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: W.W.W. FOUNDATION

A Employer identification number: 95-3694741

Number and street (or P O box number if mail is not delivered to street address): 625 FAIR OAKS AVENUE SUITE 360

Room/suite:

B Telephone number: (626)441-5188

City or town, state, and ZIP code: SOUTH PASADENA, CA 91030-2630

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)* ▶$ 56,637,625.

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))	**(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				
	4	Dividends and interest from securities	953,737.	953,737.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,362,788.			
	b	Gross sales price for all assets on line 6a 14,508,191.				
	7	Capital gain net income (from Part IV, line 2)		2,362,788.		
	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	496,179.	496,179.		STATEMENT 2
	12	**Total** Add lines 1 through 11	3,812,704.	3,812,704.		
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 STMT 3	635.	0.		635.
	b	Accounting fees STMT 4	24,000.	0.		24,000.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	57,849.	842.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	465,251.	69,755.		348,934.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	547,735.	70,597.		373,569.
	25	Contributions, gifts, grants paid	2,013,830.			2,013,830.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,561,565.	70,597.		2,387,399.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,251,139.			
	b	**Net investment income** (if negative, enter -0-)		3,742,107.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	17,635.	6,853.	6,853.
	2	Savings and temporary cash investments	1,719,009.	1,605,098.	1,605,098.
	3	Accounts receivable ▶ 65,917. Less: allowance for doubtful accounts ▶	119,638.	65,917.	40,305.
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 9	2,038,887.	1,298,976.	1,298,978.
	b	Investments - corporate stock STMT 10	22,137,348.	24,708,073.	24,708,073.
	c	Investments - corporate bonds STMT 11	7,425,436.	7,060,147.	7,060,147.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	18,953,056.	21,918,171.	21,918,171.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)	20,804.	0.	0.
	16	**Total assets** (to be completed by all filers)	52,431,813.	56,663,235.	56,637,625.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	985,906.	1,033,909.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 13)	93,961.	175,080.	
	23	**Total liabilities** (add lines 17 through 22)	1,079,867.	1,208,989.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	47,171,971.	51,067,957.	
	25	Temporarily restricted	4,179,975.	4,386,289.	
	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**	51,351,946.	55,454,246.	
	31	**Total liabilities and net assets/fund balances**	52,431,813.	56,663,235.	

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	51,351,946.
2	Enter amount from Part I, line 27a	2	1,251,139.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	2,946,827.
4	Add lines 1, 2, and 3	4	55,549,912.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	95,666.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,454,246.

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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				
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	14,508,191.		12,145,403.	2,362,788.

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				2,362,788.

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	2,362,788.
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	1,918,763.	52,960,832.	.036230
2010	1,996,259.	48,831,707.	.040880
2009	2,752,998.	43,049,990.	.063949
2008	3,175,079.	52,889,219.	.060033
2007	3,221,598.	63,193,550.	.050980

2 **Total** of line 1, column (d)	2	.252072
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	.050414
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	53,696,329.
5 Multiply line 4 by line 3	5	2,707,047.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	37,421.
7 Add lines 5 and 6	7	2,744,468.
8 Enter qualifying distributions from Part XII, line 4	8	2,387,399.

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	74,842.
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	74,842.
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	74,842.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	51,502.		
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	51,502.
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	23,340.
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

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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 FAIR OAKS AVE, STE 360, SOUTH PASADENA, CA 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)?	N/A	1b		
	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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b X

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? SEE STATEMENT 15 ☒ 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 14		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
WHITTIER TRUST COMPANY - 625 FAIR OAKS AVE, SUITE 360, SOUTH PASADENA, CA 91030	MANAGEMENT CONSULTING	463,546.

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	
2	
All other program-related investments. See instructions. 3 NOT APPLICABLE	0.
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	33,415,786.
b	Average of monthly cash balances		1b	1,373,388.
c	Fair market value of all other assets		1c	19,724,866.
d	**Total** (add lines 1a, b, and c)		1d	54,514,040.
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	54,514,040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	817,711.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	53,696,329.
6	**Minimum investment return.** Enter 5% of line 5		6	2,684,816.

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	2,684,816.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 74,842.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	74,842.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,609,974.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,609,974.
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	2,609,974.

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	2,387,399.
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	2,387,399.
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	2,387,399.

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				2,609,974.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,265,555.	
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: ▶ $ 2,387,399.				
a Applied to 2011, but not more than line 2a			2,265,555.	
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				121,844.
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				2,488,130.
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				

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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 ▶ ☒ 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*				
SEE SCHEDULE ATTACHED 00 5075				1,760,000.
SEE SCHEDULE ATTACHED 00 5111				253,830.
Total			▶ 3a	2,013,830.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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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					
4 Dividends and interest from securities			14	953,737.	
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	496,179.	
8 Gain or (loss) from sales of assets other than inventory			18	2,362,788.	
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.		3,812,704.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,812,704.

(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

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

▶ Peggy Grayson | 9/26/13 ▶ Secretary

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
KYLE WEBSTER, CPA		8/24/13		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

W.W.W. FOUNDATION

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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	9000 SHARES PPL CAPITAL	P	07/11/07	08/14/12
b	7253.69 SHARES RES 5.5 12/25/17	P	03/12/09	07/25/12
c	7121.71 SHARES RES 5.5 12/25/17	P	03/12/09	03/26/12
d	8847.43 SHARES RES 5.5 12/25/17	P	03/12/09	09/25/12
e	9564.07 SHARES RES 5.5 12/25/17	P	03/12/09	11/26/12
f	10224.11 SHARES RES 5.5 12/25/17	P	03/12/09	12/26/12
g	10457.51 SHARES RES 5.5 12/25/17	P	03/12/09	06/25/12
h	10698.6 SHARES RES 5.5 12/25/17	P	03/12/09	05/25/12
i	10599.4 SHARES RES 5.5 12/25/17	P	03/12/09	01/25/12
j	11877.95 SHARES RES 5.5 12/25/17	P	03/12/09	04/25/12
k	12783.1 SHARES RES 5.5 12/25/17	P	03/12/09	08/27/12
l	15318.58 SHARES RES 5.5 12/25/17	P	03/12/09	10/25/12
m	19187.07 SHARES RES 5.5 12/25/17	P	03/12/09	02/27/12
n	100000 SHARES TYCO 4.125 10/15/14	P	05/17/11	08/15/12
o	325 SHARES ISHARES S&P 500	P	09/07/05	09/19/12

	(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	225,000.		225,000.	0.
b	7,254.		7,252.	2.
c	7,122.		7,120.	2.
d	8,847.		8,846.	1.
e	9,564.		9,562.	2.
f	10,224.		10,222.	2.
g	10,458.		10,455.	3.
h	10,699.		10,696.	3.
i	10,599.		10,597.	2.
j	11,878.		11,875.	3.
k	12,783.		12,780.	3.
l	15,319.		15,315.	4.
m	19,187.		19,183.	4.
n	107,668.		104,476.	3,192.
o	47,995.		40,277.	7,718.

	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				0.
b				2.
c				2.
d				1.
e				2.
f				2.
g				3.
h				3.
i				2.
j				3.
k				3.
l				4.
m				4.
n				3,192.
o				7,718.

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	1790 SHARES ISHARES AGG BONDS	P	05/12/11	09/19/12
b	1320 SHARES ISHARES S&P 500	P	03/18/04	09/19/12
c	250000 SHARES UST NTS 7.25 5-15-16	P	02/17/94	05/25/12
d	3770 SHARES ISHARES S&P 500	P	01/11/05	09/19/12
e	400000 SHARES UST 6.5 11/15/26	P	12/05/96	03/09/12
f	231 SHARES BB&T 5.85 05/01/2017	P	04/26/12	06/07/12
g	310 SHARES KIMCO REALTY 6.0	P	03/09/12	06/07/12
h	4793 SHARES REGENCY 6.625	P	02/07/12	03/29/12
i	500 SHARES BRANDYWINE 6.9	P	04/03/12	05/29/12
j	182 SHARES ANNALY CAPITAL 7.5	P	09/06/12	10/10/12
k	2005 SHARES HEALTH CARE REIT 6.5	P	02/29/12	04/05/12
l	797 SHARES BRANDYWINE 6.9	P	04/03/12	06/06/12
m	2025 SHARES KIMCO REALTY 6.0	P	03/09/12	06/14/12
n	1338 SHARES KIMCO REALTY 6.0	P	03/09/12	06/06/12
o	907 SHARES BRANDYWINE 6.9	P	04/03/12	06/12/12

	(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	199,992.		191,072.	8,920.
b	194,933.		148,922.	46,011.
c	315,000.		255,874.	59,126.
d	556,741.		446,820.	109,921.
e	591,375.		403,275.	188,100.
f	5,781.		5,775.	6.
g	7,765.		7,750.	15.
h	119,856.		119,825.	31.
i	12,555.		12,500.	55.
j	4,615.		4,550.	65.
k	50,191.		50,125.	66.
l	19,992.		19,925.	67.
m	50,697.		50,625.	72.
n	33,523.		33,450.	73.
o	22,756.		22,675.	81.

	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				8,920.
b				46,011.
c				59,126.
d				109,921.
e				188,100.
f				6.
g				15.
h				31.
i				55.
j				65.
k				66.
l				67.
m				72.
n				73.
o				81.

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	265 SHARES ASSOC BANC-CORP 8.0	P	09/07/11	01/12/12
b	1517 SHARES BB&T 5.85 05/01/2017	P	04/26/12	06/08/12
c	2630 SHARES BB&T 5.85 05/01/2017	P	04/26/12	06/11/12
d	4745 SHARES HEALTH CARE REIT 6.5	P	02/29/12	04/04/12
e	3122 SHARES BB&T 5.85 05/01/2017	P	04/26/12	06/12/12
f	1126 SHARES BRANDYWINE 6.9	P	04/03/12	06/18/12
g	1500 SHARES BRANDYWINE 6.9	P	04/03/12	06/15/12
h	775 SHARES ASSOC BANC-CORP 8.0	P	09/07/11	01/10/12
i	980 SHARES ASSOC BANC-CORP 8.0	P	09/07/11	01/13/12
j	1232 SHARES ASSOC BANC-CORP 8.0	P	09/07/11	01/11/12
k	2577 SHARES KIMCO REALTY 6.0	P	03/09/12	06/19/12
l	10750 SHARES PROTECTIVE LIFE 6.25	P	05/15/12	05/31/12
m	2735 SHARES ARGO GROUP US 6.5	P	09/18/12	10/31/12
n	6250 SHARES BANK OF NY MELLON	P	09/12/12	11/28/12
o	1505 SHARES ANNALY CAPITAL 7.5	P	09/06/12	10/10/12

	(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	6,718.		6,625.	93.
b	38,031.		37,925.	106.
c	65,886.		65,750.	136.
d	118,770.		118,625.	145.
e	78,238.		78,050.	188.
f	28,341.		28,150.	191.
g	37,709.		37,500.	209.
h	19,646.		19,375.	271.
i	24,791.		24,500.	291.
j	31,139.		30,800.	339.
k	64,796.		64,425.	371.
l	269,156.		268,750.	406.
m	68,788.		68,375.	413.
n	156,758.		156,250.	508.
o	38,159.		37,625.	534.

	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				93.
b				106.
c				136.
d				145.
e				188.
f				191.
g				209.
h				271.
i				291.
j				339.
k				371.
l				406.
m				413.
n				508.
o				534.

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	5000 SHARES GEN ELEC 4.875	P	10/02/12	12/10/12
b	6250 SHARES WELLS FARGO 5.2	P	08/09/12	10/02/12
c	2265 SHARES ARGO GROUP US 6.5	P	09/18/12	10/24/12
d	2245 SHARES ANNALY CAPITAL 7.5	P	09/06/12	10/09/12
e	6250 SHARES BB&T CORPORATION	P	07/24/12	08/20/12
f	2998 SHARES ASSOC BANC-CORP 8.0	P	09/07/11	01/18/12
g	2500 SHARES PS BUSINESS PRK 6.45	P	01/10/12	02/28/12
h	1637 SHARES AFFIL 6.375 8/15/42	P	08/01/12	09/10/12
i	5000 SHARES QWEST 7 04/01/2017	P	03/22/12	04/18/12
j	2500 SHARES AVIVA 8.25 12/01/41	P	11/17/11	01/09/12
k	5000 SHARES KILROY REALTY 6.875	P	03/16/12	05/01/12
l	6250 SHARES FIRST REP BANK 6.7	P	01/17/12	03/22/12
m	3735 SHARES PUBLIC STORAGE 5.9	P	01/05/12	03/06/12
n	3765 SHARES PUBLIC STORAGE 5.9	P	01/05/12	03/07/12
o	5000 SHARES PUBLIC STORAGE 5.75	P	03/06/12	04/26/12

	(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	125,568.		125,000.	568.
b	156,828.		156,250.	578.
c	57,310.		56,625.	685.
d	56,931.		56,125.	806.
e	157,059.		156,250.	809.
f	75,879.		74,950.	929.
g	63,526.		62,500.	1,026.
h	41,988.		40,925.	1,063.
i	126,147.		125,000.	1,147.
j	63,668.		62,500.	1,168.
k	126,200.		125,000.	1,200.
l	157,515.		156,250.	1,265.
m	94,835.		93,375.	1,460.
n	95,601.		94,125.	1,476.
o	126,497.		125,000.	1,497.

	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				568.
b				578.
c				685.
d				806.
e				809.
f				929.
g				1,026.
h				1,063.
i				1,147.
j				1,168.
k				1,200.
l				1,265.
m				1,460.
n				1,476.
o				1,497.

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	5000 SHARES DISCOVER FIN SVS 6.5	P	10/09/12	10/31/12
b	2500 SHARES GOLDMAN 6.5 11/01/61	P	10/19/11	02/01/12
c	5000 SHARES NATL RETAIL PPTY	P	02/15/12	05/02/12
d	5000 SHARES PROTECTIVE LIFE CORP	P	08/15/12	09/04/12
e	5000 SHARES GOLDMAN 6.5 11/01/61	P	10/19/11	01/31/12
f	3750 SHARES ANNALY CAP 7.625	P	05/09/12	07/19/12
g	6250 SHARES PS BUSINESS PARK 6.0	P	05/03/12	07/10/12
h	5863 SHARES AFFIL 6.375 8/15/42	P	08/01/12	09/11/12
i	10000 SHARES AEGON NV 8 02/15/42	P	01/24/12	03/08/12
j	6250 SHARES FIRST 6.2 06/01/2017	P	05/24/12	07/10/12
k	6250 SHARES STANLEY BLACK & DECK	P	07/18/12	08/30/12
l	6250 SHARES QWEST CORP 7 07/1/17	P	06/14/12	07/26/12
m	5000 SHARES STIFEL 6.7 01/15/22	P	01/18/12	02/22/12
n	125000 SHARES MERRILL 6.22 9/15/26	P	12/07/11	05/25/12
o	6250 SHARES SENIOR HOUSING 5.625	P	07/17/12	11/15/12

	(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	126,510.		125,000.	1,510.
b	64,252.		62,500.	1,752.
c	127,007.		125,000.	2,007.
d	127,257.		125,000.	2,257.
e	127,807.		125,000.	2,807.
f	96,924.		93,750.	3,174.
g	159,592.		156,250.	3,342.
h	150,516.		146,575.	3,941.
i	254,597.		250,000.	4,597.
j	162,425.		156,250.	6,175.
k	162,513.		156,250.	6,263.
l	162,630.		156,250.	6,380.
m	131,819.		125,000.	6,819.
n	136,019.		105,987.	30,032.
o	150,503.		156,250.	<5,747.>

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				1,510.
b				1,752.
c				2,007.
d				2,257.
e				2,807.
f				3,174.
g				3,342.
h				3,941.
i				4,597.
j				6,175.
k				6,263.
l				6,380.
m				6,819.
n				30,032.
o				<5,747.>

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	1250 SHARES SENIOR HOUSING 5.625	P	07/17/12	11/15/12
b	6250 SHARES CAPITAL ONE FINL	P	08/13/12	12/26/12
c	2500 SHARES KIMCO REALTY 5.5	P	07/16/12	10/04/12
d	3750 SHARES JPMORGAN 5.50	P	08/20/12	12/13/12
e	625 SHARES PROSPECT CAP 6.95	P	04/24/12	08/10/12
f	625 SHARES PROSPECT CAP 6.95	P	04/24/12	08/10/12
g	1250 SHARES JPMORGAN 5.50	P	08/20/12	12/13/12
h	1000 SHARES PROTECTIVE LIFE 6.25	P	06/01/12	05/31/12
i	170 SHARES BRANDYWINE 6.9	P	04/03/12	05/31/12
j	207 SHARES REGENCY 6.625	P	02/07/12	03/28/12
k	200000 SHARES FFCB 4.85 10-25-12	P	11/12/02	10/25/12
l	0.9991 SHARES KRAFT FOODS GRP	P	01/30/04	10/30/12
m	200000 SHARES UST 4.375 8-15-12	P	11/15/02	08/15/12
n	2650 SHARES KRAFT FOODS	P	09/19/08	09/25/12
o	75 SHARES TIME WARNER	P	08/04/06	03/23/12

	(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	30,101.		31,250.	<1,149.>
b	155,610.		156,250.	<640.>
c	62,161.		62,500.	<339.>
d	93,541.		93,750.	<209.>
e	15,543.		15,625.	<82.>
f	15,543.		15,625.	<82.>
g	31,180.		31,250.	<70.>
h	25,038.		25,065.	<27.>
i	4,249.		4,250.	<1.>
j	5,175.		5,175.	0.
k	200,000.		200,000.	0.
l	46.		21.	25.
m	200,000.		205,375.	<5,375.>
n	109,539.		89,242.	20,297.
o	2,783.		2,639.	144.

	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				<1,149.>
b				<640.>
c				<339.>
d				<209.>
e				<82.>
f				<82.>
g				<70.>
h				<27.>
i				<1.>
j				0.
k				0.
l				25.
m				<5,375.>
n				20,297.
o				144.

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	540 SHARES SYSCO CORP	P	02/01/06	11/02/12
b	100 SHARES TARGET CORP	P	01/11/11	03/23/12
c	93.6667 SHARES TIME WARNER	P	12/09/10	03/23/12
d	581.3333 SHARES TIME WARNER	P	06/30/05	03/23/12
e	400 SHARES EXXON-MOBIL	P	07/13/07	10/18/12
f	665 SHARES COG TECH SOL	P	08/16/10	06/07/12
g	55 SHARES NIKE	P	01/14/11	03/23/12
h	350 SHARES SYSCO CORP	P	08/04/06	11/02/12
i	410 SHARES FREEPORT - MCMORAN	P	03/20/07	08/06/12
j	185 SHARES EXXON-MOBIL	P	05/05/11	10/18/12
k	1070 SHARES SYSCO CORP	P	12/09/10	11/02/12
l	180 SHARES BECTON DICKINSON	P	04/09/09	10/05/12
m	615 SHARES DEERE & CO	P	06/22/11	11/20/12
n	3706.25 SHARES CEMIG SA - SPONS ADR	P	07/27/09	11/20/12
o	145 SHARES ABBOTT LABS	P	01/05/10	10/05/12

	(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	16,908.		16,721.	187.
b	5,822.		5,527.	295.
c	3,475.		2,938.	537.
d	21,569.		20,652.	917.
e	37,220.		36,278.	942.
f	39,727.		38,753.	974.
g	5,898.		4,632.	1,266.
h	10,959.		9,503.	1,456.
i	14,123.		12,625.	1,498.
j	17,214.		15,227.	1,987.
k	33,504.		31,358.	2,146.
l	14,276.		12,088.	2,188.
m	52,898.		50,570.	2,328.
n	39,384.		37,020.	2,364.
o	10,361.		7,821.	2,540.

	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				187.
b				295.
c				537.
d				917.
e				942.
f				974.
g				1,266.
h				1,456.
i				1,498.
j				1,987.
k				2,146.
l				2,188.
m				2,328.
n				2,364.
o				2,540.

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	225 SHARES HEALTH CARE	P	06/03/10	02/06/12
b	1050 SHARES AMERICAN EXPRESS	P	04/27/10	01/12/12
c	190 SHARES NIKE	P	01/14/11	02/06/12
d	240 SHARES NIKE	P	12/09/10	02/06/12
e	935 SHARES CEMIG SA - SPONS ADR	P	12/09/10	02/06/12
f	550 SHARES SIGMA ALDRICH	P	01/14/11	10/23/12
g	205 SHARES NIKE	P	01/11/11	03/23/12
h	350 SHARES NIKE	P	12/29/10	02/06/12
i	665 SHARES DISNEY WALT CO	P	12/09/10	06/12/12
j	850 SHARES CVS CORP	P	01/20/10	02/06/12
k	315 SHARES PRICE T ROWE GROUP	P	11/14/08	02/06/12
l	720 SHARES HEALTH CARE	P	12/09/10	02/06/12
m	930 SHARES COMCAST CL A	P	12/09/10	03/23/12
n	120 SHARES MCDONALDS CORP	P	06/30/05	01/04/12
o	380 SHARES PHILIP MORRIS INTL	P	12/09/10	06/07/12

	(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	12,778.		9,599.	3,179.
b	52,022.		48,437.	3,585.
c	19,646.		16,000.	3,646.
d	24,816.		20,983.	3,833.
e	19,412.		15,577.	3,835.
f	39,423.		35,327.	4,096.
g	21,982.		17,222.	4,760.
h	36,190.		30,041.	6,149.
i	30,711.		24,440.	6,271.
j	36,661.		28,675.	7,986.
k	18,462.		10,412.	8,050.
l	40,888.		32,670.	8,218.
m	27,825.		19,390.	8,435.
n	11,971.		3,343.	8,628.
o	31,823.		22,545.	9,278.

	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				3,179.
b				3,585.
c				3,646.
d				3,833.
e				3,835.
f				4,096.
g				4,760.
h				6,149.
i				6,271.
j				7,986.
k				8,050.
l				8,218.
m				8,435.
n				8,628.
o				9,278.

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	245 SHARES PHILIP MORRIS INTL	P	12/30/08	06/07/12
b	810 SHARES MACY'S INC	P	03/19/08	02/06/12
c	700 SHARES COG TECH SOL	P	02/02/10	06/07/12
d	495 SHARES GILEAD SCIENCES	P	12/21/07	10/05/12
e	1225 SHARES CVS CORP	P	12/09/10	02/06/12
f	550 SHARES MCDONALDS CORP	P	12/09/10	01/04/12
g	665 SHARES ABBOTT LABS	P	05/05/11	10/05/12
h	2484 SHARES ILLINOIS TOOL WKS	P	11/15/10	07/23/12
i	490 SHARES GILEAD SCIENCES	P	01/05/10	10/05/12
j	115 SHARES APPLE COMPUTER	P	12/09/10	02/06/12
k	840 SHARES FREEPORT - MCMORAN	P	11/14/08	08/06/12
l	1666 SHARES CEMIG SA - SPONS ADR	P	07/27/09	03/13/12
m	305 SHARES MCDONALDS CORP	P	06/30/05	07/30/12
n	830 SHARES BECTON DICKINSON	P	06/30/05	10/05/12
o	1850 SHARES HEALTH CARE	P	06/03/10	06/07/12

	(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	20,517.		10,692.	9,825.
b	28,918.		18,886.	10,032.
c	41,818.		31,514.	10,304.
d	34,302.		22,919.	11,383.
e	52,835.		41,105.	11,730.
f	54,867.		42,647.	12,220.
g	47,520.		34,912.	12,608.
h	132,121.		119,498.	12,623.
i	33,955.		21,035.	12,920.
j	53,317.		36,788.	16,529.
k	28,934.		10,847.	18,087.
l	39,003.		20,801.	18,202.
m	27,227.		8,497.	18,730.
n	65,830.		43,807.	22,023.
o	102,411.		76,290.	26,121.

	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				9,825.
b				10,032.
c				10,304.
d				11,383.
e				11,730.
f				12,220.
g				12,608.
h				12,623.
i				12,920.
j				16,529.
k				18,087.
l				18,202.
m				18,730.
n				22,023.
o				26,121.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	1175 SHARES PRICE T ROWE GROUP	P	11/14/08	06/22/12
b	1840 SHARES MACY'S INC	P	09/22/08	02/06/12
c	1180 SHARES GILEAD SCIENCES	P	09/11/07	10/05/12
d	1660 SHARES DISNEY WALT CO	P	04/16/09	06/12/12
e	1260 SHARES DEERE & CO	P	09/21/09	11/20/12
f	955 SHARES MCDONALDS CORP	P	06/30/05	08/30/12
g	2820 SHARES EATON CORP	P	06/22/11	07/23/12
h	3380 SHARES EMC CORP	P	05/05/11	07/12/12
i	1445 SHARES ALTERA CORP	P	07/29/11	10/19/12
j	980 SHARES JP MORGAN CHASE	P	06/04/07	10/03/12
k	500 SHARES FREEPORT - MCMORAN	P	12/09/10	08/06/12
l	1060 SHARES ALTERA CORP	P	07/29/11	10/11/12
m	2805 SHARES CISCO SYS INC	P	12/22/10	06/07/12
n	2490 SHARES CISCO SYS INC	P	12/09/10	06/07/12
o	650 SHARES AFLAC	P	12/09/10	05/04/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	70,133.		38,837.	31,296.
b	65,690.		33,888.	31,802.
c	81,770.		44,785.	36,985.
d	76,662.		33,250.	43,412.
e	108,377.		56,631.	51,746.
f	84,697.		26,606.	58,091.
g	115,345.		137,230.	<21,885.>
h	78,440.		90,888.	<12,448.>
i	47,897.		59,858.	<11,961.>
j	39,964.		50,660.	<10,696.>
k	17,223.		27,668.	<10,445.>
l	33,856.		43,910.	<10,054.>
m	46,524.		54,894.	<8,370.>
n	41,299.		49,327.	<8,028.>
o	28,339.		36,104.	<7,765.>

	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				31,296.
b				31,802.
c				36,985.
d				43,412.
e				51,746.
f				58,091.
g				<21,885.>
h				<12,448.>
i				<11,961.>
j				<10,696.>
k				<10,445.>
l				<10,054.>
m				<8,370.>
n				<8,028.>
o				<7,765.>

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	545 SHARES COG TECH SOL	P	12/09/10	06/07/12
b	835 SHARES SYSCO CORP	P	06/30/05	11/02/12
c	1530.75 SHARES CEMIG SA - SPONS ADR	P	11/09/11	11/20/12
d	945 SHARES SYSCO CORP	P	08/16/05	11/02/12
e	530 SHARES PNC FINANCIAL	P	08/04/10	11/28/12
f	595 SHARES PRICE T ROWE GROUP	P	12/09/10	02/06/12
g	1665 SHARES TEXAS INSTRUMENTS	P	11/09/11	11/20/12
h	310 SHARES PNC FINANCIAL	P	12/09/10	11/28/12
i	570 SHARES PNC FINANCIAL	P	05/27/10	03/14/12
j	415 SHARES PNC FINANCIAL	P	06/16/11	11/28/12
k	1620 SHARES AFLAC	P	11/12/09	05/04/12
l	660 SHARES TARGET CORP	P	12/09/10	03/23/12
m	140 SHARES JP MORGAN CHASE	P	11/01/07	10/03/12
n	195 SHARES BECTON DICKINSON	P	12/09/10	10/05/12
o	330 SHARES PNC FINANCIAL	P	12/09/10	03/14/12

	(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	32,558.		38,439.	<5,881.>
b	26,145.		30,410.	<4,265.>
c	16,266.		20,127.	<3,861.>
d	29,590.		32,333.	<2,743.>
e	29,319.		31,924.	<2,605.>
f	34,873.		37,122.	<2,249.>
g	48,616.		50,800.	<2,184.>
h	17,149.		19,140.	<1,991.>
i	34,803.		36,650.	<1,847.>
j	22,957.		24,663.	<1,706.>
k	70,631.		71,723.	<1,092.>
l	38,425.		39,161.	<736.>
m	5,709.		6,282.	<573.>
n	15,466.		15,876.	<410.>
o	20,149.		20,375.	<226.>

	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				<5,881.>
b				<4,265.>
c				<3,861.>
d				<2,743.>
e				<2,605.>
f				<2,249.>
g				<2,184.>
h				<1,991.>
i				<1,847.>
j				<1,706.>
k				<1,092.>
l				<736.>
m				<573.>
n				<410.>
o				<226.>

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 SHARES CISCO SYS INC	P	06/30/05	06/07/12
b	25 SHARES EXXON-MOBIL	P	04/21/08	10/18/12
c	0.5 SHARES CEMIG SA - SPONS ADR	P	11/09/11	06/01/12
d	5 SHARES AMERICAN EXPRESS	P	06/09/11	01/12/12
e	45 SHARES CVS CORP	P	08/08/11	02/06/12
f	515 SHARES AMERICAN EXPRESS	P	06/16/11	01/12/12
g	1645 SHARES MARSH & MCLENNAN	P	05/04/12	09/14/12
h	615 SHARES MCDONALDS CORP	P	06/12/12	07/30/12
i	360 SHARES CEMIG SA - SPONS ADR	P	11/09/11	02/06/12
j	345 SHARES MCDONALDS CORP	P	01/11/11	01/04/12
k	1785 SHARES ROCKWELL INTL	P	07/23/12	11/20/12
l	2985 SHARES INTEL CORP	P	06/07/12	11/20/12
m	9075 SHARES AES CORP	P	12/16/11	11/20/12
n	2330 SHARES PENNEY J. C	P	02/06/12	03/23/12
o	2600 SHARES INTEL CORP	P	06/07/12	10/11/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	581.		672.	<91.>
b	2,326.		2,361.	<35.>
c	9.		7.	2.
d	248.		244.	4.
e	1,941.		1,478.	463.
f	25,515.		24,833.	682.
g	57,194.		56,242.	952.
h	54,900.		53,714.	1,186.
i	7,474.		5,917.	1,557.
j	34,417.		25,544.	8,873.
k	138,872.		115,121.	23,751.
l	57,948.		78,041.	<20,093.>
m	89,474.		105,740.	<16,266.>
n	84,321.		96,040.	<11,719.>
o	56,263.		67,975.	<11,712.>

	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				<91.>
b				<35.>
c				2.
d				4.
e				463.
f				682.
g				952.
h				1,186.
i				1,557.
j				8,873.
k				23,751.
l				<20,093.>
m				<16,266.>
n				<11,719.>
o				<11,712.>

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	6510 SHARES CONSUMER DISCRETION	P	03/23/12	06/12/12
b	6750 SHARES KEYCORP	P	03/14/12	06/12/12
c	900 SHARES JOHNSON CTLS	P	05/13/11	03/23/12
d	1650 SHARES TEXAS INSTRUMENTS	P	11/09/11	10/11/12
e	2510 SHARES JOHNSON CTLS	P	01/04/12	05/23/12
f	800 SHARES JOHNSON CTLS	P	05/13/11	02/06/12
g	2785 SHARES PROLOGIS INC	P	02/06/12	06/07/12
h	910 SHARES JOHNSON CTLS	P	10/27/11	03/23/12
i	1155 SHARES EATON CORP	P	10/21/11	07/23/12
j	630 SHARES JOHNSON CTLS	P	01/04/12	03/23/12
k	0.9904 SHARES KRAFT FOODS GRP	P	10/11/12	10/30/12
l	0 SHARES HEALTH CARE	P		03/29/12
m	0 SHARES HEALTH CARE	P		03/29/12
n	0 SHARES HEALTH CARE	P		03/29/12
o	0 SHARES HEALTH CARE	P		03/29/12

	(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	280,392.		291,062.	<10,670.>
b	47,890.		57,393.	<9,503.>
c	28,871.		34,735.	<5,864.>
d	44,994.		50,343.	<5,349.>
e	77,081.		81,758.	<4,677.>
f	26,719.		30,876.	<4,157.>
g	88,742.		92,016.	<3,274.>
h	29,192.		30,315.	<1,123.>
i	47,242.		48,174.	<932.>
j	20,210.		20,521.	<311.>
k	45.		46.	<1.>
l	45.			45.
m	47.			47.
n	47.			47.
o	47.			47.

	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				<10,670.>
b				<9,503.>
c				<5,864.>
d				<5,349.>
e				<4,677.>
f				<4,157.>
g				<3,274.>
h				<1,123.>
i				<932.>
j				<311.>
k				<1.>
l				45.
m				47.
n				47.
o				47.

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	50 SHARES SYSCO CORP	P	01/13/03	11/06/12
b	31.0001 SHARES TIME WARNER	P	01/30/04	03/26/12
c	10 SHARES PNC FINANCIAL	P	08/05/10	03/14/12
d	73.9999 SHARES TIME WARNER	P	07/06/06	03/26/12
e	85 SHARES DEERE & CO	P	06/22/11	12/04/12
f	85 SHARES COG TECH SOL	P	08/16/10	06/07/12
g	40 SHARES FREEPORT - MCMORAN	P	03/20/07	08/06/12
h	160 SHARES SYSCO CORP	P	03/02/06	11/06/12
i	15 SHARES TARGET CORP	P	01/13/03	03/26/12
j	75 SHARES SIGMA ALDRICH	P	01/14/11	10/24/12
k	145 SHARES AMERICAN EXPRESS	P	04/28/10	01/12/12
l	20 SHARES NIKE	P	08/05/10	02/07/12
m	35 SHARES NIKE	P	01/14/11	02/07/12
n	25 SHARES GILEAD SCIENCES	P	03/11/09	12/04/12
o	85 SHARES CVS CORP	P	02/16/10	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	1,532.		1,527.	5.
b	1,152.		1,145.	7.
c	611.		602.	9.
d	2,749.		2,662.	87.
e	7,093.		6,989.	104.
f	5,078.		4,953.	125.
g	1,378.		1,232.	146.
h	4,904.		4,754.	150.
i	882.		461.	421.
j	5,279.		4,817.	462.
k	7,184.		6,664.	520.
l	2,088.		1,483.	605.
m	3,654.		2,947.	707.
n	1,868.		1,105.	763.
o	3,665.		2,849.	816.

	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				5.
b				7.
c				9.
d				87.
e				104.
f				125.
g				146.
h				150.
i				421.
j				462.
k				520.
l				605.
m				707.
n				763.
o				816.

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	87 SHARES EXXON-MOBIL	P	05/11/11	10/19/12
b	20 SHARES MCDONALDS CORP	P	03/02/06	08/30/12
c	668.75 SHARES CEMIG SA - SPONS ADR	P	07/28/09	12/04/12
d	55 SHARES NIKE	P	01/11/11	02/07/12
e	35 SHARES NIKE	P	08/05/10	03/26/12
f	110 SHARES ABBOTT LABS	P	05/11/11	12/04/12
g	5 SHARES APPLE COMPUTER	P	02/04/10	02/07/12
h	30 SHARES PHILIP MORRIS INTL	P	03/11/09	06/07/12
i	125 SHARES COMCAST CL A	P	12/15/05	03/26/12
j	130 SHARES HEALTH CARE	P	07/16/10	02/07/12
k	90 SHARES TARGET CORP	P	01/30/04	03/26/12
l	340 SHARES ILLINOIS TOOL WKS	P	11/15/10	07/23/12
m	205 SHARES CVS CORP	P	01/22/10	02/07/12
n	45 SHARES MCDONALDS CORP	P	12/15/05	07/30/12
o	230 SHARES CEMIG SA - SPONS ADR	P	07/28/09	03/14/12

	(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	8,030.		7,041.	989.
b	1,774.		700.	1,074.
c	7,878.		6,801.	1,077.
d	5,741.		4,621.	1,120.
e	3,795.		2,596.	1,199.
f	7,124.		5,835.	1,289.
g	2,347.		962.	1,385.
h	2,512.		1,013.	1,499.
i	3,787.		2,238.	1,549.
j	7,452.		5,629.	1,823.
k	5,290.		3,430.	1,860.
l	18,266.		16,356.	1,910.
m	8,839.		6,918.	1,921.
n	4,022.		1,576.	2,446.
o	5,396.		2,924.	2,472.

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				989.
b				1,074.
c				1,077.
d				1,120.
e				1,199.
f				1,289.
g				1,385.
h				1,499.
i				1,549.
j				1,823.
k				1,860.
l				1,910.
m				1,921.
n				2,446.
o				2,472.

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	175 SHARES COG TECH SOL	P	02/04/10	06/07/12
b	165 SHARES BECTON DICKINSON	P	12/15/05	12/04/12
c	10 SHARES APPLE COMPUTER	P	04/25/08	02/07/12
d	200 SHARES FREEPORT - MCMORAN	P	03/11/09	08/06/12
e	255 SHARES HEALTH CARE	P	07/16/10	06/07/12
f	55 SHARES PHILIP MORRIS INTL	P	11/13/02	06/07/12
g	125 SHARES PRICE T ROWE GROUP	P	03/11/09	02/07/12
h	160 SHARES PRICE T ROWE GROUP	P	03/11/09	06/22/12
i	110 SHARES MCDONALDS CORP	P	12/15/05	08/30/12
j	365 SHARES MACY'S INC	P	09/26/08	02/07/12
k	175 SHARES DEERE & CO	P	09/21/09	12/04/12
l	320 SHARES DISNEY WALT CO	P	04/17/09	06/13/12
m	140 SHARES MCDONALDS CORP	P	12/15/05	01/06/12
n	275 SHARES GILEAD SCIENCES	P	09/18/07	12/04/12
o	390 SHARES EATON CORP	P	06/22/11	07/23/12

	(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	10,455.		7,570.	2,885.
b	12,639.		9,728.	2,911.
c	4,694.		1,701.	2,993.
d	6,889.		3,588.	3,301.
e	14,116.		10,678.	3,438.
f	4,606.		1,083.	3,523.
g	7,326.		3,152.	4,174.
h	9,703.		4,035.	5,668.
i	9,756.		3,852.	5,904.
j	13,060.		7,056.	6,004.
k	14,603.		7,865.	6,738.
l	14,745.		6,598.	8,147.
m	14,058.		4,903.	9,155.
n	20,542.		10,562.	9,980.
o	16,003.		18,979.	<2,976.>

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				2,885.
b				2,911.
c				2,993.
d				3,301.
e				3,438.
f				3,523.
g				4,174.
h				5,668.
i				5,904.
j				6,004.
k				6,738.
l				8,147.
m				9,155.
n				9,980.
o				<2,976.>

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	200 SHARES ALTERA CORP	P	07/29/11	10/19/12
b	460 SHARES EMC CORP	P	05/11/11	07/13/12
c	490 SHARES CISCO SYS INC	P	12/22/10	06/07/12
d	140 SHARES ALTERA CORP	P	07/29/11	10/12/12
e	80 SHARES JP MORGAN CHASE	P	06/06/07	10/04/12
f	310 SHARES AFLAC	P	11/17/09	05/09/12
g	120 SHARES PNC FINANCIAL	P	08/05/10	12/04/12
h	240 SHARES CISCO SYS INC	P	12/15/05	06/07/12
i	40 SHARES SYSCO CORP	P	01/30/04	11/06/12
j	55 SHARES PNC FINANCIAL	P	06/16/11	12/04/12
k	75 SHARES SYSCO CORP	P	02/12/07	11/06/12
l	230 SHARES TEXAS INSTRUMENTS	P	11/09/11	12/04/12
m	90 SHARES SYSCO CORP	P	12/15/05	11/06/12
n	110 SHARES PNC FINANCIAL	P	05/28/10	03/14/12
o	70 SHARES JP MORGAN CHASE	P	11/01/07	10/04/12

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	6,503.		8,285.	<1,782.>
b	10,883.		12,544.	<1,661.>
c	8,127.		9,589.	<1,462.>
d	4,528.		5,799.	<1,271.>
e	3,343.		4,045.	<702.>
f	13,312.		13,996.	<684.>
g	6,539.		7,222.	<683.>
h	3,981.		4,276.	<295.>
i	1,226.		1,518.	<292.>
j	2,997.		3,269.	<272.>
k	2,299.		2,570.	<271.>
l	6,792.		7,017.	<225.>
m	2,758.		2,945.	<187.>
n	6,716.		6,893.	<177.>
o	2,925.		3,102.	<177.>

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				<1,782.>
b				<1,661.>
c				<1,462.>
d				<1,271.>
e				<702.>
f				<684.>
g				<683.>
h				<295.>
i				<292.>
j				<272.>
k				<271.>
l				<225.>
m				<187.>
n				<177.>
o				<177.>

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	100 SHARES SYSCO CORP	P	11/13/02	11/06/12
b	49.25 SHARES CEMIG SA - SPONS ADR	P	11/09/11	12/04/12
c	0.75 SHARES CEMIG SA - SPONS ADR	P	11/09/11	06/01/12
d	75 SHARES AMERICAN EXPRESS	P	06/16/11	01/12/12
e	85 SHARES MCDONALDS CORP	P	06/13/12	07/30/12
f	225 SHARES MARSH & MCLENNAN	P	05/09/12	09/14/12
g	180 SHARES CEMIG SA - SPONS ADR	P	11/09/11	02/07/12
h	245 SHARES ROCKWELL INTL	P	07/23/12	12/04/12
i	410 SHARES INTEL CORP	P	06/07/12	12/04/12
j	895 SHARES CONSUMER DISCRETION	P	03/26/12	06/14/12
k	320 SHARES PENNEY J. C	P	02/07/12	03/26/12
l	360 SHARES INTEL CORP	P	06/07/12	10/12/12
m	930 SHARES KEYCORP	P	03/14/12	06/14/12
n	1270 SHARES AES CORP	P	12/16/11	12/04/12
o	125 SHARES JOHNSON CTLS	P	05/13/11	03/26/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,065.		3,192.	<127.>
b	580.		648.	<68.>
c	13.		10.	3.
d	3,716.		3,616.	100.
e	7,598.		7,468.	130.
f	7,823.		7,545.	278.
g	3,752.		2,958.	794.
h	19,213.		16,236.	2,977.
i	8,087.		10,719.	<2,632.>
j	38,187.		40,615.	<2,428.>
k	11,497.		13,502.	<2,005.>
l	7,715.		9,412.	<1,697.>
m	6,627.		7,908.	<1,281.>
n	13,596.		14,798.	<1,202.>
o	4,088.		4,824.	<736.>

	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				<127.>
b				<68.>
c				3.
d				100.
e				130.
f				278.
g				794.
h				2,977.
i				<2,632.>
j				<2,428.>
k				<2,005.>
l				<1,697.>
m				<1,281.>
n				<1,202.>
o				<736.>

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	

W.W.W. FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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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	225 SHARES TEXAS INSTRUMENTS	P	11/09/11	10/12/12
b	110 SHARES JOHNSON CTLS	P	05/13/11	02/07/12
c	225 SHARES JOHNSON CTLS	P	01/06/12	05/24/12
d	385 SHARES PROLOGIS INC	P	02/07/12	06/07/12
e	120 SHARES JOHNSON CTLS	P	10/27/11	05/24/12
f	210 SHARES JOHNSON CTLS	P	01/06/12	03/26/12
g	150 SHARES EATON CORP	P	10/21/11	07/23/12
h	0.6653 SHARES KRAFT FOODS GRP	P	10/12/12	10/30/12
i	120 SHARES AMYLIN PH	P	10/05/07	09/05/12
j	0.3228 SHARES ORCHARD SUPPLY HRDW	P	10/05/07	04/04/12
k	0.3228 SHARES ORCHARD SUPPLY	P	10/05/07	04/04/12
l	OTHER GAIN	P	01/01/11	07/31/12
m	PS GAINS	P	01/01/11	07/31/12
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,132.		6,865.	<733.>
b	3,627.		4,245.	<618.>
c	6,905.		7,508.	<603.>
d	12,268.		12,808.	<540.>
e	3,683.		3,998.	<315.>
f	6,868.		7,008.	<140.>
g	6,155.		6,256.	<101.>
h	31.		31.	0.
i	3,720.		6,104.	<2,384.>
j	6.		39.	<33.>
k	1.		1.	0.
l	5,448.			5,448.
m	1,363,127.			1,363,127.
n				
o				

	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				<733.>
b				<618.>
c				<603.>
d				<540.>
e				<315.>
f				<140.>
g				<101.>
h				0.
i				<2,384.>
j				<33.>
k				0.
l				5,448.
m				1,363,127.
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	2,362,788.
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TRUST COMPANY	953,737.	0.	953,737.
TOTAL TO FM 990-PF, PART I, LN 4	953,737.	0.	953,737.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	494,912.	494,912.	
OTHER INCOME	1,267.	1,267.	
TOTAL TO FORM 990-PF, PART I, LINE 11	496,179.	496,179.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	635.	0.		635.
TO FM 990-PF, PG 1, LN 16A	635.	0.		635.

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	24,000.	0.		24,000.
TO FORM 990-PF, PG 1, LN 16B	24,000.	0.		24,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	842.	842.		0.
TAX - FEDERAL ESTIMATED EXCISE	57,007.	0.		0.
TO FORM 990-PF, PG 1, LN 18	57,849.	842.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION FEE	463,546.	69,532.		347,660.
FILING FEES	160.	0.		160.
INSURANCE	1,485.	223.		1,114.
MISCELLANEOUS EXPENSE	60.	0.		0.
TO FORM 990-PF, PG 1, LN 23	465,251.	69,755.		348,934.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED GAINS	2,938,280.
INTEREST: BOOK-TO-TAX ADJUSTMENT	116.
PARTNERSHIP INCOME: BOOK-TO-TAX ADJUSTMENT	8,431.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,946,827.

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

DESCRIPTION	AMOUNT
CURRENT YEAR CHANGE IN DEFERRED TAX EXPENSE	43,759.
DIVIDENDS: BOOK-TO-TAX ADJUSTMENT	3,904.
GRANTS: CASH-TO-ACCRUAL ADJUSTMENT	48,003.
TOTAL TO FORM 990-PF, PART III, LINE 5	95,666.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BONDS & NOTES-00 5075	X		1,298,976.	1,298,978.
US TREASURY BONDS & NOTES-00 5111	X		0.	0.
US GOVT AGENCY OBLIGATIONS-00 5111	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,298,976.	1,298,978.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,298,976.	1,298,978.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULES ATTACHED - CORP. STOCK	24,708,073.	24,708,073.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,708,073.	24,708,073.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - CORP. BONDS	2,477,204.	2,477,204.
FIXED INCOME TAXABLE	4,582,943.	4,582,943.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,060,147.	7,060,147.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER AGGRESSIVE	FMV	6,441,950.	6,441,950.
WHITTIER VALUE	FMV	10,523,688.	10,523,688.
WHTTIER INTERNATIONAL	FMV	3,708,094.	3,708,094.
WHITTIER AGGRESSIVE-LAYT	FMV	476,864.	476,864.
WHITTIER VALUE-LAYT	FMV	473,234.	473,234.
WHITTIER INTERNATIONAL-LAYT	FMV	294,341.	294,341.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,918,171.	21,918,171.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES PAYABLE	93,961.	138,921.
ACCRUED EXPENSES	0.	36,159.
TOTAL TO FORM 990-PF, PART II, LINE 22	93,961.	175,080.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARCIA W. CONSTANCE 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
WINIFRED W RHODES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRES/DIRECTOR 5.00	0.	0.	0.
LINDA J. BLINKENBERG 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
ARLO G. SORENSEN 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
BRYCE W. RHODES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRES/DIRECTOR 5.00	0.	0.	0.
SHARON H. BRADFORD 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRES/DIRECTOR 5.00	0.	0.	0.
MICHAEL J. CASEY 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
BRETT E.HODGES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
BRIAN M. HODGES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
ADAM J. RHODES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
EMERY W. RHODES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.

PEGINE E. GRAYSON 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY 5.00	0.	0.	0.
DAVID A. DAHL 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 15
PART VII-B, LINE 5C

GRANTEE'S NAME

VIOLENCE RESEARCH FOUNDATION

GRANTEE'S ADDRESS

27068 LA PAZ ROAD, #703
ALISO VIEJO, CA 92656

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
10,000.	11/22/11		04/02/12

PURPOSE OF GRANT

ALL FUNDS SHALL BE RESTRICTED TO PROGRAM SUPPORT.

DATES OF REPORTS BY GRANTEE

03/16/12

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL GRANT PROCEEDS WERE PROPERLY UTILIZED.

GRANTEE'S NAME

VIOLENCE RESEARCH FOUNDATION

GRANTEE'S ADDRESS

27068 LA PAZ ROAD, #703
ALISO VIEJO, CA 92656

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
25,000.	03/07/12		12/02/12

PURPOSE OF GRANT

ALL FUNDS SHALL BE RESTRICTED TO PROGRAM SUPPORT.

DATES OF REPORTS BY GRANTEE

11/14/12

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL GRANT PROCEEDS WERE PROPERLY UTILIZED.

THE WHITTIER TRUST COMPANY

Includes *Account: 52 00 5075 0 0Z WWW FOUNDATION*

Account Holdings as of 12/31/2012

95-3694741

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	U.S. TREASURY BONDS & NOTES					
912810DW5	UST NTS 7.25 5-15-16	250,000.0000	255,236 83	122 766	306,915.00	12/31/2012
912810EP9	UST 7.125 2/15/23	250,000.0000	253,291.77	150.781	376,952 50	12/31/2012
Total	**U.S. TREASURY BONDS & NOTES**	**500,000.0000**	**508,528.60**		**683,867.50**	
	U.S. GOVT AGENCY OBLIGATIONS					
3133XHRJ3	FHLB 5 12/10/21	485,000.0000	586,824.40	126.827	615,110 95	12/31/2012
Total	**U.S. GOVT AGENCY OBLIGATIONS**	**485,000.0000**	**586,824.40**		**615,110.95**	
	CORPORATE BONDS & NOTES					
05565QBQ0	BP CAP 3 2 03/11/16	100,000.0000	101,286.64	106 672	106,672.00	12/31/2012
06406HBY4	BONY 3.55 9/23/2021	100,000.0000	100,381.34	108 956	108,956 00	12/31/2012
06739FFZ9	BAR 5.20% 7/10/14	100,000.0000	106,220.41	106.402	106,402.00	12/31/2012
079860AG7	BELL 5.20 9/15/14	100,000.0000	106,654.13	107.412	107,412 00	12/31/2012
084664BN0	BERKSH 2.45 12/15/15	100,000 0000	101,448.85	105 128	105,128.00	12/31/2012
14912L4V0	CATERP 1.375 5/20/14	100,000.0000	100,066 84	101 215	101,215.00	12/31/2012
24702RAP6	DELL 3.1 04/01/2016	100,000.0000	101,482.34	105.027	105,027.00	12/31/2012
263534CD9	DUPONT 1.95 01/15/16	100,000.0000	99,496.21	103.117	103,117 00	12/31/2012
36962GX41	GE 5.65 6/9/14	200,000.0000	201,145 93	106.852	213,704.00	12/31/2012
38143UAW1	GOLD 5 10/1/14	100,000.0000	105,072.67	106 519	106,519.00	12/31/2012
428236BF9	HEWLETT 3.75 12/1/20	100,000.0000	95,667.00	96 89	96,890.00	12/31/2012
58155QAC7	MCKESSON 3.25 3/1/16	100,000.0000	102,220.73	107.19	107,190.00	12/31/2012
637432MM4	NATL 1.125 11/1/13	100,000 0000	100,200.69	100.583	100,583.00	12/31/2012
724479AG5	PIT 5% 3/15/15	100,000.0000	105,364.82	105 094	105,094.00	12/31/2012
73755LAE7	POT 5 25 5/15/14	250,000.0000	252,320 32	106 176	265,440.00	12/31/2012
76110G2H3	RES 5.5 12/25/17	324,195.7000	324,132.49	102 261	331,525.76	12/31/2012
767201AJ5	RIO 1 875 11/02/15	100,000 0000	99,206.89	102.631	102,631.00	12/31/2012
89233P4H6	TOYOTA 1 375 8/12/13	100,000.0000	100,320 63	100 596	100,596.00	12/31/2012
92344RAB8	VERIZON 4 75 10/1/13	100,000 0000	102,966.83	103 102	103,102.00	12/31/2012
Total	**CORPORATE BONDS & NOTES**	**2,374,195.7000**	**2,405,655.76**		**2,477,203.76**	
	US LARGE CAP EQUITIES					
191216100	COCA COLA CO	2,650.0000	68,516.89	36 25	96,062 50	12/31/2012
464287200	ISHARES S&P 500	6,180.0000	601,922.60	143 14	884,605.20	12/31/2012
464287226	ISHARES AGG BONDS	31,645.0000	3,306,935.30	111.08	3,515,126 60 ✓	12/31/2012
464287242	INV GRADE BOND ETF	4,520 0000	499,895.27	120 99	546,874.80	12/31/2012
464288638	ETF INTERMED CREDIT	4,680 0000	500,386.54	111.29	520,837.20	12/31/2012
570759100	MARKWEST ENERGY	2,500 0000	138,200 00	51.01	127,525.00	12/31/2012
726503105	PLAINS ALL AMER	2,000.0000	80,030 00	45.24	90,480.00	12/31/2012
EM7350751	VALUE STRATEGY	1.0000	3,285,047.05	4,567,405 8200000	4,567,405.82	12/31/2012
EM8250752	CORPORATE AMERICA	1.0000	9,061,465.29	11,353,419.200000	11,353,419.20	12/31/2012
EM8350750	ENH GRWTH STRATEGY	1 0000	1,451,713.56	2,802,198.3599999	2,802,198.36	12/31/2012
Total	**US LARGE CAP EQUITIES**	**54,178.0000**	**18,994,112.50**		**24,504,534.68**	
	PREFERRED STOCK					
035710805	ANNALY CAPITAL 7.5	2,318 0000	57,950.00	24 87	57,648 66	12/31/2012
04010L509	ARES CAP 7 02/15/22	2,750.0000	68,750.00	26.58	73,095.00	12/31/2012
054937602	BB&T SER F 5.2	6,250.0000	156,250.00	24.57	153,562.50	12/31/2012
060505559	BANK AMER CORP	25,000 0000	625,000.00	25.56	639,000 00	12/31/2012
29977G201	EVERBANK 6.75	5,000.0000	125,000 00	24.20	121,000.00	12/31/2012

Includes *Account:* *52 00 5075 0 0Z* *WWW FOUNDATION*

Account Holdings as of 12/31/2012

95-3694741

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
33616C605	FIRST REP BK 5 6250	5,000.0000	125,000.00	24.5857	122,928.50	12/31/2012
38145G209	GOLDMAN SACHS 5 95	7,500.0000	187,500.00	24 98	187,350 00	12/31/2012
48123A207	JPM CAPITAL XIX	5,000 0000	125,000.00	25 27	126,350 00	12/31/2012
48123W209	JPM CHASE	2,500.0000	62,500 00	25.49	63,725.00	12/31/2012
48126E750	JPMORGAN 5 50	1,250.0000	31,250.00	25 14	31,425.00	12/31/2012
65339K506	NEXTERA 8.75 3/1/69	3,000 0000	75,000.00	26 71	80,130.00	12/31/2012
69360J669	PS BUSINESS 5.75	5,000.0000	125,000 00	25 00	125,000.00	12/31/2012
81721M208	SENIOR HOUSING 5.625	1,250.0000	31,250.00	24.61	30,762.50	12/31/2012
867914889	SUNTRUST BKS 5 875	6,250 0000	156,250.00	24.47	152,937.50	12/31/2012
929042851	VORNADO 5.7	1,250.0000	31,250.00	25.53	31,912.50	12/31/2012
929042869	VORNADO REALTY	1,250.0000	31,250.00	26.97	33,712 50	12/31/2012
929043602	VOR 7.875 9/30/39	10,000.0000	250,000.00	27 08	270,800.00	12/31/2012
Total	**PREFERRED STOCK**	**90,568.0000**	**2,264,200.00**		**2,301,339.66**	
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	804,723 6200	804,723.62		804,723 62	12/31/2012
Total	**MISC CASH EQUIV-TAXABLE**	**804,723.6200**	**804,723.62**		**804,723.62**	
	PARTNERSHIP/LLC					
CF0033997	WHITTIER AGGRESSIVE	1,150,363.8367	5,459,949 23	5 63220955	6,479,090.19	12/31/2012
CF0034995	WHITTIER VALUE	1,342,684.9239	7,627,195.96	7 774156	10,438,242.06	12/31/2012
CF0035992	W INTERNATIONAL FD A	1,724,492.2761	3,392,406.47	2 15022862	3,708,052 65	12/31/2012
Total	**PARTNERSHIP/LLC**	**4,217,541.0367**	**16,479,551.66**		**20,625,384.90**	
	Total Securities	**8,526,206.3567**	**42,043,596.54**		**52,012,165.07**	
	Income Cash		**722.66**		**722.66**	
	Principal Cash		**155,609.64**		**155,609.64**	
	Account Total		**42,199,928.84**		**52,168,497.37**	

THE WHITTIER TRUST COMPANY

Includes *Account: 34 73 5075 0 0Z* *WWW FOUNDATION VALUE STRATEGY*

Account Holdings as of 12/31/2012 95-3694741

Cusip No.	Secunty Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	2,650 0000	62,893.72	33.71	89,331 50	12/31/2012
013817101	ALCOA	2,650 0000	93,070.88	8.68	23,002.00	12/31/2012
025816109	AMERICAN EXPRESS	2,650 0000	109,306.15	57.48	152,322.00	12/31/2012
060505104	BANK OF AMERICA	2,650 0000	113,030.71	11 61	30,766 50	12/31/2012
097023105	BOEING CO	2,650.0000	117,408.87	75 36	199,704.00	12/31/2012
149123101	CATERPILLAR INC	2,650.0000	71,965.29	89.6085	237,462.52	12/31/2012
166764100	CHEVRON	2,650.0000	221,538 14	108.14	286,571.00	12/31/2012
17275R102	CISCO SYS INC	2,650 0000	52,990.99	19.6494	52,070.91	12/31/2012
191216100	COCA COLA CO	2,650 0000	81,467.32	36 25	96,062.50	12/31/2012
254687106	DISNEY WALT CO	2,650.0000	72,861.82	49.79	131,943.50	12/31/2012
263534109	DU PONT	2,650.0000	103,313.47	44.9785	119,193.02	12/31/2012
30231G102	EXXON-MOBIL	2,650.0000	113,085 14	86.55	229,357 50	12/31/2012
369604103	GENERAL ELECTRIC	2,650 0000	111,916 58	20.99	55,623.50	12/31/2012
428236103	HEWLETT-PACKARD	2,650.0000	76,717.66	14.25	37,762.50	12/31/2012
437076102	HOME DEPOT	2,650.0000	126,412 12	61.85	163,902.50	12/31/2012
458140100	INTEL CORP	2,650.0000	105,687.45	20.62	54,643.00	12/31/2012
459200101	I.B M	2,650.0000	245,240 78	191.55	507,607 50	12/31/2012
46625H100	JP MORGAN CHASE	2,650 0000	85,590.22	43.9691	116,518.12	12/31/2012
478160104	JOHNSON & JOHNSON	2,650 0000	118,645.52	70 10	185,765.00	12/31/2012
580135101	MCDONALDS CORP	2,650.0000	88,686 25	88.21	233,756 50	12/31/2012
58933Y105	MERCK & CO	2,650.0000	91,892 91	40.94	108,491.00	12/31/2012
594918104	MICROSOFT CORP	2,650.0000	92,648.68	26.7097	70,780.71	12/31/2012
717081103	PFIZER INC	2,650.0000	92,252.58	25.0793	66,460.15	12/31/2012
742718109	PROCTER & GAMBLE	2,650.0000	113,210.14	67 89	179,908.50	12/31/2012
88579Y101	3M CO COM	2,650.0000	128,619 70	92 85	246,052.50	12/31/2012
89417E109	TRAVELERS	2,650 0000	118,318.79	71 82	190,323 00	12/31/2012
913017109	UTD TECHNOLOGIES	2,650.0000	75,442.17	82.01	217,326 50	12/31/2012
91324P102	UNITED HEALTH	2,650.0000	148,906.15	54 24	143,736.00	12/31/2012
92343V104	VERIZON COMM	2,820.0000	94,020.33	43 27	122,021.40	12/31/2012
931142103	WAL MART STORES	2,650.0000	125,439.87	68.23	180,809.50	12/31/2012
Total	**US LARGE CAP EQUITIES**	**79,670.0000**	**3,252,580.40**		**4,529,274.83**	
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	33,520 0200	33,520.02		33,520.02	12/31/2012
Total	**MISC CASH EQUIV-TAXABLE**	**33,520.0200**	**33,520.02**		**33,520.02**	
	Total Securities	**113,190.0200**	**3,286,100.42**		**4,562,794.85**	
	Income Cash		**2,014.00**		**2,014.00**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**3,288,114.42**		**4,564,808.85**	

Includes ***Account: 42 82 5075 0 0Z WWW FOUNDATION CORPORATE AMERICA***

Account Holdings as of 12/31/2012

95-3694741

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	7,345.0000	230,111.69	33 71	247,599.95	12/31/2012
002824100	ABBOTT LABS	4,085.0000	190,084.07	65 50	267,567 50	12/31/2012
023135106	AMAZON.COM	955.0000	193,362.28	250 87	239,580.85	12/31/2012
025537101	AMERICAN ELECT POWER	3,535 0000	145,483 63	42 68	150,873.80	12/31/2012
025816109	AMERICAN EXPRESS	3,495 0000	182,549.48	57.48	200,892.60	12/31/2012
03027X100	AMER TOWER	2,915.0000	191,135.68	77.27	225,242.05	12/31/2012
030420103	AMERICAN WTR WORKS	4,740 0000	131,656.30	37.13	175,996.20	12/31/2012
037411105	APACHE CORP	1,715 0000	146,875.34	78.50	134,627.50	12/31/2012
037833100	APPLE COMPUTER	1,200.0000	247,094.50	532.1729	638,607.48	12/31/2012
060505104	BANK OF AMERICA	17,550.0000	131,166 25	11.61	203,755.50	12/31/2012
084670702	BERKSHIRE CLB	2,135.0000	177,585.88	89 70	191,509.50	12/31/2012
097023105	BOEING CO	3,090 0000	207,530.32	75.36	232,862.40	12/31/2012
126650100	CVS CORP	2,970 0000	95,567.31	48.35	143,599.50	12/31/2012
14040H105	CAPITAL ONE	1,610.0000	74,670.42	57 93	93,267.30	12/31/2012
149123101	CATERPILLAR INC	1,605 0000	133,611.75	89 6085	143,821.64	12/31/2012
151020104	CELGENE CORP	1,700 0000	102,889.27	78 47	133,399.00	12/31/2012
166764100	CHEVRON	3,145 0000	212,879.68	108.14	340,100.30	12/31/2012
17275R102	CISCO SYS INC	6,185.0000	109,707 65	19 6494	121,531.54	12/31/2012
20030N101	COMCAST CL A	3,710 0000	74,489.07	37 36	138,605.60	12/31/2012
25179M103	DEVON ENERGY	1,990 0000	130,589.47	52.04	103,559.60	12/31/2012
257651109	DONALDSON INC	3,260.0000	110,225.49	32.84	107,058.40	12/31/2012
263534109	DU PONT	3,660 0000	156,953.48	44 9785	164,621.31	12/31/2012
268648102	EMC CORP	4,500.0000	77,474 29	25.30	113,850.00	12/31/2012
291011104	EMERSON ELECTRIC	3,590.0000	168,036 42	52.96	190,126.40	12/31/2012
30231G102	EXXON-MOBIL	4,680.0000	309,543 47	86.55	405,054.00	12/31/2012
345370860	FORD MOTOR COMPANY	19,865 0000	208,046.03	12 95	257,251.75	12/31/2012
369604103	GENERAL ELECTRIC	8,115.0000	197,545.80	20 99	170,333.85	12/31/2012
375558103	GILEAD SCIENCES	1,645.0000	61,446.57	73.45	120,825 25	12/31/2012
38141G104	GOLDMAN SACHS	735.0000	87,604.51	127.56	93,756.60	12/31/2012
38259P508	GOOGLE INC.	285.0000	162,505.86	707.38	201,603 30	12/31/2012
438516106	HONEYWELL INTL	3,030.0000	172,066.73	63 47	192,314.10	12/31/2012
459200101	I.B M	1,120.0000	216,575.72	191 55	214,536.00	12/31/2012
46625H100	JP MORGAN CHASE	7,690 0000	307,671.14	43 9691	338,122.38	12/31/2012
478160104	JOHNSON & JOHNSON	2,645.0000	145,426 27	70 10	185,414 50	12/31/2012
50076Q106	KRAFT FOODS GRP	2,989.0000	126,492.64	45.47	135,909.83	12/31/2012
548661107	LOWES COS	3,335.0000	71,710.39	35 52	118,459.20	12/31/2012
58155Q103	MCKESSON HBOC INC	1,749 0000	76,012.25	96 96	169,583 04	12/31/2012
58933Y105	MERCK & CO	2,890.0000	130,140.65	40 94	118,316.60	12/31/2012
594918104	MICROSOFT CORP	5,315.0000	134,138 74	26 7097	141,962.06	12/31/2012
609207105	MONDELEZ INTL	5,070.0000	121,621.06	25 4532	129,047 72	12/31/2012
628530107	MYLAN LABS	4,485.0000	95,698.89	27.45	123,113.25	12/31/2012
654106103	NIKE	1,400.0000	52,915 26	51 60	72,240.00	12/31/2012
674599105	OCCIDENTAL PETE	675.0000	57,595.73	76.61	51,711.75	12/31/2012
68389X105	ORACLE SYSTEMS	6,765.0000	132,641.45	33 32	225,409.80	12/31/2012
713448108	PEPSICO INC	2,675.0000	139,367.32	68.43	183,050.25	12/31/2012
717081103	PFIZER INC	6,795.0000	173,383 26	25 0793	170,413.84	12/31/2012
718172109	PHILIP MORRIS INTL	1,825.0000	42,261.26	83.64	152,643 00	12/31/2012
742718109	PROCTER & GAMBLE	3,795.0000	226,034.36	67.89	257,642.55	12/31/2012
747525103	QUALCOMM INC	2,215 0000	120,768 54	61.8596	137,019.01	12/31/2012
806857108	SCHLUMBERGER LTD	2,975.0000	150,024.49	69.2986	206,163.34	12/31/2012
826552101	SIGMA ALDRICH	1,020.0000	59,754.40	73 58	75,051 60	12/31/2012
855244109	STARBUCKS CORP	3,470.0000	168,680 22	53.63	186,096.10	12/31/2012
87612E106	TARGET CORP	2,015.0000	101,161.66	59.17	119,227.55	12/31/2012

Includes *Account:* *42 82 5075 0 0Z* *WWW FOUNDATION CORPORATE AMERICA*

Account Holdings as of 12/31/2012

95-3694741

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
88579Y101	3M CO COM	2,060.0000	164,031.00	92 85	191,271.00	12/31/2012
887317303	TIME WARNER	3,688.0000	105,485 02	47 83	176,397.04	12/31/2012
91324P102	UNITED HEALTH	1,010.0000	57,586.87	54.24	54,782.40	12/31/2012
92826C839	VISA INC	1,525.0000	203,431.26	151.58	231,159.50	12/31/2012
931142103	WAL MART STORES	3,165.0000	142,784.63	68.23	215,947.95	12/31/2012
94973V107	WELLPOINT INC.	1,160.0000	77,001.61	60.92	70,667 20	12/31/2012
949746101	WELLS FARGO	8,725 0000	254,259.57	34.18	298,220 50	12/31/2012
H0023R105	ACE LIMITED	1,925 0000	115,897.99	79.80	153,615.00	12/31/2012
Total	**US LARGE CAP EQUITIES**	**225,211.0000**	**8,791,042.34**		**11,046,988.73**	
	FOREIGN EQUITIES					
088606108	BHP LTD ADR	1,060 0000	70,610.21	78 42	83,125.20	12/31/2012
25243Q205	DIAGEO PLC	595 0000	31,691.54	116 58	69,365 10	12/31/2012
881624209	TEVA PHARM	2,570.0000	116,370.77	37 34	95,963 80	12/31/2012
Total	**FOREIGN EQUITIES**	**4,225.0000**	**218,672.52**		**248,454.10**	
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	53,373.0100	53,373.01		53,373 01	12/31/2012
Total	**MISC CASH EQUIV-TAXABLE**	**53,373.0100**	**53,373.01**		**53,373.01**	
	Total Securities	**282,809.0100**	**9,063,087.87**		**11,348,815.84**	
	Income Cash		**2,671.25**		**2,671.25**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**9,065,759.12**		**11,351,487.09**	

Includes·

Account: *43 83 5075 0 0Z* ***WWW FOUNDATION ENHANCED GROWTH STRATEGY***

Account Holdings as of 12/31/2012

95-3694741

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
00507V109	ACTIVISION	480.0000	5,450.26	10 62	5,097.60	12/31/2012
00724F101	ADOBE SYSTEMS	541 0000	6,774.96	37.68	20,384.88	12/31/2012
00971T101	AKAMAI TECHNOLOGIES	150.0000	4,683.00	40.91	6,136.50	12/31/2012
021441100	ALTERA CORP	456.0000	10,062 08	34.39	15,681.84	12/31/2012
023135106	AMAZON COM	258 0000	20,259 98	250.87	64,724 46	12/31/2012
031162100	AMGEN INC	479.0000	10,995.67	86.20	41,289.80	12/31/2012
037604105	APOLLO GROUP	165.0000	1,813.07	20.92	3,451 80	12/31/2012
037833100	APPLE COMPUTER	1,143 0000	26,585 01	532.1729	608,273.62	12/31/2012
038222105	APPLIED MATERIALS	669.0000	5,142.21	11.44	7,653 36	12/31/2012
043632108	ASCENT CAPITAL GRP	11.0000	513 44	61.94	681.34	12/31/2012
052769106	AUTODESK INC	225.0000	11,373 74	35.35	7,953 75	12/31/2012
075896100	BED BATH & BEYOND	345 0000	4,804.25	55.91	19,288.95	12/31/2012
09062X103	BIOGEN IDEC INC.	295 0000	19,897 73	146.37	43,179 15	12/31/2012
111320107	BROADCOM CORP	400.0000	9,308.60	33.21	13,284.00	12/31/2012
12541W209	CH ROBINSON	160.0000	8,675.18	63.22	10,115 20	12/31/2012
127387108	CADENCE DESIGN	275.0000	6,110.50	13.51	3,715 25	12/31/2012
151020104	CELGENE CORP	355.0000	25,787 20	78.47	27,856.85	12/31/2012
17275R102	CISCO SYS INC	2,044.0000	33,740.13	19.6494	40,163 37	12/31/2012
172908105	CINTAS CORP	180 0000	5,202.81	40.90	7,362.00	12/31/2012
177376100	CITRIX SYSTEMS	199.0000	7,686 18	65.62	13,058.38	12/31/2012
192446102	COG TECH SOL	270.0000	11,562.73	73.8823	19,948.22	12/31/2012
20030N101	COMCAST CL A	1,365 0000	27,718 60	37.36	50,996.40	12/31/2012
22160K105	COSTCO WHOLESALE	216.0000	7,496.39	98.73	21,325.68	12/31/2012
24702R101	DELL INC	788 0000	23,708.93	10.14	7,990.32	12/31/2012
249030107	DENTSPLY INT'L	135 0000	2,371 95	39.61	5,347.35	12/31/2012
25470F104	DISCOVERY C L A	112.0000	3,180 36	63 48	7,109.76	12/31/2012
25470F302	DISCOVERY CL C	112.0000	2,855.58	58 50	6,552.00	12/31/2012
25470M109	DISH NETWORK CORP	205.0000	8,311.24	36.40	7,462 00	12/31/2012
278642103	EBAY INC	954.0000	17,938.82	50 9977	48,651.81	12/31/2012
278768106	ECHOSTAR HLD	41.0000	1,754 66	34.22	1,403 02	12/31/2012
285512109	ELECTRONIC ARTS	295.0000	15,674.99	14.52	4,283.40	12/31/2012
30212P303	EXPEDIA INC	129 0000	3,658 00	61.44	7,925.76	12/31/2012
302130109	EXPEDITORS INT	195 0000	9,749.98	39.55	7,712.25	12/31/2012
30219G108	EXPRESS SCRIPTS HLDG	430.0000	2,842.30	54.00	23,220.00	12/31/2012
311900104	FASTENAL CO	270.0000	2,246.40	46 65	12,595 50	12/31/2012
337738108	FISERV	195.0000	3,807.06	79.03	15,410 85	12/31/2012
375558103	GILEAD SCIENCES	860 0000	11,352.38	73 45	63,167.00	12/31/2012
38259P508	GOOGLE INC	135.0000	80,171 09	707 38	95,496 30	12/31/2012
404303109	HSN INC	56 0000	1,052.71	55.08	3,084.48	12/31/2012
44919P508	IAC/INTERACTIVE	141.0000	3,231.37	47.242	6,661 12	12/31/2012
458140100	INTEL CORP	1,927 0000	44,426 91	20 62	39,734.74	12/31/2012
46113M108	INTERVAL LEISURE	56.0000	1,179 07	19 39	1,085.84	12/31/2012
461202103	INTUIT	397.0000	8,589.84	59.4754	23,611.73	12/31/2012
46120E602	INTUITIVE SURGICAL	35.0000	8,601.60	490 37	17,162.95	12/31/2012
481165108	JOY GLOBAL	100 0000	5,166.99	63.78	6,378 00	12/31/2012
48203R104	JUNIPER NETWORKS	320.0000	5,791 40	19.67	6,294.40	12/31/2012
482480100	KLA INSTRUMENTS	220.0000	8,505.05	47 76	10,507.20	12/31/2012
512807108	LAM RESEARCH	120.0000	2,902.80	36.13	4,335 60	12/31/2012
512815101	LAMAR ADV	75.0000	2,569 50	38.75	2,906 25	12/31/2012
52729N308	LEVEL 3 COMM INC.	93.0000	6,203.85	23.11	2,149 23	12/31/2012
530555101	LIBERTY GLOBAL	185.0000	7,836.58	62.96	11,647.60	12/31/2012
53071M104	LIBERTY MEDIA A	545.0000	9,703.57	19.68	10,725 60	12/31/2012
53071M880	LIBERTY VENTURES - A	27.2500	1,281.47	67.76	1,846.46	12/31/2012

Includes *Account:* *43 83 5075 0 0Z* *WWW FOUNDATION ENHANCED GROWTH STRATEGY*

Account Holdings as of 12/31/2012

95-3694741

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
535678106	LINEAR TECHNOLOGY	281.0000	8,647 30	34.30	9,638.30	12/31/2012
538034109	LIVE NATION INC	82.0000	1,792.80	9.31	763.42	12/31/2012
594918104	MICROSOFT CORP	3,038 0000	84,163.74	26 7097	81,144.07	12/31/2012
595017104	MICROCHIP TECH	172.0000	2,647.03	32.59	5,605.48	12/31/2012
611742107	MONSTER WORLD	125 0000	4,481.24	5 62	702.50	12/31/2012
62913F201	NII HOLDINGS INC	160 0000	11,569.60	7 13	1,140.80	12/31/2012
64110D104	NETWORK APPLIANCE	350 0000	29,994 85	33 55	11,742.50	12/31/2012
67066G104	NVIDIA CORP	505.0000	4,452.72	12.26	6,191.30	12/31/2012
68389X105	ORACLE SYSTEMS	2,004.0000	21,587.87	33 32	66,773.28	12/31/2012
685691404	ORCHARD SUPPLY HRDW	6.0000	715.99	7.41	44.46	12/31/2012
693718108	PACCAR INC	390.0000	22,937.20	45 21	17,631.90	12/31/2012
703395103	PATTERSON COS INC	125 0000	2,515.00	34.23	4,278.75	12/31/2012
703481101	PATTERSON PHARM	150.0000	3,309.00	18.63	2,794.50	12/31/2012
704326107	PAYCHEX INC	341 0000	8,553.13	31.10	10,605 10	12/31/2012
716768106	PETS MART INC	125.0000	3,638.24	68.34	8,542.50	12/31/2012
73935A104	NASDAQ 100 ETF	9,211 0000	286,394.24	65.1301	599,913 35	12/31/2012
747525103	QUALCOMM INC	1,902.0000	66,904.56	61 8596	117,656.96	12/31/2012
778296103	ROSS STORES	260.0000	2,586 50	54 09	14,063.40	12/31/2012
80004C101	SANDISK CORP	195.0000	8,232 14	43.50	8,482.50	12/31/2012
806407102	HENRY SCHEIN INC	85.0000	2,027.25	80.42	6,835.70	12/31/2012
812350106	SEARS HOLDING CORP	140 0000	20,123.10	41.36	5,790.40	12/31/2012
826552101	SIGMA ALDRICH	120.0000	3,037.80	73.58	8,829.60	12/31/2012
82967N108	SIRIUS SATELITE	2,870.0000	9,519 88	2.89	8,294.30	12/31/2012
855030102	STAPLES INC	450 0000	6,167 03	11.40	5,130 00	12/31/2012
855244109	STARBUCKS CORP	975.0000	13,272.15	53.63	52,289 25	12/31/2012
871503108	SYMANTEC	871.0000	15,888 51	18 82	16,392 22	12/31/2012
879664100	TELLABS INC	236.0000	6,029.32	2 28	538.08	12/31/2012
894675107	TREE COM	9.0000	98.76	18 03	162.27	12/31/2012
896945201	TRIPADVISOR INC	129.0000	3,784.52	41 92	5,407 68	12/31/2012
910047109	UAL CORP	100.0000	4,838.00	23.38	2,338 00	12/31/2012
92343E102	VERISIGN INC	219.0000	5,414.97	38 82	8,501 58	12/31/2012
92532F100	VERTEX PHAR	130 0000	4,865.90	41.90	5,447.00	12/31/2012
92769L101	VIRGIN MEDIA INC.	335.0000	8,247.70	36 75	12,311 25	12/31/2012
966837106	WHOLE FOODS	130 0000	5,573.24	91.16	11,850.80	12/31/2012
983134107	WYNN RESORTS LTD	115.0000	17,361.53	112.49	12,936.35	12/31/2012
983919101	XILINX INC	372.0000	13,372.90	35 861	13,340 29	12/31/2012
984332106	YAHOO INC	607.0000	16,782.18	19.90	12,079.30	12/31/2012
G5876H105	MARVELL TECH	530.0000	6,975 88	7.2606	3,848.12	12/31/2012
H27178104	FOSTER WHEELER AG	140.0000	9,876.99	24 32	3,404.80	12/31/2012
H2906T109	GARMIN LTD.	190.0000	3,850.35	40 75	7,742.50	12/31/2012
Total	**US LARGE CAP EQUITIES**	**48,009.2500**	**1,330,541.28**		**2,685,265.48**	
PREFERRED STOCK						
685691503	ORCHARD SUPPLY	6 0000	21.82	1 80	10.80	12/31/2012
Total	**PREFERRED STOCK**	**6.0000**	**21.82**		**10.80**	
FOREIGN EQUITIES						
294821608	ERICSSON NEW	270.0000	5,575.50	10 10	2,727.00	12/31/2012
456788108	INFOSYS TECH	105.0000	5,502.00	42 30	4,441.50	12/31/2012
760975102	RESEARCH IN MOTION	525.0000	15,580 31	11 87	6,231.75	12/31/2012
783513104	RYANAIR HOLDINGS	110 0000	4,926.90	34.28	3,770 80	12/31/2012
80105N113	SANOFI-AVENTIS SA	310.0000	744.00	1 70	527.00	12/31/2012

Includes *Account: 43 83 5075 0 0Z* ***WWW FOUNDATION ENHANCED GROWTH STRATEGY***

Account Holdings as of 12/31/2012

95-3694741

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
81234D109	SEARS CANADA-INC	59 9620	397 48	10.07	603.82	12/31/2012
881624209	TEVA PHARM	575.0000	18,287.87	37 34	21,470.50	12/31/2012
L6388F110	MILLICOM INTL LUXEM	90 0000	7,975.30	85 60	7,704.00	12/31/2012
M22465104	CHECK POINT SOFTWARE	205 0000	4,510 25	47 64	9,766.20	12/31/2012
Y2573F102	FLEXTRONICS	620 0000	6,453.40	6 21	3,850.20	12/31/2012
Total	**FOREIGN EQUITIES**	**2,869.9620**	**69,953.01**		**61,092.77**	
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	51,203 0500	51,203.05		51,203.05	12/31/2012
Total	**MISC CASH EQUIV-TAXABLE**	**51,203.0500**	**51,203.05**		**51,203.05**	
	Total Securities	**102,088.2620**	**1,451,719.16**		**2,797,572.10**	
	Income Cash		**1,069.60**		**1,069.60**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**1,452,788.76**		**2,798,641.70**	

THE WHITTIER TRUST COMPANY

Includes *Account: 52 00 5111 0 0Z LOS ANGELES YOUTH TENNIS*

Account Holdings as of 12/31/2012

95-3694741

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	711.0000	18,170.18	33 71	23,967.81	12/31/2012
013817101	ALCOA	400.0000	11,412.00	8 68	3,472 00	12/31/2012
02209S103	ALTRIA GROUP	400 0000	4,242.49	31.44	12,576 00	12/31/2012
025816109	AMERICAN EXPRESS	400.0000	15,279.23	57.48	22,992 00	12/31/2012
097023105	BOEING CO	400.0000	14,688.00	75.36	30,144 00	12/31/2012
149123101	CATERPILLAR INC	800.0000	24,216.00	89.6085	71,686.80	12/31/2012
172967424	CITIGROUP INC	40.0000	17,192.00	39.56	1,582 40	12/31/2012
191216100	COCA COLA CO	800 0000	18,798.00	36.25	29,000.00	12/31/2012
254687106	DISNEY WALT CO	400 0000	8,219.43	49.79	19,916 00	12/31/2012
263534109	DU PONT	400 0000	17,288.00	44 9785	17,991 40	12/31/2012
30231G102	EXXON-MOBIL	400.0000	14,988.16	86 55	34,620.00	12/31/2012
369604103	GENERAL ELECTRIC	400.0000	11,548.00	20.99	8,396.00	12/31/2012
428236103	HEWLETT-PACKARD	400.0000	7,896.00	14 25	5,700 00	12/31/2012
437076102	HOME DEPOT	400.0000	12,538 00	61 85	24,740.00	12/31/2012
438516106	HONEYWELL INTL	400.0000	12,310.68	63.47	25,388.00	12/31/2012
458140100	INTEL CORP	400.0000	9,736 00	20 62	8,248.00	12/31/2012
459200101	I B.M	400.0000	35,710 00	191.55	76,620 00	12/31/2012
46625H100	JP MORGAN CHASE	400.0000	11,936 00	43.9691	17,587 64	12/31/2012
478160104	JOHNSON & JOHNSON	400 0000	22,730.00	70.10	28,040 00	12/31/2012
50076Q106	KRAFT FOODS GRP	91.0000	1,597.97	45.47	4,137 77	12/31/2012
580135101	MCDONALDS CORP	400.0000	8,586.00	88.21	35,284.00	12/31/2012
58933Y105	MERCK & CO	400.0000	19,894.46	40 94	16,376.00	12/31/2012
594918104	MICROSOFT CORP	400.0000	11,008 00	26 7097	10,683 88	12/31/2012
609207105	MONDELEZ INTL	276.0000	2,994.93	25.4532	7,025.08	12/31/2012
718172109	PHILIP MORRIS INTL	400 0000	9,667.30	83.64	33,456.00	12/31/2012
742718109	PROCTER & GAMBLE	400.0000	17,160 00	67 89	27,156.00	12/31/2012
88579Y101	3M CO COM	400.0000	25,678 00	92 85	37,140.00	12/31/2012
913017109	UTD TECHNOLOGIES	440 0000	14,388.20	82 01	36,084.40	12/31/2012
931142103	WAL MART STORES	400 0000	21,642 00	68 23	27,292.00	12/31/2012
EM8251115	CORPORATE AMERICA	1.0000	1,490,213 16	1,944,378 75	1,944,378.75	12/31/2012
Total	**US LARGE CAP EQUITIES**	**11,959.0000**	**1,911,728.19**		**2,641,681.93**	
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	622,363 6300	622,363.63		622,363.63	12/31/2012
Total	**MISC CASH EQUIV-TAXABLE**	**622,363.6300**	**622,363.63**		**622,363.63**	
	PARTNERSHIP/LLC					
CF0033997	WHITTIER AGGRESSIVE	85,155.5276	406,125 21	5 63220955	479,613 78	12/31/2012
CF0034995	WHITTIER VALUE	60,572 3019	343,395 10	7 774156	470,898.52	12/31/2012
CF0035992	W INTERNATIONAL FD A	136,886.5948	274,070.00	2.15022862	294,337 47	12/31/2012
Total	**PARTNERSHIP/LLC**	**282,614.4243**	**1,023,590.31**		**1,244,849.77**	
	Total Securities	**916,937.0543**	**3,557,682.13**		**4,508,895.33**	
	Income Cash		**0.00**		**0.00**	
	Principal Cash		**-126,615.00**		**-126,615.00**	
	Account Total		**3,431,067.13**		**4,382,280.33**	

THE WHITTIER TRUST COMPANY

Includes· *Account:* *42 82 5111 0 0Z* *LAYT CORPORATE AMERICA*

Account Holdings as of 12/31/2012 95-3694741

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	1,010.0000	31,827.20	33.71	34,047 10	12/31/2012
002824100	ABBOTT LABS	565.0000	25,881.98	65.50	37,007.50	12/31/2012
023135106	AMAZON.COM	130.0000	26,144.52	250.87	32,613.10	12/31/2012
025537101	AMERICAN ELECT POWER	485.0000	20,575 16	42.68	20,699 80	12/31/2012
025816109	AMERICAN EXPRESS	480.0000	24,966.18	57 48	27,590.40	12/31/2012
03027X100	AMER TOWER	400.0000	26,227.88	77.27	30,908.00	12/31/2012
030420103	AMERICAN WTR WORKS	650.0000	18,079.47	37.13	24,134.50	12/31/2012
037411105	APACHE CORP	235.0000	16,335.77	78 50	18,447.50	12/31/2012
037833100	APPLE COMPUTER	165.0000	25,767.83	532.1729	87,808.53	12/31/2012
060505104	BANK OF AMERICA	2,415 0000	18,075 53	11.61	28,038.15	12/31/2012
084670702	BERKSHIRE CLB	295.0000	24,391.40	89.70	26,461 50	12/31/2012
097023105	BOEING CO	425.0000	28,585.12	75 36	32,028.00	12/31/2012
126650100	CVS CORP	410.0000	13,063.80	48 35	19,823.50	12/31/2012
14040H105	CAPITAL ONE	220.0000	10,212.74	57.93	12,744.60	12/31/2012
149123101	CATERPILLAR INC	220.0000	18,497.01	89 6085	19,713 87	12/31/2012
151020104	CELGENE CORP	235.0000	13,454.56	78.47	18,440.45	12/31/2012
166764100	CHEVRON	435.0000	27,110.67	108.14	47,040.90	12/31/2012
17275R102	CISCO SYS INC	850.0000	12,221.59	19.6494	16,701 99	12/31/2012
20030N101	COMCAST CL A	512.0000	9,167.86	37.36	19,128.32	12/31/2012
25179M103	DEVON ENERGY	275.0000	17,504.25	52.04	14,311.00	12/31/2012
257651109	DONALDSON INC	450.0000	14,977.98	32.84	14,778.00	12/31/2012
263534109	DU PONT	505.0000	20,723 61	44 9785	22,714 14	12/31/2012
268648102	EMC CORP	620 0000	9,774.20	25 30	15,686 00	12/31/2012
291011104	EMERSON ELECTRIC	495.0000	22,873.67	52.96	26,215.20	12/31/2012
30231G102	EXXON-MOBIL	643 0000	27,228 67	86 55	55,651 65	12/31/2012
345370860	FORD MOTOR COMPANY	2,735.0000	28,609.81	12 95	35,418 25	12/31/2012
369604103	GENERAL ELECTRIC	1,105.0000	26,350.98	20.99	23,193 95	12/31/2012
375558103	GILEAD SCIENCES	225.0000	8,641.26	73 45	16,526 25	12/31/2012
38141G104	GOLDMAN SACHS	100.0000	11,766 00	127 56	12,756.00	12/31/2012
38259P508	GOOGLE INC.	39.0000	21,127.88	707 38	27,587.82	12/31/2012
438516106	HONEYWELL INTL	415.0000	23,893.29	63.47	26,340.05	12/31/2012
459200101	I.B.M	155 0000	30,107 16	191 55	29,690.25	12/31/2012
46625H100	JP MORGAN CHASE	1,060 0000	43,145 53	43 9691	46,607 25	12/31/2012
478160104	JOHNSON & JOHNSON	360.0000	20,315.71	70 10	25,236 00	12/31/2012
50076Q106	KRAFT FOODS GRP	411.0000	17,530.10	45.47	18,688.17	12/31/2012
548661107	LOWES COS	460.0000	9,194.11	35.52	16,339.20	12/31/2012
58155Q103	MCKESSON HBOC INC	240 0000	8,330.24	96.96	23,270.40	12/31/2012
58933Y105	MERCK & CO	400.0000	17,826.20	40 94	16,376.00	12/31/2012
594918104	MICROSOFT CORP	725.0000	18,043.50	26 7097	19,364.53	12/31/2012
609207105	MONDELEZ INTL	695.0000	16,728.44	25 4532	17,689 97	12/31/2012
628530107	MYLAN LABS	615.0000	13,464.87	27.45	16,881 75	12/31/2012
654106103	NIKE	190 0000	7,046 43	51.60	9,804.00	12/31/2012
674599105	OCCIDENTAL PETE	93.0000	7,859.69	76.61	7,124.73	12/31/2012
68389X105	ORACLE SYSTEMS	930.0000	12,903.22	33.32	30,987.60	12/31/2012
713448108	PEPSICO INC	370 0000	16,710.55	68 43	25,319.10	12/31/2012
717081103	PFIZER INC	935.0000	23,576 03	25 0793	23,449.15	12/31/2012
718172109	PHILIP MORRIS INTL	250 0000	4,858.16	83 64	20,910 00	12/31/2012
742718109	PROCTER & GAMBLE	520.0000	29,505.40	67.89	35,302.80	12/31/2012
747525103	QUALCOMM INC	305 0000	16,680.66	61.8596	18,867.18	12/31/2012
78462F103	SPDR S&P 500	2,715.0000	303,623 50	142.41	386,643.15	12/31/2012
806857108	SCHLUMBERGER LTD	410 0000	20,649.65	69 2986	28,412.43	12/31/2012
826552101	SIGMA ALDRICH	140 0000	8,164.43	73.58	10,301.20	12/31/2012
855244109	STARBUCKS CORP	475 0000	23,029.18	53.63	25,474 25	12/31/2012

Includes *Account:* *42 82 5111 0 0Z* *LAYT CORPORATE AMERICA*

Account Holdings as of 12/31/2012

95-3694741

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
87612E106	TARGET CORP	275.0000	7,740 30	59.17	16,271.75	12/31/2012
88579Y101	3M CO COM	285.0000	21,540.08	92.85	26,462.25	12/31/2012
887317303	TIME WARNER	506 0000	14,745 29	47 83	24,201.98	12/31/2012
91324P102	UNITED HEALTH	140 0000	7,550.51	54 24	7,593.60	12/31/2012
92826C839	VISA INC	210.0000	28,291 61	151.58	31,831 80	12/31/2012
931142103	WAL MART STORES	435 0000	21,154 70	68.23	29,680.05	12/31/2012
94973V107	WELLPOINT INC	160 0000	10,642 38	60 92	9,747 20	12/31/2012
949746101	WELLS FARGO	1,200.0000	37,035.20	34 18	41,016.00	12/31/2012
H0023R105	ACE LIMITED	265 0000	16,031 92	79.80	21,147.00	12/31/2012
Total	**US LARGE CAP EQUITIES**	**33,674.0000**	**1,458,082.62**		**1,905,246.76**	
	FOREIGN EQUITIES					
088606108	BHP LTD ADR	145 0000	9,538.34	78.42	11,370.90	12/31/2012
25243Q205	DIAGEO PLC	85 0000	3,642.82	116 58	9,909.30	12/31/2012
881624209	TEVA PHARM	352 0000	15,096.30	37 34	13,143.68	12/31/2012
Total	**FOREIGN EQUITIES**	**582.0000**	**28,277.46**		**34,423.88**	
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	4,076 2100	4,076.21		4,076.21	12/31/2012
Total	**MISC CASH EQUIV-TAXABLE**	**4,076.2100**	**4,076.21**		**4,076.21**	
	Total Securities	**38,332.2100**	**1,490,436.29**		**1,943,746.85**	
	Income Cash		**366.50**		**366.50**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**1,490,802.79**		**1,944,113.35**	

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions W.W.W. FOUNDATION	Employer identification number (EIN) or 95-3694741
	Number, street, and room or suite no If a P.O. box, see instructions. 625 FAIR OAKS AVENUE SUITE 360	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SOUTH PASADENA, CA 91030-2630	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ WHITTIER TRUST COMPANY 625 FAIR OAKS AVE, STE 360 - SOUTH PASADENA, CA 91030

Telephone No. ▶ 626-441-5188 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

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

5 For calendar year 2012, or other tax year beginning ______, and ending ______.

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

7 State in detail why you need the extension
ADDITIONAL INFORMATION IS STILL NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 111,502.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 111,502.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 08/02/13