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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 01-01-2012 , and ending 12-31-2012**

Name of foundation
ELEANOR LLOYD DEES FOUNDATION

**A Employer identification number**
95-4192075

Number and street (or P O box number if mail is not delivered to street address)
2049 CENTURY PARK EAST NO 200

Room/suite

**B** Telephone number (see instructions)
(310) 785-6145

City or town, state, and ZIP code
LOS ANGELES, CA 90067

**C** If exemption application is pending, check here ☐

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

**D 1.** Foreign organizations, check here ☐

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

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

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

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,925,342

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

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

**Part I** **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )*

| | | | **(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 | 39,272 | 39,272 | | |
| | 4 | Dividends and interest from securities | 59,017 | 59,017 | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 600,843 | | | |
| | b | Gross sales price for all assets on line 6a 1,176,860 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 600,843 | | |
| | 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 | 699,132 | 699,132 | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 0 | 0 | | 0 |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) | 5,978 | 5,380 | | 598 |
| | c | Other professional fees (attach schedule) | 26,373 | 26,373 | | 0 |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) | 15,525 | 2,132 | | 80 |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) | | | | |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 47,876 | 33,885 | | 678 |
| | 25 | Contributions, gifts, grants paid | 134,900 | | | 134,900 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 182,776 | 33,885 | | 135,578 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 516,356 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 665,247 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | | |

**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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|---|
| Assets | 1 | Cash—non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 50,279 | 331,920 | 331,920 |
| | 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 page 15 of the 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 | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | 227,723 | 107,725 | 109,187 |
| | b | Investments—corporate stock (attach schedule) | 927,612 | 1,240,188 | 1,766,967 |
| | c | Investments—corporate bonds (attach schedule) | 542,781 | 492,391 | 514,490 |
| | 11 | Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 100,000 | 200,000 | 202,778 |
| | 14 | Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 1,848,395 | 2,372,224 | 2,925,342 |
| Liabilities | 17 | Accounts payable and accrued expenses | 1,860 | 9,333 | |
| | 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) | 1,860 | 9,333 | |
| 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 | 0 | 0 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 1,546,902 | 1,546,902 | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 299,633 | 815,989 | |
| | 30 | **Total net assets or fund balances** (see page 17 of the instructions) | 1,846,535 | 2,362,891 | |
| | 31 | **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 1,848,395 | 2,372,224 | |

**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 | 1,846,535 |
| 2 | Enter amount from Part I, line 27a | 2 | 516,356 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 2,362,891 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 2,362,891 |

## 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 Additional Data Table | | | |
| 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 | See Additional Data Table | | | |
| 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 | See Additional Data Table | | | |
| 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 | 600,843 |
| 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 | |

## 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 page 18 of 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 | 125,674 | 2,818,487 | 0 044589 |
| 2010 | 125,629 | 2,634,173 | 0 047692 |
| 2009 | 155,991 | 2,425,482 | 0 064313 |
| 2008 | 145,891 | 2,760,149 | 0 052856 |
| 2007 | 122,072 | 2,841,240 | 0 042964 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d). . . . . . . . . . . . . . . . . . . . . . . . | 2 | 0 252414 |
| 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 050483 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . . | 4 | 2,870,497 |
| 5 | Multiply line 4 by line 3. . . . . . . . . . . . . . . . . . . . . . . . . | 5 | 144,911 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . . . . . . . . | 6 | 6,652 |
| 7 | Add lines 5 and 6. . . . . . . . . . . . . . . . . . . . . . . . . . | 7 | 151,563 |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . . . . . . . . . . . | 8 | 135,578 |

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 page 18 of the instructions)

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1<br>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 | 13,305 |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | 2 | 0 |
| 3 | Add lines 1 and 2 | | | 3 | 13,305 |
| 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 | 13,305 |
| 6 | Credits/Payments | | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 3,972 | | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 4,000 | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments Add lines 6a through 6d | | | 7 | 7,972 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | | | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | 5,333 |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | **Refunded** ▶ | | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | No |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | | No |
| | *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 | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>**(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0 | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0 | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>*If "Yes," attach a detailed description of the activities.* | 2 | | No |
| 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 | | No |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | No |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>*If "Yes," attach the statement required by General Instruction T.* | 5 | | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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 | Yes | |
| 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 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions)<br>▶ 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 | Yes | |
| 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 | | No |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | No |

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

| | | | | |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | No |
| 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 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |

Website address ▶N/A

14 The books are in care of ▶CHERYL A STEWART Telephone no ▶(310) 785-6145

Located at ▶2049 CENTURY PARK EAST SUITE 200 LOS ANGELES CA ZIP+4 ▶90067

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 |

| | | | | |
|---|---|---|---|---|
| 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 | | No |

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). ☐ Yes ☑ No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | | No |
| 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 ▶ 20____ , 20____ , 20____ , 20____ | | | |
| 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 | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____ | | | |
| 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 | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| 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 | | No |

## 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**

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

*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**

## 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 |
|---|---|---|---|---|
| ALEXANDRA T DEES<br>2049 CENTURY PARK EAST - STE 200<br>LOS ANGELES, CA 90067 | PRESIDENT<br>1 00 | 0 | 0 | 0 |
| C ABIGAIL DEES<br>2049 CENTURY PARK EAST - STE 200<br>LOS ANGELES, CA 90067 | SECRETARY<br>1 00 | 0 | 0 | 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 ▶ 0

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

**3 Five highest-paid independent contractors for professional services (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. . . . . . . . . . . . . ▶ | | 0 |

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

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 | |
| 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 | |
| 2 | |
| All other program-related investments See page 24 of the instructions<br>3 | |
| **Total.** Add lines 1 through 3. . . . . . . . . . . . . . . . . . . . . . . . ▶ | 0 |

**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 | 2,592,519 |
| b | Average of monthly cash balances | 1b | 321,691 |
| c | Fair market value of all other assets (see instructions) | 1c | 0 |
| d | **Total** (add lines 1a, b, and c) | 1d | 2,914,210 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0 | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0 |
| 3 | Subtract line 2 from line 1d | 3 | 2,914,210 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 43,713 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 2,870,497 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 143,525 |

**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 | 143,525 |
| 2a | Tax on investment income for 2012 from Part VI, line 5 — 2a: 13,305 | | |
| b | Income tax for 2012 (This does not include the tax from Part VI ) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 13,305 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 130,220 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0 |
| 5 | Add lines 3 and 4 | 5 | 130,220 |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0 |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 130,220 |

**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 | 135,578 |
| b | Program-related investments—total from Part IX-B | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 135,578 |
| 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 | 0 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 135,578 |

**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 | | | | 130,220 |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only. . . . . . . | | | 133,901 | |
| b Total for prior years 20___, 20___, 20___ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007. . . . . . . | | | | |
| b From 2008. . . . . . . | | | | |
| c From 2009. . . . . . . | | | | |
| d From 2010. . . . . . . | | | | |
| e From 2011. . . . . . . | | | | |
| f **Total** of lines 3a through e. . . . . . . . . . | 0 | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 135,578 | | | | |
| a Applied to 2011, but not more than line 2a | | | 133,901 | |
| b Applied to undistributed income of prior years (Election required—see instructions). . . . . . | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). . . . . . . . . | 0 | | | |
| d Applied to 2012 distributable amount. . . . . | | | | 1,677 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | 0 | | | 0 |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . . . . . . . . . | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . . | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount —see instructions . . . . . . . . . . . . | | 0 | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . . . . . . . . . . . . | | | 0 | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . . . . . . . . | | | | 128,543 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . . . . . . . . . . | 0 | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . | 0 | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a . . . . . . | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008. . . . | | | | |
| b Excess from 2009. . . . | | | | |
| c Excess from 2010. . . . | | | | |
| d Excess from 2011. . . . | | | | |
| e Excess from 2012. . . . | | | | |

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

**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 organization 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<br>**a** "Assets" alternative test—enter<br>**(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<br>**(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 organization 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) )

**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

**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 of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| See Additional Data Table | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 134,900 |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | 0 |

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

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| 1 Program service revenue | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 39,272 | |
| 4 Dividends and interest from securities | | | 14 | 59,017 | |
| 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 | 600,843 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 0 | | 699,132 | 0 |

**13 Total.** Add line 12, columns (b), (d), and (e) . . . . . . . . . . . . . . . . . . . . **13** 699,132

(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)** | | No |
| | **(2)** Other assets | **1a(2)** | | No |
| **b** | Other transactions | | | |
| | **(1)** Sales of assets to a noncharitable exempt organization | **1b(1)** | | No |
| | **(2)** Purchases of assets from a noncharitable exempt organization | **1b(2)** | | No |
| | **(3)** Rental of facilities, equipment, or other assets | **1b(3)** | | No |
| | **(4)** Reimbursement arrangements | **1b(4)** | | No |
| | **(5)** Loans or loan guarantees | **1b(5)** | | No |
| | **(6)** Performance of services or membership or fundraising solicitations | **1b(6)** | | No |
| **c** | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | **1c** | | No |

**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 |
|---|---|---|---|
| | | | |

**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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-08-20 | ******

Signature of officer or trustee | Date | Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed ☐ | PTIN |
|---|---|---|---|---|
| NAZ AFSHAR | NAZ AFSHAR | | | P00441843 |

Firm's name ▶ GURSEY SCHNEIDER LLP — Firm's EIN ▶ 95-3309779

Firm's address ▶ 1888 CENTURY PARK EAST SUITE 900, LOS ANGELES, CA 900671735 — Phone no (310) 552-0960

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| **(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 ) |
|---|---|---|---|
| 1700 WAL-MART DE MEXICO | P | | 2012-02-01 |
| 43 KIMBERLY CLARK | P | | 2012-01-06 |
| 7 KIMBERLY CLARK | P | | 2012-01-09 |
| 13 CREDIT SUISSE GROUP | P | | 2012-01-18 |
| 44 NXP SEMICONDUCTORS | P | | 2012-01-24 |
| 14 NOVARTIS | P | | 2012-01-25 |
| 27 ACME PACKET | P | | 2012-01-20 |
| 47 ACME PACKET | P | | 2012-01-23 |
| 25 ACME PACKET | P | | 2012-01-24 |
| 40 LILLY ELI & CO | P | | 2012-02-07 |
| 16 CVS CAREMARK CORP | P | | 2012-02-13 |
| 1844 MICROSOFT CORP | P | | 2012-02-28 |
| 915 PROCTER & GAMBLE | P | | 2012-02-28 |
| 9 CHINA MOBILE | P | | 2012-02-17 |
| 6 POTASH CORP SASK | P | | 2012-02-17 |
| 5 SOCIEDAD QUIMICA MINERA | P | | 2012-02-17 |
| 21 VODAFONE GROUP | P | | 2012-02-17 |
| 31 KAO CORP | P | | 2012-02-21 |
| 12 REED ELSEVIER | P | | 2012-02-21 |
| 3500 WALMART DE MEXICO | P | | 2012-03-02 |
| 2 F5 NETWORKS | P | | 2012-02-06 |
| 1 F5 NETWORKS | P | | 2012-02-07 |
| 6 EXPEDITORS INTL | P | | 2012-02-21 |
| 14 FMC TECHNOLOGIES | P | | 2012-02-21 |
| 4 F5 NETWORKS | P | | 2012-02-21 |
| 6 LULULEMON ATHLETICA | P | | 2012-02-21 |
| 7 EXPEDITORS INTL WASHINGTON | P | | 2012-02-22 |
| 6 F5 NETWORKS | P | | 2012-02-22 |
| 3 LULULEMON ATHLETICA | P | | 2012-02-22 |
| 70K FEDERAL FARM CR BKS | P | | 2012-03-09 |

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|---|---|---|---|
| 200 ABBOTT LABS | P | | 2012-03-16 |
| 300 AUTOMATIC DATA PROCESSING | P | | 2012-03-16 |
| 200 BECTON DICKINSON & CO | P | | 2012-03-16 |
| 190 BERKSHIRE HATHAWAY | P | | 2012-03-16 |
| 250 CHEVRON CORP | P | | 2012-03-16 |
| 400 ISHARES TR | P | | 2012-03-16 |
| 285 MCDONALDS | P | | 2012-03-16 |
| 585 NESTLE SA | P | | 2012-03-16 |
| 135 ROYAL DUTCH SHELL | P | | 2012-03-16 |
| 400 UNILEVER | P | | 2012-03-16 |
| 200 MTN GROUP | P | | 2012-03-06 |
| 131 SUN HUNG KAI PPTYS | P | | 2012-03-28 |
| 21 EMC CORP | P | | 2012-03-15 |
| 3 EXPEDITORS INTL WASHINGTON | P | | 2012-03-15 |
| 2 F5 NETWORKS | P | | 2012-03-15 |
| 2 INTERCONTINENTAL EXCHANGE | P | | 2012-03-15 |
| 1 NOVO-NORDISK | P | | 2012-03-15 |
| 1 PRICELINE | P | | 2012-03-15 |
| 1 CHIPOTLE MEXICAN GRILL | P | | 2012-03-16 |
| 2 EXPEDITORS INTL | P | | 2012-03-16 |
| 2 INTERCONTINETAL EXCHANGE | P | | 2012-03-16 |
| 7 LAUDER ESTEE | P | | 2012-03-16 |
| 5 LULULEMON ATHLETICA | P | | 2012-03-16 |
| 3 NOVO-NORDISK | P | | 2012-03-16 |
| 5 COGNIZANT TECHNOLOGY | P | | 2012-03-28 |
| 8 EOG RES INC | P | | 2012-03-28 |
| 13 FMC TECHNOLOGIES | P | | 2012-03-28 |
| 1 FRANKLIN RES | P | | 2012-03-28 |
| 1 PRICELINE | P | | 2012-03-28 |
| 64 EXPERIAN | P | | 2012-04-05 |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

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|---|---|---|---|
| 231 KDDI CORP | P | | 2012-04-13 |
| 60 POTASH CORP | P | | 2012-05-03 |
| 8 F5 NETWORKS | P | | 2012-04-24 |
| 4 INTERCONTINENTAL EXCHANGE | P | | 2012-04-24 |
| 2 INTERCONTINENTAL EXCHANGE | P | | 2012-04-25 |
| 9 AMERICAN EXPRESS | P | | 2012-06-01 |
| 23 MICROSOFT CORP | P | | 2012-06-01 |
| 18 WAL-MART STORES | P | | 2012-06-01 |
| 53 WELLS FARGO | P | | 2012-06-01 |
| 128 NTT DOCOMO | P | | 2012-05-14 |
| 145 GAFISA | P | | 2012-05-21 |
| 94 GREEN MOUNTAIN COFFEE RAOSTERS | P | | 2012-05-08 |
| 1 PRICELINE | P | | 2012-05-11 |
| 1 PRICELINE | P | | 2012-05-14 |
| 34 EXPEDITORS INTL WASHINGTON | P | | 2012-05-18 |
| 22 EXPEDITORS INTL WASHINGTON | P | | 2012-05-21 |
| 13 LULULEMON ATHLETICA | P | | 2012-05-25 |
| 40 PHILLIPS 66 | P | | 2012-06-07 |
| 3 NOVO-NORDISK | P | | 2012-06-06 |
| 12 NOVO-NORDISK | P | | 2012-06-07 |
| 28 BG GROUP | P | | 2012-06-11 |
| 258 OGX PETROLEO E GAS PARTICIPACOES | P | | 2012-06-11 |
| 6 SUBSEA 7 | P | | 2012-06-11 |
| 24 SUBSEA 7 | P | | 2012-06-12 |
| 67 PENN WEST PETE | P | | 2012-06-20 |
| 26 LVMH MOET HENNESSY LOUIS VUITTON | P | | 2012-06-21 |
| 19 PENN WEST PETE | P | | 2012-06-21 |
| 27 BAYTEX ENERGY | P | | 2012-06-25 |
| 25 BAYTEX ENERGY | P | | 2012-06-26 |
| 24 DIAGEO | P | | 2012-06-26 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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|---|---|---|---|
| 5 DIAGEO | P | | 2012-06-27 |
| 23 CREDIT SUISSE GROUP | P | | 2012-07-02 |
| 169 PRECISIO DRILLING | P | | 2012-07-02 |
| 10 CREDIT SUISSE GROUP | P | | 2012-07-03 |
| 65 PRECISION DRILLING | P | | 2012-07-03 |
| 57 JUNIPER NETWORKS | P | | 2012-06-18 |
| 120 JUNIPER NETWORKS | P | | 2012-06-19 |
| 8 BASF SE | P | | 2012-07-03 |
| 61 SCHNEIDER ELEC | P | | 2012-07-03 |
| 58 RIO TINTO | P | | 2012-07-25 |
| 3 CNOOC | P | | 2012-07-31 |
| 378 TURKIYI GARANTI BANK | P | | 2012-08-01 |
| 6 MCKESSON CORP | P | | 2012-07-10 |
| 3 NOVO-NORDISK | P | | 2012-07-10 |
| 2 NOVO-NORDISK | P | | 2012-07-11 |
| 50K UNITED STATES TREAS NT | P | | 2012-08-31 |
| 32 CSL LTD | P | | 2012-08-10 |
| 67 LVMH MOET HENNESSY LOUIS VUITTON | P | | 2012-08-24 |
| 230 CHEVRON CORP | P | | 2012-09-18 |
| 312 STAPLES | P | | 2012-09-24 |
| 414 NESTLE | P | | 2012-09-18 |
| 28 REED ELSEVIER | P | | 2012-09-18 |
| 41 SAGE GROUP | P | | 2012-09-21 |
| 43 TESCO | P | | 2012-09-21 |
| 16 TOYOTA MOTOR | P | | 2012-09-24 |
| 12 SODEX0 | P | | 2012-09-26 |
| 53 SOFTBANK | P | | 2012-09-26 |
| 51 BRIDGESTONE | P | | 2012-09-27 |
| 18 REED ELSEVIER | P | | 2012-09-28 |
| 300 BERKSHIRE HATHAWAY | P | | 2012-09-07 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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|---|---|---|---|
| 37 FOSSIL | P | | 2012-09-18 |
| 4 FOSSIL | P | | 2012-09-19 |
| 8 COGNIZANT TECHNOLOGY | P | | 2012-09-20 |
| 9 INTERCONTINENTAL EXCHANGE | P | | 2012-09-20 |
| 3 SALESFORCE | P | | 2012-09-20 |
| 9 INTERCONTINENTAL EXCHANGE | P | | 2012-09-21 |
| 5 INTERCONTINENTAL EXCHANGE | P | | 2012-09-24 |
| 50K AMERICAN EXPRESS | P | | 2012-10-17 |
| 3 GOOGLE | P | | 2012-10-11 |
| 6 NOVO-NORDISK | P | | 2012-10-15 |
| 9 BUNZL | P | | 2012-10-23 |
| 112 VODAFONE GROUP | P | | 2012-10-23 |
| 12 COGNIZANT TECHNOLOGY | P | | 2012-10-04 |
| 7 FRANKLIN RESOURCES | P | | 2012-10-04 |
| 1 GOOGLE | P | | 2012-10-04 |
| 30 MCKESSON | P | | 2012-10-04 |
| 5 NOVO-NORDISK | P | | 2012-10-04 |
| 7 MCKESSON | P | | 2012-10-05 |
| 12 CHIPOTLE MEXICAN | P | | 2012-10-29 |
| 315 ABBOTT LABS | P | | 2012-11-19 |
| 470 AUTOMATIC DATA PROCESSING | P | | 2012-11-19 |
| 315 BECTON DICKINSON | P | | 2012-11-19 |
| 200 BERKSHIRE HATHAWAY | P | | 2012-11-19 |
| 320 CHEVRON CORP | P | | 2012-11-19 |
| 505 HEINZ H J | P | | 2012-11-19 |
| 470 KELLOGG | P | | 2012-11-19 |
| 445 MCDONALDS | P | | 2012-11-19 |
| 785 NESTLE | P | | 2012-11-19 |
| 210 ROYAL DUTCH SHELL | P | | 2012-11-19 |
| 630 UNILEVER | P | | 2012-11-19 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| **(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 ) |
|---|---|---|---|
| 110 SAGE GROUP | P | | 2012-11-06 |
| 70 EXPERIAN | P | | 2012-11-15 |
| 29 F5 NETWORKS INC | P | | 2012-11-07 |
| 18 F5 NETWORKS INC | P | | 2012-11-08 |
| 102 CISCO SYS | P | | 2012-12-14 |
| 14 CHEVRON | P | | 2012-12-26 |
| 14 SAP AG | P | | 2012-12-11 |
| 9 SAP AG | P | | 2012-12-12 |
| 103 TESCO PLC | P | | 2012-12-12 |
| 446 ALCATEL-LUCENT | P | | 2012-12-21 |
| 626 ALCATEL-LUCENT | P | | 2012-12-24 |
| 115 GOLDCORP | P | | 2012-12-26 |
| 79 FRESENIUS MED | P | | 2012-12-31 |
| 7 SALESFORCE | P | | 2012-12-19 |
| 6 VISA | P | | 2012-12-19 |
| CAPITAL GAINS DIVIDENDS | P | | |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

| **(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) |
|---:|---:|---:|---:|
| 51,186 | | 11,559 | 39,627 |
| 3,168 | | 3,004 | 164 |
| 514 | | 489 | 25 |
| 301 | | 311 | -10 |
| 843 | | 731 | 112 |
| 782 | | 757 | 25 |
| 737 | | 904 | -167 |
| 1,315 | | 1,574 | -259 |
| 748 | | 837 | -89 |
| 1,579 | | 1,458 | 121 |
| 697 | | 604 | 93 |
| 57,735 | | 3,132 | 54,603 |
| 60,532 | | 21,800 | 38,732 |
| 460 | | 384 | 76 |
| 264 | | 258 | 6 |
| 290 | | 285 | 5 |
| 573 | | | 573 |
| 799 | | 821 | -22 |
| 397 | | 397 | 0 |
| 110,003 | | 23,799 | 86,204 |
| 245 | | 208 | 37 |
| 122 | | 104 | 18 |
| 256 | | 248 | 8 |
| 710 | | 705 | 5 |
| 507 | | 416 | 91 |
| 390 | | 288 | 102 |
| 308 | | 290 | 18 |
| 760 | | 624 | 136 |
| 195 | | 144 | 51 |
| 70,000 | | 70,000 | 0 |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

| **(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) |
|---|---|---|---|
| 11,708 | | 7,919 | 3,789 |
| 16,409 | | 3,410 | 12,999 |
| 15,464 | | 3,167 | 12,297 |
| 15,187 | | 9,211 | 5,976 |
| 27,569 | | 6,751 | 20,818 |
| 35,017 | | 24,269 | 10,748 |
| 27,612 | | 6,392 | 21,220 |
| 36,120 | | 4,575 | 31,545 |
| 9,669 | | 3,162 | 6,507 |
| 13,637 | | 4,289 | 9,348 |
| 3,602 | | 3,555 | 47 |
| 1,797 | | 1,815 | -18 |
| 608 | | 473 | 135 |
| 132 | | 124 | 8 |
| 252 | | 208 | 44 |
| 277 | | 238 | 39 |
| 142 | | 110 | 32 |
| 650 | | 464 | 186 |
| 398 | | 313 | 85 |
| 89 | | 83 | 6 |
| 279 | | 238 | 41 |
| 426 | | 392 | 34 |
| 360 | | 240 | 120 |
| 426 | | 331 | 95 |
| 380 | | 326 | 54 |
| 896 | | 789 | 107 |
| 628 | | 655 | -27 |
| 123 | | 94 | 29 |
| 713 | | 464 | 249 |
| 1,004 | | 897 | 107 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| **(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) |
|---|---|---|---|
| 3,639 | | 3,773 | -134 |
| 2,543 | | 2,701 | -158 |
| 1,090 | | 832 | 258 |
| 519 | | 476 | 43 |
| 258 | | 238 | 20 |
| 506 | | 444 | 62 |
| 678 | | 617 | 61 |
| 1,179 | | 1,048 | 131 |
| 1,696 | | 1,446 | 250 |
| 2,103 | | 2,236 | -133 |
| 464 | | 854 | -390 |
| 2,405 | | 4,667 | -2,262 |
| 720 | | 464 | 256 |
| 708 | | 464 | 244 |
| 1,293 | | 1,407 | -114 |
| 833 | | 910 | -77 |
| 909 | | 625 | 284 |
| 1,185 | | 1,309 | -124 |
| 393 | | 386 | 7 |
| 1,564 | | 1,546 | 18 |
| 536 | | 640 | -104 |
| 1,262 | | 2,337 | -1,075 |
| 118 | | 132 | -14 |
| 478 | | 526 | -48 |
| 953 | | 1,333 | -380 |
| 778 | | 849 | -71 |
| 266 | | 378 | -112 |
| 1,139 | | 1,468 | -329 |
| 991 | | 1,360 | -369 |
| 2,399 | | 2,171 | 228 |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

| **(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) |
|---|---|---|---|
| 498 | | 452 | 46 |
| 411 | | 592 | -181 |
| 1,051 | | 1,800 | -749 |
| 172 | | 257 | -85 |
| 406 | | 692 | -286 |
| 935 | | 1,205 | -270 |
| 1,943 | | 2,537 | -594 |
| 514 | | 662 | -148 |
| 611 | | 758 | -147 |
| 2,624 | | 3,252 | -628 |
| 583 | | 605 | -22 |
| 1,462 | | 1,336 | 126 |
| 568 | | 473 | 95 |
| 441 | | 342 | 99 |
| 293 | | 228 | 65 |
| 50,000 | | 49,998 | 2 |
| 671 | | 546 | 125 |
| 2,224 | | 2,189 | 35 |
| 26,686 | | 7,969 | 18,717 |
| 3,766 | | 4,845 | -1,079 |
| 25,982 | | 3,238 | 22,744 |
| 1,087 | | 967 | 120 |
| 841 | | 795 | 46 |
| 721 | | 741 | -20 |
| 1,317 | | 1,322 | -5 |
| 971 | | 912 | 59 |
| 1,066 | | 810 | 256 |
| 2,388 | | 2,464 | -76 |
| 705 | | 622 | 83 |
| 25,289 | | 14,544 | 10,745 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| **(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) |
|---|---|---|---|
| 3,105 | | 3,715 | -610 |
| 348 | | 402 | -54 |
| 554 | | 520 | 34 |
| 1,264 | | 1,097 | 167 |
| 475 | | 349 | 126 |
| 1,262 | | 1,097 | 165 |
| 695 | | 609 | 86 |
| 50,000 | | 50,390 | -390 |
| 2,297 | | 1,794 | 503 |
| 964 | | 792 | 172 |
| 783 | | 658 | 125 |
| 3,181 | | 2,723 | 458 |
| 850 | | 780 | 70 |
| 883 | | 659 | 224 |
| 758 | | 599 | 159 |
| 2,583 | | 2,376 | 207 |
| 793 | | 609 | 184 |
| 600 | | 554 | 46 |
| 2,850 | | 3,806 | -956 |
| 20,183 | | 12,472 | 7,711 |
| 25,872 | | 5,342 | 20,530 |
| 23,573 | | 4,987 | 18,586 |
| 17,069 | | 9,696 | 7,373 |
| 32,973 | | 8,641 | 24,332 |
| 29,314 | | 16,262 | 13,052 |
| 25,279 | | 15,723 | 9,556 |
| 37,868 | | 9,981 | 27,887 |
| 49,631 | | 6,139 | 43,492 |
| 13,970 | | 4,918 | 9,052 |
| 22,766 | | 6,755 | 16,011 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| **(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) |
|---|---|---|---|
| 2,187 | | 2,132 | 55 |
| 1,157 | | 1,002 | 155 |
| 2,406 | | 2,913 | -507 |
| 1,510 | | 1,808 | -298 |
| 2,022 | | 1,949 | 73 |
| 1,539 | | 589 | 950 |
| 1,105 | | 911 | 194 |
| 710 | | 586 | 124 |
| 1,661 | | 1,757 | -96 |
| 621 | | 858 | -237 |
| 889 | | 1,204 | -315 |
| 4,049 | | 5,674 | -1,625 |
| 2,721 | | 2,765 | -44 |
| 1,166 | | 866 | 300 |
| 879 | | 683 | 196 |
| 1,674 | | | 1,674 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(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 | |
| | | | 39,627 |
| | | | 164 |
| | | | 25 |
| | | | -10 |
| | | | 112 |
| | | | 25 |
| | | | -167 |
| | | | -259 |
| | | | -89 |
| | | | 121 |
| | | | 93 |
| | | | 54,603 |
| | | | 38,732 |
| | | | 76 |
| | | | 6 |
| | | | 5 |
| | | | 573 |
| | | | -22 |
| | | | 0 |
| | | | 86,204 |
| | | | 37 |
| | | | 18 |
| | | | 8 |
| | | | 5 |
| | | | 91 |
| | | | 102 |
| | | | 18 |
| | | | 136 |
| | | | 51 |
| | | | 0 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(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 | |
| | | | 3,789 |
| | | | 12,999 |
| | | | 12,297 |
| | | | 5,976 |
| | | | 20,818 |
| | | | 10,748 |
| | | | 21,220 |
| | | | 31,545 |
| | | | 6,507 |
| | | | 9,348 |
| | | | 47 |
| | | | -18 |
| | | | 135 |
| | | | 8 |
| | | | 44 |
| | | | 39 |
| | | | 32 |
| | | | 186 |
| | | | 85 |
| | | | 6 |
| | | | 41 |
| | | | 34 |
| | | | 120 |
| | | | 95 |
| | | | 54 |
| | | | 107 |
| | | | -27 |
| | | | 29 |
| | | | 249 |
| | | | 107 |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(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 | |
| | | | -134 |
| | | | -158 |
| | | | 258 |
| | | | 43 |
| | | | 20 |
| | | | 62 |
| | | | 61 |
| | | | 131 |
| | | | 250 |
| | | | -133 |
| | | | -390 |
| | | | -2,262 |
| | | | 256 |
| | | | 244 |
| | | | -114 |
| | | | -77 |
| | | | 284 |
| | | | -124 |
| | | | 7 |
| | | | 18 |
| | | | -104 |
| | | | -1,075 |
| | | | -14 |
| | | | -48 |
| | | | -380 |
| | | | -71 |
| | | | -112 |
| | | | -329 |
| | | | -369 |
| | | | 228 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(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 | |
| | | | 46 |
| | | | -181 |
| | | | -749 |
| | | | -85 |
| | | | -286 |
| | | | -270 |
| | | | -594 |
| | | | -148 |
| | | | -147 |
| | | | -628 |
| | | | -22 |
| | | | 126 |
| | | | 95 |
| | | | 99 |
| | | | 65 |
| | | | 2 |
| | | | 125 |
| | | | 35 |
| | | | 18,717 |
| | | | -1,079 |
| | | | 22,744 |
| | | | 120 |
| | | | 46 |
| | | | -20 |
| | | | -5 |
| | | | 59 |
| | | | 256 |
| | | | -76 |
| | | | 83 |
| | | | 10,745 |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(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 | |
| | | | -610 |
| | | | -54 |
| | | | 34 |
| | | | 167 |
| | | | 126 |
| | | | 165 |
| | | | 86 |
| | | | -390 |
| | | | 503 |
| | | | 172 |
| | | | 125 |
| | | | 458 |
| | | | 70 |
| | | | 224 |
| | | | 159 |
| | | | 207 |
| | | | 184 |
| | | | 46 |
| | | | -956 |
| | | | 7,711 |
| | | | 20,530 |
| | | | 18,586 |
| | | | 7,373 |
| | | | 24,332 |
| | | | 13,052 |
| | | | 9,556 |
| | | | 27,887 |
| | | | 43,492 |
| | | | 9,052 |
| | | | 16,011 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(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 | |
| | | | 55 |
| | | | 155 |
| | | | -507 |
| | | | -298 |
| | | | 73 |
| | | | 950 |
| | | | 194 |
| | | | 124 |
| | | | -96 |
| | | | -237 |
| | | | -315 |
| | | | -1,625 |
| | | | -44 |
| | | | 300 |
| | | | 196 |
| | | | 1,674 |

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>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* | | | | |
| THE FOUNDATION 5751 BUCKINGHAM PARKWAY 107<br>CULVER CITY, CA 90230 | NONE | PUBLIC CHARITY | EDUCATIONAL - GENERAL OPERATING SUPPORT | 35,600 |
| WASHINGTON STATE COALITION AGAINST DOMESTIC VIOLENCE<br>1402 3RD AVE 406<br>SEATTLE, WA 98101 | NONE | PUBLIC CHARITY | EDUCATIONAL - GENERAL OPERATING SUPPORT | 15,000 |
| RED BARN RABBIT RESCUE PO BOX 1331<br>CRESWELL, OR 97426 | NONE | PUBLIC CHARITY | ANIMAL WELFARE - GENERAL OPERATING SUPPORT | 1,800 |
| FRACTURED ATLAS C/O STORY 4 PO BOX 399<br>FELTON, CA 95018 | NONE | PUBLIC CHARITY | SOCIAL - GENERAL OPERATING SUPPORT | 2,500 |
| CULVER CITY COMM SCHOLARSHIP FUND 4401 ELENDA STREET<br>CULVER CITY, CA 90230 | NONE | PUBLIC CHARITY | EDUCATIONAL - GENERAL SUPPORT FOR GEOLOGY DEPARTMENT | 5,000 |
| NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET 370<br>SAN FRANCISCO, CA 94102 | NONE | PUBLIC CHARITY | SOCIAL - GENERAL OPERATING SUPPORT | 13,000 |
| PLANNED PARENTHOOD OF MIDDLE AND EAST TENNESSEE 50 VANTAGE WAY SUITE 102<br>NASHVILLE, TN 37228 | NONE | PUBLIC CHARITY | SOCIAL - GENERAL OPERATING SUPPORT | 1,000 |
| FRIENDS OF HANNAH 123 BIG STATION CAMP BLVD<br>TALLATIN, TN 37066 | NONE | PUBLIC CHARITY | EDUCATIONAL - GENERAL OPERATING SUPPORT | 1,000 |
| HARPER SCHOOL DISTRICT 2987 HARPER/WESTFALL RD<br>HARPER, OR 97906 | NONE | PUBLIC CHARITY | EDUCATIONAL - GENERAL OPERATING SUPPORT | 5,000 |
| PORTLAND STATE UNIVERSITY PO BOX 751<br>PORTLAND, OR 97207 | NONE | PUBLIC CHARITY | EDUCATIONAL - GENERAL OPERATING SUPPORT | 5,000 |
| HOMEBOY INDUSTRIES 130 W BRUNO STREET<br>LOS ANGELES, CA 90012 | | PUBLIC CHARITY | SOCIAL - GENERAL OPERATING SUPPORT | 10,000 |
| WORLD PARROT TRUST PO BOX 935<br>LAKE ALFRED, FL 33850 | | PUBLIC CHARITY | ANIMAL WELFARE - GENERAL OPERATING SUPPORT | 10,000 |
| SAVE THE REDWOOD LEAGUE 114 SANSOME STREET 1200<br>SAN FRANSISCO, CA 94104 | | PUBLIC CHARITY | ENVIRONMENTAL - GENERAL OPERATING SUPPORT | 5,000 |
| THE NATURE CONSERVANCY 4245 N FAIRFAX DR SUITE 100<br>LOS ANGELES, CA 222031606 | | PUBLIC CHARITY | ENVIRONMENTAL - GENERAL OPERATING SUPPORT | 25,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 134,900 |

# TY 2012 Accounting Fees Schedule

**Name:** ELEANOR LLOYD DEES FOUNDATION

**EIN:** 95-4192075

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| ACCOUNTING | 5,978 | 5,380 | | 598 |

# TY 2012 Applied to Prior Year Election

**Name:** ELEANOR LLOYD DEES FOUNDATION

**EIN:** 95-4192075

**Election:** PURSUANT TO CODE SEC. 4942(H)(2) AND REG. SEC. 53.4942(A)-3 (D)(2), ELEANOR LLOYD DEES FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM PRIOR YEAR'S UNDISTRIBUTED INCOME AS FOLLOWS:YEAR END 12/31/06 AMOUNT $3,124YEAR END 12/31/08 AMOUNT $2,910________________________________GARY BRUMMETT, ASSISTANT SECRETARY

# TY 2012 Investments Corporate Bonds Schedule

**Name:** ELEANOR LLOYD DEES FOUNDATION

**EIN:** 95-4192075

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 50M AMERICAN EXPRESS CENTURION | 0 | 0 |
| 70M TARGET CORP NOTE | 68,549 | 71,084 |
| 75M GE CAPITAL INTERNOTES | 75,005 | 89,324 |
| 70M KRAFT FOODS, INC. NOTE | 73,036 | 72,226 |
| 75M BOEING CO. SR. NOTE | 79,601 | 78,985 |
| 50M AES CORP. | 51,130 | 57,750 |
| 45M VODAFONE GROUP PLC | 47,502 | 47,214 |
| 45M TELEFONICA EMISIONES SAU | 46,258 | 45,157 |
| 50M PETROBAS INTL FIN CO | 51,310 | 52,750 |

# TY 2012 Investments Corporate Stock Schedule

**Name:** ELEANOR LLOYD DEES FOUNDATION

**EIN:** 95-4192075

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 685 BECTON DICKINSON & CO. | 10,845 | 53,560 |
| 970 MCDONALDS CORP. | 21,756 | 85,564 |
| 695 CHEVRON TEXACO | 18,768 | 75,157 |
| 1800 AUTOMATIC DATA PROCESSING, INC. | 11,708 | 58,638 |
| MICROSOFT CORP. | 0 | 0 |
| 1710 NESTLE SPON ADR REP | 13,374 | 111,342 |
| 455 ROYAL DUTCH PETROLEUM | 10,656 | 31,372 |
| 1379 UNILEVER N.V. | 14,785 | 52,816 |
| WAL-MART DE MEXICO | 0 | 0 |
| 685 ABBOTT LABORATORIES | 27,121 | 44,868 |
| 439 BERKSHIRE HATHAWAY, INC. | 21,283 | 39,378 |
| 1095 H.J. HEINZ CO. | 35,261 | 63,160 |
| 1030 KELLOGG COMPANY | 34,456 | 57,526 |
| 244 MEDTRONIC, INC. | 10,483 | 10,009 |
| 139 UNILEVER | 3,833 | 5,324 |
| 4000 ABERDEEN ASIA PACIFIC INCOME FD | 25,640 | 30,960 |
| ISHARES TR DOW JONES US UTILS | 0 | 0 |
| 5500 TEMPLETON GLOBAL INCOME FD INC | 52,820 | 51,920 |
| PROCTER & GAMBLE | 0 | 0 |
| 1000 WELLS FARGO CAP IX | 24,500 | 25,080 |
| 1500 MERRILL LYNCH CAP TRUST III | 37,505 | 37,695 |
| 128 VODAFONE GROUP PLC | 3,493 | 3,224 |
| 133 AMERICAN EXPRESS CO | 6,775 | 7,645 |
| 117 BAXTER INTL INC | 6,328 | 7,799 |
| 95 CHUBB CORP | 6,433 | 7,155 |
| 375 CISCO SYS INC | 7,164 | 7,369 |
| 129 CONOCOPHILLIPS | 7,091 | 7,481 |
| 64 CVS CAREMARK CORP | 2,415 | 3,094 |
| 736 DELL INC | 9,663 | 7,463 |
| 102 EBAY INC | 3,296 | 5,202 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 115 EXXON MOBIL CORP | 9,595 | 9,953 |
| 11 GOOGLE INC | 6,678 | 7,781 |
| 124 JOHNSON & JOHNSON | 8,014 | 8,692 |
| KIMBERLY CLARK CORP | 0 | 0 |
| ELI LILLY & CO. | 0 | 0 |
| 423 MICROSOFT CORP. | 11,540 | 11,298 |
| 157 NEWMONT MNG CORP. | 9,289 | 7,291 |
| 121 NORTHROP GRUMMAN CORP | 7,079 | 8,177 |
| 167 PEPSICO INC | 10,677 | 11,428 |
| 157 PNC FINL SVCS GROUP INC | 8,780 | 9,155 |
| 129 PROCTER & GAMBLE CO. | 8,343 | 8,758 |
| 678 SCHWAB CHARLS CORP | 8,400 | 9,736 |
| 160 TARGET CORP | 8,505 | 9,467 |
| 83 TRAVELERS COS INC | 4,721 | 5,961 |
| 226 US BANCORP DEL | 6,501 | 7,218 |
| 165 WAL-MART STORES INC | 9,869 | 11,258 |
| 223 WELLS FARGO & CO | 6,338 | 7,622 |
| 75 BARD C R INC | 6,808 | 7,331 |
| 199 DR PEPPER SNAPPLE INC | 7,599 | 8,792 |
| 320 MOLSON COORS BREWING CO | 13,429 | 13,693 |
| 62 SIGMA ALDRICH CORP | 4,170 | 4,562 |
| 167 SUNTUST BKS INC | 3,256 | 4,734 |
| 85 TORCHMARK CORP. | 3,911 | 4,392 |
| 254 BARRICK GOLD CORP | 11,015 | 8,893 |
| 135 GLAXOSMITHKLINE PLC | 5,942 | 5,868 |
| 184 UNILEVER NV | 6,224 | 7,047 |
| 275 EXPERIAN PLC | 3,980 | 4,381 |
| 263 INFORMA PLC | 3,359 | 3,839 |
| 304 PETROFAC LTD | 3,768 | 4,010 |
| 41 ACCENTURE PLC | 2,440 | 2,726 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 211 AKZO NOBEL NV | 3,880 | 4,613 |
| 894 ALCATEL-LUCENT | 1,720 | 1,243 |
| 49 ANHEUSER BUSCH INBEV SA/NV | 3,221 | 4,283 |
| 35 BASF SE | 2,903 | 3,283 |
| BAYTEX ENERGY CORP | 0 | 0 |
| 152 BG GROUP PLC | 3,363 | 2,502 |
| 54 BHP BILLITON PLC | 3,393 | 3,800 |
| BRIDGESTONE CORP | 0 | 0 |
| 62 BUNZL PLC | 4,577 | 5,084 |
| 68 CANON INC | 3,008 | 2,666 |
| 72 CENOVUS ENERGY INC | 2,566 | 2,415 |
| 64 CHINA MOBILE LTD | 3,269 | 3,758 |
| 131 CORUS ENTMT INC | 2,697 | 3,249 |
| 65 CREDIT SUISSE GROUP | 1,642 | 1,596 |
| 140 CSL LTD | 2,402 | 3,917 |
| 277 DEUTSCHE TELEKOM AG | 3,409 | 3,139 |
| DIAGEO PLC | 0 | 0 |
| 405 ERICSSON L M TEL CO | 4,063 | 4,091 |
| 79 FRESENIUS MED CARE AG | 2,765 | 2,710 |
| 262 GIVAUDAN SA | 4,988 | 5,513 |
| GOLDCORP INC | 0 | 0 |
| 697 JUPITER TELECOMMUNICATION CO LTD | 7,198 | 8,698 |
| KAO CORP | 0 | 0 |
| KDDI CORP | 0 | 0 |
| 365 KONINKLIJKE AHOLD NV | 4,841 | 4,877 |
| 154 LOREAL CO | 3,592 | 4,260 |
| 320 LINDE AG | 5,212 | 5,569 |
| LVMH MOET HENNESSY LOUIS VUITTON | 0 | 0 |
| 65 NESTLE S A | 3,541 | 4,232 |
| 417 NEW GOLD INC | 4,837 | 4,600 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 414 NORDEA BK | 3,751 | 3,952 |
| 68 NOVARTIS A G | 3,775 | 4,304 |
| 21 NOVO-NORDISK A S | 2,817 | 3,427 |
| NTT DOCOMO INC | 0 | 0 |
| NXP SEMICONDUCTORS NV | 0 | 0 |
| PENN WEST PET LTD | 0 | 0 |
| POTASH CORP SASK INC | 0 | 0 |
| PRECISION DRILLING TR | 0 | 0 |
| 69 REED ELSEVIER PLC | 2,407 | 2,901 |
| 47 RIO TINTO PLC | 2,733 | 2,730 |
| 158 ROCHE HLDG LTD | 6,728 | 7,940 |
| SAGE GROUP PLC | 0 | 0 |
| 51 SAP AG | 3,320 | 4,099 |
| 339 SCHNEIDER ELEC SA | 4,248 | 4,901 |
| 292 SGS SA | 5,369 | 6,463 |
| 134 SILVER WHEATON CORP. | 4,886 | 4,835 |
| 65 SODEXO | 5,006 | 5,461 |
| SUN HUNG KAI PPTYS LTD | 0 | 0 |
| 100 TESCO PLC | 1,705 | 1,639 |
| 278 TULLOW OIL PLC | 3,164 | 2,849 |
| 155 WILLIS GROUP HLDGS PLC | 5,483 | 5,197 |
| GAFISA SA | 0 | 0 |
| MTN GROUP LTD | 0 | 0 |
| OGX PETROLEO E GAS PARTICIPACOES | 0 | 0 |
| 78 SHINHAN FINL GROUP CO LTD | 2,886 | 2,858 |
| 52 SOCIEDAD QUIMICA MINERA DE CHILE | 3,064 | 2,997 |
| 148 SUBSEA 7 INC | 3,303 | 3,513 |
| TURKIYE GARANTI BANKASI A S | 0 | 0 |
| 73 ALEXION PHARMACEUTICALS INC | 5,938 | 6,843 |
| 66 ALLERGAN INC | 5,580 | 6,054 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 37 AMAZON COM INC | 7,509 | 9,282 |
| 55 BIOGEN IDEC INC | 6,810 | 8,050 |
| 103 CELGENE CORP. | 6,970 | 8,082 |
| 91 COGNIZANT TECHNOLOGY SOLUTIONS | 5,909 | 6,723 |
| 291 EMC CORP | 6,907 | 7,362 |
| 64 EOG RES INC | 6,704 | 7,731 |
| FMC TECHNOLOGIES INC | 0 | 0 |
| 47 FRANKLIN RES INC | 4,925 | 5,908 |
| 10 GOOGLE INC | 6,135 | 7,074 |
| JUNIPER NETWORKS INC | 0 | 0 |
| 211 LAS VEGAS SANDS CORP | 9,106 | 9,740 |
| 105 LAUDER ESTEE COS INC | 5,937 | 6,285 |
| MCKESSON CORP | 0 | 0 |
| 34 PRECISION CASTPARTS CORP | 5,559 | 6,440 |
| 11 PRICELINE COM INC | 5,832 | 6,824 |
| 124 QUALCOMM INC | 7,132 | 7,671 |
| 50 SALESFORCE COM INC | 6,176 | 8,405 |
| 55 VISA INC | 6,263 | 8,337 |
| 83 BAIDU INC | 9,545 | 8,324 |
| CHIPOTLE MEXICAN GRILL INC | 0 | 0 |
| EXPEDITORS INTL WASHINGTON INC | 0 | 0 |
| F5 NETWORKS INC | 0 | 0 |
| GREEN MOUNTAIN COFFEE ROASTERS INC | 0 | 0 |
| INTERCONTINENTAL EXCHANGE INC | 0 | 0 |
| 92 LULULEMON ATHLETICA INC | 5,128 | 7,013 |
| ACME PACKET INC | 0 | 0 |
| 41 NOVO-NORDISK A S | 5,401 | 6,692 |
| 2407.705 JOHN HANCOCK FDS III | 30,000 | 32,022 |
| 940.734 PRUDENTIAL JENNISON | 30,000 | 30,499 |
| 290 VANGUARD SMALL CAP VALUE ETF | 20,179 | 21,069 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 240 VANGUARD SMALL-CAP GROWTH | 20,319 | 21,367 |
| 516 ISHARES INC MSCI AUSTRALIA | 12,372 | 12,972 |
| 452 ISHARES INC MSCI CDA INDEX | 12,366 | 12,837 |
| 3131.524 COLUMBIA EMERGING MARKETS | 30,000 | 32,536 |
| 730 VANGUARD MSCI EMERGING MKT | 30,028 | 32,507 |
| 76 BECTON DICKINSON | 5,643 | 5,942 |
| 41 CHEVRON | 1,724 | 4,434 |
| 138 DEVON ENERGY | 7,427 | 7,182 |
| 290 EXELON CORP | 10,426 | 8,625 |
| 39 COGNIZANT TECHNOLOGY | 2,496 | 2,881 |
| 806 LI & FUNG | 2,798 | 2,845 |
| 33 AUTOLIV | 1,896 | 2,224 |
| 18 BAIDU | 2,037 | 1,805 |
| 19 AGRIUM | 1,999 | 1,898 |
| 44 ARKEMA | 3,536 | 4,595 |
| 48 BANK NOVA SCOTIA HALIFAX | 2,500 | 2,778 |
| 174 BRAMBLES | 2,663 | 2,713 |
| 207 CAIRN ENERGY | 1,896 | 1,782 |
| 13 CNOOC | 2,620 | 2,860 |
| 516 DEUTSCHE BOERSE | 3,348 | 3,143 |
| 123 FANUC CORP | 3,634 | 3,775 |
| 311 ICAP PLC | 3,688 | 3,104 |
| 170 PERNOD RICARD | 3,507 | 3,920 |
| 51 SAFRAN | 2,007 | 2,192 |
| 191 SOFTBANK CORP | 2,932 | 3,468 |
| 111 SVENSKA CELLULOSA | 2,021 | 2,406 |
| 41 TOYOTA MOTOR | 3,390 | 3,823 |
| 113 OVERSEAS BK | 3,297 | 3,665 |
| 97 CHECKPOINT | 4,475 | 4,621 |
| 77 CIELO | 2,044 | 2,143 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 53 ECOPETROL | 3,038 | 3,163 |
| 290 INDUSTRIAL & COML BK | 4,036 | 4,116 |
| 454 PARTNER COMMUNICATION | 2,387 | 2,715 |
| 323 SBERBANK | 3,809 | 3,931 |
| 239 FACEBOOK | 5,369 | 6,362 |
| 83 GILEAD SCIENCES | 5,589 | 6,096 |
| 82 LINKEDIN | 8,730 | 9,415 |
| 123 YUM BRANDS | 8,164 | 8,167 |
| 76 EDWARDS LIFESCIENCES | 7,221 | 6,853 |
| 23 FASTNEAL | 1,060 | 1,073 |
| 163 FMC TECHNOLOGIES | 7,514 | 6,981 |
| 188 MICHAEL KORS | 9,123 | 9,594 |

# TY 2012 Investments Government Obligations Schedule

| | |
|---|---|
| **Name:** | ELEANOR LLOYD DEES FOUNDATION |
| **EIN:** | 95-4192075 |
| **US Government Securities - End of Year Book Value:** | 107,725 |
| **US Government Securities - End of Year Fair Market Value:** | 109,187 |
| **State & Local Government Securities - End of Year Book Value:** | 0 |
| **State & Local Government Securities - End of Year Fair Market Value:** | 0 |

# TY 2012 Investments - Other Schedule

**Name:** ELEANOR LLOYD DEES FOUNDATION

**EIN:** 95-4192075

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|---|---|---|---|
| 1595.865 PERMANENT PORTFOLIO | AT COST | 75,000 | 77,623 |
| 4492.363 PIMCO GLOBAL MULTI-ASSET FUND INSTL CL | AT COST | 50,000 | 51,482 |
| 4448.399 PIMCO ALL ASSET AL AUTH FUND | AT COST | 50,000 | 49,333 |
| 3665.689 PIMCO COMODITY REALRETURN | AT COST | 25,000 | 24,340 |

# TY 2012 Other Professional Fees Schedule

**Name:** ELEANOR LLOYD DEES FOUNDATION

**EIN:** 95-4192075

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| INVESTMENT MANAGEMENT FEES | 26,373 | 26,373 | | 0 |

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# TY 2012 Taxes Schedule

**Name:** ELEANOR LLOYD DEES FOUNDATION

**EIN:** 95-4192075

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| FEDERAL EXCISE TAX | 13,313 | 0 | | 0 |
| FRANCHISE TAX | 10 | 0 | | 10 |
| FOREIGN TAX | 2,132 | 2,132 | | 0 |
| TAXES & LICENSE | 70 | 0 | | 70 |