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 , 2012, and ending , 20

Name of foundation: JOHN GOGIAN FAMILY FOUNDATION

A Employer identification number: 95-3759369

Number and street (or P O box number if mail is not delivered to street address): 3305 FUJITA STREET

Room/suite:

B Telephone number (see instructions): (310) 325-0954

City or town, state, and ZIP code: TORRANCE, CA 90505-5242

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: [X] 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)* ▶ $ 9,505,685.

J Accounting method [X] 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) (see instructions))*

	Line	Description	(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 (attach schedule)				
	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	258,977.	258,977.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	165,659.			
	b	Gross sales price for all assets on line 6a 3,316,054.				
	7	Capital gain net income (from Part IV, line 2)		165,659.		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	424,636.	424,636.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	113,357.	22,671.		90,686.
	14	Other employee salaries and wages	18,475.	1,847.		12,628.
	15	Pension plans, employee benefits	9,101.	910.		8,191.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 2	6,200.	4,340.		1,860.
	c	Other professional fees (attach schedule) *	71,270.	71,270.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 4	19,596.	1,241.		8,413.
	19	Depreciation (attach schedule) and depletion	2,376.			
	20	Occupancy				
	21	Travel, conferences, and meetings	2,883.			2,883.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	23,354.	1,689.		21,665.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	266,612.	103,968.		146,326.
	25	Contributions, gifts, grants paid	742,900.			742,900.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,009,512.	103,968.	0	889,226.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-584,876.			
	b	**Net investment income** (if negative, enter -0-)		320,668.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAY 15 2013
OGDEN, UT

SCANNED MAY 17 2013

JSA **For Paperwork Reduction Act Notice, see instructions.**
2E1410 1 000

*ATCH 3

2970

6

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1 Cash - non-interest-bearing	98.	99.	99.
2 Savings and temporary cash investments	253,590.	356,280.	356,280.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less. allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) **	425,029.	361,982.	476,414.
b Investments - corporate stock (attach schedule) ATCH 7	3,945,944.	3,571,018.	4,361,887.
c Investments - corporate bonds (attach schedule) ATCH 8	1,172,174.	1,251,960.	1,324,559.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 9	3,136,060.	2,808,983.	2,958,871.
14 Land, buildings, and equipment basis ▶ 27,332.			ATCH 10
Less accumulated depreciation (attach schedule) ▶ 20,381.	9,327.	6,951.	27,353.
15 Other assets (describe ▶ ATCH 11)	149.	222.	222.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,942,371.	8,357,495.	9,505,685.
Liabilities 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here 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	8,942,371.	8,357,495.	
30 **Total net assets or fund balances** (see instructions)	8,942,371.	8,357,495.	
31 **Total liabilities and net assets/fund balances** (see instructions)	8,942,371.	8,357,495.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,942,371.
2 Enter amount from Part I, line 27a	2	-584,876.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,357,495.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,357,495.

**ATCH 6

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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 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	165,659.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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	638,314.	9,830,717.	0.064931
2010	690,345.	9,641,344.	0.071603
2009	571,427.	9,107,464.	0.062743
2008	759,089.	11,818,815.	0.064227
2007	691,103.	12,637,624.	0.054686

2 **Total** of line 1, column (d)	2	0.318190
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.063638
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,662,368.
5 Multiply line 4 by line 3	5	614,894.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,207.
7 Add lines 5 and 6	7	618,101.
8 Enter qualifying distributions from Part XII, line 4	8	889,226.

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	3,207.
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	
3	Add lines 1 and 2	3	3,207.
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	3,207.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 7,720.		
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	7,720.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,513.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,240. **Refunded** ▶	11	1,273.

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 the 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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	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 ▶ WWW.GOGIANFOUNDATION.ORG

14 The books are in care of ▶ LINDA STAMMERJOHN Telephone no ▶ 310-325-0954

Located at ▶ 3305 FUJITA STREET TORRANCE, CA ZIP+4 ▶ 90505

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

		Line	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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ 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 No: 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? . . . . . . 7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		113,357.	2,921.	0

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

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

Total number of other employees paid over $50,000 . . . . . . ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

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 SCHOLARSHIP PROGRAM STUDENTS ARE TO BE SELECTED BY THE SCHOLARSHIP COMMITTEE	47,490.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . . . ▶	

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	9,450,252.
b	Average of monthly cash balances	1b	359,073.
c	Fair market value of all other assets (see instructions)	1c	186.
d	**Total** (add lines 1a, b, and c)	1d	9,809,511.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,809,511.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	147,143.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,662,368.
6	**Minimum investment return.** Enter 5% of line 5	6	483,118.

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	483,118.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,207.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,207.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	479,911.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	479,911.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	479,911.

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	889,226.
b	Program-related investments - total from Part IX-B	1b	
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	889,226.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,207.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	886,019.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				479,911.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ... 78,389.				
b From 2008 ... 173,373.				
c From 2009 ... 118,266.				
d From 2010 ... 218,568.				
e From 2011 ... 162,178.				
f Total of lines 3a through e	750,774.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 889,226.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				479,911.
e Remaining amount distributed out of corpus	409,315.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,160,089.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	78,389.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,081,700.			
10 Analysis of line 9				
a Excess from 2008 ... 173,373.				
b Excess from 2009 ... 118,266.				
c Excess from 2010 ... 218,568.				
d Excess from 2011 ... 162,178.				
e Excess from 2012 ... 409,315.				

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

NOT APPLICABLE

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

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

Part XV Supplementary Information (Complete this part only if the 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).)

N/A

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.

N/A

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

ATCH 13

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

ALL REQUIREMENTS ARE LISTED ON WWW.GOGIANFOUNDATION.ORG

c Any submission deadlines

01/12 AND 06/28 EACH YEAR

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

ANY RESTRICTIONS WILL BE POSTED ON WWW.GOGIANFOUNDATION.ORG

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*				
ATCH 14				
Total . . . . ▶ **3a**				742,900.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions.)
	(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	258,977.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	165,659.	
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)				424,636.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 424,636.

(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). (See instructions.)

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		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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-7-13 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KURT ADELMAN	[signature]	5/2/13		P01257920

Firm's name ▶ J. ARTHUR GREENFIELD & CO. LLP — Firm's EIN ▶ 95-2118809

Firm's address ▶ 10880 WILSHIRE BLVD. STE 800, LOS ANGELES, CA 90024-4124 — Phone no 310-208-2646

FEIN: 95-3759369

charles SCHWAB INSTITUTIONAL

Schwab One® Account of
JOHN GOGIAN FAMILY FOUNDATION

Account Number
4085-4251

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APACHE CORP: APA	100.0000	10/12/11	03/06/12	$10,269.46	$8,889.39	$1,380.07
Security Subtotal				**$10,269.46**	**$8,889.39**	**$1,380.07**
ARTIO GLOBAL HIGH INCOME FUND CL I: JHYIX	542.3830	12/28/11	12/12/12	$5,390.58	$5,131.29 [a]	$259.29
Security Subtotal				**$5,390.58**	**$5,131.29**	**$259.29**
BAKER HUGHES INC: BHI	725.0000	08/10/11	07/24/12	$32,447.75	$43,959.90	($11,512.15)
BAKER HUGHES INC: BHI	475.0000	05/02/12	07/24/12	$21,258.87	$20,888.53	$370.34
Security Subtotal				**$53,706.62**	**$64,848.43**	**($11,141.81)**
FREEPORT MCMORAN COPPER: FCX	98.0000	03/06/12	12/07/12	$3,123.98	$3,868.47	($744.49)
FREEPORT MCMORAN COPPER: FCX	100.0000	03/06/12	12/07/12	$3,187.74	$3,947.42	($759.68)
FREEPORT MCMORAN COPPER: FCX	100.0000	05/22/12	12/07/12	$3,187.74	$3,209.56	($21.82)
FREEPORT MCMORAN COPPER: FCX	250.0000	05/22/12	12/07/12	$7,969.33	$8,023.14	($53.81)
Security Subtotal				**$17,468.79**	**$19,048.59**	**($1,579.80)**
GENERAL MOTORS CO: GM	1,945.0000	11/03/11	08/24/12	$41,160.06	$46,670.47	($5,510.41)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

SCH. G-2.1

SIPC

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GENERAL MOTORS CO: GM	1,000.0000	04/11/12	08/24/12	$21,161.99	$23,920.95	($2,758.96)
Security Subtotal				**$62,322.05**	**$70,591.42**	**($8,269.37)**
GOLDMAN SACHS GROWTH OPPTY I: GGOIX	2,015.9760	12/21/11	09/07/12	$52,965.00	$44,078.18	$8,886.82
Security Subtotal				**$52,965.00**	**$44,078.18**	**$8,886.82**
HARDING LOEVNER INTL EQTY PORT INST: HLMIX	1,650.1650	03/06/12	10/31/12	$24,965.00	$23,635.70	$1,329.30
Security Subtotal				**$24,965.00**	**$23,635.70**	**$1,329.30**
JANUS TRITON FD CL I: JSMGX	4,263.5660	11/08/11	10/31/12	$76,965.00	$73,153.85	$3,811.15
Security Subtotal				**$76,965.00**	**$73,153.85**	**$3,811.15**
JHANCOCK DISCIPLINED VALUE MID CAP I: JVMIX	1,930.9780	12/21/11	03/06/12	$23,465.00	$21,629.98	$1,835.02
JHANCOCK DISCIPLINED VALUE MID CAP I: JVMIX	6,674.7570	12/21/11	05/09/12	$82,465.00	$74,767.74	$7,697.26
JHANCOCK DISCIPLINED VALUE MID CAP I: JVMIX	899.1400	12/21/11	10/31/12	$11,472.47	$10,071.78	$1,400.69
Security Subtotal				**$117,402.47**	**$106,469.50**	**$10,932.97**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

G-2.2

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LAZARD EMRG MKTS EQTY BLEND PORT INST: EMBIX	1,683.3490	12/21/11	10/31/12	$18,465.00	$16,617.94	$1,847.06
Security Subtotal				**$18,465.00**	**$16,617.94**	**$1,847.06**
MERGER FUND: MERFX	304.1510	12/29/11	12/12/12	$4,887.71	$4,858.34 [a]	$29.37
Security Subtotal				**$4,887.71**	**$4,858.34**	**$29.37**
OAKMARK INTL FD CLASS I: OAKIX	6,645.0090	11/08/11	05/22/12	$112,500.00	$114,301.86	($1,801.86)
OAKMARK INTL FD CLASS I: OAKIX	1,147.0280	11/08/11	10/31/12	$22,000.00	$19,730.21	$2,269.79
Security Subtotal				**$134,500.00**	**$134,032.07**	**$467.93**
PIMCO COMMODITIESPLUS STRATEGY FD INST: PCLIX	3,119.0900	03/06/12	04/24/12	$33,869.51	$35,000.00	($1,130.49)
Security Subtotal				**$33,869.51**	**$35,000.00**	**($1,130.49)**
PRUDENTIAL FINANCIAL INC: PRU	100.0000	07/26/11	05/02/12	$6,082.91	$6,077.77	$5.14
PRUDENTIAL FINANCIAL INC: PRU	360.0000	07/26/11	05/02/12	$21,900.67	$21,879.97	$20.70
Security Subtotal				**$27,983.58**	**$27,957.74**	**$25.84**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
T ROWE PRICE INTL BOND FUND: RPIBX	415.5300	12/16/11	09/07/12	$4,195.99	$3,981.61 [a]	$214.38
Security Subtotal				**$4,195.99**	**$3,981.61**	**$214.38**
Total Short-Term				**$645,356.76**	**$638,294.05**	**$7,062.71**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABBOTT LABORATORIES: ABT	300.0000	02/26/10	03/06/12	$16,903.61	$16,289.65 [a]	$613.96
ABBOTT LABORATORIES: ABT	50.0000	03/04/11	03/06/12	$2,817.28	$2,434.02	$383.26
ABBOTT LABORATORIES: ABT	200.0000	03/04/11	05/02/12	$12,501.17	$9,736.07	$2,765.10
ABBOTT LABORATORIES: ABT	350.0000	05/18/09	08/24/12	$22,984.60	$15,048.10 [a]	$7,936.50
ABBOTT LABORATORIES: ABT	250.0000	07/23/09	08/24/12	$16,417.57	$11,043.70 [a]	$5,373.87
ABBOTT LABORATORIES: ABT	100.0000	12/02/10	08/24/12	$6,567.03	$4,748.38 [a]	$1,818.65
ABBOTT LABORATORIES: ABT	100.0000	12/02/10	08/24/12	$6,567.03	$4,748.45 [a]	$1,818.58
ABBOTT LABORATORIES: ABT	300.0000	12/27/10	08/24/12	$19,701.08	$14,264.65 [a]	$5,436.43

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

G-2.4

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABBOTT LABORATORIES: ABT	150.0000	03/04/11	08/24/12	$9,850.53	$7,302.06	$2,548.47
Security Subtotal				**$114,309.90**	**$85,615.08**	**$28,694.82**
APPLE INC: AAPL	38.0000	11/12/10	03/06/12	$20,064.57	$11,827.25 [a]	$8,237.32
APPLE INC: AAPL	40.0000	11/12/10	05/02/12	$23,277.77	$12,449.74 [a]	$10,828.03
Security Subtotal				**$43,342.34**	**$24,276.99**	**$19,065.35**
ARTIO GLOBAL HIGH INCOME FUND CL I: JHYIX	4,725.6100	05/29/09	10/31/12	$46,465.00	$44,707.31 [a]	$1,757.69
ARTIO GLOBAL HIGH INCOME FUND CL I: JHYIX	26,624.8360	multiple	12/12/12	$264,616.58	$251,888.06 [a]	$12,728.52
Security Subtotal				**$311,081.58**	**$296,595.37**	**$14,486.21**
BAKER HUGHES INC: BHI	800.0000	06/01/11	07/24/12	$35,804.42	$57,864.95	($22,060.53)
Security Subtotal				**$35,804.42**	**$57,864.95**	**($22,060.53)**
BANK OF AMERICA 5.50XXX** CALLED **DUE 12/15/18@ PAR EFF 06: 06050XNR0	100,000.0000	11/03/04	06/15/12	$100,000.00	$99,525.30 [a]	$474.70
Security Subtotal				**$100,000.00**	**$99,525.30**	**$474.70**
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	100.0000	06/17/09	09/07/12	$8,647.67	$5,730.77 [a]	$2,916.90

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

G-2.5

SIPC

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	100.0000	06/17/09	09/07/12	$8,647.67	$5,730.77 [a]	$2,916.90
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	200.0000	06/17/09	09/07/12	$17,295.34	$11,461.54 [a]	$5,833.80
Security Subtotal				**$34,590.68**	**$22,923.08**	**$11,667.60**
DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR REPS 4: DEO	150.0000	12/27/10	03/06/12	$14,220.39	$11,119.92 [a]	$3,100.47
DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR REPS 4: DEO	100.0000	12/27/10	10/31/12	$11,415.39	$7,413.28 [a]	$4,002.11
Security Subtotal				**$25,635.78**	**$18,533.20**	**$7,102.58**
DIAMOND HILL SMALL CAP FUND CL I: DHSIX	450.0980	11/18/10	10/31/12	$11,472.47	$11,157.26 [a]	$315.21
Security Subtotal				**$11,472.47**	**$11,157.26**	**$315.21**
DIAMOND HILL SMALL CAP FUND I: DHSIX	795.8620	11/18/10	03/06/12	$19,965.00	$19,728.23 [a]	$236.77
Security Subtotal				**$19,965.00**	**$19,728.23**	**$236.77**
DISNEY WALT CO: DIS	230.0000	10/12/11	10/31/12	$11,258.96	$7,823.26	$3,435.70
Security Subtotal				**$11,258.96**	**$7,823.26**	**$3,435.70**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

G-2.6

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EDISON INTERNATIONAL: EIX	200.0000	08/27/10	03/06/12	$8,567.30	$6,770.75 [a]	$1,796.55
Security Subtotal				**$8,567.30**	**$6,770.75**	**$1,796.55**
EMERSON ELECTRIC CO: EMR	500.0000	02/26/10	04/11/12	$24,812.78	$23,618.45 [a]	$1,194.33
EMERSON ELECTRIC CO: EMR	350.0000	12/27/10	04/11/12	$17,368.94	$20,028.60 [a]	($2,659.66)
Security Subtotal				**$42,181.72**	**$43,647.05**	**($1,465.33)**
FREEPORT MCMORAN COPPER: FCX	150.0000	08/17/10	10/31/12	$5,829.22	$6,339.56 [a]	($510.34)
FREEPORT MCMORAN COPPER: FCX	600.0000	01/27/10	12/07/12	$19,126.41	$20,870.35 [a]	($1,743.94)
FREEPORT MCMORAN COPPER: FCX	600.0000	06/09/10	12/07/12	$19,126.41	$18,622.75 [a]	$503.66
FREEPORT MCMORAN COPPER: FCX	102.0000	08/17/10	12/07/12	$3,251.49	$4,310.90 [a]	($1,059.41)
Security Subtotal				**$47,333.53**	**$50,143.56**	**($2,810.03)**
GATEWAY FUND CL Y: GTEYX	909.7530	05/24/11	08/29/12	$24,965.00	$24,255.93	$709.07
GATEWAY FUND CL Y: GTEYX	3,215.9520	05/24/11	09/07/12	$88,564.48	$85,744.07	$2,820.41
Security Subtotal				**$113,529.48**	**$110,000.00**	**$3,529.48**
GILEAD SCIENCES INC: GILD	49.0000	02/26/10	05/02/12	$2,532.62	$2,327.89 [a]	$204.73

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GILEAD SCIENCES INC: GILD	151.0000	02/26/10	05/02/12	$7,804.60	$7,173.69 [a]	$630.91
GILEAD SCIENCES INC: GILD	100.0000	02/26/10	10/31/12	$6,695.77	$4,750.79 [a]	$1,944.98
GILEAD SCIENCES INC: GILD	100.0000	02/26/10	10/31/12	$6,695.78	$4,750.79 [a]	$1,944.99
Security Subtotal				**$23,728.77**	**$19,003.16**	**$4,725.61**
INTEL CORP: INTC	400.0000	02/18/09	10/31/12	$8,674.27	$5,443.18 [a]	$3,231.09
INTEL CORP: INTC	600.0000	02/18/09	10/31/12	$13,012.01	$8,164.77 [a]	$4,847.24
INTEL CORP: INTC	600.0000	06/16/09	10/31/12	$13,012.01	$9,602.35 [a]	$3,409.66
INTEL CORP: INTC	250.0000	02/26/10	10/31/12	$5,421.67	$5,148.70 [a]	$272.97
Security Subtotal				**$40,119.96**	**$28,359.00**	**$11,760.96**
JPMORGAN CHASE & CO: JPM	70.0000	11/27/06	03/06/12	$2,750.38	$3,267.05 [a]	($516.67)
JPMORGAN CHASE & CO: JPM	220.0000	10/03/08	03/06/12	$8,644.13	$10,456.75 [a]	($1,812.62)
JPMORGAN CHASE & CO: JPM	10.0000	02/26/10	03/06/12	$392.93	$420.79 [a]	($27.86)
JPMORGAN CHASE & CO: JPM	100.0000	04/19/11	05/02/12	$4,304.53	$4,454.27	$0.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JPMORGAN CHASE & CO: JPM	100.0000	04/19/11	05/02/12	$4,304.52	$4,454.28	$0.00
JPMORGAN CHASE & CO: JPM	50.0000	04/19/11	10/31/12	$2,081.05	$2,227.14	($146.09)
JPMORGAN CHASE & CO: JPM	250.0000	04/19/11	10/31/12	$10,405.32	$11,135.70	($730.38)
Security Subtotal				**$32,882.86**	**$36,415.98**	**($3,233.62)**
KINDER MORGAN MGMT LLC: KMR	41.2095	09/25/09	03/06/12	$3,236.15	$1,786.18 [a]	$1,449.97
KINDER MORGAN MGMT LLC: KMR	108.7904	10/15/09	03/06/12	$8,543.19	$4,915.75 [a]	$3,627.44
KINDER MORGAN MGMT LLC: KMR	330.7269	06/17/09	05/02/12	$24,715.47	$13,278.40 [a]	$11,437.07
KINDER MORGAN MGMT LLC: KMR	6.5598	08/14/09	05/02/12	$490.22	0	490.22
KINDER MORGAN MGMT LLC: KMR	0.7116	08/14/09	05/02/12	$53.18	0	53.18
KINDER MORGAN MGMT LLC: KMR	0.1163	09/25/09	05/02/12	$8.69	$4.96 [a]	$3.73
KINDER MORGAN MGMT LLC: KMR	68.6661	09/25/09	05/02/12	$5,131.47	$2,929.20 [a]	$2,202.27
KINDER MORGAN MGMT LLC: KMR	101.2014	09/25/09	05/02/12	$7,562.86	$4,317.11 [a]	$3,245.75
KINDER MORGAN MGMT LLC: KMR	13.2645	11/13/09	05/02/12	$991.27	0	991.27

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
KINDER MORGAN MGMT LLC: KMR	1.0132	11/13/09	05/02/12	$75.72	0	75.72
KINDER MORGAN MGMT LLC: KMR	0.4625	02/12/10	05/02/12	$34.57	0	34.57
KINDER MORGAN MGMT LLC: KMR	12.1591	02/12/10	05/02/12	$908.66	0	908.66
KINDER MORGAN MGMT LLC: KMR	12.1591	05/14/10	05/02/12	$908.66	0	908.66
KINDER MORGAN MGMT LLC: KMR	0.2997	05/14/10	05/02/12	$22.40	0	22.40
KINDER MORGAN MGMT LLC: KMR	0.8581	08/13/10	05/02/12	$64.13	0	64.13
KINDER MORGAN MGMT LLC: KMR	0.8581	08/13/10	05/02/12	$64.13	0	64.13
KINDER MORGAN MGMT LLC: KMR	12.1591	08/13/10	05/02/12	$908.66	0	908.66
KINDER MORGAN MGMT LLC: KMR	0.7410	11/12/10	05/02/12	$55.38	0	55.38
KINDER MORGAN MGMT LLC: KMR	12.1591	11/12/10	05/02/12	$908.66	0	908.66
KINDER MORGAN MGMT LLC: KMR	0.2111	09/25/09	05/22/12	$14.95	$9.01 [a]	$5.94
KINDER MORGAN MGMT LLC: KMR	9.0000	09/25/09	05/22/12	$637.63	$383.92 [a]	$253.71
Security Subtotal				**$55,336.05**	**$27,624.53**	$ 27,711.52

G-2.10

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MERGER FUND: MERFX	1,519.9490	08/27/10	05/09/12	$24,000.00	$24,278.80 [a]	($278.80)
MERGER FUND: MERFX	4,124.3650	08/27/10	11/07/12	$65,000.00	$65,880.27 [a]	($880.27)
MERGER FUND: MERFX	7,200.0730	multiple	12/12/12	$115,705.17	$115,009.88 [a]	$695.29
Security Subtotal				**$204,705.17**	**$205,168.95**	**($463.78)**
PEPSICO INCORPORATED: PEP	50.0000	12/27/10	05/02/12	$3,341.28	$3,281.34 [a]	$59.94
PEPSICO INCORPORATED: PEP	200.0000	12/27/10	05/02/12	$13,365.15	$13,125.38 [a]	$239.77
Security Subtotal				**$16,706.43**	**$16,406.72**	**$299.71**
PIMCO COMMODITY REAL RETURN STRAT CL INSTL: PCRIX	3,591.9540	04/19/11	08/29/12	$24,965.00	$35,237.26	($10,272.26)
Security Subtotal				**$24,965.00**	**$35,237.26**	**($10,272.26)**
PIMCO EMRG LOCAL BD FD INSTL CL: PELBX	5,560.8370	11/24/09	05/09/12	$58,465.00	$56,766.11 [a]	$1,698.89
Security Subtotal				**$58,465.00**	**$56,766.11**	**$1,698.89**
PROCTER & GAMBLE: PG	225.0000	12/27/10	03/06/12	$15,034.73	$14,534.89 [a]	$499.84
Security Subtotal				**$15,034.73**	**$14,534.89**	**$499.84**
QUALCOMM INC: QCOM	50.0000	03/04/11	03/06/12	$3,074.71	$2,903.49	$171.22

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

G-2.11

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
JOHN GOGIAN FAMILY FOUNDATION

Account Number
4085-4251

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
QUALCOMM INC: QCOM	100.0000	03/04/11	03/06/12	$6,149.41	$5,806.98	$342.43
QUALCOMM INC: QCOM	100.0000	03/04/11	03/06/12	$6,149.40	$5,806.99	$342.41
QUALCOMM INC: QCOM	50.0000	03/04/11	05/02/12	$3,193.04	$2,903.49	$289.55
QUALCOMM INC: QCOM	100.0000	04/19/11	05/02/12	$6,386.10	$5,336.59	$1,049.51
Security Subtotal				**$24,952.66**	**$22,757.54**	**$2,195.12**
ST JUDE MEDICAL INC: STJ	100.0000	09/25/09	04/26/12	$3,838.12	$3,917.23 [a]	($79.11)
ST JUDE MEDICAL INC: STJ	100.0000	09/25/09	04/26/12	$3,838.12	$3,917.24 [a]	($79.12)
ST JUDE MEDICAL INC: STJ	200.0000	09/25/09	04/26/12	$7,676.24	$7,834.28 [a]	($158.04)
ST JUDE MEDICAL INC: STJ	400.0000	10/15/09	04/26/12	$15,352.49	$13,336.15 [a]	$2,016.34
ST JUDE MEDICAL INC: STJ	621.0000	05/19/10	04/26/12	$23,834.74	$23,294.53 [a]	$540.21
ST JUDE MEDICAL INC: STJ	200.0000	12/02/10	04/26/12	$7,676.25	$8,010.55 [a]	($334.30)
Security Subtotal				**$62,215.96**	**$60,309.98**	**$1,905.98**
T ROWE PRICE INTL BOND FUND: RPIBX	2,676.7680	06/16/09	05/09/12	$26,465.00	$25,648.81 [a]	$816.19

G-2.12

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
T ROWE PRICE INTL BOND FUND: RPIBX	16,496.9780	multiple	09/07/12	$166,585.34	$158,074.15 [a]	$8,511.19
Security Subtotal				**$193,050.34**	**$183,722.96**	**$9,327.38**
UNITED PARCEL SERVICE B CLASS B: UPS	175.0000	12/27/10	05/02/12	$13,695.52	$12,739.05 [a]	$956.47
Security Subtotal				**$13,695.52**	**$12,739.05**	**$956.47**
VERIZON COMMUNICATIONS: VZ	100.0000	01/10/11	03/06/12	$3,863.14	$3,600.40	$262.74
VERIZON COMMUNICATIONS: VZ	100.0000	01/10/11	03/06/12	$3,863.15	$3,600.40	$262.75
VERIZON COMMUNICATIONS: VZ	100.0000	01/10/11	03/06/12	$3,863.15	$3,600.40	$262.75
VERIZON COMMUNICATIONS: VZ	200.0000	04/19/11	05/02/12	$8,083.47	$7,429.09	$654.38
Security Subtotal				**$19,672.91**	**$18,230.29**	**$1,442.62**
VISA INC CL A CLASS A: V	150.0000	11/12/10	03/06/12	$17,230.99	$11,689.31 [a]	$5,541.68

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

G-2.13

SIPC

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VISA INC CL A	CLASS A: V	50.0000	11/12/10	05/02/12	$6,089.41	$3,896.44 [a]	$2,192.97
Security Subtotal					**$23,320.40**	**$15,585.75**	**$7,734.65**
Total Long-Term					**$1,727,924.92**	**$1,607,466.25** [h]	$120,458.67
Add = Disallowed losses from wash sale						(299.52)	299.52
			Total Long-Term		$1,727,924.92	$1,607,166.73	$120,758.19

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.
h	Value includes incomplete cost basis.

G-2.14

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

FirstRepublic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5609
Tel: (877)348-5576 Fax: (415)362-0568

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

FEIN: 95-3759369

Schedule of Realized Gains and Losses Year-to-Date

Disposition Date	Acquisition Date	Disposition Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term								
05/17/12	11/07/11	SELL High Cost	BANCO BRADESCO S A SPONSORED ADR	BBD	2,010.000	36,118.90	27,104.10	-9,014.80
05/17/12	11/07/11	SELL High Cost	FOMENTO ECONOMICO MEX S A B DE C V NEW	FMX	350.000	23,726.82	27,965.01	4,238.19
05/17/12	11/07/11	SELL High Cost	SCHLUMBERGER LTD COM ISIN#AN8068571086	SLB	170.000	12,810.35	11,049.00	-1,761.35
05/17/12	11/07/11	SELL High Cost	TRAVELERS COS INC COM	TRV	370.000	21,602.45	23,235.27	1,632.82
06/01/12	11/07/11	SELL High Cost	FOMENTO ECONOMICO MEX S A B DE C V NEW	FMX	150.000	10,168.63	11,516.88	1,348.25

SCH G-3.1

[redacted]

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term *(continued)*								
06/14/12	06/21/11	SELL High Cost	MYLAN INC COM	MYL	2,420.000	55,303.78	50,641.97	-4,661.81
06/14/12	11/07/11	SELL High Cost	MYLAN INC COM	MYL	30.000	557.54	627.79	70.25
06/14/12	08/15/11	SELL High Cost	PEPSICO INC COM	PEP	360.000	22,867.56	24,872.44	2,004.88
06/26/12	09/15/11 *	MAT High Cost	CALIFORNIA ST FOR PREVIOUS ISSUES SEE Original Cost Basis: 20,242.79	13063BLK6	20,000.000	19,999.99	20,000.00	0.01
07/12/12	08/15/11	SELL High Cost	BAIDU COM INC SPONS ADR REPSTG ORD SHS	BIDU	220.000	33,081.09	23,844.30	-9,236.79
07/12/12	03/16/12	SELL High Cost	CUMMINS INC	CMI	270.000	34,461.45	22,996.93	-11,464.52
07/12/12	11/07/11	SELL High Cost	SYNAPTICS INC COM	SYNA	600.000	20,679.96	15,397.93	-5,282.03
08/13/12	01/12/12 *	RPP	FNMA GTD REMIC PASS THRU TR Original Cost Basis: 626.18	3136A3UG4	35,000.000	626.18	617.30	-8.88
08/15/12	11/07/11	SELL High Cost	AMGEN INC COM	AMGN	460.000	26,861.70	38,486.37	11,624.67
08/15/12	11/07/11	SELL High Cost	CMS ENERGY CORP	CMS	150.000	3,110.20	3,522.84	412.64
08/15/12	08/15/11	SELL High Cost	CMS ENERGY CORP	CMS	1,580.000	29,674.61	37,107.30	7,432.69
08/16/12	11/07/11	SELL High Cost	REPUBLIC SVCS INC COM	RSG	840.000	23,232.13	24,307.99	1,075.86
09/11/12	01/12/12 *	RPP	FNMA GTD REMIC PASS THRU TR Original Cost Basis: 622.48	3136A3UG4	35,000.000	622.48	613.65	-8.83
10/11/12	01/12/12 *	RPP	FNMA GTD REMIC PASS THRU TR Original Cost Basis: 617.04	3136A3UG4	35,000.000	617.04	608.29	-8.75
11/13/12	01/12/12 *	RPP	FNMA GTD REMIC PASS THRU TR Original Cost Basis: 616.95	3136A3UG4	35,000.000	616.95	608.20	-8.75
12/11/12	01/12/12 *	RPP	FNMA GTD REMIC PASS THRU TR Original Cost Basis: 611.57	3136A3UG4	35,000.000	611.57	602.90	-8.67
Total Short Term						$377,351.38	$365,726.46	-$11,624.92
Long Term								
05/17/12	07/17/09 *	SELL High Cost	ENERGEN CORP COM	EGN	610.000	23,831.72	26,858.86	3,027.14
05/17/12	03/14/11	SELL High Cost	PEABODY ENERGY CORP COM	BTU	570.000	36,856.20	14,353.95	-22,502.25
05/17/12	05/25/10 *	SELL High Cost	PUBLIC STORAGE COMMON STOCK	PSA	250.000	21,931.63	32,818.12	10,886.49

G-3.2

FirstRepublic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5609
Tel: (877)348-5576 Fax: (415)362-0888

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*								
05/17/12	09/28/10*	SELL High Cost	SCHLUMBERGER LTD COM ISIN#AN8068571086	SLB	250.000	15,095.17	16,248.54	1,153.37
05/17/12	11/23/09*	SELL High Cost	STATE STR CORP COM	STT	490.000	20,491.61	20,428.83	-62.78
05/17/12	06/23/10*	SELL High Cost	STATE STR CORP COM	STT	120.000	4,372.80	5,002.98	630.18
06/01/12	08/24/10*	SELL High Cost	JP MORGAN CHASE & CO COM	JPM	580.000	21,040.95	18,445.62	-2,595.33
06/14/12	03/01/10*	SELL High Cost	MILLICOM INTL CELLULAR SA SHS NEW	MIICF	110.000	9,559.10	9,925.17	366.07
06/14/12	06/16/09*	SELL High Cost	PETROLEO BRASILEIRO SA PETROBRAS	PBR	120.000	4,961.71	2,200.41	-2,761.30
06/14/12	05/01/09*	SELL High Cost	PETROLEO BRASILEIRO SA PETROBRAS	PBR	70.000	2,471.70	1,283.57	-1,188.13
06/14/12	04/23/09*	SELL High Cost	PETROLEO BRASILEIRO SA PETROBRAS	PBR	110.000	3,620.55	2,017.04	-1,603.51
06/14/12	02/11/09*	SELL High Cost	PETROLEO BRASILEIRO SA PETROBRAS	PBR	210.000	6,155.79	3,850.73	-2,305.06
08/01/12	07/25/11*	RDMG High Cost	FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS Original Cost Basis: 35,000.00	31331KTH3	35,000.000	35,000.00	35,000.00	0.00
08/07/12	12/01/06*	RPP	FHLMC MULTICLASS MTG PARTN CTFS GTD SER Original Cost Basis: 441.38	31397BMQ1	35,000.000	441.38	437.69	-3.69
09/10/12	12/01/06*	RPP	FHLMC MULTICLASS MTG PARTN CTFS GTD SER Original Cost Basis: 434.88	31397BMQ1	35,000.000	434.88	431.25	-3.63
09/19/12	09/01/11*	RDMG High Cost	FEDERAL NATL MTG ASSN FIXED RATE Original Cost Basis: 30,000.00	3135G0DF7	30,000.000	30,000.00	30,000.00	0.00
10/15/12	12/01/06*	FPPG High Cost	FHLMC MULTICLASS MTG PARTN CTFS GTD SER Original Cost Basis: 280.68	31397BMQ1	35,000.000	280.68	278.35	-2.33
11/29/12	11/09/11*	RDMG High Cost	FEDERAL HOME LN MTG CORP MEDIUM TERM NTS Original Cost Basis: 25,000.00	3134G26U1	25,000.000	25,000.00	25,000.00	0.00
11/29/12	11/10/11*	RDMG High Cost	FEDERAL HOME LN MTG CORP MEDIUM TERM NTS Original Cost Basis: 5,000.00	3134G26U1	5,000.000	5,000.00	5,000.00	0.00

G-3.3

[redacted]

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*								
12/10/12	10/03/03 *	RDMG High Cost	VERIZON VA INC DEB 4.625% 03/15/13 B/E Original Cost Basis: 14,702.03	92345NAAB	15,000.000	15,169.34	15,169.35	0.01
12/14/12	06/20/05 *	RDMG High Cost	AMERICAN ELEC PWR CO INC SR NT SER D Original Cost Basis: 5,638.24	025537AE1	5,000.000	5,562.04	11,124.08 5,562.05	0.01
12/14/12	07/17/03 *	RDMG High Cost	AMERICAN ELEC PWR CO INC SR NT SER D Original Cost Basis: 5,482.00	025537AE1	5,000.000	5,562.04	5,562.05	0.01
12/15/12	05/07/09 *	MAT First In First Out	ALABAMA PWR CO SR NT SER 2007D Original Cost Basis: 21,208.81	010392EY0	20,000.000	20,000.00	20,000.00	0.00
Total Long Term						$312,839.29	$295,874.56	-$16,964.73
Total Short Term and Long Term						$690,190.67	$661,601.02	-$28,589.65

G-3.4

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
43,201.		TOTAL CAPITAL GAIN DISTRIBUTIONS					43,201.	
		SCHWAB #4251 SHORT TERM (SEE SCH. G-2) PROPERTY TYPE: SECURITIES				P	VAR	VAR
645,357.		638,294.					7,063.	
		SCHWAB #4251 LONG TERM (SEE SCH. G-2) PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,727,925.		1,607,168.					120,757.	
		CITY NATIONAL BANK (SEE SCH. G-1) PROPERTY TYPE: SECURITIES				P	VAR	VAR
237,765.		214,743.					23,022.	
		FIRST REPUBLIC SHORT TERM (SEE SCH. G-3) PROPERTY TYPE: SECURITIES				P	VAR	VAR
365,726.		377,351.					-11,625.	
		FIRST REPUBLIC LONG TERM (SEE SCH. G-3) PROPERTY TYPE: SECURITIES				P	VAR	VAR
295,875.		312,839.					-16,964.	
		LITIGATION SETTLEMENT - JUNIPER NETWORK PROPERTY TYPE: SECURITIES				P	01/01/2011	12/31/2012
205.							205.	
3,316,054.								
TOTAL GAIN(LOSS)							165,659.	

FEIN: 95-3759369

REALIZED CAPITAL GAINS and LOSSES

This section details the realized capital gain or loss for assets sold and bonds matured or called. It also shows distributions paid by mutual funds that are characterized as capital gains. Because the federal cost basis used in these calculations can come from different sources and may require refinement, this information is preliminary.

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
01/09/12	36962GYY4	30,000.00	GE CAPITAL CORP MTN 6 000% 6/15/12	-30,991.20	30,705 60		-285 60
01/12/12	5901884M7	15,000 00	MERRILL LYNCH & CO 6 050% 5/16/16	-11,813 25	14,341 35		2,528 10
01/12/12	5901884M7	10,000 00	MERRILL LYNCH & CO 6.050% 5/16/16	-7,875 50	9,672.50		1,797 00
01/17/12	31397BMQ1	294.23	FHLMC CMO R009 AJ 5.750% 12/15/18	-296.71	294 23		-2.48
02/10/12	912828NY2	5,000.00	US TREASURY BONDS 0 750% 9/15/13	-5,020.33	5,039.24	18.91	
02/13/12	441812KA1	15,000.00	HOUSEHOLD FIN CORP 6 375% 11/27/12	-16,496 82	15,560 85		-935.97
02/15/12	31397BMQ1	240 12	FHLMC CMO R009 AJ 5 750% 12/15/18	-242.15	240.12		-2 03
02/27/12	3136A3UG4	639.80	FNMA CMO 2012-1 AE 1.750% 12/25/21	-649 00	639 80	-9.20	
03/15/12	31397BMQ1	255.90	FHLMC CMO R009 AJ 5.750% 12/15/18	-258.06	255.90		-2 16
03/21/12	AEGN	400 00	AEGION CORP COM	-6,532 63	7,429.86	897.23	
03/21/12	APH	690.00	AMPHENOL CORP CL A	-34,466 70	39,727.00		5,260 30
03/21/12	FBHS	960.00	FORTUNE BRANDS HOME & SEC COM	-9,696.13	20,294.22		10,598.09
03/21/12	ITUB	1,200 00	ITAU UNIBANCO HOLDING S A.	-25,445.16	25,769 53	324.37	
03/21/12	XYL	250.00	XYLEM INC COM	-6,173.75	7,043 12	869 37	
03/26/12	3136A3UG4	635 98	FNMA CMO 2012-1 AE 1.750% 12/25/21	-645 12	635 98	-9.14	
04/16/12	31397BMQ1	365 28	FHLMC CMO R009 AJ 5.750% 12/15/18	-368 36	365 28		-3 08
04/25/12	3136A3UG4	632 18	FNMA CMO 2012-1 AE 1 750% 12/25/21	-641 27	632.18	-9.09	
05/03/12	125977769	6,822 294	CNI CHARTER HIGH YLD BD FD SERV #251	-56,125.70	58,125 94	894 14	1,106 10
05/15/12	31397BMQ1	363 50	FHLMC CMO R009 AJ 5 750% 12/15/18	-366.57	363 50		-3 07
05/25/12	3136A3UG4	628.41	FNMA CMO 2012-1 AE 1 750% 12/25/21	-637 44	628 41	-9.03	
Totals for Period — 01/01/12 - 06/30/12				-$214,741.85	$237,764.61	$2,967 56	$20,055.20
Totals for the Calendar Year-to-Date						$2,967.56	$20,055.20

Total Gain $ 23,022.76

SCH G-1

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
FILE CABINET	02/20/2001	2,114.	100.000			2,114.	2,091.	2,091.	SL		5.000				
FURNITURE	05/21/2001	686.	100.000			686.	667.	667.	SL		5.000				
FURNITURE	07/09/2001	1,928.	100.000			1,928.	1,864.	1,864.	SL		5.000				
OFFICE EQUIPMENT	07/12/2001	6,518.	100.000			6,518.	6,301.	6,301.	SL		5.000				
SAFE	06/25/2003	853.	100.000			853.	800.	800.	200DB	HY			7		
VAULT	09/28/2004	747.	100.000			747.	683.	683.	200DB	HY			7		
COMPUTER	04/21/2004	876.	100.000			876.	791.	791.	200DB	HY			5		
PRINTER	08/23/2004	265.	100.000			265.	241.	241.	200DB	HY			5		
BOOKCASE	07/22/2004	149.	100.000			149.	136.	136.	200DB	HY			5		
EQUIPMENT	02/10/2004	152.	100.000			152.	139.	139.	200DB	HY			5		
SCREEN	10/14/2004	221.	100.000			221.	199.	199.	200DB	HY			5		
PRINTER	03/15/2005	214.	100.000			214.	180.	180.	200DB	HY			5		
COMPUTER DESK	06/14/2006	611.	100.000			611.	611.	611.	SL		5.000				
FURNITURE & EQUIP	05/21/2007	206.	100.000			206.	188.	206.	SL		5.000				18.
OFFICE FURNITURE	12/19/2008	2,432.	100.000			2,432.	1,458.	1,944.	SL		5.000				486.
COMPUTERS	12/22/2009	3,396.	100.000			3,396.	1,358.	2,037.	SL		5.000				679.
COPIER	09/27/2011	5,965.	100.000			5,965.	298.	1,491.	SL		5.000				1,193.
Less: Retired Assets															
Subtotals		27,333.				27,333.	18,005.	20,381.							2,376.

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS		27,333.				27,333.	18,005.	20,381.							2,376.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
2X9024 1 000

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BAY CITIES - INTEREST	285.	285.
MALAGA BANK - INTEREST	42.	42.
CITY NATIONAL INVESTMENTS - DIVIDENDS	18,679.	18,679.
CITY NATIONAL INVESTMENTS - INTEREST	12,384.	12,384.
SCHWAB ENRIGHT - #4251 - INTEREST	34,500.	34,500.
SCHWAB ENRIGHT - #4251 - DIVIDENDS	153,228.	153,228.
FIRST REPUBLIC WEALTH MGMT - DIVIDENDS	30,506.	30,506.
FIRST REPUBLIC WEALTH MGMT - INTEREST	25,355.	25,355.
FIRST REPUBLIC - BOND PREMIUM AMORT.	-16,002.	-16,002.
TOTAL	258,977.	258,977.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	6,200.	4,340.		1,860.
TOTALS	6,200.	4,340.		1,860.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	71,270.	71,270.
TOTALS	71,270.	71,270.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	307.	307.	
PAYROLL TAXES	9,337.	934.	8,403.
FRANCHISE TAX BOARD	10.		10.
FEDERAL EXCISE TAXES	9,942.		
TOTALS	19,596.	1,241.	8,413.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONFERENCES & STAFF DEVELOPMEN	2,620.		2,620.
BOOKS AND PUBLICATIONS	411.	82.	329.
DIRECTORS VISITATION EXPENSE	1,551.		1,551.
ASSOCIATION DUES	1,540.		1,540.
FILING FEES	105.		105.
INSURANCE	4,320.	864.	3,456.
OFFICE SUPPLIES & EXPENSES	1,135.	227.	908.
PAYROLL SERVICE	1,864.	186.	1,678.
POSTAGE AND DELIVERY	379.	76.	303.
TELEPHONE EXPENSES	1,961.	196.	1,765.
WEBSITE DESIGN & MAINTENANCE	440.		440.
COMPUTER EXPENSES	412.	41.	371.
GRANTS & SCHOLARSHIP EXPENSES	6,529.		6,529.
PRINTING	87.	17.	70.
TOTALS	23,354.	1,689.	21,665.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHWAB ENRIGHT #4251(SCH B)	200,000.	301,219.
FIRST REPUBLIC (SEE SCH C)	141,685.	151,364.
US OBLIGATIONS TOTAL	341,685.	452,583.
FIRST REPUBLIC MUNICIPAL BONDS (SEE SCH C)	20,297.	23,831.
STATE OBLIGATIONS TOTAL	20,297.	23,831.
US AND STATE OBLIGATIONS TOTAL	361,982.	476,414.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHWAB ENRIGHT #4251 (SCH B)	1,837,784.	2,283,582.
FIRST REPUBLIC (SEE SCH C)	1,733,234.	2,078,305.
TOTALS	3,571,018.	4,361,887.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHWAB ENRIGHT #4251(SCH B)	306,105.	323,151.
FIRST REPUBLIC (SEE SCH C)	945,855.	1,001,408.
TOTALS	1,251,960.	1,324,559.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOND&EQUITY FUNDS (SCH B)	2,808,983.	2,958,871.
TOTALS	2,808,983.	2,958,871.

Unrealized Gains and Losses
As of 12/31/2012

FEIN: 95-3759369

John Gogian Family Foundation FDN Acct #: 40854251
3305 Fujita St
Torrance, CA 90505

Symbol	Description	Acquisition Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value
Stocks							
Stocks & Sector Funds							
Consumer Discretionary							
TGT	Target Corporation	5/18/2009	1,400	46.06	64,481.57	59.17	82,838.00
VFC	V F Corporation	8/24/2012	450	150.26	67,617.85	150.97	67,936.50
DIS	Walt Disney Co.	2/18/2009	1,450	26.12	37,871.02	49.79	72,195.50
					169,970.44		222,970.00
Consumer Staples							
COST	Costco Wholesale	5/18/2009	700	49.88	34,915.95	98.73	69,111.00
DEO	Diageo PLC ADR	12/27/2010	400	74.13	29,653.10	116.58	46,632.00
PEP	Pepsico Inc.	1/23/2009	1,350	59 18	79,899.69	68.43	92,380.50
PG	Procter & Gamble Co.	2/18/2009	1,400	58.89	82,445.61	67.89	95,046.00
					226,914.35		303,169.50
Energy							
APA	Apache Corp	10/12/2011	1,000	85.66	85,663.51	78.50	78,500.00
XOM	Exxon Mobil Corp.	2/18/2009	1,100	66.97	73,667.83	86.55	95,205.00
HAL	Halliburton Co	7/24/2012	1,400	31.12	43,564.49	34.69	48,566 00
OXY	Occidental Petroleum Corp	7/24/2012	500	83.03	41,515.40	76.61	38,305.00
SLB	Schlumberger Ltd.	1/27/2010	900	68.58	61,724.73	69.30	62,368 74
					306,135.96		322,944.74

Symbol	Description	Acquisition Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value
Financials							
JPM	JPMorgan Chase & Co	2/18/2009	2,350	34.89	81,994.56	43.97	103,327.39
PNC	PNC Financial Services Group	12/21/2011	1,300	56.51	73,458.00	58.31	75,803.00
PRU	Prudential Financial Inc	7/26/2011	1,200	59.37	71,240.12	53.33	63,996.00
TROW	T. Rowe Price	12/27/2010	750	62.20	46,652 15	65.12	48,837.83
					273,344.83		291,964.22
Healthcare							
GILD	Gilead Sciences Inc	2/26/2010	1,100	37.92	41,707 19	73.45	80,795.00
JNJ	Johnson & Johnson	1/23/2009	1,250	61.36	76,705 85	70.10	87,625.00
NVS	Novartis AG ADS	8/24/2012	1,250	60.13	75,156.70	63.30	79,125.00
SYK	Stryker Corp	4/26/2012	1,150	54.10	62,209.92	54.82	63,043.00
					255,779 66		310,588.00
Industrials							
MMM	3M Company	6/17/2009	1,050	79.75	83,738.80	92.85	97,492.50
UPS	United Parcel Service B	1/30/2009	1,250	61.95	77,432.54	73.73	92,162.50
					161,171.34		189,655 00
Information Technology							
AAPL	Apple Inc.	3/6/2008	185	222.71	41,201.17	532.17	98,451.99
EMC	EMC Corp.	4/9/2009	3,200	21 72	69,500.70	25.30	80,960.00
GOOG	Google Inc Class A	1/27/2010	150	533.61	80,040.92	707.38	106,107.00
ORCL	Oracle Corp	10/1/2010	2,000	27.59	55,183.94	33.32	66,640.00
QCOM	QUALCOMM Inc	11/12/2010	1,000	49.53	49,530.71	61.86	61,859.60
V	Visa Inc.	1/18/2011	550	71.63	39,395.36	151.58	83,369.00
					334,852.80		497,387.59
Telecommunication Services							
VZ	Verizon Communications	1/30/2009	2,200	33.75	74,248.54	43.27	95,194.00
Utilities							
EIX	Edison International	2/18/2009	1,100	32.15	35,365.55	45.19	49,709.00
		Total Stocks			***1,837,783.47***		***2,283,582.05***

Symbol	Description	Acquisition Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value
U.S. Government Bonds							
912810EP9	United States Treasury Bond 02/15/2023 7.125%	9/17/1996	200,000	100.00	200,000.00	150.61	301,218.80
		Total U.S. Government Bonds			***200,000.00***		***301,218.80***
Corporate Bonds							
78387GAL7	AT&T Inc. 06/15/2016 5.625%	3/31/2005	100,000	101.05	101,051.30	114.89	114,891.20
377372AA5	GlaxoSmithKline plc 04/15/2014 4.375%	11/2/2007	100,000	96.05	96,054.00	105.01	105,005.50
IBQ.F	I B M Corp 06/15/2013 7.50%	10/24/2002	100,000	109.00	109,000.00	103.25	103,253.80
		Total Corporate Bonds			***306,105.30***		***323,150.50***
Bonds & Equity Funds							
Basic Materials							
MXI	iShares S&P Global Materials	12/7/2012	1,225	60.06	73,571.68	62.45	76,501.25
Mid Cap							
GGOIX	Goldman Sachs Growth Opportunities	12/21/2011	8,841.803	22.85	202,064.03	24.71	218,480.95
JVMIX	John Hancock Disciplined Value	12/21/2011	16,005.602	11 55	184,913.09	13.30	212,874 51
					386,977.12		*431,355.46*
Small Cap							
JSMGX	Janus Triton I	11/8/2011	9,467.767	17.20	162,815.97	18.12	171,555.94
DHSIX	Diamond Hill Small Cap I	11/18/2010	7,097.077	24 94	177,021.33	25.21	178,917.31
					339,837.30		*350,473.25*
International							
HLMIX	Harding Loevner International	3/6/2012	16,368.123	15.03	245,980.20	15.94	260,907.88
OAKIX	Oakmark International I	11/8/2011	6,189.367	17.26	106,856.15	20.93	129,543.45
EMBIX	Lazard Emerging Markets Equity	12/21/2011	8,610.255	9.88	85,110.70	11.45	98,587.42
					437,947.05		*489,038.75*

Symbol	Description	Acquisition Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value
Intermediate-Term Bond							
OMBIX	JPMorgan Mortgage-Backed Securities	12/29/2009	14,737.599	10.97	161,671.67	11.62	171,250.90
LSIIX	Loomis Sayles Investment Grade	10/22/2008	16,837.896	9.94	167,333 40	12.62	212,494.25
PTTRX	PIMCO Total Return Instl	6/16/2009	34,448.861	10.82	372,870.38	11.24	387,205.20
					701,875.45		770,950.35
Emerging Markets Bond							
PELBX	PIMCO Emerging Local Bond Inst	11/24/2009	12,923.329	10.21	131,923.85	10 98	141,898 15
TGEIX	TCW Emerging Markets Income I	4/24/2012	20,210.590	9.10	183,860 07	9.32	188,362.70
					315,783.92		330,260 85
Bank Loan							
HFLIX	Hartford Floating Rate I	12/12/2012	24,361.213	8.95	218,067 86	8.95	218,032.86
High Yield Bond							
MWHIX	Metropolitan West High Yield Bond	6/9/2010	18,666.311	10.23	190,948.51	10.42	194,502.96
Real Assets							
Commodities Broad Basket							
PCRIX	PIMCO Commodity Real Return St	4/19/2011	14,722 253	9.78	143,974.29	6.64	97,755.76
		Total Bonds & Equity Funds			***2,808,983.18***		***2,958,871.49***

First Republic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5809
Tel:(877)548-6578 Fax: (415)392-0888

[redacted]

FEIN = 95-3759369

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 34.00% of Portfolio *(In Maturity Date Sequence)*									
U.S.Treasury Securities									
UNITED STATES TREAS NTS 0.750% 09/15/13 B/E DTD 09/15/10 1ST CPN DTE 03/15/11 CPN PMT SEMI ANNUAL ON MAR 15 AND SEP 15 Moody Rating AAA			Security Identifier: 912828NY2						
15,000.000	07/01/11*	100.1310	[1,2] 15,019.69 ✓	100.4180	15,062.70	43.01	33.25	112.50	0.74%
			Original Cost Basis: $15,060.98						
UNITED STATES TREAS NTS 4.750% 08/15/17 B/E DTD 08/15/07 1ST CPN DTE 02/15/08 CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15 Moody Rating AAA			Security Identifier: 912828HA1						
45,000.000	03/04/08*	104.7780	[1,2] 47,150.05 ✓	118.7270	53,427.15	6,277.10	801.56	2,137.50	4.00%
			Original Cost Basis: $49,041.21						
UNITED STATES TREAS NTS 3.750% 11/15/18 B/E DTD 11/15/08 1ST CPN DTE 05/15/09 CPN PMT SEMI ANNUAL ON MAY 15 AND NOV 15 Moody Rating AAA			Security Identifier: 912828JR2						
35,000.000	11/22/11*	113.4820	[1,2] 39,718.56 ✓	116.4450	40,755.75	1,037.19	166.78	1,312.50	3.22%
			Original Cost Basis: $40,553.66						
UNITED STATES TREAS NTS 2.625% 08/15/20 B/E DTD 08/15/10 1ST CPN DTE 02/15/11 CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15			Security Identifier: 912828NT3						
5,000.000	09/09/10*	99.0760	[1,2] 4,953.90	109.8130	5,490.65	536.75	49.22	131.25	2.39%
			Original Cost Basis $4,941.8[illegible]						
5,000.000	09/09/10*	99.2480	[1,2] 4,962.42	109.8130	5,490.65	528.23	49.22	131.25	2.39%
			Original Cost Basis $4,952.56						

SCH. C.1

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
U.S.Treasury Securities *(continued)*									
UNITED STATES TREAS NTS *(continued)*									
10,000.000	Total Noncovered		9,916.32		10,881.30	1,064.98	98.44	262.50	
10,000.000	Total		$9,916.32		$10,981.30	$1,064.98	$98.44	$262.50	
UNITED STATES TREAS NTS 2.000% 11/15/21 B/E DTD 11/15/11 1ST CPN DTE 05/15/12 CPN PMT SEMI ANNUAL ON MAY 15 AND NOV 15 Moody Rating AAA			Security Identifier: 912828RR3						
30,000.000	11/30/11 *	99.6020	[1,12]29,880.69	103.7890	31,136.70	1,256.01	76.24	600.00	1.92%
			Original Cost Basis: $29,867.70						
Total U.S. Treasury Securities 135,000.000			$141,685.31		$151,363.60	$9,678.29	$1,176.27	$4,425.00	
FEDERAL NATL MTG ASSN BENCHMARK NTS 4.625% 10/15/13 B/E DTD 09/26/03 1ST CPN DTE 04/15/04 CPN PMT SEMI ANNUAL ON APR 15 AND OCT 15 Moody Rating AAA S & P Rating AA+			Security Identifier: 31359MTG8						
30,000.000	04/07/11 *	102.7300	[1,12]30,819.13	103.4980	31,049.40	230.27	292.92	1,387.50	4.46%
			Original Cost Basis: $32,569.80						
FEDERAL NATL MTG ASSN BENCHMARK NOTES 2.625% 11/20/14 B/E DTD 10/2?/09 1ST CPN DTE 11/20/09 CPN PMT SEMI ANNUAL ON MAY 20 AND NOV 20 Moody Rating AAA S & P Rating AA+			Security Identifier: 31398AZV7						
35,000.000	07/01/11 *	102.5740	[1,12]35,900.83	104.4620	36,561.70	660.87	104.64	918.75	2.51%
			Original Cost Basis: $36,592.26						
FEDERAL NATL MTG ASSN BENCHMARK NTS 4.375% 10/15/15 B/E DTD 09/12/05 1ST CPN DTE 10/15/05 CPN PMT SEMI ANNUAL ON APR 15 AND OCT 15 Moody Rating AAA S & P Rating AA+			Security Identifier: 31359MZC0						
30,000.000	11/23/10 *	107.5480	[1,12]32,264.36	111.0350	33,310.50	1,046.14	277.08	1,312.50	3.94%
			Original Cost Basis: $33,891.33						

Corp. Bonds

C.2

FirstRepublic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street San Francisco CA 94111-5609
Tel:(877)348-5576 Fax (415)362-0886

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
U.S. Government Bonds *(continued)*									
FEDERAL NATL MTG ASSN BENCHMARK NOTES 1.625% 10/26/15 B/E DTD 09/27/10 1ST CPN DTE 10/26/10 CPN PMT SEMI ANNUAL ON APR 26 AND OCT 26 Moody Rating AAA S & P Rating AA+			**Security Identifier: 31398A4M1**						
25,000.000	11/23/10 *	100.0270	1,12 25,006.75	103.4510	25,862.75	856.00	73.35	406.25	1.57%
			Original Cost Basis: $25,011.55						
10,000.000	07/01/11 *	99.6620	1,12 9,966.18	103.4510	10,345.10	378.92	29.34	162.50	1.57%
			Original Cost Basis: $9,949.10						
35,000.000	Total Noncovered		34,972.93		36,207.85	1,234.92	102.69	568.75	
35,000.000	Total		$34,972.93		$36,207.85	$1,234.92	$102.69	$568.75	
FEDERAL NATL MTG ASSN FIXED RATE 5.375% 06/12/17 B/E DTD 06/08/07 1ST CPN DTE 12/12/07 CPN PMT SEMI ANNUAL ON JUN 12 AND DEC 12 Moody Rating AAA S & P Rating AA+			**Security Identifier: 31398ADM1**						
5,000.000	07/02/08 *	102.5840	1,12 5,129.19	120.2480	6,012.40	883.21	14.18	268.75	4.46%
			Original Cost Basis: $5,234.50						
30,000.000	08/18/08 *	102.8230	1,12 30,846.92	120.2480	36,074.40	5,227.48	85.11	1,612.50	4.46%
			Original Cost Basis: $31,522.35						
35,000.000	Total Noncovered		35,976.11		42,086.80	6,110.69	99.29	1,881.25	
35,000.000	Total		$35,976.11		$42,086.80	$6,110.69	$99.29	$1,881.25	
FEDERAL HOME LN MTG CORP REFERENCE NTS FED REFERENCE BOND 3.750% 03/27/19 B/E DTD 03/27/09 1ST CPN DTE 09/27/09 CPN PMT SEMI ANNUAL ON MAR 27 AND SEP 27 Moody Rating AAA S & P Rating AA+			**Security Identifier: 3137EACA5**						
50,000.000	06/18/09 *	97.0720	1,12 48,536.14	115.5920	57,796.00	9,259.86	489.58	1,875.00	3.24%
			Original Cost Basis: $47,867.60						

C-3

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
U.S. Government Bonds *(continued)*									
FEDERAL HOME LN MTG CORP REFERENCE NTS FED REFERENCE NOTE 2.375% 01/13/22 B/E DTD 01/13/12 1ST CPN DTE 07/13/12 CPN PMT SEMI ANNUAL ON JAN 13 AND JUL 13 Moody Rating AAA S & P Rating AA+			**Security Identifier: 3137EADB2**						
20,000.000	02/09/12 *	99.1870	[1,12]19,837.33	104.4670	20,893.40	1,056.07	221.67	475.00	2.27%
			Original Cost Basis: $19,823.38						
75,000.000	08/16/12 *	102.6170	76,962.61	104.4670	78,350.25	1,387.64	831.25	1,781.25	2.27%
			Original Cost Basis: $77,033.18						
95,000.000	**Total Noncovered**		96,799.94		99,243.65	2,443.71	1,052.92	2,256.25	
95,000.000	**Total**		$96,799.94		$99,243.65	$2,443.71	$1,052.92	$2,256.25	
Total U.S. Government Bonds 310,000.000	(Corp. Bonds)		**$315,269.44** B		**$336,255.90** A	**$20,986.46**	**$2,419.12**	**$10,200.00**	
[a]Asset Backed Securities									
FNMA GTD REMIC PASS THRU TR TR-2012-1 CL-AE 1.750% 12/25/21 B/E DTD 01/01/12 *Factor* 0.80478859 *Current Face Value*: 28,167.601			**Security Identifier: 3136A3UG4**						
35,000.000	01/12/12 *	101.4380	[1,12]28,572.51	102.8560	28,972.07	399.56	41.08		
			Original Cost Basis: $31,666.73						
Total Asset Backed Securities 35,000.000			**$28,572.51** B		**$28,972.07** A	**$399.56**	**$41.08**	**$0.00**	
Total Current Face Value: 28,167.601									
Municipal Bonds									
CALIFORNIA ST FOR PREVIOUS ISSUES SEE 13063A TAXABLE-BUILD AMER BDS 5.700% 11/01/21 B/E DTD 12/01/10 1ST CPN DTE 05/01/11 CPN PMT SEMI ANNUAL ON MAY 01 AND NOV 01 ***TAXABLE*** Moody Rating A1 S & P Rating A-			**Security Identifier: 13063BJA1**						
20,000.000	11/23/10 *	101.4840	[1,12]20,296.83	119.1540	23,830.80	3,533.97	190.00	1,140.00	4.78%
			Original Cost Basis: $20,348.20						
Total Municipal Bonds 20,000.000			**$20,296.83**		**$23,830.80**	**$3,533.97**	**$190.00**	**$1,140.00**	

C.4

FirstRepublic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5809
Tel (877)348-5576 Fax (415)362-0888

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds									
[1]TIME WARNER COS INC DEB 9.125% 01/15/13 B/E DTD 01/19/93 1ST CPN DTE 07/15/93 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating BAA2 S & P Rating BBB			**Security Identifier: 887315AK5**						
5,000.000	09/29/03 *	100.1510	[1,12] 5,007.55 Original Cost Basis: $6,317.36	100.2740	5,013.70	6.15	210.38	456.25	9.10%
DUKE CAP CORP SR NT 5.600% 03/01/14 B/E DTD 02/20/04 CALLABLE 1ST CPN DTE 09/01/04 CPN PMT SEMI ANNUAL ON MAR 01 AND SEP 01 Moody Rating BAA2 S & P Rating BBB			**Security Identifier: 26439RAQ9**						
10,000.000	02/18/04 *	100.0000	[1,12] 9,999.98 Original Cost Basis: $9,999.80	105.1910	10,519.10	519.12	183.33	550.00	5.22%
BHP BILLITON FIN USA LTD GTD SR NT 5.500% 04/01/14 B/E DTD 03/25/09 CALLABLE FOREIGN SECURITY1ST CPN DTE 10/01/09 CPN PMT SEMI ANNUAL ON APR 01 AND OCT 01 Moody Rating A1 S & P Rating A+			**Security identifier: 055451AG3**						
25,000.000	07/25/12 *	106.2670	26,566.74 Original Cost Basis: $27,085.75	106.2190	26,554.75	-11.99	343.75	1,375.00	5.17%
HEWLETT PACKARD CO GLOBAL NT 4.750% 06/02/14 B/E DTD 02/26/09 CALLABLE 1ST CPN DTE 06/02/09 CPN PMT SEMI ANNUAL ON JUN 02 AND DEC 02 Moody Rating BAA1 S & P Rating BBB+			**Security Identifier: 428236AV5**						
20,000.000	05/12/09 *	101.6090	[1,12] 20,321.82 Original Cost Basis: $21,071.60	104.2400	20,848.00	526.18	76.53	950.00	4.55%

C.5

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK NTS MED-TERM NTS 4.800% 11/01/14 B/E DTD 10/21/04 1ST CPN DTE 05/01/05 CPN PMT SEMI ANNUAL ON MAY 01 AND NOV 01 Moody Rating A1 S & P Rating A+			**Security Identifier: 92976GAB7**						
30,000.000	08/15/11 *	104.4720	[1,12]31,341.64 Original Cost Basis: $32,304.00	107.3350	32,200.50	858.86	240.00	1,440.00	4.47%
ANHEUSER BUSCH INBEV WORLDWIDE INC GTD NT VARIABLE RATE 5.375% 11/15/14 B/E DTD 11/15/10 CALLABLE 1ST CPN DTE 05/15/11 CPN PMT SEMI ANNUAL ON MAY 15 AND NOV 15 Moody Rating A3 S & P Rating A			**Security Identifier: 03523TBG2**						
10,000.000	07/13/11 *	112.5690	[1,12]11,256.90 Original Cost Basis: $11,256.90	108.5540	10,855.40	-401.50	68.68	537.50	4.95%
GENERAL ELEC CAP CORP MEDIUM TERM NTS FIXED RT NTS SER A 2.150% 01/09/15 B/E DTD 01/09/12 1ST CPN DTE 07/09/12 CPN PMT SEMI ANNUAL ON JAN 09 AND JUL 09 Moody Rating A1 S & P Rating AA+			**Security Identifier: 36962G5M2**						
30,000.000	01/04/12 *	99.9290	[1,12]29,978.71 Original Cost Basis: $29,968.80	102.7140	30,814.20	835.49	308.17	645.00	2.09%
DIAGO FIN BV GTD 3.250% 01/15/15 B/E DTD 11/06/09 CALLABLE FORIGN SECURITY 1ST CPN DTE 07/15/10 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating A3 S & P Rating A-			**Security Identifier: 25244SAF8**						
25,000.000	08/06/12 *	105.3600	26,340.06 Original Cost Basis: $26,595.25	105.0330	26,258.25	-81.81	374.65	812.50	3.09%
SYMANTEC CORP SR NT 2.750% 09/15/15 B/E DTD 09/16/10 CALLABLE 1ST CPN DTE 03/15/11 CPN PMT SEMI ANNUAL ON MAR 15 AND SEP 15 Moody Rating BAA2 S & P Rating BBB			**Security Identifier: 871503AG3**						
10,000.000	02/08/11 *	98.2110	[1,12]9,821.10 Original Cost Basis: $9,706.00	103.4260	10,342.60	521.50	80.97	275.00	2.65%

C.6

First Republic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5809
Tel (877)348-5576 Fax (415)382-0888

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
DEUTSCHE BK AG GLOBAL MEDIUM TERM NTS ISIN#US2515A14E85 3.250% 01/11/16 B/E DTD 01/11/11 FOREIGN SECURITY 1ST CPN DTE 07/11/11 CPN PMT SEMI ANNUAL ON JAN 11 AND JUL 11 Moody Rating A2 S & P Rating A+			**Security Identifier: 2515A14E8**						
20,000.000	04/19/12 *	101.9210	[1,12] 20,384.24 Original Cost Basis: $20,466.80	105.8200	21,164.00	779.76	306.94	650.00	3.07%
NOMURA HLDGS INC MED TRM NT SER A ISIN#US65535HAC34 4.125% 01/19/16 B/E DTD 01/19/11 FOREIGN SECURITY 1ST CPN DTE 07/19/11 CPN PMT SEMIANNUAL ON JAN 19 AND JUL 19 Moody Rating Baa3 S & P Rating BBB+			**Security Identifier: 65535HAC3**						
10,000.000	01/12/11 *	99.5490	9,954.92 [1,12] ~~9,954.92~~ Original Cost Basis: $9,929.10	104.3770	10,437.70	482.78	155.63	412.50	3.95%
CISCO SYS INC SR NT 5.500% 02/22/16 B/E DTD 02/22/06 CALLABLE 1ST CPN DTE 08/22/06 CPN PMT SEMI ANNUAL ON FEB 22 AND AUG 22 Moody Rating A1 S & P Rating A+			**Security Identifier: 17275RAC6**						
20,000.000	03/25/09 *	102.4070	[1,12] 20,481.42 Original Cost Basis: $20,970.40	114.3050	22,861.00	2,379.58	394.17	1,100.00	4.81%
COUNTRYWIDE FINL CORP SUB NT 6.250% 05/15/16 B/E DTD 05/16/06 1ST CPN DTE 11/15/06 CPN PMT SEMI ANNUAL ON MAY 15 AND NOV 15 Moody Rating BAA3 S & P Rating BBB+			**Security Identifier: 222372AJ3**						
10,000.000	01/09/12 *	95.9120	[1,12] 9,591.22 Original Cost Basis: $9,492.20	109.7710	10,977.10	1,385.88	79.86	625.00	5.69%

C.7

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
AT&T INC GLOBAL FIXED RT NT 2.400% 08/15/16 B/E DTD 08/18/11 CALLABLE 1ST CPN DTE 02/15/12 CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15 Moody Rating A2 S & P Rating A-			**Security Identifier: 00206RAY8**						
15,000.000	08/15/11 *	99.7590	[1,12]14,963.78	104.3570	15,653.55	689.77	136.00	360.00	2.29%
			Original Cost Basis: $14,950.95						
AMERICAN EXPRESS CR CORP MEDIUM TERM NTS FIXED RATE NOTES SER D 2.800% 09/19/16 B/E DTD 09/19/11 1ST CPN DTE 03/19/12 CPN PMT SEMI ANNUAL ON MAR 19 AND SEP 19 Moody Rating A2 S & P Rating A-			**Security Identifier: 0258M0DC0**						
10,000.000	09/14/11 *	99.9370	[1,12]9,993.71	105.8050	10,580.50	586.79	79.33	280.00	2.64%
			Original Cost Basis: $9,991.70						
ONTARIO PROV CDA BD ISIN#US683234DP09 1.600% 09/21/16 B/E DTD 09/21/11 FOREIGN SECURITY 1ST CPN DTE 03/21/12 CPN PMT SEMI ANNUAL ON MAR 21 AND SEP 21 Moody Rating Aa2 S & P Rating AA-			**Security Identifier: 683234DP0**						
30,000.000	09/14/11 *	99.9100	[1,12]29,972.90	103.1820	30,954.60	981.70	133.33	480.00	1.55%
			Original Cost Basis: $29,964.00						
GOLDMAN SACHS GROUP INC SUB NT 5.625% 01/15/17 B/E DTD 01/10/07 CALLABLE 1ST CPN DTE 07/15/07 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating BAA1 S & P Rating BBB+			**Security Identifier: 38141GEU4**						
20,000.000	05/07/07 *	99.8770	[1,12]19,975.49	109.7180	21,943.60	1,968.11	518.75	1,125.00	5.12%
			Original Cost Basis: $19,949.40						
GENERAL ELEC CAP CORP MEDIUM TERM NTS GLOBAL NTS SER A 5.400% 02/15/17 B/E DTD 02/13/07 1ST CPN DTE 08/15/07 CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15 Moody Rating A1 S & P Rating AA+			**Security Identifier: 36962G2G8**						
40,000.000	05/23/12 *	111.3740	44,549.50	115.0100	46,004.00	1,454.50	816.00	2,160.00	4.69%
			Original Cost Basis: $45,158.80						

C.8

FirstRepublic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5609
Tel:(877)348-5576 Fax:(415)392-0888

[redacted]

First Republic Investment Management
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
BARCLAYS BK PLC NT LNKD TO CHANGES IN THE CONSUMER PRICE INDEX 4.500% 03/10/17 B/E DTD 03/10/10 FOREIGN SECURITY 1ST CPN DTE 04/10/10 CPN PMT MONTHLY ON 10 Moody Rating A2			Security Identifier: 06740JM98						
20,000.000	02/26/10 *	100.0000	[3,1]20,000.00	104.0000	20,800 00	800.00	52.50	900.00	4.32%
			Original Cost Basis: $20,000.00						
STATOIL HYDRO ASA NT 3.125% 08/17/17 B/E DTD 08/17/10 CALLABLE FOREIGN SECURITY1ST CPN DTE 02/17/11 CPN PMT SEMIANNUAL ON FEB 17 AND AUG 17 Moody Rating Aa2 S & P Rating AA-			Security Identifier: 85771PAB8						
25,000.000	07/26/12 *	108.9440	27,236.02	108.8370	27,209.25	-26.77	290.80	781.25	2.87%
			Original Cost Basis: $27,431.50						
JPMORGAN CHASE BK N A NEW YORK N Y SUB NT ACCD INVS 6.000% 10/01/17 B/E DTD 09/24/07 1ST CPN DTE 04/01/08 CPN PMT SEMI ANNUAL ON APR 01 AND OCT 01 Moody Rating A1 S & P Rating A			Security Identifier: 48121CYK6						
15,000.000	06/22/10 *	105.6200	[3,1]15,843.00	118.3840	17,757.60	1,914.60	225.00	900.00	5.06%
			Original Cost Basis: $16,218.75						
5,000.000	08/15/11 *	109.0970	[3,1]5,454.84	118.3840	5,919.20	464.36	75.00	300.00	5.06%
			Original Cost Basis: $5,570.80						
20,000.000	Total Noncovered		21,297.84		23,676.80	2,378.96	300.00	1,200.00	
20,000.000	Total		$21,297.84		$23,676.80	$2,378.96	$300.00	$1,200.00	

JOHN GOGIAN FAMILY FOUNDATION

C.9

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
CITIGROUP INC GLOBAL SR NT 6.125% 11/21/17 B/E DTD 11/21/07 CALLABLE 1ST CPN DTE 05/21/08 CPN PMT SEMI ANNUAL ON MAY 21 AND NOV 21 Moody Rating BAA2 S & P Rating A-			Security Identifier: 172967EM9						
20,000.000	08/15/11 *	107.7550	[3,1,2]21,551.08	119.0160	23,803.20	2,252.12	136.11	1,225.00	5.14%
			Original Cost Basis: $21,928.60						
TARGET CORP NOTES 6.000% 01/15/18 B/E DTD 01/17/08 CALLABLE 1ST CPN DTE 07/15/08 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating A2 S & P Rating A+			Security Identifier: 87612EAS5						
15,000.000	08/06/10 *	113.5920	[3,1,2]17,038.82	122.9590	18,443.85	1,405.03	415.00	900.00	4.87%
			Original Cost Basis: $17,898.75						
WAL MART STORES INC NOTES 4.125% 02/01/19 B/E DTD 01/23/09 CALLABLE 1ST CPN DTE 08/01/09 CPN PMT SEMI ANNUAL ON FEB 01 AND AUG 01 Moody Rating AA2 S & P Rating AA			Security Identifier: 931142CP6						
50,000.000	07/12/12 *	113.9170	56,958.25	113.7840	56,892.00	-66.25	859.38	2,062.50	3.62%
			Original Cost Basis: $57,447.50						
METLIFE INC SR DEBT SECS SER B 7.717% 02/15/19 B/E DTD 02/17/09 CALLABLE 1ST CPN DTE 08/15/09 CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15 Moody Rating A3 S & P Rating A-			Security Identifier: 59156[illegible]A15						
20,000.000	06/19/09 *	100.0000	[3,1,2]20,000.00	131.1010	26,220.20	6,220.20	583.06	1,543.40	5.88%
			Original Cost Basis: $21,196.40						
DELL INC NT 5.875% 06/15/19 B/E DTD 06/15/09 CALLABLE 1ST CPN DTE 12/15/09 CPN PMT SEMI ANNUAL ON JUN 15 AND DEC 15 Moody Rating A2 S & P Rating A-			Security Identifier: 24702RAJ0						
15,000.000	09/17/10 *	111.6150	[3,1,2]16,742.27	115.3130	17,296.95	554.68	39.17	881.25	5.09%
			Original Cost Basis: $17,259.60						

C.10

FirstRepublic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5608
Tel (877)348-5576 Fax: (415)362-0888

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
JEFFERIES GROUP INC NEW FIXED RT SENIOR NOTES 8.500% 07/15/19 B/E DTD 06/30/09 CALLABLE 1ST CPN DTE 01/15/10 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating BAA3 S & P Rating BBB			**Security Identifier:** 472319AF9						
10,000.000	11/23/09 *	107.3030	[3,12]10,730.29	119.5000	11,950.00	1,219.71	391.94	850.00	7.11%
			Original Cost Basis: $10,974.00						
KIMCO RLTY CORP FIXED RT 6.875% 10/01/19 B/E DTD 09/24/09 CALLABLE 1ST CPN DTE 04/01/10 CPN PMT SEMI ANNUAL ON APR 01 AND OCT 01 Moody Rating BAA1 S & P Rating BBB+			**Security Identifier:** 49446RAJ8						
10,000.000	01/29/10 *	105.2260	[3,12]10,522.60	123.5230	12,352.30	1,829.70	171.88	687.50	5.56%
			Original Cost Basis: $10,690.80						
MORGAN STANLEY FIXED RT GLOBAL MEDIUM TERM NT SER F 5.500% 01/26/20 B/E DTD 01/26/10 CALLABLE 1ST CPN DTE 07/26/10 CPN PMT SEMI ANNUAL ON JAN 26 AND JUL 26 Moody Rating BAA1 S & P Rating A-			**Security Identifier:** 61747YCM5						
20,000.000	02/19/10 *	97.7140	[3,12]19,542.79	112.1790	22,435.80	2,893.01	473.61	1,100.00	4.90%
			Original Cost Basis: $19,406.00						

C.11

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
DOW CHEM CO FIXED RT NT 4.250% 11/15/20 B/E DTD 11/09/10 CALLABLE 08/15/20 @ 100.000 1ST CPN DTE 05/15/11 CPN PMT SEMI ANNUAL ON MAY 15 AND NOV 15 Moody Rating BAA2 S & P Rating BBB			**Security Identifier: 260543CC5**						
10 000.000	11/10/10*	98.9170	$9,891.73	111.1710	11,117.10	1,225.37	54.31	425.00	3.82%
			Original Cost Basis: $9,868.40						
Total Corporate Bonds **575,000.000**			**$602,013.37** B		**$636,180.00** A	**$34,166.63**	**$8,304.23**	**$26,769.65**	
	Total corporate Bonds		945,855.32		1001407.97				

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 61.00% of Portfolio								
Common Stocks								
ABBOTT LABS COM CUSIP: 002824100 Dividend Option: Cash			**Security Identifier: ABT**					
930.000	09/20/09*	45.3480	$42,173.83	65.5000	60,915.00	18,741.17	520.80	0.85%
AMERCO COMMON STOCK CUSIP: 023586100 Dividend Option: Cash			**Security Identifier: UHAL**					
330.000	08/16/12	94.7560	31,269.60	126.8100	41,847.30	10,577.70		
AMERICAN WTR WKS CO INC NEW COM CUSIP: 030420103 Dividend Option: Cash			**Security Identifier: AWK**					
680.000	08/15/11	28.5750	$19,431.07	37.1300	25,248.40	5,817.33	680.00	2.69%
200.000	11/07/11	31.1650	$6,233.04	37.1300	7,426.00	1,192.96	200.00	2.69%
880.000	**Total Covered**		25,664.11		32,674.40	7,010.29	880.00	
880.000	**Total**		**$25,664.11**		**$32,674.40**	**$7,010.29**	**$880.00**	
ANGLOGOLD ASHANTI LTD SPONORED ADR ISIN#US0351282068 CUSIP 035128206 Dividend Option: Cash			**Security Identifier: AU**					

C.12

First Republic Securities Company LLC
Member FINRA/SIPC
111 Pine Street San Francisco CA 94111-5609
Tel (877)348-5576 Fax (415)362-0888

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ANGLOGOLD ASHANTI LTD SPONSORED ADR *(continued)*								
350.000	06/21/11	43.0350	15,062.25	31.3700	10,979.50	-4,082.75	180.67	1.64%
APPLE INC COM			Security Identifier: AAPL					
CUSIP: 037833100								
Dividend Option: Cash								
150.000	01/21/11	328.3040	49,245.61	532.1729	79,825.93	30,580.32	1,590.00	1.99%
10.000	11/07/11	399.6050	3,996.05	532.1729	5,321.73	1,325.68	106.00	1.99%
160.000	**Total Covered**		**53,241.66**		**85,147.66**	**31,906.00**	**1,696.00**	
160.000	**Total**		**$53,241.66**		**$85,147.66**	**$31,906.00**	**$1,696.00**	
AT&T INC COM			Security Identifier: T					
CUSIP: 00206R102								
Dividend Option: Cash								
700.000	11/23/09*	26.5980	18,618.46	33.7100	23,597.00	4,978.54	1,260.00	5.33%
100.000	07/12/10*	24.7700	2,477.00	33.7100	3,371.00	894.00	180.00	5.33%
800.000	**Total Noncovered**		**21,095.46**		**26,968.00**	**5,872.54**	**1,440.00**	
370.000	11/07/11	29.4050	10,879.81	33.7100	12,472.70	1,592.89	666.00	5.33%
370.000	**Total Covered**		**10,879.81**		**12,472.70**	**1,592.89**	**666.00**	
1,170.000	**Total**		**$31,975.27**		**$39,440.70**	**$7,465.43**	**$2,106.00**	
AUTOZONE INC			Security Identifier: AZO					
CUSIP: 053332102								
Dividend Option: Cash								
90.000	07/17/09*	156.9900	14,129.10	354.4300	31,898.70	17,769.60		
90.000	**Total Noncovered**		**14,129.10**		**31,898.70**	**17,769.60**		
60.000	11/07/11	326.2180	19,573.10	354.4300	21,265.80	1,692.70		
60.000	**Total Covered**		**19,573.10**		**21,265.80**	**1,692.70**		
150.000	**Total**		**$33,702.20**		**$53,164.50**	**$19,462.30**	**$0.00**	

C.13

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
AXIS CAPITAL HLDGS LTD SHS ISIN#BMG0692U1099 CUSP G0692U109 Dividend Option: Cash			Security Identifier: AXS					
900.000	05/17/12	33.6680	30,301.40	34.6400	31,176.00	874.60	900.00	2.88%
BLACK HILLS CORP COM CUSP: 092113109 Dividend Option: Cash			Security Identifier: BKH					
1,300.000	08/15/12	31.6570	41,153.49	36.3400	47,242.00	6,088.51	1,924.00	4.07%
BUCKEYE TECHNOLOGIES INC COM CUSP: 118255108 Dividend Option: Cash			Security Identifier: BKI					
1,070.000	11/07/11	31.7160	[3]33,935.91	28.7100	30,719.70	-3,216.21	385.20	1.25%
CERNER CORP CUSP: 156782104 Dividend Option: Cash			Security Identifier: CERN					
340.000	08/24/10 *	36.3460	[3]12,357.64	77.5100	26,353.40	13,995.76		
340.000	**Total Noncovered**		**12,357.64**		**26,353.40**	**13,995.76**		
180.000	11/07/11	63.5970	[3]11,447.53	77.5100	13,951.80	2,504.27		
70.000	08/15/12	73.6210	5,153.50	77.5100	5,425.70	272.20		
250.000	**Total Covered**		**16,601.03**		**19,377.50**	**2,776.47**		
590.000	**Total**		**$28,958.67**		**$45,730.90**	**$16,772.23**	**$0.00**	
CHEVRON CORP NEW COM CUSP: 166764100 Dividend Option: Cash			Security Identifier: CVX					
210.000	03/24/08 *	84.3020	[3]17,703.48	108.1400	22,709.40	5,005.92	756.00	3.32%
60.000	05/01/09 *	66.6300	[3]3,997.80	108.1400	6,488.40	2,490.60	216.00	3.32%
270.000	**Total Noncovered**		**21,701.28**		**29,197.80**	**7,496.52**	**972.00**	
30.000	11/07/11	107.5020	[3]3,225.07	108.1400	3,244.20	19.13	108.00	3.32%
180.000	03/16/12	110.7550	[3]19,935.90	108.1400	19,465.20	-470.70	648.00	3.32%
210.000	**Total Covered**		**23,160.97**		**22,709.40**	**-451.57**	**756.00**	
480.000	**Total**		**$44,862.25**		**$51,907.20**	**$7,044.95**	**$1,728.00**	
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A CUSP: 192446102 Dividend Option: Cash			Security Identifier: CTSH					
500.000	07/30/09 *	30.4800	[3]15,240.00	73.8823	36,941.15	21,701.15		

C.14

[redacted]

First Republic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5606
Tel:(877)348-5576 Fax: (415)362-0888

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A *(continued)*								
500.000	**Total Noncovered**		15,240.00		36,941.15	21,701.15		
250.000	11/07/11	70.0940	[3]17,523.50	73.8823	18,470.58	947.08		
250.000	**Total Covered**		17,623.50		18,470.58	947.08		
750.000	**Total**		**$32,763.50**		**$55,411.73**	**$22,648.23**	**$0.00**	
COLGATE PALMOLIVE CO COM			**Security Identifier: CL**					
CUSIP: 194162103								
Dividend Option: Cash								
580.000	01/26/11	80.1100	[3]46,463.57	104.5400	60,633.20	14,169.63	1,438.40	2.37%
COMCAST CORP CL A			**Security Identifier: CMCSA**					
CUSIP: 20030N101								
Dividend Option: Cash								
1,250.000	03/16/12	29.5900	[3]36,987.00	37.3600	46,700.00	9,713.00	812.50	1.73%
COMPANHIA DE BEBIDAS DAS AMERS AMBEV			**Security Identifier: ABV**					
SPONSORED ADR REPSTG PFD SHS								
CUSIP: 20441W203								
Dividend Option: Cash								
1,180.000	06/21/11	32.4110	[3]38,245.10	41.9900	49,548.20	11,303.10	1,003.79	2.02%
CVS CAREMARK CORP			**Security Identifier: CVS**					
CUSIP: 126650100								
Dividend Option: Cash								
200.000	05/17/12	45.1470	9,029.30	48.3500	9,670.00	640.70	180.00	1.86%
270.000	06/14/12	45.7390	12,349.65	48.3500	13,054.50	704.85	243.00	1.86%
470.000	**Total Covered**		21,378.95		22,724.50	1,345.55	423.00	
470.000	**Total**		**$21,378.95**		**$22,724.50**	**$1,345.55**	**$423.00**	
EMC CORP COM			**Security Identifier: EMC**					
CUSIP: 268648102								
Dividend Option: Cash								
920.000	11/07/11	24.6650	[3]22,691.80	25.3000	23,276.00	584.20		

C.15

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ENSCO PLC SHS CL A ISIN#GB00B4VLR192 CUSIP: G3157S106 Dividend Option: Cash			**Security Identifier: ESV**					
960.000	03/14/11	56.0040	53,764.22	59.2800	56,908.80	3,144.58	1,440.00	2.53%
EVEREST REINSURANCE GROUP LTD SHS ISIN#BMG3223R1088 CUSIP: G3223R108 Dividend Option: Cash			**Security Identifier: RE**					
340.000	11/07/11	92.6920	[3]31,515.38	109.9500	37,383.00	5,867.62	652.80	1.74%
EXXON MOBIL CORP COM CUSIP: 30231G102 Dividend Option: Cash			**Security Identifier: XOM**					
610.000	05/17/12	82.5090	50,330.29	86.5500	52,795.50	2,465.21	1,390.80	2.63%
100.000	08/15/12	88.1870	8,818.70	86.5500	8,655.00	-163.70	228.00	2.63%
710.000	**Total Covered**		59,148.99		61,450.50	2,301.51	1,618.80	
710.000	**Total**		**$59,148.99**		**$61,450.50**	**$2,301.51**	**$1,618.80**	
FOMENTO ECONOMICO MEX S A B DE C V NEW ISIN#US3444191064 SPON ADR REP UNIT1 SER B SH & 2 SER D B SHS & 2 SER D L SHS CUSIP: 344419106 Dividend Option: Cash			**Security Identifier: FMX**					
1,240.000	11/07/11	67.7910	[3]84,060.72	100.7000	124,868.00	40,807.28	1,730.88	1.38%
GARTNER INC COM CUSIP: 366651107 Dividend Option: Cash			**Security Identifier: IT**					
470.000	06/17/11	37.3850	[3]17,570.90	46.0200	21,629.40	4,058.50		
INTEL CORP COM CUSIP: 458140100 Dividend Option: Cash			**Security Identifier: INTC**					
1,350.000	01/19/10*	21.1560	[3]28,560.87	20.6200	27,837.00	-723.87	1,215.00	4.36%
100.000	07/12/10*	20.5120	[3]2,051.24	20.6200	2,062.00	10.76	90.00	4.36%
30.000	07/13/10*	21.0500	[3]631.50	20.6200	618.60	-12.90	27.00	4.36%
1,480.000	**Total Noncovered**		31,243.61		30,517.60	-726.01	1,332.00	
1,480.000	**Total**		**$31,243.61**		**$30,517.60**	**-$726.01**	**$1,332.00**	

C.16

First Republic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5609
Tel (877)348-5576 Fax (415)392-0888

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101 Dividend Option: Cash			Security Identifier: IBM					
220.000	01/19/07 *	95.2140	20,947.01	191.5500	42,141.00	21,193.99	748.00	1.77%
30.000	05/01/09 *	104.5100	3,135.30	191.5500	5,746.50	2,611.20	102.00	1.77%
250.000	Total Noncovered		24,082.31		47,887.50	23,805.19	850.00	
250.000	Total		$24,082.31		$47,887.50	$23,805.19	$850.00	
JP MORGAN CHASE & CO COM ISIN#US46625H1005 CUSIP: 46625H100 Dividend Option: Cash			Security Identifier: JPM					
1,000.000	08/24/10 *	36.2780	36,277.50	43.9691	43,969.10	7,691.60	1,200.00	2.72%
LINCOLN ELEC HLDGS INC COM CUSIP: 533900106 Dividend Option: Cash			Security Identifier: LECO					
660.000	08/14/08 *	40.9080	26,999.58	48.6800	32,128.80	5,129.22	528.00	1.64%
140.000	09/22/08 *	35.7000	4,997.99	48.6800	6,815.20	1,817.21	112.00	1.64%
80.000	05/01/09 *	21.8400	1,747.20	48.6800	3,894.40	2,147.20	64.00	1.64%
880.000	Total Noncovered		33,744.77		42,838.40	9,093.63	704.00	
880.000	Total		$33,744.77		$42,838.40	$9,093.63	$704.00	
LOCKHEED MARTIN CORP COM CUSIP: 539830109 Dividend Option: Cash			Security Identifier: LMT					
360.000	11/07/11	77.7460	27,988.52	92.2900	33,224.40	5,235.88	1,656.00	4.98%
MASTERCARD INC CL A COM CUSIP: 57636Q104 Dividend Option: Cash			Security Identifier: MA					
120.000	05/23/11	272.2450	32,669.40	491.2800	58,953.60	26,284.20	144.00	0.24%

C.17

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
MICROSOFT CORP COM		Security Identifier: MSFT						
CUSIP: 594918104								
Dividend Option: Cash								
470.000	08/22/07 *	28.1500	[1]13,230.50	26.7097	12,553.56	-676.94	432.40	3.44%
140.000	03/12/08 *	29.4950	[1]4,129.33	26.7097	3,739.36	-389.97	128.80	3.44%
190.000	05/01/09 *	19.9800	[1]3,796.20	26.7097	5,074.84	1,278.64	174.80	3.44%
800.000	Total Noncovered		21,156.03		21,367.76	211.73	736.00	
800.000	Total		$21,156.03		$21,367.76	$211.73	$736.00	
MURPHY OIL CORP		Security Identifier: MUR						
CUSIP: 626717102								
Dividend Option: Cash								
310.000	07/12/10 *	50.8200	[1]15,754.26	59.5500	18,460.50	2,706.24	387.50	2.09%
310.000	Total Noncovered		15,754.26		18,460.50	2,706.24	387.50	
70.000	11/07/11	55.1550	[1]3,860.85	59.5500	4,168.50	307.65	87.50	2.09%
70.000	Total Covered		3,860.85		4,168.50	307.65	87.50	
380.000	Total		$19,615.11		$22,629.00	$3,013.89	$475.00	
NORFOLK SOUTHERN CORP		Security Identifier: NSC						
CUSIP: 655844108								
Dividend Option: Cash								
860.000	11/07/11	73.8670	[1]63,525.53	61.8400	53,182.40	-10,343.13	1,720.00	3.23%
OCCIDENTAL PETE CORP COM		Security Identifier: OXY						
CUSIP: 674599105								
Dividend Option: Cash								
130.000	06/17/08 *	91.3600	[1]11,876.80	76.6100	9,959.30	-1,917.50	280.80	2.81%
220.000	12/18/08 *	55.9100	[1]12,300.20	76.6100	16,854.20	4,554.00	475.20	2.81%
40.000	05/01/09 *	58.5300	[1]2,341.20	76.6100	3,064.40	723.20	86.40	2.81%
110.000	10/29/10 *	78.8310	[1]8,671.40	76.6100	8,427.10	-244.30	237.60	2.81%
500.000	Total Noncovered		35,189.60		38,305.00	3,115.40	1,080.00	
500.000	Total		$35,189.60		$38,305.00	$3,115.40	$1,080.00	
ORACLE CORP COM		Security Identifier: ORCL						
CUSIP: 68389X105								
Dividend Option: Cash								
740.000	10/29/10 *	29.5070	[1]21,834.88	33.3200	24,656.80	2,821.92	177.60	0.72%
740.000	Total Noncovered		21,834.88		24,656.80	2,821.92	177.60	
270.000	05/23/11	33.3350	[1]9,000.45	33.3200	8,996.40	-4.05	64.80	0.72%

C.18

First Republic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5609
Tel. (877)348-5578 Fax (415)392-0888

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ORACLE CORP COM *(continued)*								
330.000	07/25/11	32.3850	$10,687.05	33.3200	10,995.60	308.55	79.20	0.72%
600.000	Total Covered		19,687.50		19,992.00	304.50	144.00	
1,340.000	Total		$41,522.38		$44,648.80	$3,126.42	$321.60	
PETSMART INC CUSIP 716768106 Dividend Option: Cash			Security Identifier: PETM					
930.000	11/07/11	47.0860	$43,790.07	68.3400	63,556.20	19,766.13	613.80	0.96%
POTASH CORP OF SASKATCHEWAN INC COM ISIN#CA73755L1076 CUSIP 73755L107 Dividend Option: Cash			Security Identifier: POT					
500.000	11/07/11	48.7050	$24,352.30	40.6900	20,345.00	-4,007.30	420.00	2.06%
PRICE T ROWE GROUP INC COM CUSIP 74144T108 Dividend Option: Cash			Security Identifier: TROW					
720.000	05/17/12	58.4540	42,086.72	65.1171	46,884.31	4,797.59	979.20	2.08%
²PROASSURANCE CORP COM CUSIP 74267C106 Dividend Option: Cash			Security Identifier: PRA					
350.000	05/17/12	88.0230	30,808.22	42.1900	14,766.50	-16,041.72	350.00	2.37%
QUALITY SYS INC CUSIP 747582104 Dividend Option: Cash			Security Identifier: QSII					
780.000	06/21/11	41.1930	$32,130.35	17.3600	13,540.80	-18,589.55	546.00	4.03%
REINSURANCE GROUP AMER INC COM NEW CUSIP 759351604 Dividend Option: Cash			Security Identifier: RGA					
650.000	01/26/11	58.7160	$38,165.27	53.5200	34,788.00	-3,377.27	624.00	1.79%

C.19

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ROSS STORES INC (STATE OF INC CHGD FM CALF TO DELAWARE) CUSIP: 778296103 Dividend Option: Cash			Security Identifier: ROST					
780.000	07/25/11	38.6130	[1]30,117.75	54.0900	42,190.20	12,072.45	436.80	1.03%
100.000	08/15/11	35.6980	[1]3,569.75	54.0900	5,409.00	1,839.25	56.00	1.03%
880.000	Total Covered		33,687.50		47,599.20	13,911.70	492.80	
880.000	Total		$33,687.50		$47,599.20	$13,911.70	$492.80	
TJX COMPANIES INC (NEW) CUSIP: 872540109 Dividend Option: Cash			Security Identifier: TJX					
1,240.000	11/07/11	30.1830	[1]37,426.30	42.4500	52,638.00	15,211.70	570.40	1.08%
UNION PACIFIC CORP COM CUSIP: 907818108 Dividend Option: Cash			Security Identifier: UNP					
410.000	01/26/11	94.3040	[1]38,664.72	125.7200	51,545.20	12,880.48	1,131.60	2.19%
20.000	11/07/11	101.5410	[1]2,030.82	125.7200	2,514.40	483.58	55.20	2.19%
430.000	Total Covered		40,695.54		54,059.60	13,364.06	1,186.80	
430.000	Total		$40,695.54		$54,059.60	$13,364.06	$1,186.80	
UNITED THERAPEUTICS CORP DEL COM CUSIP: 91307C102 Dividend Option: Cash			Security Identifier: UTHR					
390.000	06/21/11	54.3140	[1]21,182.54	53.4200	20,833.80	-348.74		
UNITEDHEALTH GROUP INC COM CUSIP: 91324P102 Dividend Option: Cash			Security Identifier: UNH					
620.000	11/07/11	45.3740	[1]28,132.13	54.2400	33,628.80	5,496.67	527.00	1.56%
US BANCORP DEL COM CUSIP: 902973304 Dividend Option: Cash			Security Identifier: USB					
850.000	11/07/11	25.7640	[1]21,899.65	31.9400	27,149.00	5,249.35	663.00	2.44%
VERIZON COMMUNICATIONS COM CUSIP: 92343V104 Dividend Option: Cash			Security Identifier: VZ					
380.000	06/14/12	43.6770	16,597.10	43.2700	16,442.60	-154.50	782.80	4.76%

C.20

First Republic Securities Company LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5609
Tel (877)348-6576 Fax: (415)362-0858

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
It's a privilege to serve you®

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
VERTEX PHARMACEUTICALS INC CON CUSP: 92532F100 Dividend Option. Cash			Security Identifier: VRTX					
430.000	08/15/12	54.2840	23,342.08	41.9000	18,017.00	-5,325.08		
WAL MART STORES INC COM CUSP: 931142103 Dividend Option Cash			Security Identifier: WMT					
410.000	07/27/12	74.5850	30,579.76	68.2300	27,974.30	-2,605.46	651.90	2.33%
WELLS FARGO & CO NEW COM CUSP: 949746101 Dividend Option. Cash			Security Identifier: WFC					
1,120.000	06/23/10 *	27.3850	30,670.64	34.1800	38,281.60	7,610.96	985.60	2.57%
200.000	07/12/10 *	27.0260	5,405.24	34.1800	6,836.00	1,430.76	176.00	2.57%
350.000	08/24/10 *	23.9360	8,377.43	34.1800	11,963.00	3,585.57	308.00	2.57%
1,670.000	Total Noncovered		44,453.31		57,080.60	12,627.29	1,469.60	
1,670.000	Total		$44,453.31		$57,080.60	$12,627.29	$1,469.60	
Total Common Stocks			$1,733,234.37		$2,078,305.46	$345,071.09	$39,536.74	
Total Equities			$1,733,234.37		$2,078,305.46	$345,071.09	$39,536.74	

C.21

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
FILE CABINET	SL	2,114.			2,114.	2,091.			2,091.
FURNITURE	SL	686.			686.	667.			667.
FURNITURE	SL	1,928.			1,928.	1,864.			1,864.
OFFICE EQUIPMENT	SL	6,518.			6,518.	6,301.			6,301.
SAFE	M7	853.			853.	800.			800.
VAULT	M7	747.			747.	683.			683.
COMPUTER	M5	876.			876.	791.			791.
PRINTER	M5	265.			265.	241.			241.
BOOKCASE	M5	149.			149.	136.			136.
EQUIPMENT	M5	152.			152.	139.			139.
SCREEN	M5	221.			221.	199.			199.
PRINTER	M5	214.			214.	180.			180.
COMPUTER DESK	SL	611.			611.	611.			611.
FURNITURE & EQUIP	SL	206.			206.	188.	18.		206.
OFFICE FURNITURE	SL	2,432.			2,432.	1,458.	486.		1,944.
COMPUTERS	SL	3,396.			3,396.	1,358.	679.		2,037.
COPIER	SL	5,965.			5,965.	298.	1,193.		1,491.
TOTALS		27,333.			27,333.	18,005.			20,381.

ATTACHMENT 10

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST PAID	222.	222.
TOTALS	222.	222.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN J. GOGIAN 3305 FUJITA STREET TORRANCE, CA 90505-5242	DIRECTOR 1.00	2,000.	0	0
KATHLEEN D. CRANE 3305 FUJITA STREET TORRANCE, CA 90505-5242	CHAIRWOMEN 1.00	2,000.	0	0
CAROLE JOUROYAN 3305 FUJITA STREET TORRANCE, CA 90505-5242	DIRECTOR 1.00	2,000.	0	0
DAN MUELLER 3305 FUJITA STREET TORRANCE, CA 90505-5242	PRESIDENT 1.00	2,000.	0	0
GARY NELSON 3305 FUJITA STREET TORRANCE, CA 90505	TREASURER 1.00	2,000.	0	0
LINDA STAMMERJOHN 3305 FUJITA STREET TORRANCE, CA 90505-5242	MANAGING DIRECTOR 40.00	97,357.	2,921.	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
REBECCA SCHROFF 3305 FUJITA STREET TORRANCE, CA 90505-5242	SECRETARY 1.00	2,000.	0	0
THOMAS CODY 3305 FUJITA STREET TORRANCE, CA 90505-5242	DIRECTOR 1.00	2,000.	0	0
GREG ALESSANDRA 3305 FUJITA STREET TORRANCE, CA 90505-5242	DIRECTOR 1.00	2,000.	0	0
	GRAND TOTALS	113,357.	2,921.	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LINDA STAMMERJOHN
3305 FUJITA STREET
TORRANCE, CA 90505
310-325-0954

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE S	NONE PUBLIC	QUALIFIED CHARITABLE EXEMPT PURPOSE	742,900.
		TOTAL CONTRIBUTIONS PAID	742,900.

Grants Paid in 2012
John Gogian Family Foundation

Date	Name of Organization	Address	Amount
12/4/2012	A Home Within, Inc.	2255 Van Ness Ave., Ste. 101 , San Francisco 94109	10,000.00
6/8/2012	A Window Between Worlds	710 4th Street Ste. 5., Venice, CA 90291	20,000.00
3/15/2012	Arizona State University	1475 North Scottsdale Road, Scottsdale, AZ 85287	-2,000.00
6/8/2012	Armenian Gospel Mission Inc.	P.O. Box 5727, Pasadena, CA 91117	15,000.00
5/24/2012	Association of Small Foundations	1720 North Street NW, Washington, DC 20036	7,500 00
7/30/2012	Cal St University, Dominguez Hills	1000 East Victoria St., Carson, CA 90747	4,000.00
8/3/2012	Cal St University, Long Beach	1250 Bellflower Blvd., Long Beach, CA 90814	4,000.00
11/20/2012	Canine Angels Service Teams	P.O. Box 5256, Diamond Bar, CA 91754	7,000.00
6/8/2012	Carousel Ranch	34289 Rockinghorse Rd., Agua Dulce, CA 91390	17,500.00
11/20/2012	Casa de los Angelitos	954 Koleeta Dr., Harbor City, CA 90710	3,000.00
12/4/2012	CASA of Los Angeles	201 Centre Plaza Drive #3, Monterey Park, CA 90036	25,000.00
4/3/2012	Center for Nonviolent Education & Parenting	P.O. Box 26938, Los Angeles, CA 90026	20,000.00
11/20/2012	Disability Rights Legal Center	800 So. Figueroa St. Ste. 1120, Los Angeles, CA 90017	2,500.00
11/20/2012	Dream Street Foundation	9536 Wilshire Blvd. Ste. 310, Beverly Hills, CA 90212	5,000.00
2/15/2012	El Camino College Compton Center	1111 East Artesia Dr., Compton, CA 90221	2,000.00
8/3/2012	Fashion Institute of Design & Merchandise	919 South Grand Ave., Los Angeles, CA 90015	4,000.00
6/8/2012	For The Child, Inc.	4565 California Ave, Long Beach, CA 90807	15,000.00
9/6/2012	Friends of Warm Hearth	P.O. Box 4784, Sunnyside, NY 11104	15,000.00
6/8/2012	Friendship Circle of the South Bay	2108 Vail Steet, Redondo Beach, CA 90278	10,000.00
11/20/2012	Glendale Association for the Retarded	6512 San Fernando Road, Glendale, CA 91201	3,000.00
6/8/2012	Grandparents As Parents	22048 Sherman Way #217, Canoga Park, CA 91303	15,000.00
7/30/2012	Harvey Mudd College	301 Platt Blvd., Claremont, CA 91711	4,000.00
12/4/2012	HEAR Center	301 East Del Mar Blvd., Pasadena, CA 91101	15,000.00
6/19/2012	Homeboy Industries, Inc.	130 West Bruno Street, Los Angeles, CA 90012	2,500.00
11/20/2012	House of Yahweh	P.O. Box 1089, Lawndale, CA 90260	8,500.00
6/8/2012	It's Time for Kids	17328 Ventura Blvd. #164, Encino, CA 91316	10,000.00
6/8/2012	Journey House, Inc	1232 North Los Robles Ave., Pasadena, CA 91104	10,000.00
6/8/2012	L.A. GOAL	4911 Overland Ave., Culver City, CA 90230	15,000.00
12/4/2012	Lincoln Training Center	2641 Loma Ave., South El Monte, CA 91733	20,000 00
7/11/2012	Long Beach Nonprofit Partnership	4900 East Conant Ave., Long Beach, CA 90808	400.00
12/4/2012	Los Angeles Youth Network	1754 Taft Ave., Los Angeles, CA 90028	20,000.00
3/5/2012	M.O D.D., Inc.	P.O. Box 13924, Torrance, CA 90503	1,000.00
7/30/2012	Marist College	3399 North Road, Poughkeepsie, NY 12801	4,000.00
9/6/2012	My Friend's Place	P.O. Box 3867, Los Angeles, CA 90078	20,000.00
12/4/2012	OPARC	9029 Vernon Ave, Montclair, CA 91763	20,000.00
12/4/2012	Peace 4 Kids	P.O. Box 5347, Compton, CA 90221	15,000.00
9/6/2012	Pediatric Therapy Network	1815 West 213 Street Ste. 100, Torrance, CA 90501	65,000.00
11/20/2012	Port of Los Angeles High School	250 West 5th Street, San Pedro, CA 90731	2,500.00
6/8/2012	Rainbow Services, Ltd.	453 West 7th Street, San Pedro, CA 90731	70,000.00
9/6/2012	Richstone Family Center	13620 Cordary Ave, Hawthorne, CA 90250	20,000.00
6/8/2012	Ride To Fly	4932 Halison Street, Torrance, CA 90503	5,000.00
8/9/2012	Santa Fe University Art & Design	1600 Saint Michaels Dr., Santa Fe, New Mexico 87505	4,000.00
9/6/2012	Shane's Inspiration	15213 Burbank Blvd., Van Nuys, CA 91411	15,000.00
12/4/2012	St. Barnabas Senior Services	675 South Carondelet St., Los Angeles, CA 90057	27,500.00
11/20/2012	St. James Armenian Church	4950 West Slauson, Los Angeles, CA 90056	10,000.00
11/20/2012	St. Mary Medical Center	1050 Linden Ave, Long Beach, CA 90813	5,000.00
6/8/2012	STAR	P.O. Box 1075, Torrance, CA 90505	20,000.00
11/20/2012	STRIVE	9124 South Main Street, Los Angeles, CA 90003	2,500.00
2/29/2012	Su Casa- Ending Domestic Violence	3840 Woodruff Ave. Ste. 203, Long Beach, CA 90808	25,000.00
12/4/2012	Switzer Center	2201 Amapola Ct., Torrance, CA 90501	20,000.00
6/8/2012	The ARC - Los Angeles & Orange Counties	12049 Woodruff Ave., Downey, CA 90241	21,000.00
11/20/2012	The Los Angeles Challenge	501 Deep Valley Drive Ste. 202, RHE, CA 90274	7,500.00
9/6/2012	Toberman Neighborhood Center	131 North Grand Ave., San Pedro, CA 90731	15,000.00
8/9/2012	U.C. Regents, Berkeley	Room 211 Sproul Hall 1960, Berkeley, CA 94720	8,000.00
7/30/2012	U.C. Regents, Los Angeles	405 Hilgard Ave., Los Angeles, CA 90095	8,000.00
11/20/2012	UCLA Regents - Guardian Scholars	10920 Wilshire Blvd. #900 , Los Angeles, CA 90024	5,000.00
7/30/2012	Univ. of Southern California	700 Childs Way JF325, Los Angeles, CA 90089	4,000.00
6/8/2012	Valley Family Center	302 South Brand Blvd., San Fernando, CA 91340	15,000.00
			742,900.00

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No 179

Name(s) shown on return: JOHN GOGIAN FAMILY FOUNDATION

Identifying number: 95-3759369

Business or activity to which this form relates: GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	2,376.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	2,376.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

JSA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2012)
2X2300 2 000

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*.)

24a Do you have evidence to support the business/investment use claimed? Yes No | 24b If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions):					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	