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

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

LA FETRA FOUNDATION
1600 EUCLID AVENUE
BERKELEY, CA 94709

A Employer identification number
95-4380652

B Telephone number (see the instructions)
510-704-1969

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 14,065,652.

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

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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 (att sch)	742,240.			
2	Ck ► ☐ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	303,696.	303,696.	303,696.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	614,474.			
b	Gross sales price for all assets on line 6a 4,825,316.				
7	Capital gain net income (from Part IV, line 2)		614,474.		
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/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	1,660,410.	918,170.	303,696.	
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 1	7,770.	7,770.		7,770.
c	Other prof fees (attach sch) SEE ST 2	31,607.	31,607.		
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 3	12,133.	12,133.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	85.	35.		35.
24	**Total operating and administrative expenses.** Add lines 13 through 23	51,595.	51,545.		7,805.
25	Contributions, gifts, grants paid PART XV	572,000.			572,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	623,595.	51,545.	0.	579,805.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	1,036,815.			
b	**Net investment income** (if negative, enter -0-)		866,625.		
c	**Adjusted net income** (if negative, enter -0-)			303,696.	

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/23/12 Form **990-PF** (2012)

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			
	2	Savings and temporary cash investments	993,772.	1,174,482.	1,174,482.
	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 sch) ►			
		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)			
	b	Investments — corporate stock (attach schedule) STATEMENT 5	11,401,037.	12,257,142.	12,891,170.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)			
	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)	12,394,809.	13,431,624.	14,065,652.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	12,394,809.	13,431,624.	
	30	**Total net assets or fund balances** (see instructions)	12,394,809.	13,431,624.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,394,809.	13,431,624.	

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	12,394,809.
2	Enter amount from Part I, line 27a	2	1,036,815.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	13,431,624.
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	13,431,624.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 6			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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 — 2 614,474.

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 (column (b) divided by column (c))
2011	577,924.	12,167,151.	0.047499
2010	496,725.	11,238,301.	0.044199
2009	607,622.	9,993,245.	0.060803
2008	681,458.	12,292,531.	0.055437
2007	544,402.	14,333,982.	0.037980

2	**Total** of line 1, column (d)	2	0.245918
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	0.049184
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,497,226.
5	Multiply line 4 by line 3	5	614,664.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,666.
7	Add lines 5 and 6	7	623,330.
8	Enter qualifying distributions from Part XII, line 4	8	579,805.

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)

1 a 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 instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	17,333.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	17,333.
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	17,333.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	5,211.		
b Exempt foreign organizations – tax withheld at source	6 b			
c Tax paid with application for extension of time to file (Form 8868)	6 c			
d Backup withholding erroneously withheld	6 d			
7 Total credits and payments Add lines 6a through 6d			7	5,211.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	12,122.
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
1 a 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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a 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*	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► SUZANNE LA FETRA Telephone no ► 510-704-1969

Located at ► 1600 EUCLID AVENUE, BERKELEY, CA ZIP + 4 ► 94709

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	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)?		1 b	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?		1 c		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 ► 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)		2 b	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 ► 20__ , 20__ , 20__ , 20__				
3 a	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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

5 a 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? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SUZANNE LA FETRA 1600 EUCLID AVENUE BERKELEY, CA 94709	PRESIDENT 0	0.	0.	0.
ANTHONY LA FETRA PO BOX 37 GLENDORA, CA 91740	CFO 0	0.	0.	0.
MICHAEL W LA FETRA 526 N CARMELINA AVENUE LOS ANGELES, CA 90049	DIRECTOR 0	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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 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	12,071,623.
b	Average of monthly cash balances	1b	615,916.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,687,539.
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	12,687,539.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	190,313.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,497,226.
6	**Minimum investment return.** Enter 5% of line 5	6	624,861.

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	624,861.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 17,333.		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	17,333.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	607,528.
4	Recoveries of amounts treated as qualifying distributions .	4	
5	Add lines 3 and 4	5	607,528.
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	607,528.

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	579,805.
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	579,805.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	579,805.

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				607,528.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			571,298.	
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 ► $ 579,805.				
a Applied to 2011, but not more than line 2a			571,298.	
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				8,507.
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				599,021.
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) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total			► **3a**	572,000.
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			14		
4 Dividends and interest from securities			14	303,696.	
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					614,474.
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)				303,696.	614,474.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 918,170.

(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)
N/A	

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	1 a (1)		X
(2)	Other assets	1 a (2)		X
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3)	Rental of facilities, equipment, or other assets	1 b (3)		X
(4)	Reimbursement arrangements	1 b (4)		X
(5)	Loans or loan guarantees	1 b (5)		X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

✓ [illegible] 3/5/13 ▶ ✓ President

Signature of officer or trustee | Date | Title

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
GARY A. DAVIS		2/23/13		P00015806

Firm's name ▶ DEMIRJYN & DAVIS ACCOUNTANCY CORPORATION | Firm's EIN ▶ 95-3734932

Firm's address ▶ 2001 FINANCIAL WAY, STE 101
GLENDORA, CA 91741 | Phone no (626) 963-7311

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization	Employer identification number
LA FETRA FOUNDATION	95-4380652

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ __________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 1 of 1 of **Part I**

Name of organization: LA FETRA FOUNDATION

Employer identification number: 95-4380652

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANTHONY LA FETRA PO BOX 37 GLENDORA, CA 91740	$ 957,440.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
LA FETRA FOUNDATION

Employer identification number
95-4380652

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	APPRECIATED SECURITIES	$ 957,440.	12/17/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
LA FETRA FOUNDATION

Employer identification number
95-4380652

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.

Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	$ 7,770.	$ 7,770.		$ 7,770.
TOTAL	$ 7,770.	$ 7,770.	$ 0.	$ 7,770.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	$ 31,607.	$ 31,607.		
TOTAL	$ 31,607.	$ 31,607.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE	$ 3,550.	$ 3,550.		
FOREIGN TAX	8,583.	8,583.		
TOTAL	$ 12,133.	$ 12,133.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	$ 85.	$ 35.		$ 35.
TOTAL	$ 85.	$ 35.	$ 0.	$ 35.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STOCKS & MUNI BOND FUNDS - SEE SCHEDULE	MKT VAL	$ 12,257,142.	$ 12,891,170.
	TOTAL	$ 12,257,142.	$ 12,891,170.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	BASIS ADJUSTMENTS	PURCHASED	VARIOUS	VARIOUS
2	ARTISAN INTERNATIONAL FUND	PURCHASED	VARIOUS	5/01/2012
3	MUTUAL DISCOVERY FD CL A	PURCHASED	3/24/2008	5/01/2012
4	THIRD AVENUE VALUE FUND	PURCHASED	VARIOUS	5/29/2012
5	LOOMIS SAYLES FUND	PURCHASED	3/24/2008	9/24/2012
6	PIMCO FUNDS TOTAL RETURN	PURCHASED	3/24/2008	9/24/2012
7	ULTRA S&P 500 PROSHARES	PURCHASED	VARIOUS	12/17/2012
7	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	0.		2,863.	-2,863.				$ -2,863.
2	1306941.		1118544.	188,397.				188,397.
3	1236865.		1239828.	-2,963.				-2,963.
4	1003600.		799,636.	203,964.				203,964.
5	150,150.		141,006.	9,144.				9,144.
6	173,550.		166,725.	6,825.				6,825.
7	954,210.		742,240.	211,970.				211,970.
							TOTAL	$ 614,474.

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE LOS ANGELES CONSERVANCY 523 W. 6TH STREET, SUITE 1216 LOS ANGELES, CA 90014,	NONE	EXEMPT	SUPPORT OF PUBLIC CHAIRTY	$ 78,000.
THEODORE PAYNE FOUNDATION 10459 TUXFORD ST SUN VALLEY, CA 91352,	NONE	EXEMPT	SUPORT OF PUBLIC CHARITY	30,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
826 VALENCIA 826 VALENCIA SAN FRANCISCO, CA	NONE	EXEMPT	SUPORT OF PUBLIC CHARITY	$ 2,000.
SQUAW VALLEY COMMUNITY OF WRIT PO BOX 1416 NEVADA CITY, CA 95959	NONE	EXEMPT	SUPORT OF PUBLIC CHARITY	10,000.
SONOMA LAND TRUST 966 SONOMA AVE SANTA ROSA, CA 95404	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	25,000.
BERKELEY REPERTORY THEATRE 2025 ADDISON ST BERKELEY, CA 94704	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	5,000.
KQED 2601 MARIPOSA ST SAN FRANCISCO, CA 94110	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	10,000.
NATIONAL PUBLIC RADIO 635 MASSACHUSETTS AVE NW WASHINGTON DC, DC 20001	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	25,000.
COMMITTEE TO PROTECT JOURNALISTS 330 7TH AVE 11TH FLOOR NEW YORK, NY 10001	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	50,000.
WOMEN MAKE MOVIES 462 BROADWAY, SUITE 500WS NEW YORK, NY 10013	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	10,000.
THE BERKELEY SCHOOL 1310 UNIVERSITY AVENUE BERKELEY, CA 94702	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	1,000.
CITRUS COLLEGE FOUNDATION 1000 W FOOTHILL BLVD GLENDORA, CA 91741	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	20,000.
CALIFORNIA NATIVE PLANT SOCIETY 2707 K STREET SUITE 1 SACRAMENTO, CA 95816	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	10,000.
UNITED NEGRO COLLEGE FUND PO BOX 55040 BOSTON, MA 02205	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	2,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE SALVATION ARMY 180 E OCEAN BLVD SUITE 500 LONG BEACH, CA 90802	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	$ 4,000.
THE UNIVERSITY OF LA VERNE 1950 THIRD STREET LA VERNE, CA 91750	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	50,000.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH ST NW SUITE 700 WASHINGTON, DC 20001	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	50,000.
ALAMEDA FOOD BANK 1900 THAU WAY ALAMEDA, CA 94501	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	10,000.
AMERICAN FILM INSTITUTE 2021 N WESTERN AVE LOS ANGELES, CA 90027	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	25,000.
CALIFORNIA PARKS FOUNDATION 50 FRANCISCO ST #110 SAN FRANCISCO, CA 94133	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	25,000.
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUSCON, AZ 85702	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	23,000.
DELAWARE VALLEY ARTS ALLIANCE 37 MAIN ST NARROWSBURG, NY 12764	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	3,000.
DESTINY ARTS CENTER 1000 42ND STREET OAKLAND, CA 94608	NN	EXEMPT	SUPPORT OF PUBLIC CHARITY	5,000.
FORT ROSS CONSERVANCY 19005 COAST HIGHWAY ONE JENNER, CA 95450	NONE	EXEMPT	UPPORT OF PUBLIC CHARITY	10,000.
KECK GRADUATE INSTITUTE 535 WATSON DR CLAREMONT, CA 91711	NONE	1	SUPPORT OF PUBLIC CHARITY	3,000.
NEST FOUNDATION 5482 WILSHIRE BLFD #147 LOS ANGELES, CA 90036	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	25,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
POLAR BEARS INTERNATIONAL PO BOX 3008 BOZEMAN, MT 59772	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	$ 24,000.
SEVA FOUNDATION 1786 FIFTH ST BERKELEY, CA 94710	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	5,000.
THE ARBORETUM 301 N BALDWIN AVE ARCADIA, CA 91007	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	8,000.
THE FILM FOUNDATION 7920 SUNSET BLVD, 6TH FLOOR LOS ANGELES, CA 90046	NONE	EXEMPT	SUPPORT OF PUBLIC CHARITY	24,000.
			TOTAL	$ 572,000.

	This Period		Year to Date	
Income Summary	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	4.19	0 00	53.36
Cash Dividends	0.00	160,480 26	0 00	292,218.29
Total Capital Gains	0 00	2,841 33	0 00	2,841 33
Total Income	**0.00**	**163,325.78**	**0.00**	**295,112.98**

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	6,894 16	<1%
Total Cash	**6,894.16**	**<1%**

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB US TREAS MONEY FD. SWUXX	1,167,587 8400	1 0000	1,167,587 84	0 01%	8%
Total Money Market Funds [Sweep]			**1,167,587.84**		**8%**

Total Cash & Money Market [Sweep]	**1,174,482.00**	**8%**

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LOOMIS SAYLES BOND FUND CL I SYMBOL· LSBDX	20,000 0000	15 1200	302,400 00	2%	13 14	262,716 54	39,683 46

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO TOTAL RETURN FUND CL D SYMBOL PTTDX	25,000 0000	11 2400	281,000 00	2%	10.56	264,020 33	16,979 67
Total Bond Funds	**45,000.0000**		**583,400.00**	**4%**		**526,736.87**	**56,663.13**

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA EMERGING MARKETS CORE EQUITY PORTFOLIO SYMBOL DFCEX	52,044.6080	20 4000	1,061,710 00	8%	19 55	1,017,522 04	44,187 96
DFA INTERNATIONAL CORE EQUITY PORTFOLIO SYMBOL: DFIEX	150,516 0850	10.6600	1,604,501 47	11%	10 14	1,526,283 05	78,218 42
SCHWAB FUNDAMENTAL US LARGE CO INDEX SYMBOL· SFLNX	130,216.2110	10 7400	1,398,522 11	10%	9.41	1,225,052.27	173,469.84
VANGUARD FTSE SOCIAL INDEX FUND SYMBOL VFTSX	154,992 6820	8 5900	1,331,387 14	9%	9 27	1,436,832 11	(105,444 97)
VANGUARD GLOBAL EQUITY FUND INVESTOR SHARE SYMBOL· VHGEX	59,904 3570	18 6700	1,118,414 35	8%	22.95	1,375,056 08	(256,641.73)
VANGUARD SMALL CAP INDEX FD INV SHRS SYMBOL· NAESX	33,457 0810	38 7400	1,296,127 32	9%	24 93	834,034.92 [a]	462,092 40

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	**Quantity**	**Market Price**	**Market Value**	**% of Account Assets**	**Average Cost Basis**	**Cost Basis**	**Unrealized Gain or (Loss)**
VANGUARD 500 INDEX FD SIGNAL SHRS SYMBOL. VIFSX	12,424 6010	108 5200	1,348,317 70	10%	98.85	1,228,199.76	120,117 94
Total Equity Funds	**593,555.6250**		**9,158,980.09**	**65%**		**8,642,980.23**	**515,999.86**

Total Mutual Funds	**638,555.6250**		**9,742,380.09**	**69%**		**9,169,717.10**	**572,662.99**

Investment Detail - Other Assets

	Quantity	**Market Price**	**Market Value**	**% of Account Assets**	**Unrealized Gain or (Loss)**		
Other Assets	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
VANGUARD GROWTH	**15,000.0000**	**71.1800**	**1,067,700.00**	**8%**	**68,347.62**		
SYMBOL VUG	23 0000	66 6295	1,532.48	05/30/12	104.66	215	Short-Term
	77 0000	66.6206	5,129.79	05/30/12	351.07	215	Short-Term
	100 0000	66 6202	6,662 02	05/30/12	455 98	215	Short-Term
	100 0000	66 6202	6,662 02	05/30/12	455 98	215	Short-Term
	100 0000	66 6206	6,662 06	05/30/12	455 94	215	Short-Term
	100.0000	66.6206	6,662 06	05/30/12	455 94	215	Short-Term
	100.0000	66.6206	6,662 06	05/30/12	455.94	215	Short-Term
	100 0000	66 6206	6,662 06	05/30/12	455 94	215	Short-Term
	100 0000	66 6206	6,662 06	05/30/12	455 94	215	Short-Term
	100 0000	66 6206	6,662 06	05/30/12	455 94	215	Short-Term
	100 0000	66 6206	6,662.06	05/30/12	455 94	215	Short-Term
	200.0000	66 6206	13,324 12	05/30/12	911 88	215	Short-Term
	200 0000	66.6206	13,324 12	05/30/12	911 88	215	Short-Term
	300 0000	66 6206	19,986 18	05/30/12	1,367.82	215	Short-Term
	400 0000	66.6206	26,648 24	05/30/12	1,823.76	215	Short-Term
	400.0000	66.6206	26,648 24	05/30/12	1,823 76	215	Short-Term

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
VANGUARD GROWTH	400 0000	66 6206	26,648 24	05/30/12	1,823 76	215	Short-Term
	500 0000	66 6206	33,310 30	05/30/12	2,279 70	215	Short-Term
	1,000.0000	66 6206	66,620 60	05/30/12	4,559 40	215	Short-Term
	1,300 0000	66 6305	86,619.76	05/30/12	5,914 24	215	Short-Term
	2,000 0000	66 6195	133,239 19	05/30/12	9,120 81	215	Short-Term
	3,600 0000	66 6305	239,870 15	05/30/12	16,377.85	215	Short-Term
	3,700 0000	66 6195	246,492 51	05/30/12	16,873.49	215	Short-Term
Cost Basis			*999,352 38*				
VANGUARD MSCI EAFE ETF	**30,000.0000**	**35.2300**	**1,056,900.00**	**8%**	**2,166.17**		
SYMBOL VEA	100 0000	37 0997	3,709 97	06/22/11	(186.97)	558	Long-Term
	100 0000	37 0997	3,709 97	06/22/11	(186 97)	558	Long-Term
	100 0000	37 1000	3,710 00	06/22/11	(187 00)	558	Long-Term
	100 0000	37 1000	3,710 00	06/22/11	(187 00)	558	Long-Term
	100 0000	37 1001	3,710 01	06/22/11	(187 01)	558	Long-Term
	100.0000	37.1001	3,710 01	06/22/11	(187 01)	558	Long-Term
	100.0000	37.1002	3,710 02	06/22/11	(187.02)	558	Long-Term
	100 0000	37.1002	3,710 02	06/22/11	(187 02)	558	Long-Term
	100 0000	37 1002	3,710 02	06/22/11	(187 02)	558	Long-Term
	100 0000	37 1005	3,710 05	06/22/11	(187.05)	558	Long-Term
	200.0000	37 0993	7,419 87	06/22/11	(373 87)	558	Long-Term
	200 0000	37.0996	7,419 93	06/22/11	(373 93)	558	Long-Term
	300 0000	37 1003	11,130 11	06/22/11	(561 11)	558	Long-Term
	318 0000	37 0991	11,797 53	06/22/11	(594 39)	558	Long-Term
	400 0000	37 0994	14,839 78	06/22/11	(747 78)	558	Long-Term
	400 0000	37 0994	14,839 78	06/22/11	(747 78)	558	Long-Term
	400 0000	37 0998	14,839 94	06/22/11	(747.94)	558	Long-Term
	400 0000	37 1000	14,840.02	06/22/11	(748 02)	558	Long-Term
	400 0000	37 1000	14,840 02	06/22/11	(748 02)	558	Long-Term
	400.0000	37 1002	14,840 10	06/22/11	(748.10)	558	Long-Term
	400 0000	37 1003	14,840 14	06/22/11	(748.14)	558	Long-Term

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Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)		
Other Assets (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
VANGUARD MSCI EAFE ETF	500 0000	37 0996	18,549 83	06/22/11	(934 83)	558	Long-Term
	900.0000	37.1002	33,390 23	06/22/11	(1,683 23)	558	Long-Term
	1,100 0000	37 1005	40,810.60	06/22/11	(2,057 60)	558	Long-Term
	1,682 0000	37 0995	62,401.46	06/22/11	(3,144.60)	558	Long-Term
	2,000.0000	37 0995	74,199 12	06/22/11	(3,739 12)	558	Long-Term
	5,000.0000	37 0995	185,497 80	06/22/11	(9,347.80)	558	Long-Term
	100.0000	31 5434	3,154 34	08/08/11	368.66	511	Long-Term
	100 0000	31 5435	3,154 35	08/08/11	368 65	511	Long-Term
	200 0000	31 5435	6,308 70	08/08/11	737 30	511	Long-Term
	1,600 0000	31 5444	50,471 16	08/08/11	5,896 84	511	Long-Term
	1 0000	33 1700	33 17	05/01/12	2 06	244	Short-Term
	6 0000	33 1700	199 02	05/01/12	12 36	244	Short-Term
	9 0000	33 1711	298.54	05/01/12	18 53	244	Short-Term
	13 0000	33 1707	431.22	05/01/12	26 77	244	Short-Term
	26 0000	33 1707	862 44	05/01/12	53 54	244	Short-Term
	28 0000	33 1707	928 78	05/01/12	57.66	244	Short-Term
	50 0000	33 1708	1,658.54	05/01/12	102 96	244	Short-Term
	60 0000	33 1706	1,990 24	05/01/12	123 56	244	Short-Term
	100 0000	33 1707	3,317 07	05/01/12	205 93	244	Short-Term
	400 0000	33 1707	13,268.30	05/01/12	823.70	244	Short-Term
	507 0000	33 1707	16,817.55	05/01/12	1,044 06	244	Short-Term
	700 0000	33 1707	23,219.52	05/01/12	1,441 48	244	Short-Term
	800 0000	33 1707	26,536.60	05/01/12	1,647.40	244	Short-Term
	800 0000	33 1707	26,536.60	05/01/12	1,647 40	244	Short-Term
	800 0000	33 1707	26,536 60	05/01/12	1,647 40	244	Short-Term
	800 0000	33 1707	26,536 60	05/01/12	1,647 40	244	Short-Term
	800 0000	33 1707	26,536 60	05/01/12	1,647 40	244	Short-Term
	800 0000	33 1707	26,536 60	05/01/12	1,647 40	244	Short-Term

Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)		
Other Assets (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
VANGUARD MSCI EAFE ETF	800 0000	33 1707	26,536 60	05/01/12	1,647 40	244	Short-Term
	800 0000	33 1707	26,536 60	05/01/12	1,647 40	244	Short-Term
	800 0000	33 1707	26,536.60	05/01/12	1,647.40	244	Short-Term
	2,900.0000	33 1707	96,195.16	05/01/12	5,971.84	244	Short-Term
Cost Basis			*1,054,733.83*				
VANGUARD MSCI EMERGING	**23,000.0000**	**44.5300**	**1,024,190.00**	**7%**	**(9,148.85)**		
MARKETS ETF	12,500 0000	47.1807	589,758.95	06/22/11	(33,133 95)	558	Long-Term
SYMBOL VWO	1,500 0000	40 0539	60,080 95	08/08/11	6,714 05	511	Long-Term
	1 0000	42 6100	42 61	05/01/12	1 92	244	Short-Term
	1 0000	42 6100	42 61	05/01/12	1 92	244	Short-Term
	4 0000	42 6100	170 44	05/01/12	7 68	244	Short-Term
	9 0000	42.6111	383 50	05/01/12	17 27	244	Short-Term
	17 0000	42 6111	724.39	05/01/12	32 62	244	Short-Term
	50 0000	42 6110	2,130 55	05/01/12	95 95	244	Short-Term
	85 0000	42 6109	3,621.93	05/01/12	163 12	244	Short-Term
	100 0000	42.6110	4,261.10	05/01/12	191 90	244	Short-Term
	119 0000	42 6110	5,070 71	05/01/12	228 36	244	Short-Term
	128 0000	42 6110	5,454 21	05/01/12	245 63	244	Short-Term
	131.0000	42 6109	5,582 04	05/01/12	251 39	244	Short-Term
	140 0000	42.6110	5,965.54	05/01/12	268.66	244	Short-Term
	142 0000	42 6109	6,050.76	05/01/12	272 50	244	Short-Term
	150 0000	42 6110	6,391 65	05/01/12	287 85	244	Short-Term
	156 0000	42 6110	6,647 32	05/01/12	299 36	244	Short-Term
	171 0000	42 6109	7,286 48	05/01/12	328 15	244	Short-Term
	190 0000	42 6110	8,096 09	05/01/12	364 61	244	Short-Term
	210 0000	42.6110	8,948 31	05/01/12	402 99	244	Short-Term
	230 0000	42.6110	9,800 53	05/01/12	441.37	244	Short-Term
	232 0000	42 6109	9,885 75	05/01/12	445 21	244	Short-Term

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Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)		
Other Assets (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
VANGUARD MSCI EMERGING	250 0000	42 6110	10,652 75	05/01/12	479 75	244	Short-Term
	1,300 0000	42 6109	55,394 29	05/01/12	2,494 71	244	Short-Term
	2,060 0000	42 6109	87,778 64	05/01/12	3,953 16	244	Short-Term
	3,124.0000	42.6109	133,116.75	05/01/12	5,994.97	244	Short-Term
Cost Basis			*1,033,338 85*				
Total Other Assets	**68,000.0000**		**3,148,790.00**	**.22%**	**61,364.94**		
		Total Cost Basis:	***3,087,425.06***				

Total Investment Detail	**14,065,652.09**

Total Account Value	**14,065,652.09**
Total Cost Basis	***12,257,142.16***

Realized Gain or (Loss)

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PROSHARES ULTRA S&P 500 SSO	8 0000	04/20/09	12/17/12	477 11	173 83[t]	303 28
PROSHARES ULTRA S&P 500 SSO	12 0000	04/20/09	12/17/12	715 65	260 74[t]	454.91
PROSHARES ULTRA S&P 500 SSO	21 0000	04/20/09	12/17/12	1,252 40	456 29[t]	796 11
PROSHARES ULTRA S&P 500 SSO	25 0000	04/20/09	12/17/12	1,490 96	543 20[t]	947 76
PROSHARES ULTRA S&P 500 SSO	50 0000	04/20/09	12/17/12	2,981 90	1,086 41[t]	1,895 49
PROSHARES ULTRA S&P 500 SSO	71 0000	04/20/09	12/17/12	4,234 31	1,542 70[t]	2,691 61
PROSHARES ULTRA S&P 500 SSO	100 0000	04/20/09	12/17/12	5,963 81	2,172 81[t]	3,791 00

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