SHS MCDONALDS CORP	P	08/28/08	01/06/12
k	615 SHS MCDONALDS CORP	P	06/30/05	01/06/12
l	730 SHS MCDONALDS CORP	P	06/13/12	07/30/12
m	365 SHS MCDONALDS CORP	P	06/30/05	07/30/12
n	1135 SHS MCDONALDS CORP	P	06/30/05	08/30/12
o	225 SHS NIKE	P	01/11/11	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	3,990.		4,331.	-341.
b	87,622.		95,269.	-7,647.
c	55,788.		69,012.	-13,224.
d	57,221.		68,277.	-11,056.
e	30.		31.	-1.
f	110,920.		55,447.	55,473.
g	1,968.		1,135.	833.
h	67,972.		65,553.	2,419.
i	39,663.		29,246.	10,417.
j	20,083.		12,592.	7,491.
k	61,755.		17,134.	44,621.
l	65,249.		64,139.	1,110.
m	32,625.		10,169.	22,456.
n	100,661.		31,621.	69,040.
o	23,487.		18,903.	4,584.

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				-341.
b				-7,647.
c				-13,224.
d				-11,056.
e				-1.
f				55,473.
g				833.
h				2,419.
i				10,417.
j				7,491.
k				44,621.
l				1,110.
m				22,456.
n				69,040.
o				4,584.

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	

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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 SHS NIKE	P	01/14/11	02/07/12
b	415 SHS NIKE	P	12/29/10	02/07/12
c	170 SHS NIKE	P	08/04/10	03/26/12
d	135 SHS NIKE	P	01/11/11	03/26/12
e	2770 SHS PENNEY J. C	P	02/07/12	03/26/12
f	200 SHS PHILIP MORRIS INTL	P	02/25/10	06/07/12
g	100 SHS PHILIP MORRIS INTL	P	03/06/07	06/07/12
h	445 SHS PHILIP MORRIS INTL	P	11/14/08	06/07/12
i	1070 SHS PNC FINANCIAL	P	05/27/10	03/14/12
j	490 SHS PNC FINANCIAL	P	06/16/11	12/04/12
k	875 SHS PNC FINANCIAL	P	08/04/10	12/04/12
l	115 SHS PNC FINANCIAL	P	05/27/10	12/04/12
m	15 SHS PNC FINANCIAL	P	05/11/11	12/04/12
n	40 SHS PRICE T ROWE GROUP	P	05/11/11	02/07/12
o	1045 SHS PRICE T ROWE GROUP	P	11/14/08	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	30,273.		24,421.	5,852.
b	43,321.		35,620.	7,701.
c	18,433.		12,626.	5,807.
d	14,638.		11,342.	3,296.
e	99,521.		116,878.	-17,357.
f	16,749.		9,916.	6,833.
g	8,374.		4,402.	3,972.
h	37,266.		17,372.	19,894.
i	65,331.		68,800.	-3,469.
j	26,700.		29,120.	-2,420.
k	47,678.		52,704.	-5,026.
l	6,266.		7,394.	-1,128.
m	817.		952.	-135.
n	2,344.		2,488.	-144.
o	61,243.		34,540.	26,703.

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				5,852.
b				7,701.
c				5,807.
d				3,296.
e				-17,357.
f				6,833.
g				3,972.
h				19,894.
i				-3,469.
j				-2,420.
k				-5,026.
l				-1,128.
m				-135.
n				-144.
o				26,703.

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	

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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	1395 SHS PRICE T ROWE GROUP	P	11/14/08	06/22/12
b	3310 SHS PROLOGIS INC	P	02/07/12	06/07/12
c	2125 SHS ROCKWELL INTL	P	07/23/12	12/04/12
d	660 SHS SIGMA ALDRICH	P	01/14/11	10/24/12
e	855 SHS SYSCO CORP	P	06/30/05	11/06/12
f	550 SHS SYSCO CORP	P	02/01/06	11/06/12
g	950 SHS SYSCO CORP	P	08/16/05	11/06/12
h	1200 SHS SYSCO CORP	P	03/29/06	11/06/12
i	375 SHS SYSCO CORP	P	08/28/08	11/06/12
j	25 SHS SYSCO CORP	P	02/05/08	11/06/12
k	500 SHS SYSCO CORP	P	08/04/06	11/06/12
l	290 SHS TARGET CORP	P	06/30/05	03/26/12
m	575 SHS TARGET CORP	P	01/11/11	03/26/12
n	45 SHS TARGET CORP	P	11/16/05	03/26/12
o	1970 SHS TEXAS INSTRUMENTS	P	11/09/11	10/12/12

	(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	83,265.		46,109.	37,156.
b	105,471.		110,114.	-4,643.
c	166,642.		140,826.	25,816.
d	46,451.		42,392.	4,059.
e	26,204.		31,138.	-4,934.
f	16,856.		17,031.	-175.
g	29,116.		32,504.	-3,388.
h	36,778.		38,664.	-1,886.
i	11,493.		11,978.	-485.
j	766.		740.	26.
k	15,324.		13,576.	1,748.
l	17,045.		15,806.	1,239.
m	33,795.		31,778.	2,017.
n	2,645.		2,466.	179.
o	53,685.		60,106.	-6,421.

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				37,156.
b				-4,643.
c				25,816.
d				4,059.
e				-4,934.
f				-175.
g				-3,388.
h				-1,886.
i				-485.
j				26.
k				1,748.
l				1,239.
m				2,017.
n				179.
o				-6,421.

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	

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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	1980 SHS TEXAS INSTRUMENTS	P	11/09/11	12/04/12
b	30 SHS TIME WARNER	P	05/11/11	03/26/12
c	653.3333 SHS TIME WARNER	P	06/30/05	03/26/12
d	133.3333 SHS TIME WARNER	P	08/04/06	03/26/12
e	78.3334 SHS TIME WARNER	P	08/28/08	03/26/12
f	0.3872 SHS ORCHARD SUPPLY HRDW	P	11/09/04	04/04/12
g	0.3872 SHS ORCHARD SUPPLY	P	11/09/04	04/04/12
h	ENRON-CLASS ACTION PROCEEDS	P	07/01/01	12/31/12
i	WHITTIER AGG GR FD A	P	07/01/12	12/31/12
j	WHITTIER AGG GR FD A	P	07/01/11	01/23/12
k	WHITTIER VALUE FD A	P	07/01/12	12/31/12
l	WHITTIER VALUE FD A	P	07/01/11	12/31/12
m	WHITTIER INTL FD A	P	07/01/12	12/31/12
n	WHITTIER INTL FD A	P	07/01/11	12/31/12
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	58,472.		60,411.	-1,939.
b	1,114.		1,071.	43.
c	24,271.		23,210.	1,061.
d	4,953.		4,692.	261.
e	2,910.		2,699.	211.
f	15.		30.	-15.
g	1.		1.	0.
h	1,033.			1,033.
i	35,263.			35,263.
j			39,437.	-39,437.
k	19,646.			19,646.
l	204,530.			204,530.
m			151.	-151.
n			21,296.	-21,296.
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				-1,939.
b				43.
c				1,061.
d				261.
e				211.
f				-15.
g				0.
h				1,033.
i				35,263.
j				-39,437.
k				19,646.
l				204,530.
m				-151.
n				-21,296.
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** 1,600,106.

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

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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
AMERICAN CANCER SOCIETY CALIFORNIA DIVISION - LOS ANGELES REGION 5731 WEST SLAUSON AVENUE, SUITE 200 CULVER CITY, CA 90230-6534	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
AUTRY NATIONAL CENTER OF THE AMERICAN WEST 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027-1462	NONE	170 (B)(1)(A)(VI)	$5,000 GENERAL OPERATING AND $5,000 PROGRAM SUPPORT - GALA	10,000.
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES & THE INLAND EMPIRE 800 S. FIGUEROA STREET SUITE 620 LOS ANGELES, CA 90017	NONE	170(B)(1)(A)(VI	GENERAL OPERATING	5,000.
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES & THE INLAND EMPIRE 800 S. FIGUEROA STREET SUITE 620 LOS ANGELES, CA 90017	NONE	170(B)(1)(A)(VI	GENERAL OPERATING	5,000.
BIG BROTHERS BIG SISTERS OF NORTHERN NEVADA 745 W MOANA LANE, SUITE 200 RENO, NV 89509-4975	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	2,500.
BIG BROTHERS BIG SISTERS OF NORTHERN NEVADA 745 W MOANA LANE, SUITE 200 RENO, NV 89509-4975	NONE	170 (B)(1)(A)(VI)	MENTORING PROGRAM	2,000.
BLUE OAK SCHOOL 1436 POLK STREET NAPA, CA 94559	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	2,500.
BONNER COMMUNITY FOOD CENTER, INC. 1707 CULVERS DRIVE SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
BONNER COMMUNITY FOOD CENTER, INC. 1707 CULVERS DRIVE SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
BOY SCOUTS OF AMERICA-LOS ANGELES AREA COUNCIL 2333 SCOUT WAY LOS ANGELES, CA 90026	NONE	170(B)(1)(A)(VI	LEARNING FOR LIFE PROGRAM	50,000.
Total from continuation sheets				1,903,000.

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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
BOYS & GIRLS CLUB OF LOS ANGELES 2635 PASADENA AVENUE LOS ANGELES, CA 90031	NONE	170 (B)(1)(A)(VI)	STEM PROGRAM	25,000.
BOYS AND GIRLS CLUB OF TRUCKEE MEADOWS 2680 EAST 9TH STREET RENO, NV 89512	NONE	501 (C) 3, S170	EDUCATION AND CAREER DEVELOPMENT	2,500.
BRIGHAM YOUNG UNIVERSITY D-346 ASB P.O. BOX 21346 PROVO, UT 84602-1346, UT 84602-1346	NONE	170(B)(1)(A)(I)	BASEBALL, CHEER SQUAD & SOARS	10,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	NONE	509(A)(2)	ENDEAVOR LA CAMPAIGN	150,000.
CANCER SUPPORT COMMUNITY PASADENA 200 EAST DEL MAR BLVD. SUITE 118 PASADENA, CA 91105	NONE	509(A)(1)	PROGRAM SUPPORT	1,000.
CARIBOU HISTORICAL SOCIETY P.O. BOX 861 CARIBOU, ME 04736	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	5,000.
CHILDHAVEN 316 BROADWAY SEATTLE, WA 98122	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	1,500.
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS, CA 91411	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	50,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD MAULSTOP #29 LOS ANGELES, CA 90027	NONE	170 (B)(1)(A)(III)	NURSING RESIDENCY PROGRAM	150,000.
CITY OF PALOS VERDES ESTATES 340 PALOS VERDES DRIVE WEST PALOS VERDES ESTATES, CA 90274	NONE	509(A)(2)	HANDHELD FLIR THERMAL IMAGES	7,500.
Total from continuation sheets				

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
THE COLONY THEATRE COMPANY 555 N. THIRD STREET BURBANK, CA 91502	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	2,500.
COMMUNITY COALITION FOR SUBSTANCE ABUSE PREVENTION AND TREATMENT 8101 SOUTH VERMONT AVENUE LOS ANGELES, CA 90044	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	1,000.
COMMUNITY FOUNDATION OF WESTERN NEVADA 1885 S. ARLINGTON AVE., SUITE 103 RENO, NV 89509	NONE	170 (B)(1)(A)(VI)	KENDYL RUTH WILLIAMS DEPOALI SCHOLARSHIP FUND	2,500.
CONGREGATION OF THE RESURRECTION - USA PROVINCE 3601 N. CALIFORNIA AVENUE CHICAGO, IL 60618-4602	NONE	501C(3)	GENERAL OPERATING SUPPORT	40,000.
CORONA DEL MAR HIGH SCHOOL FOUNDATION/CDM FOUNDATION 2549 EASTBLUFF DRIVE, SUITE 483 NEWPORT BEACH, CA 92660	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
DE LA SALLE HIGH SCHOOL 1130 WINTON DR CONCORD, CA 94518	NONE	170(B)(1)(A)(I)	PROGRAM SUPPORT -EDUCATION	2,500.
DESCANSO GARDENS GUILD, INC. 1418 DESCANSO DRIVE LA CANADA FLINTRIDGE, CA 91011	NONE	509(A)(2)	GENERAL OPERATING	2,500.
ELIZABETH HOUSE PO BOX 94077 PASADENA, CA 91109	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	2,500.
ESCONDIDO EDUCATION FOUNDATION P.O. BOX 461690 ESCONDIDO, CA 92046-1690	NONE	170 (B)(1)(A)(VI)	AMY FOSTER SCHOLARSHIP FUND	15,000.
ESCONDIDO EDUCATION FOUNDATION P.O. BOX 461690 ESCONDIDO, CA 92046-1690	NONE	170 (B)(1)(A)(VI)	AMY FOSTER SCHOLARSHIP FUND	5,000.
Total from continuation sheets				

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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
THE FESTIVAL AT SANDPOINT P.O. BOX 695 SANDPOINT, ID 83864-1442	NONE	170 (B)(1)(A)(VI)	YOUTH ORCHESTRA - STRINGS PROGRAM	10,000.
FINE ARTS MUSEUM OF SAN FRANCISCO 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118-4501	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	2,500.
FLINTRIDGE SACRED HEART ACADEMY 440 ST. KATHERINE DRIVE LA CANADA, CA 91011	NONE	170(B)(1)(A)(I)	GENERAL OPERATING	5,000.
FOOTHILL VOCATIONAL OPPORTUNITIES, INC. 789 N. FAIR OAKS AVENUE PASADENA, CA 91103	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	4,000.
FOSS WATERWAY SEAPORT 459-A E. 15TH STREET TACOMA, WA 98421	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	10,000.
FOUNDATION THINKAGAIN 914 WESTWOOD BLVD. NO. 592 LOS ANGELES, CA 90024	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT FOR CASES IN THE BAKERSFIELD AREA	10,000.
FOUR WINDS, INC. P.O. BOX 140 DEER HARBOR, WA 98243	NONE	509(A)(2)	ABBY REUB SCHOLARSHIP FUND	5,000.
FOX THEATER FOUNDATION 2001 H STREET BAKERSFIELD, CA 93301	NONE	509(A)(2)	SEAT RESTORATION	10,000.
FREEDOM4U 336 TEJON PLACE PALOS VERDES ESTATES, CA 90274	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	10,000.
FRIENDS OF SCOTCHMAN PEAKS WILDERNESS, INC. P.O. BOX 2061 SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

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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
FRIENDS OF THE PEND DOREILLE BAY TRAIL INC. P.O. BOX 1607 SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	PEND D'OREILLE BAY TRAIL ACQUISITION CAMPAIGN	15,000.
FRIENDS OF THE POCATELLO ANIMAL SHELTER P.O. BOX 281 POCATELLO, ID 83204	NONE	509(A)(2)	PROGRAM SUPPORT	5,000.
GHIBERTI FOUNDATION 1100 CALIFORNIA STREET SAN FRANCISCO, CA 94108	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT FOR GRACE CATHEDRAL	5,000.
GLENDORA AMERICAN LITTLE LEAGUE P.O. BOX 625 GLENDORA, CA 91740	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	1,000.
GLENDORA UNIFIED SCHOOL DISTRICT 500 N. LORAINE AVENUE GLENDORA, CA 91741	NONE	501C(3)	AVID PROGRAM AT GODDARD MIDDLE SCHOOL	1,000.
HARBOR HISTORY MUSEUM 4121 HARBORVIEW DRIVE GIG HARBOR, WA 98335	NONE	170 (B)(1)(A)(VI)	COMPLETION OF THE NEW PERMANENT GALLERY EXHIBIT	33,000.
HELP THE HOMELESS HELP THEMSELVES, INC. P.O. BOX 3363 PALOS VERDES PENINSULA, CA 90274	NONE	509(A)(2)	PROGRAM SUPPORT	5,000.
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	EDUCATION & TATTOO REMOVAL PROGRAM	150,000.
HOUSING WORKS 1277 N. WILCOX AVENUE LOS ANGELES, CA 90038	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	3,000.
HUNTINGTON MEMORIAL HOSPITAL 100 WEST CALIFORNIA BOULEVARD PASADENA, CA 91105	NONE	170(B)(1)(A)(II	PROGRAM SUPPORT	2,500.
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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
THE HUNTINGTON LIBRARY, ART COLLECTIONS & BOTANICAL GARDENS 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	2,500.
THE HUNTINGTON LIBRARY, ART COLLECTIONS & BOTANICAL GARDENS 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
I HAVE A DREAM FOUNDATION - LOS ANGELES 634 SOUTH SPRING STREET, SUITE 812 LOS ANGELES, CA 90014	NONE	170 (B)(1)(A)(VI)	PROJECT 14	5,000.
INTERFACE CHILDREN FAMILY SERVICES AKA ICFS 1305 DEL NORTE ROAD, SUITE 200 CAMARILLO, CA 93010	NONE	509(A)(2)	PROGRAM SUPPORT	5,000.
JEWISH CHILD CARE ASSOCIATION OF NEW YORK 120 WALL STREET, 12TH FLOOR NEW YORK, NY 10005	NONE	170 (B)(1)(A)(VI)	AMETZ ADOPTION PROGRAM	10,000.
JEWISH FEDERATION OF SAN GABRIEL & POMONA VALLEYS 550 S. SECOND AVENUE ARCADIA, CA 91006	NONE	170 (B)(1)(A)(VI)	TEMPLE BETH ISRAEL RABBINIC FUND	2,500.
JOHN TRACY CLINIC 806 WEST ADAMS BOULEVARD LOS ANGELES, CA 90007-2505	NONE	170 (B)(1)(A)(III)	PROGRAM SUPPORT	5,000.
JUNIPERO SERRA HIGH SCHOOL 14830 S. VAN NESS AVENUE GARDENA, CA 90249	NONE	170(B)(1)(A)(I)	EXCELLENCE IN EDUCATION SCHOLARSHIP	500.
KIDSPACE CHILDREN'S MUSEUM 480 NORTH ARROYO BOULEVARD PASADENA, CA 91103	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING	10,000.
LAKE ARROWHEAD SAILING ASSOCIATION 42 REDBERRY IRVINE, CA 92618	NONE	170 (B)(1)(A)(VI)	EXPAND THE SAILING PROGRAM, EDUCATION AND PURCHASE OF ADDITIONAL SAFETY EQUIPMENT	20,000.
Total from continuation sheets				

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
LAKE ARROWHEAD SAILING ASSOCIATION 42 REDBERRY IRVINE, CA 92618	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	4,000.
LAKE PEND OREILLE WATERKEEPER, INC P.O BOX 732 SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	10,000.
LAS MADRINAS DEPT. 6778 LOS ANGELES, CA 90084-6778	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	4,000.
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE	170 (B)(1)(A)(VI)	GRANDPARENTS AND BOOKS PROGRAM	10,000.
LIGHTHOUSE MIRACLE CHRISTIAN CENTER 38450 6TH STREET EAST PALMDALE, CA 93550	NONE	170 (B)(1)(A)(VI)	BUILDING FUND	2,500.
LONG BEACH AQUARIUM OF THE PACIFIC 320 GOLDEN SHORE, SUITE 150 LONG BEACH, CA 90802	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	10,000.
LOS ANGELES CHILD GUIDANCE CENTER 3031 SOUTH VERMONT AVENUE LOS ANGELES, CA 90007	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
LOS ANGELES COUNTY FIRE DEPARTMENT FIRE STATION 2 340 PALOS VERDES DR. WEST PALOS VERDES ESTATES, CA 90274	NONE	509(A)(2)	CMC RESCUE EQUIPMENT -FIRE STATION 2	5,000.
LOS ANGELES REGIONAL FOOD BANK 1734 EAST 41ST STREET LOS ANGELES, CA 90058-1502	NONE	170 (B)(1)(A)(VI)	PROGRAM OPERATING FUND	100,000.
MADISONS FOUNDATION, INC. P.O. BOX 241956 LOS ANGELES, CA 90024	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	2,000.
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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
MARE RIDING CENTER 18200 JOHNSON ROAD BAKERSFIELD, CA 93314	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	5,000.
MARE RIDING CENTER 18200 JOHNSON ROAD BAKERSFIELD, CA 93314	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	5,000.
METHODIST HOSPITAL FOUNDATION 300 W. HUNTINGTON DRIVE ARCADIA, CA 91007	NONE	170 (B)(1)(A)(III)	NEONATAL INTENSIVE CARE UNIT FAMILY EDUCATION CENTER	10,000.
METHODIST HOSPITAL FOUNDATION 300 W. HUNTINGTON DRIVE ARCADIA, CA 91007	NONE	170 (B)(1)(A)(III)	GENERAL OPERATING	10,000.
MIDNIGHT MISSION 601 SOUTH SAN PEDRO STREET LOS ANGELES, CA 90014	NONE	170 (B)(1)(A)(VI)	HOMELESS FAMILY TRANSITIONAL HOUSING PROGRAM	50,000.
MODEL FOREST POLICY PROGRAM P.O. BOX 328 SAGLE, ID 83860	NONE	509(A)(2)	CLIMATE SOLUTIONS UNIVERSITY: FOREST AND WATER STRATEGIES	15,000.
MONARCH PARENTS FOUNDATION 708 SUPERIOR STREET SANDPOINT, ID 83864	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	20,000.
MOUNTAINS COMMUNITY HOSPITAL FOUNDATION P.O. BOX 1493 LAKE ARROWHEAD, CA 92352	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING	2,500.
MUSIC CONSERVATORY OF SANDPOINT INC. 110 MAIN STREET SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT FOR SHAKESPEARE FOR YOUTH, MUSICAL THEATER, STRING ENSEMBLE AND PUBLIC RELATIONS	10,000.
LIFT 800 7TH STREET, NW SUITE 300 WASHINGTON, DC 20001	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	10,000.
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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
NATURAL HISTORY MUSEUM OF LOS ANGELES 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	NONE	509(A)(2)	SCHOOL VISITS PROGRAM	50,000.
NEVADA MUSEUM OF ART 160 WEST LIBERTY STREET RENO, NV 89501	NONE	509(A)(2)	SCHOOL TOUR PROGRAM	2,500.
NEVADA MUSEUM OF ART 160 WEST LIBERTY STREET RENO, NV 89501	NONE	509(A)(2)	CONTEMPORARY ART ACQUISITIONS FUND	5,000.
NEVADA WOMENS FUND 770 SMITHRIDGE DRIVE, SUITE 300 RENO, NV 89502	NONE	170 (B)(1)(A)(VI)	MARTHA H. JONES SCHOLARSHIP ENDOWMENT IN MEMORY OF MARTHA H. JONES	250.
NEWPORT HARBOR SAILING FOUNDATION 720 WEST BAY AVENUE BALBOA, CA 92661	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	20,000.
NEWPORT HARBOR SAILING FOUNDATION 720 WEST BAY AVENUE BALBOA, CA 92661	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	7,000.
OPTIMIST YOUTH HOMES 6957 NORTH FIGUEROA STREET LOS ANGELES, CA 90041-1076	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	1,000.
OUR LADY QUEEN OF ANGELS 2046 MAR VISTA DRIVE NEWPORT BEACH, CA 92660	NONE	170(B)(1)(A)(I)	GENERAL OPERATING SUPPORT	11,500.
PACIFIC COAST SAILING FOUNDATION 5489 EAST OCEAN BLVD LONG BEACH, CA 90803	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	5,000.
PALOS VERDES PENINSULA UNIFIED SCHOOL DISTRICT 38 CREST ROAD WEST ROLLING HILLS, CA 90274	NONE	501C(3)	GENERAL OPERATING SUPPORT	5,000.
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3 Grants and Contributions Paid During the Year (Continuation)

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PANIDA THEATER P.O. BOX 1981 SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	CINEMA DIGITAL PROJECTION EQUIPMENT	15,000.
PASADENA CONSERVATORY OF MUSIC 100 NORTH HILL AVENUE PASADENA, CA 91106	NONE	170(B)(1)(A)(I)	CHALLENGE GRANT - TO SUPPORT EDUCATION OUTREACH PROGRAM	35,000.
PASADENA CONSERVATORY OF MUSIC 100 NORTH HILL AVENUE PASADENA, CA 91106	NONE	170(B)(1)(A)(I)	CAMPUS RENOVATION AND EXPANSION	20,000.
PASADENA CONSERVATORY OF MUSIC 100 NORTH HILL AVENUE PASADENA, CA 91106	NONE	170(B)(1)(A)(I)	CAPITAL CAMPAIGN	15,000.
PASADENA EDUCATIONAL FOUNDATION 351 SOUTH HUDSON AVENUE, ROOM 153 PASADENA, CA 91101	NONE	170 (B)(1)(A)(VI)	WILSON MIDDLE SCHOOL	2,500.
PASADENA GUILD OF CHILDRENS HOSPITAL LOS ANGELES P.O. BOX 54700 LOS ANGELES, CA 90054-0700	NONE	501 (C) 3, S170	PROGRAM SUPPORT	3,500.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263-4819	NONE	170 (B)(1)(A)(II)	YOUTH CITIZENSHIP SEMINAR PROGRAM	50,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	BLUE RIBBON PROGRAM	2,500.
POLYTECHNIC SCHOOL 1030 E. CALIFORNIA BOULEVARD PASADENA, CA 91106	NONE	170 (B)(1)(A)(II)	PROGRAM SUPPORT	5,000.
PROVIDENCE LITTLE COMPANY OF MARY FOUNDATION 4101 TORRANCE BOULEVARD TORRANCE, CA 90503	NONE	170 (B)(1)(A)(VI)	NURSING EDUCATION -$1000 FOR 15 STUDENTS	15,000.
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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
ROCK CREEK ALLIANCE P.O. BOX 2636 SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT AND EDUCATIONAL SERVICES	10,000.
ROCK CREEK ALLIANCE P.O. BOX 2636 SANDPOINT, ID 83864	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	5,000.
SAINT MARY'S COLLEGE OF CALIFORNIA P.O. BOX 4557 MORAGA, CA 94575	NONE	170 (B)(1)(A)(II)	GENERAL OPERATING	10,000.
SAINT MARY'S UNIVERSITY OF MINNESOTA 700 TERRACE HEIGHTS WINONA, MN 55987-1321	NONE	170(B)(1)(A)(I)	GENERAL OPERATING	5,000.
SAN FRANCISCO CHANTICLEER, INC. 44 PAGE STREET, SUITE 604 SAN FRANCISCO, CA 94102	NONE	170 (B)(1)(A)(VI)	YOUTH CHORAL EDUCATION PROGRAMS	2,500.
SAN MARINO ROTARY CHARITIES FOUNDATION 650 SIERRA MADRE VILLA, #202 PASADENA, CA 91107	NONE	170 (B)(1)(A)(VI)	CHILDREN AND COMMUNITY PROGRAMS	2,500.
SCRIPPS WHITTIER INSTITUTE FOR DIABETES 9894 GENESEE AVENUE LA JOLLA, CA 92037	NONE	170 (B)(1)(A)(VI)	IN HONOR OF BILL VANDERLAAN	50,000.
SEASIDE ELEMENTARY SCHOOL C/O TORRANCE UNIFIED SCHOOL DISTRICT 4651 SHARYNNE LANE TORRANCE, CA 90505	NONE	501C(3)	PROGRAM SUPPORT -SEASIDE ELEMENTARY SCHOOL	5,000.
SEATTLE ARTS AND LECTURES 105 S. MAIN STREET, #201 SEATTLE, WA 98104	NONE	509(A)(2)	PROGRAM SUPPORT	2,500.
SEATTLE ARTS AND LECTURES 105 S. MAIN STREET, #201 SEATTLE, WA 98104	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	2,500.
Total from continuation sheets				

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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
SHERWOOD ELEMENTARY SCHOOL 22901 106TH AVENUE WEST EDMONDS, WA 98020	NONE	501C(3)	PURCHASE BOOKS ($2,000) & PE EQUIPMENT ($500)	2,500.
SOUTH CENTRAL SCHOLARS FOUNDATION 29000 S. WESTERN AVENUE, SUITE 401 RANCHO PALOS VERDES, CA 90275-0815	NONE	170 (B)(1)(A)(VI)	COLLEGE SUCCESS PROGRAM	50,000.
ST. ANTHONY GREEK ORTHODOX CHURCH 778 SOUTH ROSEMEAD BLVD. PASADENA, CA 91107	NONE	501C(3)	GENERAL OPERATING SUPPORT	5,000.
ST. EDMUND'S NURSERY SCHOOL 1175 SAN GABRIEL BLVD. SAN MARINO, CA 91108	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	2,500.
ST. MARY'S COLLEGE OF MARYLAND FOUNDATION INC 18952 E. FISHER ROAD ST. MARY'S CITY, MD 20686	NONE	509(A)(3)	VARSITY SAILING TEAM	2,500.
ST. THOMAS SCHOOL 8300 NE 12TH STREET MEDINA, WA 98039	NONE	170 (B)(1)(A)(II)	$45,000 FOR THE PARTNERSHIP INITIATIVE $5000 FOR THE ANNUAL FUND	50,000.
SUCCESS THROUGH THE ARTS FOUNDATION P.O. BOX 481009 LOS ANGELES, CA 90048	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	2,500.
SUCCESS THROUGH THE ARTS FOUNDATION P.O. BOX 481009 LOS ANGELES, CA 90048	NONE	509(A)(2)	PROGRAM SUPPORT	2,500.
TORRANCE EDUCATION FOUNDATION P.O. BOX 1397 TORRANCE, CA 90505	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
UNION RESCUE MISSION 545 SOUTH SAN PEDRO STREET LOS ANGELES, CA 90013	NONE	170 (B)(1)(A)(VI)	SINGLE MOTHER AND CHILDREN'S PROGRAM	100,000.
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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
UNIVERSITY OF NEVADA, RENO FOUNDATION UNIVERSITY OF NEVADA, RENO, MS 162 RENO, NV 89557-0162	NONE	170 (B)(1)(A)(VI)	CLARENCE AND MARTHA JONES SCHOLARSHIP IN MEMORY OF MARTHA H. JONES	250.
UNIVERSITY OF NEVADA, RENO FOUNDATION UNIVERSITY OF NEVADA, RENO, MS 162 RENO, NV 89557-0162	NONE	170 (B)(1)(A)(VI)	$1,874 SILVER AND BLUE SOCIETY, $626 ECONOMICS DAY	2,500.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110-2492	NONE	170 (B)(1)(A)(II)	SCHOOL OF BUSINESS	2,500.
UNIVERSITY OF SOUTHERN CALIFORNIA 1975 ZONAL AVENUE KAM 306 LOS ANGELES, CA 90033	NONE	509(A)(2)	SCLERODERMA RESEARCH IN MEMORY OF MICHELLE CASEY	15,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 1975 ZONAL AVENUE KAM 306 LOS ANGELES, CA 90033	NONE	509(A)(2)	CARDINAL & GOLD - STUDENT ATHLETIC PROGRAM	10,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 1975 ZONAL AVENUE KAM 306 LOS ANGELES, CA 90033	NONE	509(A)(2)	SCLERODERMA RESEARCH IN MEMORY OF MICHELLE CASEY	20,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 1975 ZONAL AVENUE KAM 306 LOS ANGELES, CA 90033	NONE	509(A)(2)	IN MEMORY OF MICHELLE CASEY	5,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 1975 ZONAL AVENUE KAM 306 LOS ANGELES, CA 90033	NONE	509(A)(2)	CARDINAL & GOLD - STUDENT ATHLETIC PROGRAM	10,000.
VILLA ESPERANZA SERVICES 2060 EAST VILLA STREET PASADENA, CA 91107	NONE	509(A)(2)	TOURNAMENT OF HOPE	2,500.
VILLA ESPERANZA SERVICES 2060 EAST VILLA STREET PASADENA, CA 91107	NONE	509(A)(2)	TOURNAMENT OF HOPE	2,500.
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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
WARMLINE-LA CRESTA FOUNDATION 4101 UNION AVENUE, SUITE #3 BAKERSFIELD, CA 93305-2457	NONE	509(A)(2)	PROGRAM SUPPORT	10,000.
WESTERN CENTER ON LAW AND POVERTY 3701 WILSHIRE BLVD., SUITE 208 LOS ANGELES, CA 90010	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	1,500.
WHITE WINGS & SILVER STRINGS/PALOS VERDES REGIONAL SYMPHONY ORCHESTRA 908 VIA MIROLA RANCHO PALOS VERDES, CA 90274	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	2,500.
WILSON ELEMENTARY SCHOOL PTA 8317 E. SHEFIELD ROAD SAN GABRIEL, CA 91775	NONE	509(A)(2)	$1,250 TO 1ST GRADE CLASSES AND $1,250 TO GENERAL FUND TO BE USED AT PTA'S DISCRETION	2,500.
YOUNG AMERICAS FOUNDATION 217 STATE STREET SANTA BARBARA, CA 93101	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	5,000.
THE ZOOLOGICAL SOCIETY OF SAN DIEGO P.O. BOX 120551 SAN DIEGO, CA 92112-0551	NONE	509(A)(2)	PROGRAM SUPPORT	2,500.
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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WTHITTIER TRUST COMPANY	418,708.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	418,708.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TRUST COMPANY	722,707.	0.	722,707.
TOTAL TO FM 990-PF, PART I, LN 4	722,707.	0.	722,707.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS	148,807.	148,807.	
TOTAL TO FORM 990-PF, PART I, LINE 11	148,807.	148,807.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,000.	3,400.		11,900.
TO FORM 990-PF, PG 1, LN 16B	17,000.	3,400.		11,900.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMIN EXPENSE	435,418.	87,084.		304,793.
TO FORM 990-PF, PG 1, LN 16C	435,418.	87,084.		304,793.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	180.	0.		180.
FOREIGN TAX PAID	4,165.	4,165.		0.
FEDERAL EXCISE TAX	50,750.	0.		0.
TO FORM 990-PF, PG 1, LN 18	55,095.	4,165.		180.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,264.	453.		1,585.
MISC EXPENSE	62.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,326.	453.		1,585.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION	2,833,117.
CAPITAL GAINS BOOK-TO-TAX ADJ	185,325.
PARTNERSHIP INCOME BOOK-TO-TAX ADJ	221,392.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,239,834.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
DIVIDENDS BOOK-TO-TAX ADJ	353.
INTEREST BOOK-TO-TAX ADJ	8,779.
GRANTS BOOK-TO-TAX ADJ	77,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	86,132.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S GOVERNMENT BONDS	X		859,437.	859,437.
MUNICIPAL BONDS	X		834,920.	834,920.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,694,357.	1,694,357.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,694,357.	1,694,357.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	30,974,830.	30,974,830.
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,974,830.	30,974,830.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	5,484,462.	5,484,462.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,484,462.	5,484,462.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS	FMV	11,444,618.	11,444,618.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,444,618.	11,444,618.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAXES	87,843.	130,987.
ACCRUED EXPENSES	0.	34,958.
TOTAL TO FORM 990-PF, PART II, LINE 22	87,843.	165,945.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LINDA J BLINKENBERG 625 S FAIR OAKS AVE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
ARLO G SORENSEN 625 S FAIR OAKS AVE SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
MICHAEL J CASEY 625 S FAIR OAKS AVE SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
CHEYENNA WHITTIER 625 S FAIR OAKS AVE SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
KIMBERLY WHITTIER 625 S FAIR OAKS AVE SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.

PAUL MICHAEL WHITTIER 625 S FAIR OAKS AVE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
JULIE W LYTLE 625 S FAIR OAKS AVE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY 1.00	0.	0.	0.
DAVID A. DAHL 625 S FAIR OAKS AVE SUITE 360 SOUTH PASADENA, CA 91030	CHIEF FINANCIAL OFFICER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

CONFIDENCE FOUNDATION
EIN: 95-3500483
2012 FORM 990, PAGE 2, COL C: SCHEDULE OF FAIR MARKET VALUE

Line #	Description	FMV 12/31/2012
1	**Cash**	
	Whittier Trust Company	$ 68,445
2	**Savings and temporary cash investments**	
	Blackrock Institutional Funds	1,231,188
3	**Accounts receivvable**	96,442
4	**Prepaid expenses**	9,546
10	**Investments**	
	3M CO	32,498
	3M CO	177,344
	3M CO	227,483
	ABBOTT LABS	32,750
	ABBOTT LABS	318,658
	ACE LIMITED	182,742
	ACTIVISION	8,708
	ADOBE SYSTEMS	13,640
	AKAMAI TECHNOLOGIES	5,523
	ALCOA	16,579
	ALEXION PHARM	12,186
	ALTERA CORP	7,875
	AMAZON.COM	80,278
	AMAZON.COM	284,737
	AMER TOWER	268,127
	AMERICAN ELECTRIC POWER	179,683
	AMERICAN EXPRESS	109,787
	AMERICAN EXPRESS	239,404
	AMERICAN WTR	209,228
	AMGEN INC	56,633
	APACHE CORP	160,533
	APOLLO GROUP	2,092
	APPLE	758,346
	APPLE COMPUTER	350,702
	APPLIED MATERIALS	10,765
	AT&T INC	32,867
	AT&T INC	64,386
	AT&T INC	294,963
	ATMOS ENERGY	34,066
	AUST &	34,400
	AUTODESK INC	5,833
	AUTOMATIC DATA	20,210
	AUTOMATIC DATA	31,596
	BAIDU INC	19,055
	BANK OF AMERICA	22,175
	BANK OF AMERICA	242,719
	BASF ADR	35,150
	BED BATH	9,672

CONFIDENCE FOUNDATION
EIN: 95-3500483
2012 FORM 990, PAGE 2, COL C: SCHEDULE OF FAIR MARKET VALUE

Line #	Description	FMV 12/31/2012
	BEMIS	31,954
	BERKSHIRE CLB	227,838
	BHP LTD	34,505
	BHP LTD	98,809
	BIOGEN IDEC	24,883
	BLACKROCK INC	31,007
	BMC SOFTWARE	5,151
	BOA 4.75	305,250
	BOEING CO	143,938
	BOEING CO	277,325
	BROADCOM CORP	11,457
	CA INC.	7,913
	CALIF 3.95	323,454
	CAPITAL ONE	110,936
	CATERPILLAR INC	171,152
	CATERPILLAR INC	171,152
	CELGENE CORP	25,895
	CELGENE CORP	158,902
	CENT 8.875	406,714
	CERNER	9,301
	CH ROBINSON	7,586
	CHECK POINT	6,908
	CHEVRON	31,361
	CHEVRON	206,547
	CHEVRON	404,984
	CISCO SYS	37,530
	CISCO SYS	76,417
	CISCO SYS	144,620
	CITI 4.875	531,555
	CITRIX SYSTEMS	8,859
	COCA COLA	69,238
	COG TECH	16,254
	COMCAST CL	55,368
	COMCAST CL	164,944
	COMPANHIA DE	31,493
	CONOCO 5.5	405,592
	CONOCOPHILLIP	23,486
	CONSOLIDATED EDISON	29,159
	COSTCO WHOLESALE	30,902
	CPFL ENERGIA	21,065
	CTRIP.COM INTL	2,379
	CVS CORP	170,676
	DELL INC.	13,638
	DENTSPLY INT'L	3,961
	DEVON ENERGY	122,814
	DIAGEO PLC	36,723
	DIAGEO PLC	83,355
	DIRECTV	27,588
	DISNEY WALT	95,099

CONFIDENCE FOUNDATION
EIN: 95-3500483
2012 FORM 990, PAGE 2, COL C: SCHEDULE OF FAIR MARKET VALUE

Line # Description	FMV 12/31/2012
DOLLAR TREE	7,301
DONALDSON INC	127,583
DOUBLINE TOTAL RET	999,423
DU PONT	26,312
DU PONT	85,909
DU PONT	195,432
DUKE ENERGY	30,815
EATON CORP	34,404
EBAY INC	47,428
ELECTRONIC ARTS	3,412
EMC CORP	135,482
EMERG MKT	757,901
EMERSON ELECTRIC	31,776
EMERSON ELECTRIC	226,139
ETF INTERMED	675,530
EXPEDIA INC	5,376
EXPEDITORS INT	6,130
EXPRESS SCRIPTS	20,250
EXXON-MOBIL	31,158
EXXON-MOBIL	165,311
EXXON-MOBIL	481,131
F5 NETWORK	5,829
FASTENAL CO	10,030
FHLB 5	353,592
FIRST SOLAR	1,851
FISERV	7,982
FLEXTRONICS	3,353
FLIR SYSTEM	2,455
FNMA	754,166
FORD MOTOR COMPANY	306,203
GARMIN LTD	5,705
GE 3 35	322,017
GE 5 65	534,260
GENERAL ELECTRIC	40,091
GENERAL ELECTRIC	202,554
GENUINE PARTS	31,154
GILEAD SCIENCES	40,398
GILEAD SCIENCES	143,962
GOLDMAN SACHS	111,615
GOOGLE INC.	127,328
GOOGLE INC	239,802
GREEN MOUNTAIN	4,547
HCP INC.	35,676
HENRY SCHEIN	5,227
HEWLETT PACKARD 3.75%	242,225
HEWLETT-PACKARD	27,218
HOME DEPOT	38,038
HOME DEPOT	118,134
HONEYWELL INTL	32,370

CONFIDENCE FOUNDATION
EIN: 95-3500483
2012 FORM 990, PAGE 2, COL C: SCHEDULE OF FAIR MARKET VALUE

Line # Description	FMV 12/31/2012
HONEYWELL INTL	228,809
I B.M	255,719
I.B.M	365,861
ILLINOIS TOOL	33,141
ILLUMINA INC	5,003
INFOSYS TECH	2,961
INTEL CORP	22,682
INTEL CORP	39,384
INTEL CORP	77,799
INTUIT	12,787
INTUITIVE SURGICAL	12,259
ISHARES S&P 500	1,576,687
JOHNSON & JOHNSON	32,947
JOHNSON & JOHNSON	133,891
JOHNSON & JOHNSON	220,465
JOY GLOBAL	4,784
JP MORGAN	83,981
JP MORGAN	402,317
JP MORGAN 5.75	500,000
KIMBERLY CLARK	35,038
KLA INSTRUMENTS	5,731
KRAFT FOODS	12,186
KRAFT FOODS	161,464
LAM RESEARCH	3,252
LEGGEH & PLATT	36,339
LIBERTY MEDIA	8,266
LIBERTY VENTURES-A	1,423
LIFE TECH	6,129
LINEAR TECHNOLOGY	5,557
LOWES COS	142,080
MARVELL TECH	3,158
MATTEL INC	9,155
MAXIM INTEGRATED	6,174
MCDONALDS CORP	27,786
MCDONALDS CORP	168,481
MCKESSON HBOC	201,677
MERCK &	78,195
MERCK & CO	140,834
MICROCHIP TECH	4,400
MICRON TECH	4,438
MICROSOFT CORP	51,016
MICROSOFT CORP	159,457
MICROSOFT CORP	168,805
MIDCAP SPDR	289,708
MONDELEZ INTL INC CL A	20,490
MONDELEZ INTL INC CL A	153,356
MORGAN VAR	300,636
MYLAN LABS	8,372
MYLAN LABS	146,583

CONFIDENCE FOUNDATION
EIN: 95-3500483
2012 FORM 990, PAGE 2, COL C: SCHEDULE OF FAIR MARKET VALUE

Line #	Description	FMV 12/31/2012
	NASDAQ 100	806,832
	NESTLE ADR	32,585
	NETFLIX	3,704
	NETWORK APPLIANCE	8,891
	NEWS C	33,801
	NII HOLDINGS	856
	NIKE	86,172
	NOVARTIS AG	35,448
	NVIDIA CORP	5,333
	OCCIDENTAL PETE CORP	61,441
	ORACLE SYSTEMS	122,018
	ORACLE SYSTEMS	268,393
	ORCHARD SUPPLY	5
	ORCHARD SUPPLY	22
	O'REILLY AUTOMOTIVE	8,942
	PACCAR INC	11,664
	PAYCHEX INC	8,148
	PEPSICO INC	31,820
	PEPSICO INC	217,950
	PFIZER INC	34,484
	PFIZER INC	47,901
	PFIZER INC	203,017
	PHILIP MORRIS	28,856
	PHILIP MORRIS	181,582
	PHILLIPS 66	3,558
	PIMCO ETF ENHAN SHORT MAT	340,465
	PRICELINE	21,714
	PROCTER & GAMBLE	30,890
	PROCTER & GAMBLE	129,670
	PROCTER & GAMBLE	306,863
	PROLOGIS INC	31,381
	QIAGEN N V.	2,995
	QUALCOMM INC	74,108
	QUALCOMM INC	163,000
	QUESTAR CORP	30,924
	RES 5.5	165,763
	RESEARCH IN	4,629
	ROSS STORES	9,195
	ROYAL DUTCH	30,683
	SANDISK CORP	7,613
	SCHLUMBERGER LTD	245,664
	SEAGATE TECH	8,974
	SEARS CANADA INC	323
	SEARS HOLDING	3,102
	SIEMENS	34,483
	SIGMA ALDRICH	6,254
	SIGMA ALDRICH	89,032
	SIRIUS SATELITE	7,948
	SPDR S&P 500	1,283,826

CONFIDENCE FOUNDATION
EIN: 95-3500483
2012 FORM 990, PAGE 2, COL C: SCHEDULE OF FAIR MARKET VALUE

Line # Description	FMV 12/31/2012
SSE PLC	33,960
STAPLES INC	5,837
STARBUCKS CORP	28,692
STARBUCKS CORP	221,492
STERICYCLE INC	5,597
SYMANTEC	9,993
TAIWAN SEMICONDUCTOR	35,178
TARGET CORP	141,712
TEMPLETON GLOBAL	508,848
TENN VALLEY	505,845
TEVA PHARM	18,670
TEVA PHARM	114,186
TIME WARNER	39,699
TIME WARNER	209,974
TORONTO-DOMIN	30,780
TRAVELERS	37,346
TRAVELERS	137,176
TRIPADVISOR INC	3,668
UIT DIAMONDS	574,552
UNILEVER PLC	36,203
UNITED HEALTH	65,359
UNITED HEALTH	103,598
URBAN OUTFITTERS	4,526
UTD TECHNOLOGIES	156,639
VANGUARD INDEX FUND	3,155,100
VERISIGN INC	4,658
VERIZON COMM	82,646
VERTEX PHAR	6,076
VIRGIN MEDIA	8,269
VISA INC	275,118
VODAFONE GRP	15,870
VODAFONE GRP	28,087
WAL MART	130,319
WAL MART	256,886
WARNER CHILCOTT	2,167
WASH 4 733	511,466
WELLPOINT INC.	83,765
WELLS FARGO	354,788
WELLS FARGO 7 5	349,125
WEST PAC	37,236
WHITTIER AGGRESSIVE GROWTH A	28
WHITTIER INTERNATIONAL A	3,519,753
WHITTIER VALUE FUND A	7,924,865
WHOLE FOODS	11,395
WISDOMTREE EM -	257,582
WYNN RESORTS	10,124
XILINX INC	6,849
YAHOO INC	18,970

CONFIDENCE FOUNDATION
EIN: 95-3500483
2012 FORM 990, PAGE 2, COL C: SCHEDULE OF FAIR MARKET VALUE

Line #	Description	FMV 12/31/2012
		49,598,267
16	Total assets	$ 51,003,888

THE WHITTIER TRUST COMPANY

includes *Account:* *52 00 5020 0 0Y* *CONFIDENCE FOUNDATION*

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	1,070,080 0500	1,070,080 05		1,070,080 05	12/31/2012
Total	**MISC CASH EQUIV-TAXABLE**	**1,070,080.0500**	**1,070,080.05**		**1,070,080.05**	
Total	**CASH EQUIVALENTS**	**1,070,080.0500**	**1,070,080.05**		**1,070,080.05**	
FIXED INCOME SECURITIES						
	U.S. GOVT AGENCY OBLIGATIONS					
3133XKWG6	FHLB 5 6/9/17	300,000 0000	294,007 72	117 864	353,592 00	12/31/2012
880591CW0	TENN VALLEY	500,000 0000	500,222 37	101 169	505,845 00	12/31/2012
Total	**U.S. GOVT AGENCY OBLIGATIONS**	**800,000.0000**	**794,230.09**		**859,437.00**	
	MUNICIPAL BONDS & NOTES					
13063BHZ8	CALIF 3 95 11/01/15	300,000 0000	314,175 88	107 818	323,454 00	12/31/2012
940093Y76	WASH 4 733 10/1/17	450,000 0000	457,080 59	113 659	511,465 50	12/31/2012
Total	**MUNICIPAL BONDS & NOTES**	**750,000.0000**	**771,256.47**		**834,919.50**	
	CORPORATE BONDS & NOTES					
02361DAK6	CENT 8 875 12/15/13	380,000 0000	390,167 26	107 03	406,714 00	12/31/2012
060505BD5	BOA 4 75 8/15/13	300,000 0000	297,539 43	101 75	305,250 00	12/31/2012
172967BW0	CITI 4 875 5-7-15	500,000 0000	493,232 53	106 311	531,555 00	12/31/2012
20825RAB7	CONOCO 5 5 4-15-13	400,000 0000	399,805 80	101 398	405,592 00	12/31/2012
31359MWJ8	FNMA 10-15-14	700,000 0000	701,217 77	107 738	754,166 00	12/31/2012
36962G5H3	GE 3 35 10/17/16	300,000 0000	300,982 48	107 339	322,017 00	12/31/2012
36962GX41	GE 5 65 6/9/14	500,000 0000	502,864 86	106 852	534,260 00	12/31/2012
428236BF9	HEWLETT 3 75 12/1/20	250,000 0000	239,167 50	96 89	242,225 00	12/31/2012
46625HAT7	JP MORGA 5 75 1-2-13	500,000 0000	500,724 44	100 00	500,000 00	12/31/2012
61745EF30	MORGAN VAR 08/30/15	300,000 0000	300,000 00	100 212	300,636 00	12/31/2012
76110G2H3	RES 5 5 12/25/17	162,097 8100	162,066 18	102 261	165,762 84	12/31/2012
Total	**CORPORATE BONDS & NOTES**	**4,292,097.8100**	**4,287,768.25**		**4,468,177.84**	
	US LARGE CAP EQUITIES					
464288638	ETF INTERMED CREDIT	6,070 0000	650,202 72	111 29	675,530 30	12/31/2012
72201R833	PIMCO ENHANCED SHORT	3,355 0000	340,935 10	101 48	340,465 40	12/31/2012
Total	**US LARGE CAP EQUITIES**	**9,425.0000**	**991,137.82**		**1,015,995.70**	
	PREFERRED STOCK					
949746804	WELLS FARGO CO 7 5	285 0000	299,887 49	1,225 00	349,125 00	12/31/2012
Total	**PREFERRED STOCK**	**285.0000**	**299,887.49**		**349,125.00**	
	MUTUAL FUNDS-TAXABLE					
258620103	DOUBLINE TOTAL RET	88,210 3100	1,000,000 00	11 33	999,422 81	12/31/2012
880208400	TEMPLETON GLOBAL	38,144 5070	500,000 00	13 34	508,847 72	12/31/2012
Total	**MUTUAL FUNDS-TAXABLE**	**126,354.8170**	**1,500,000.00**		**1,508,270.53**	

Includes *Account: 52 00 5020 0 0Y CONFIDENCE FOUNDATION*

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Dat
Total	**FIXED INCOME SECURITIES**	**5,978,162.6270**	**8,644,280.12**		**9,035,925.57**	
EQUITIES						
	US LARGE CAP EQUITIES					
78467Y107	MIDCAP SPDR	1,560 0000	247,180 75	185 71	289,707 60	12/31/201
922908751	VANGUARD SMALL - CAP	39,000 0000	3,163,130 10	80 90	3,155,100 00	12/31/201
EM7350207	VALUE STRATEGY	1 0000	2,840,414 14	3,864,646 3700000	3,864,646 37	12/31/201
EM7450205	QUALITY GLOBAL DIV	1 0000	1,494,065 79	1,656,005 1799999	1,656,005 18	12/31/201
EM8250208	CORPORATE AMERICA	1 0000	12,845,736 97	16,352,874 10	16,352,874 10	12/31/201
EM8350206	ENH GROWTH STRATEGY	1 0000	1,603,563 73	2,955,052.00	2,955,052 00	12/31/201
Total	**US LARGE CAP EQUITIES**	**40,564.0000**	**22,194,091.48**		**28,273,385.25**	
	FOREIGN EQUITIES					
922042858	EMERG MKT EQ ETF	17,020 0000	692,935 52	44 53	757,900 60	12/31/201
97717W281	WISDOMTREE EM - DGS	5,210 0000	251,361 66	49 44	257,582 40	12/31/201
Total	**FOREIGN EQUITIES**	**22,230.0000**	**944,297.18**		**1,015,483.00**	
	PARTNERSHIP/LLC					
CF0034995	WHITTIER VALUE	1,014,361 8408	5,768,482 20	7 774156	7,885,807 19	12/31/201
CF0035992	W INTERNATIONAL FD A	1,636,902 0963	3,220,101 29	2 15022862	3,519,713 74	12/31/201
Total	**PARTNERSHIP/LLC**	**2,651,263.9371**	**8,988,583.49**		**11,405,520.93**	
Total	**EQUITIES**	**2,714,057.9371**	**32,126,972.15**		**40,694,389.18**	

Total Securities	**9,762,300.6141**	**41,841,332.32**	**50,800,394.80**
Income Cash		**58,118.70**	**58,118.70**
Principal Cash		**0.00**	**0.00**
Account Total		**41,899,451.02**	**50,858,513.50**

THE WHITTIER TRUST COMPANY

Includes **Account:** *34 73 5020 0 0Y* *CONFIDENCE FOUNDATION VALUE STRATEGY*

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	29,028 1900	29,028 19		29,028 19	12/31/201.
Total	**MISC CASH EQUIV-TAXABLE**	**29,028.1900**	**29,028.19**		**29,028.19**	
Total	**CASH EQUIVALENTS**	**29,028.1900**	**29,028.19**		**29,028.19**	
EQUITIES						
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	1,910 0000	82,922 40	33 71	64,386 10	12/31/201.
013817101	ALCOA	1,910 0000	57,715 42	8 68	16,578 80	12/31/201.
025816109	AMERICAN EXPRESS	1,910 0000	79,476 72	57 48	109,786 80	12/31/201.
060505104	BANK OF AMERICA	1,910 0000	81,467 42	11 61	22,175 10	12/31/201.
097023105	BOEING CO	1,910 0000	81,707 72	75 36	143,937 60	12/31/201.
14?123101	CATERPILLAR INC	1,910 0000	55,053 39	89 6085	171,152 23	12/31/201.
166764100	CHEVRON	1,910 0000	159,674 66	108 14	206,547 40	12/31/201.
17275R102	CISCO SYS INC	1,910 0000	38,193 50	19 6494	37,530 35	12/31/201.
191216100	COCA COLA CO	1,910 0000	48,404 17	36 25	69,237 50	12/31/201.
254687106	DISNEY WALT CO	1,910 0000	49,452 51	49 79	95,098 90	12/31/201
263534109	DU PONT	1,910 0000	95,923 07	44 9785	85,908 93	12/31/201
30231G102	EXXON-MOBIL	1,910 0000	68,936 67	86 55	165,310 50	12/31/201
369604103	GENERAL ELECTRIC	1,910 0000	75,456 86	20 99	40,090 90	12/31/201
428236103	HEWLETT-PACKARD	1,910 0000	60,991 94	14 25	27,217 50	12/31/201
437076102	HOME DEPOT	1,910 0000	92,113 90	61 85	118,133 50	12/31/201
458140100	INTEL CORP	1,910 0000	66,282 90	20 62	39,384 20	12/31/201
459200101	I B M	1,910 0000	180,166 05	191 55	365,860 50	12/31/201
46625H100	JP MORGAN CHASE	1,910 0000	61,009 01	43 9691	83,980 98	12/31/201
478160104	JOHNSON & JOHNSON	1,910 0000	89,773 55	70 10	133,891 00	12/31/201.
580135101	MCDONALDS CORP	1,910 0000	60,117 00	88 21	168,481 10	12/31/201.
58933Y105	MERCK & CO	1,910 0000	63,565 94	40 94	78,195 40	12/31/201:
594918104	MICROSOFT CORP	1,910 0000	61,684 94	26 7097	51,015 53	12/31/201.
717081103	PFIZER INC	1,910 0000	65,071 30	25 0793	47,901 46	12/31/201.
742718109	PROCTER & GAMBLE	1,910 0000	68,176 66	67 89	129,669 90	12/31/201.
78?37X109	UIT DIAMONDS TR SER1	4,400 0000	500,632 00	130 58	574,552 00	12/31/201.
88579Y101	3M CO COM	1,910 0000	83,616 99	92 85	177,343 50	12/31/201:
89417E109	TRAVELERS	1,910 0000	85,278 83	71 82	137,176 20	12/31/201.
913017109	UTD TECHNOLOGIES	1,910 0000	51,985 05	82 01	156,639 10	12/31/201.
91324P102	UNITED HEALTH	1,910 0000	107,324 81	54 24	103,598 40	12/31/201.
92343V104	VERIZON COMM	1,910 0000	62,435 32	43 27	82,645 70	12/31/201:
931142103	WAL MART STORES	1,910 0000	76,775 25	68 23	130,319 30	12/31/201.
Total	**US LARGE CAP EQUITIES**	**61,700.0000**	**2,811,385.95**		**3,833,746.38**	
Total	**EQUITIES**	**61,700.0000**	**2,811,385.95**		**3,833,746.38**	

Total Securities	**90,728.1900**	**2,840,414.14**	**3,862,774.57**
Income Cash		**1,871.80**	**1,871.80**
Principal Cash		**0.00**	**0.00**
Account Total		**2,842,285.94**	**3,864,646.37**

Includes *Account: 36 74 5020 0 0Y CONFIDENCE FOUNDATION QUALITY GLOBAL DIVIDEND*

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	34,498 4600	34,498 46		34,498 46	12/31/201?
Total	**MISC CASH EQUIV-TAXABLE**	**34,498.4600**	**34,498.46**		**34,498.46**	
Total	**CASH EQUIVALENTS**	**34,498.4600**	**34,498.46**		**34,498.46**	
EQUITIES						
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	975 0000	41,524 69	33 71	32,867 25	12/31/201?
002824100	ABBOTT LABS	500 0000	29,602 94	65 50	32,750 00	12/31/201?
049560105	ATMOS ENERGY	970 0000	31,901 12	35 12	34,066 40	12/31/201?
053015103	AUTOMATIC DATA PROC	555 0000	29,197 74	56 93	31,596 15	12/31/201?
081437105	BEMIS	955 0000	30,076 89	33 46	31,954 30	12/31/201?
09247X101	BLACKROCK INC	150 0000	26,979 54	206 71	31,006 50	12/31/201?
166764100	CHEVRON	290 0000	26,318 51	108 14	31,360 60	12/31/201?
20825C104	CONOCOPHILLIP	405 0000	21,783 67	57 99	23,485 95	12/31/201?
209115104	CONSOLIDATED EDISON	525 0000	31,048 05	55 54	29,158 50	12/31/201?
263534109	DU PONT	585.0000	34,479 70	44 9785	26,312 42	12/31/201?
26441C204	DUKE ENERGY CORP	483 0000	30,739 71	63 80	30,815 40	12/31/201?
291011104	EMERSON ELECTRIC	600 0000	29,778 04	52 96	31,776 00	12/31/201?
30231G102	EXXON-MOBIL	360 0000	19,310 60	86 55	31,158 00	12/31/201?
372460105	GENUINE PARTS CO	490 0000	30,426 22	63 58	31,154 20	12/31/201?
40414L109	HCP INC	790 0000	31,420 77	45 16	35,676 40	12/31/201?
437076102	HOME DEPOT	615 0000	27,970 59	61 85	38,037 75	12/31/201?
438516106	HONEYWELL INTL	510 0000	29,008 03	63 47	32,369 70	12/31/201?
45_308109	ILLINOIS TOOL WKS	545 0000	28,741 48	60 81	33,141 45	12/31/201?
458140100	INTEL CORP	1,100 0000	37,061 28	20 62	22,682 00	12/31/201?
478160104	JOHNSON & JOHNSON	470 0000	24,878 91	70 10	32,947 00	12/31/201?
494368103	KIMBERLY CLARK	415 0000	31,476 00	84 43	35,038 45	12/31/201?
50076Q106	KRAFT FOODS GRP	268 0000	9,610 88	45 47	12,185 96	12/31/201?
524660107	LEGGEH & PLATT	1,335 0000	28,893 43	27 22	36,338 70	12/31/201?
580135101	MCDONALDS CORP	315 0000	18,283 63	88.21	27,786 15	12/31/201?
609207105	MONDELEZ INTL	805 0000	17,800 74	25 4532	20,489 83	12/31/201?
713448108	PEPSICO INC	465 0000	30,247 01	68 43	31,819 95	12/31/201?
717081103	PFIZER INC	1,375 0000	41,272 50	25 0793	34,484 04	12/31/201?
718172109	PHILIP MORRIS INTL	345 0000	28,073 45	83 64	28,855 80	12/31/201?
718546104	PHILLIPS 66	67 0000	2,160 01	53 10	3,557 70	12/31/201?
742718109	PROCTER & GAMBLE	455 0000	21,316 93	67 89	30,889 95	12/31/201?
74340W103	PROLOGIS INC	860 0000	27,991 89	36 49	31,381 40	12/31/201?
748356102	QUESTAR CORP	1,565 0000	30,310 95	19 76	30,924 40	12/31/201?
88579Y101	3M CO COM	350 0000	20,100 38	92 85	32,497 50	12/31/201?
887317303	TIME WARNER	830 0000	29,023 82	47 83	39,698 90	12/31/201?
89417E109	TRAVELERS	520 0000	25,477 06	71 82	37,346 40	12/31/201?
Total	**US LARGE CAP EQUITIES**	**21,843.0000**	**954,287.16**		**1,057,611.10**	
	FOREIGN EQUITIES					
052528304	AUST & NZ BK	1,305 0000	29,519 55	26 36	34,399 80	12/31/201?
055262505	BASF ADR SPONS	370 0000	26,741 70	95 00	35,150 00	12/31/201?
088606108	BHP LTD ADR	440 0000	31,388 52	78 42	34,504 80	12/31/201?

Includes

Account: *36 74 5020 0 0Y* *CONFIDENCE FOUNDATION QUALITY GLOBAL DIVIDEND*

Account Holdings as of 12/31/2012 95-3500483

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Dat
126153105	CPFL ENERGIA	1,005 0000	26,810 97	20 96	21,064 80	12/31/201
20441W203	COMPANHIA DE BERID	750 0000	28,629 00	41 99	31,492 50	12/31/201
25243Q205	DIAGEO PLC	315 0000	29,578 20	116 58	36,722 70	12/31/201
641069406	NESTLE ADR	500 0000	29,192 25	65 17	32,585 00	12/31/201
66987V109	NOVARTIS AG	560 0000	30,366.43	63 30	35,448 00	12/31/201
780259206	ROYAL DUTCH SHELL	445 0000	30,264 65	68 95	30,682 75	12/31/201
78467K107	SSE PLC	1,460 0000	31,354 55	23 26	33,959 60	12/31/201
826197501	SIEMENS	315 0000	28,374 87	109 47	34,483 05	12/31/201
874039100	TAIWAN SEMICONDUCTOR	2,050 0000	29,297.08	17 16	35,178 00	12/31/201
891160509	TORONTO-DOMIN	365 0000	28,110 04	84 33	30,780 45	12/31/201
904767704	UNILEVER PLC	935.0000	31,282 40	38 72	36,203 20	12/31/201
92857W209	VODAFONE GRP PLC	1,115 0000	31,109 04	25 19	28,086 85	12/31/201
961214301	WEST PAC BKG ADR	270 0000	30,275 84	137.91	37,235 70	12/31/201
G29183103	EATON CORP PLC	635 0000	32,985 08	54 18	34,404 30	12/31/201
Total	**FOREIGN EQUITIES**	**12,835.0000**	**505,280.17**		**562,381.50**	
Total	**EQUITIES**	**34,678.0000**	**1,459,567.33**		**1,619,992.60**	

	Shares / Par	Investment	Market Value
Total Securities	**69,176.4600**	**1,494,065.79**	**1,654,491.06**
Income Cash		**1,514.12**	**1,514.12**
Principal Cash		**0.00**	**0.00**
Account Total		**1,495,579.91**	**1,656,005.18**

Includes Account: 42 82 5020 0 0Y CONFIDENCE FOUNDATION CORPORATE AMERICA

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	48,683 7300	48,683 73		48,683 73	12/31/201
Total	**MISC CASH EQUIV-TAXABLE**	**48,683.7300**	**48,683.73**		**48,683.73**	
Total	**CASH EQUIVALENTS**	**48,683.7300**	**48,683.73**		**48,683.73**	
EQUITIES						
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	8,750 0000	275,783 29	33 71	294,962 50	12/31/201
002824100	ABBOTT LABS	4,865 0000	229,773 26	65 50	318,657 50	12/31/201.
023135106	AMAZON COM	1,135 0000	227,780 56	250 87	284,737 45	12/31/201
025537101	AMERICAN ELECT POWER	4,210 0000	178,600 84	42 68	179,682 80	12/31/201
025816109	AMERICAN EXPRESS	4,165 0000	218,145 92	57 48	239,404 20	12/31/201.
03027X100	AMER TOWER	3,470 0000	227,526.86	77 27	268,126 90	12/31/201
030420103	AMERICAN WTR WORKS	5,635 0000	157,016 12	37 13	209,227 55	12/31/201.
037411105	APACHE CORP	2,045 0000	154,349 12	78 50	160,532 50	12/31/201.
037833100	APPLE COMPUTER	1,425 0000	237,983 95	532 1729	758,346 38	12/31/201.
060505104	BANK OF AMERICA	20,906 0000	156,514 55	11 61	242,718 66	12/31/201
084670702	BERKSHIRE CLB	2,540 0000	211,935 04	89 70	227,838 00	12/31/201
097023105	BOEING CO	3,680 0000	247,398.43	75 36	277,324 80	12/31/201
126650100	CVS CORP	3,530 0000	112,407 04	48 35	170,675 50	12/31/201
14040H105	CAPITAL ONE	1,915 0000	88,848 57	57 93	110,935 95	12/31/201
149123101	CATERPILLAR INC	1,910 0000	160,587 64	89 6085	171,152 23	12/31/201
151020104	CELGENE CORP	2,025 0000	126,491 11	78 47	158,901 75	12/31/201
166764100	CHEVRON	3,745 0000	226,220 34	108 14	404,984 30	12/31/201
17275R102	CISCO SYS INC	7,360 0000	129,890 48	19 6494	144,619 58	12/31/201
20030N101	COMCAST CL A	4,415 0000	83,036 61	37 36	164,944 40	12/31/201
25179M103	DEVON ENERGY	2,360 0000	162,317 24	52 04	122,814 40	12/31/201
257651109	DONALDSON INC	3,885 0000	129,309 89	32 84	127,583 40	12/31/201
263534109	DU PONT	4,345 0000	178,618 61	44 9785	195,431 58	12/31/201
268648102	EMC CORP	5,355 0000	81,397 21	25 30	135,481 50	12/31/201
291011104	EMERSON ELECTRIC	4,270 0000	197,410 51	52 96	226,139 20	12/31/201
30231G102	EXXON-MOBIL	5,559 0000	354,212 02	86 55	481,131 45	12/31/201
345370860	FORD MOTOR COMPANY	23,645 0000	247,347 98	12 95	306,202 75	12/31/201
369604103	GENERAL ELECTRIC	9,650 0000	284,299 34	20 99	202,553 50	12/31/201
375558103	GILEAD SCIENCES	1,960 0000	74,389 06	73 45	143,962 00	12/31/201
38141G104	GOLDMAN SACHS	875 0000	103,071 52	127 56	111,615 00	12/31/201
38259P508	GOOGLE INC	339 0000	184,360 30	707 38	239,801 82	12/31/201
438516106	HONEYWELL INTL	3,605 0000	207,554 99	63 47	228,809 35	12/31/201
459200101	I B M	1,335 0000	259,318 38	191 55	255,719 25	12/31/201
464287200	ISHARES S&P 500	11,015 0000	1,219,987 80	143 14	1,576,687 10	12/31/201
46625H100	JP MORGAN CHASE	9,150 0000	374,345 19	43 9691	402,317 27	12/31/201
478160104	JOHNSON & JOHNSON	3,145 0000	175,024 81	70 10	220,464 50	12/31/201
50076Q106	KRAFT FOODS GRP	3,551 0000	151,336 89	45 47	161,463 97	12/31/201
548661107	LOWES COS	4,000 0000	80,160 00	35 52	142,080 00	12/31/201
58155Q103	MCKESSON HBOC INC	2,080 0000	77,179 56	96 96	201,676 80	12/31/201
58933Y105	MERCK & CO	3,440.0000	153,305 33	40 94	140,833 60	12/31/201
594918104	MICROSOFT CORP	6,320 0000	148,957 71	26 7097	168,805 30	12/31/201
609207105	MONDELEZ INTL	6,025 0000	144,837 81	25 4532	153,355 53	12/31/201
628530107	MYLAN LABS	5,340 0000	114,268 35	27 45	146,583 00	12/31/201

Includes Account: 42 82 5020 0 0Y CONFIDENCE FOUNDATION CORPORATE AMERICA

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Dat
654106103	NIKE	1,670 0000	62,016 53	51 60	86,172 00	12/31/201
674599105	OCCIDENTAL PETE	802 0000	67,779 27	76 61	61,441 22	12/31/201
68389X105	ORACLE SYSTEMS	8,055 0000	130,436 19	33 32	268,392 60	12/31/201
713448108	PEPSICO INC	3,185 0000	181,058 60	68 43	217,949 55	12/31/201
717081103	PFIZER INC	8,095 0000	204,115 42	25 0793	203,016 93	12/31/201
718172109	PHILIP MORRIS INTL	2,171 0000	45,200 75	83 64	181,582 44	12/31/201
742718109	PROCTER & GAMBLE	4,520 0000	262,666 06	67 89	306,862 80	12/31/201
747525103	QUALCOMM INC	2,635 0000	144,064 89	61 8596	163,000 05	12/31/201
78462F103	SPDR S&P 500	9,015 0000	997,985 08	142 41	1,283,826 15	12/31/201
806857108	SCHLUMBERGER LTD	3,545 0000	147,021 65	69 2986	245,663 54	12/31/201
826552101	SIGMA ALDRICH	1,210 0000	70,592 28	73 58	89,031 80	12/31/201
855244109	STARBUCKS CORP	4,130 0000	200,301 07	53 63	221,491 90	12/31/201
87612E106	TARGET CORP	2,395 0000	126,598 77	59 17	141,712 15	12/31/201
88579Y101	3M CO COM	2,450 0000	191,502 94	92 85	227,482 50	12/31/201
887317303	TIME WARNER	4,390 0000	117,517 11	47 83	209,973 70	12/31/201
91324P102	UNITED HEALTH	1,205 0000	64,988 30	54 24	65,359 20	12/31/201
92826C839	VISA INC	1,815 0000	244,563 16	151 58	275,117 70	12/31/201
931142103	WAL MART STORES	3,765 0000	177,544 03	68 23	256,885 95	12/31/201
94973V107	WELLPOINT INC	1,375 0000	91,238 38	60 92	83,765 00	12/31/201
949746101	WELLS FARGO	10,380 0000	325,696 16	34 18	354,788 40	12/31/201
H0023R105	ACE LIMITED	2,290 0000	138,649 20	79 80	182,742 00	12/31/201
Total	US LARGE CAP EQUITIES	288,073.0000	12,544,836.07		16,005,542.80	
	FOREIGN EQUITIES					
088606108	BHP LTD ADR	1,260 0000	82,530 36	78 42	98,809 20	12/31/201
25243Q205	DIAGEO PLC	715 0000	38,083 12	116 58	83,354 70	12/31/201
881624209	TEVA PHARM	3,058 0000	131,603 69	37 34	114,185 72	12/31/201
Total	FOREIGN EQUITIES	5,033.0000	252,217.17		296,349.62	
Total	EQUITIES	293,106.0000	12,797,053.24		16,301,892.42	
	Total Securities	341,789.7300	12,845,736.97		16,350,576.15	
	Income Cash		2,298.00		2,298.00	
	Principal Cash		0.00		0.00	
	Account Total		12,848,034.97		16,352,874.15	

Includes *Account: 43 83 5020 0 0Y CONFIDENCE FDN ENHANCED GROWTH STRATEGY*

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Dat
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	48,897 2600	48,897 26		48,897 26	12/31/201
Total	**MISC CASH EQUIV-TAXABLE**	**48,897.2600**	**48,897.26**		**48,897.26**	
Total	**CASH EQUIVALENTS**	**48,897.2600**	**48,897.26**		**48,897.26**	
FIXED INCOME SECURITIES						
	PREFERRED STOCK					
685691503	ORCHARD SUPPLY	3 0000	7 05	1 80	5 40	12/31/201.
Total	**PREFERRED STOCK**	**3.0000**	**7.05**		**5.40**	
Total	**FIXED INCOME SECURITIES**	**3.0000**	**7.05**		**5.40**	
EQUITIES						
	US LARGE CAP EQUITIES					
00507V109	ACTIVISION	820 0000	8,831.40	10 62	8,708 40	12/31/201
00724F101	ADOBE SYSTEMS	362 0000	5,347 47	37 68	13,640 16	12/31/201
00971T101	AKAMAI TECHNOLOGIES	135 0000	3,195 45	40 91	5,522 85	12/31/201:
015351109	ALEXION PHARM	130 0000	7,134 40	93 74	12,186 20	12/31/201.
021441100	ALTERA CORP	229 0000	4,061 17	34 39	7,875 31	12/31/201.
023135106	AMAZON COM	320 0000	10,085 89	250 87	80,278 40	12/31/201:
031162100	AMGEN INC	657 0000	20,973 99	86 20	56,633 40	12/31/201:
037604105	APOLLO GROUP	100 0000	2,991 20	20 92	2,092 00	12/31/201:
037833100	APPLE COMPUTER	659 0000	5,677 40	532 1729	350,701 94	12/31/201:
038222105	APPLIED MATERIALS	941 0000	18,011 40	11 44	10,765 04	12/31/201:
052769106	AUTODESK INC	165 0000	5,600 10	35 35	5,832 75	12/31/201:
053015103	AUTOMATIC DATA PROC	355 0000	14,572 69	56 93	20,210 15	12/31/201:
05592'100	BMC SOFTWARE	130 0000	4,821 50	39 62	5,150 60	12/31/201:
075896100	BED BATH & BEYOND	173 0000	3,032 69	55 91	9,672 43	12/31/201:
09062X103	BIOGEN IDEC INC	170 0000	7,606 82	146.37	24,882 90	12/31/201:
111320107	BROADCOM CORP	345 0000	7,108 74	33 21	11,457 45	12/31/201:
12541W209	CH ROBINSON	120 0000	4,368 00	63 22	7,586 40	12/31/201:
12673P105	CA INC	360 0000	7,311 60	21 98	7,912 80	12/31/201:
15''020104	CELGENE CORP	330 0000	9,429 75	78 47	25,895 10	12/31/201:
156782104	CERNER	120 0000	7,762 80	77 51	9,301 20	12/31/201:
17275R102	CISCO SYS INC	3,889 0000	60,069 46	19.6494	76,416 52	12/31/201:
177376100	CITRIX SYSTEMS	135 0000	1,458 00	65 62	8,858 70	12/31/201:
192446102	COG TECH SOL	220 0000	5,537 40	73 8823	16,254 11	12/31/201:
20030N101	COMCAST CL A	1,482 0000	26,454 89	37 36	55,367 52	12/31/201:
22160K105	COSTCO WHOLESALE	313 0000	12,260 03	98 73	30,902 49	12/31/201:
24702R101	DELL INC	1,345 0000	31,644 85	10 14	13,638 30	12/31/201:
249030107	DENTSPLY INT'L	100 0000	3,643 00	39 61	3,961 00	12/31/201:
25490A309	DIRECTV COM	550 0000	20,888 51	50 16	27,588 00	12/31/201:
256746108	DOLLAR TREE INC	180 0000	5,938 20	40 56	7,300 80	12/31/201:
278642103	EBAY INC	930 0000	12,474 67	50 9977	47,427 86	12/31/201:
285512109	ELECTRONIC ARTS	235 0000	5,031 35	14 52	3,412 20	12/31/201:
30212P303	EXPEDIA INC	87 5000	2,637 14	61.44	5,376 00	12/31/201:
302130109	EXPEDITORS INT	155 0000	5,240 31	39 55	6,130 25	12/31/201:

THE WHITTIER TRUST COMPANY

Includes *Account: 43 83 5020 0 0Y CONFIDENCE FDN ENHANCED GROWTH STRATEGY*

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Dat
30219G108	EXPRESS SCRIPTS HLDG	375 0000	2,198 91	54 00	20,250 00	12/31/201
302445101	FLIR SYSTEM	110 0000	2,843 50	22 3157	2,454 73	12/31/201
311900104	FASTENAL CO	215 0000	7,024 05	46 65	10,029 75	12/31/201
315616102	F5 NETWORK IN	60 0000	5,595 00	97 15	5,829 00	12/31/201
336433107	FIRST SOLAR INC	60 0000	6,930 00	30 8556	1,851 34	12/31/201
337738108	FISERV	101 0000	1,969 33	79 03	7,982 03	12/31/201
375558103	GILEAD SCIENCES	550 0000	4,545 09	73 45	40,397 50	12/31/201
38259P508	GOOGLE INC	180 0000	105,853 58	707 38	127,328 40	12/31/201
393122106	GREEN MOUNTAIN COFFE	110 0000	12,207 80	41 34	4,547 40	12/31/201
452327109	ILLUMINA INC	90 0000	5,310 90	55 59	5,003 10	12/31/201
458140100	INTEL CORP	3,773 0000	101,603 18	20 62	77,799 26	12/31/201
461202103	INTUIT	215 0000	3,224 90	59 4754	12,787 21	12/31/201
46120E602	INTUITIVE SURGICAL	25 0000	6,144 00	490 37	12,259 25	12/31/201
481165108	JOY GLOBAL	75 0000	6,675 00	63 78	4,783 50	12/31/201
482480100	KLA INSTRUMENTS	120 0000	4,696 80	47 76	5,731 20	12/31/201
512807108	LAM RESEARCH	90 0000	3,594 60	36 13	3,251 70	12/31/201
53071M104	LIBERTY MEDIA A	420 0000	5,809 93	19 68	8,265 60	12/31/201
53071M880	LIBERTY VENTURES - A	21 0000	767.27	67 76	1,422 96	12/31/201
53217V109	LIFE TECH	125 0000	6,254 81	49 03	6,128 75	12/31/201
535678106	LINEAR TECHNOLOGY	162 0000	4,822 06	34 30	5,556 60	12/31/201
577081102	MATTEL INC	250 0000	5,409 78	36 62	9,155 00	12/31/201
57772K101	MAXIM INTEGRATED	210 0000	4,769 10	29 40	6,174 00	12/31/201
594918104	MICROSOFT CORP	5,970 0000	156,873 39	26 7097	159,456 91	12/31/201
595017104	MICROCHIP TECH	135 0000	4,376 02	32 59	4,399 65	12/31/201
595112103	MICRON TECH	700 0000	4,907 00	6 34	4,438 00	12/31/201
628530107	MYLAN LABS	305 0000	6,261 65	27 45	8,372 25	12/31/201
62913F201	NII HOLDINGS INC	120 0000	5,101 20	7 13	855 60	12/31/201
64110D104	NETWORK APPLIANCE	265 0000	3,571 75	33 55	8,890 75	12/31/201
64110L106	NETFLIX	40 0000	10,430 40	92 59	3,703 60	12/31/201
65248E104	NEWS C L A	1,325 0000	17,847 49	25 51	33,800 75	12/31/201
67066G104	NVIDIA CORP	435 0000	6,468 45	12 26	5,333 10	12/31/201
67103H107	O'REILLY AUTOMOTIVE	100 0000	5,833 00	89 42	8,942 00	12/31/201
68389X105	ORACLE SYSTEMS	3,662 0000	41,235 71	33 32	122,017 84	12/31/201
685691404	ORCHARD SUPPLY HRDW	3 0000	231 24	7 41	22 23	12/31/201
693718108	PACCAR INC	258 0000	8,018 32	45 21	11,664 18	12/31/201
704326107	PAYCHEX INC	262 0000	6,146 73	31 10	8,148 20	12/31/201
73935A104	NASDAQ 100 ETF	12,388 0000	407,896 83	65 1301	806,831 68	12/31/201
741503403	PRICELINE	35 0000	6,893 95	620 39	21,713 65	12/31/201
747525103	QUALCOMM INC	1,198 0000	8,438 13	61 8596	74,107 80	12/31/201
778296103	ROSS STORES	170 0000	6,493 15	54 09	9,195 30	12/31/201
80004C101	SANDISK CORP	175 0000	9,757 64	43 50	7,612 50	12/31/201
806407102	HENRY SCHEIN INC	65 0000	4,249 05	80 42	5,227 30	12/31/201
812350106	SEARS HOLDING CORP	75 0000	6,963 29	41 36	3,102 00	12/31/201
826552101	SIGMA ALDRICH	85 0000	5,466 35	73 58	6,254 30	12/31/201
82967N108	SIRIUS SATELITE	2,750 0000	5,747 23	2 89	7,947 50	12/31/201
855030102	STAPLES INC	512 0000	5,725 19	11 40	5,836 80	12/31/201
855244109	STARBUCKS CORP	535 0000	3,142 79	53 63	28,692 05	12/31/201
858912108	STERICYCLE INC	60 0000	4,934 40	93 28	5,596 80	12/31/201
871503108	SYMANTEC	531 0000	4,453 85	18 82	9,993 42	12/31/201
896945201	TRIPADVISOR INC	87 5000	2,728 36	41 92	3,668 00	12/31/201
917047102	URBAN OUTFITTERS	115 0000	3,591 45	39 36	4,526 40	12/31/201
92343E102	VERISIGN INC	120 0000	3,661 20	38 82	4,658 40	12/31/201
92532F100	VERTEX PHAR	145 0000	6,957 10	41 90	6,075 50	12/31/201
92769L101	VIRGIN MEDIA INC	225 0000	5,739 75	36 75	8,268 75	12/31/201

ncludes *Account: 43 83 5020 0 0Y CONFIDENCE FDN ENHANCED GROWTH STRATEGY*

Account Holdings as of 12/31/2012 95-3500483

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
966837106	WHOLE FOODS	125 0000	7,981 87	91 16	11,395 00	12/31/2012
983134107	WYNN RESORTS LTD	90 0000	4,877 19	112 49	10,124 10	12/31/2012
983919101	XILINX INC	191 0000	4,434 78	35 861	6,849 45	12/31/2012
984332106	YAHOO INC	940 0000	6,890 90	19 90	18,706 00	12/31/2012
G5876H105	MARVELL TECH	435 0000	6,135 67	7 2606	3,158 36	12/31/2012
G7945M107	SEAGATE TECH	295 0000	4,622 39	30 42	8,973 90	12/31/2012
G94368100	WARNER CHILCOTT	180 0000	3,558 60	12 04	2,167 20	12/31/2012
H2906T109	GARMIN LTD	140 0000	4,338 60	40 75	5,705 00	12/31/2012
Total	**US LARGE CAP EQUITIES**	**58,827.0000**	**1,482,433.92**		**2,824,359.73**	
	FOREIGN EQUITIES					
05?752108	BAIDU INC	190 0000	13,915 59	100 29	19,055 10	12/31/2012
22943F100	CTRIP COM INTL	105 0000	4,201 05	22 66	2,379 30	12/31/2012
456788108	INFOSYS TECH	70 0000	4,292 40	42 30	2,961 00	12/31/2012
760975102	RESEARCH IN MOTION	390 0000	10,012 80	11 87	4,629 30	12/31/2012
81234D109	SEARS CANADA-INC	32 1230	373 65	10 07	323 48	12/31/2012
881624209	TEVA PHARM	500 0000	12,555 00	37 34	18,670 00	12/31/2012
92857W209	VODAFONE GRP PLC	630 0000	12,643 53	25 19	15,869 70	12/31/2012
M22465104	CHECK POINT SOFTWARE	145 0000	8,225 85	47 64	6,907 80	12/31/2012
N72482107	QIAGEN N V	165 0000	2,701 05	18 1498	2,994 72	12/31/2012
Y2573F102	FLEXTRONICS	540 0000	3,304 58	6 21	3,353 40	12/31/2012
Total	**FOREIGN EQUITIES**	**2,767.1230**	**72,225.50**		**77,143.80**	
Total	**EQUITIES**	**61,594.1230**	**1,554,659.42**		**2,901,503.53**	
	Total Securities	**110,494.3830**	**1,603,563.73**		**2,950,406.19**	
	Income Cash		**4,646.81**		**4,646.81**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**1,608,210.54**		**2,955,053.00**	