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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation <b>HELLER FOUNDATION OF SAN DIEGO</b>		A Employer identification number <b>95-6010314</b>						
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 45174</b>		B Telephone number (see instructions) <b>858- 552-2066</b>						
City or town, state, and ZIP code <b>SAN FRANCISCO, CA 94104</b>								
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 4,921,535.</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)						

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		161,247.	159,611.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		83,781.			
b Gross sales price for all assets on line 6a		111,228.			
7 Capital gain net income (from Part IV, line 2)			83,781.		
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)		356.	356.		STMT 2
12 Total. Add lines 1 through 11		245,384.	243,748.		
13 Compensation of officers, directors, trustees, etc.		47,205.	35,404.		11,801.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 4		5,544.	1,270.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 5		442.	432.		10.
24 Total operating and administrative expenses. Add lines 13 through 23		54,191.	37,106.	NONE	12,811.
25 Contributions, gifts, grants paid		243,450.			243,450.
26 Total expenses and disbursements. Add lines 24 and 25		297,641.	37,106.	NONE	256,261.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-52,257.			
b Net investment income (if negative, enter -0-)			206,642.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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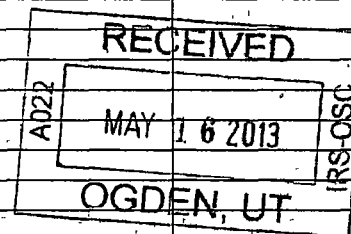
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		104,106.	50,026.	50,026.
	3	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 6	3,832,704.	3,835,500.	4,871,509.
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	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		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		3,936,810.	3,885,526.	4,921,535.
Total liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
22	Other liabilities (describe ▶ . . . . .)					
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		3,936,810.	3,885,526.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		3,936,810.	3,885,526.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		3,936,810.	3,885,526.	

### 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	3,936,810.
2	Enter amount from Part I, line 27a . . . . .	2	-52,257.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 . . . . .	3	973.
4	Add lines 1, 2, and 3 . . . . .	4	3,885,526.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,885,526.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 80,531.		27,447.	53,084.		
<b>b</b> 30,697.			30,697.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>			53,084.		
<b>b</b>			30,697.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	83,781.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	240,738.	4,855,505.	0.049580
2010	220,220.	4,598,354.	0.047891
2009	247,153.	4,173,906.	0.059214
2008	256,263.	4,749,495.	0.053956
2007	282,900.	5,373,301.	0.052649
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.263290
<b>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</b>			<b>3</b> 0.052658
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 4,890,223.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 257,509.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 2,066.
<b>7 Add lines 5 and 6</b>			<b>7</b> 259,575.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 256,261.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	4,133.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	4,133.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	4,133.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	3,776.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	3,776.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	357.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .	1b	X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	
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, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10	X

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

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 <u>N/A</u>				
14	The books are in care of <u>UNION BANK, N.A.</u> Telephone no. <u>(858) 551-4760</u> Located at <u>7807 GIRARD AVE STE 200, LA JOLLA, CA</u> ZIP+4 <u>92037</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				X

**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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
UNION BANK, N.A. 7807 GIRARD AVE, STE. 200, LA JOLLA, CA 92037	TRUSTEE 20	47,205.	-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		NONE	NONE	NONE

**Total** number of other employees paid over \$50,000 ☐

NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

**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 NONE	
2	
3	
4	

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

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

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,752,719.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	211,974.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,964,693.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,964,693.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	74,470.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,890,223.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	244,511.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	244,511.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	4,133.
<b>2b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,133.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	240,378.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	240,378.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	240,378.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	256,261.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	256,261.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	256,261.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				240,378.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	12,654.			
<b>b</b> From 2008 . . . . .	21,740.			
<b>c</b> From 2009 . . . . .	41,930.			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	1,737.			
<b>f</b> Total of lines 3a through e . . . . .	78,061.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>256,261.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				240,378.
<b>e</b> Remaining amount distributed out of corpus . . . . .	15,883.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	93,944.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	12,654.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	81,290.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	21,740.			
<b>b</b> Excess from 2009 . . . . .	41,930.			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	1,737.			
<b>e</b> Excess from 2012 . . . . .	15,883.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED DISTRIBUTION STATEMENT CA	NONE	EXEMPT	CHARITABLE	243,450.
<b>Total</b>			<b>3a</b>	243,450.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	

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

- |          |  |              |           |
|----------|--|--------------|-----------|
| <b>1</b> | 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?  | <b>Yes</b>   | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |           |
|          | (1) Cash   | <b>1a(1)</b> | X         |
|          | (2) Other assets   | <b>1a(2)</b> | X         |
| <b>b</b> | Other transactions:  |              |           |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | X         |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | X         |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | X         |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | X         |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | X         |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | X         |
| <b>d</b> | 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. |              |           |

[illegible]

- 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.

**Sign  
Here**

  
Signature of officer or trustee

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

JEFFREY E. KUHLIN

Preparer's signature

(Jesse E. Kuhlman)

Date	
------	--

05/01/2011

Check ☐ if self-employed

PTIN
------

P00353001

Firm's name ► KPMG LLP

Firm's EIN ► 13-5565207

Firm's address ▶ 2020 N CENTRAL AVE, STE 700  
PHOENIX, AZ

Phone no. 800-810-2207

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	14,270.	14,270.
NONDIVIDEND DISTRIBUTIONS	1,636.	
DOMESTIC DIVIDENDS	56,396.	56,396.
OTHER INTEREST	86,548.	86,548.
CORPORATE INTEREST	-376.	-376.
NONQUALIFIED FOREIGN DIVIDENDS	389.	389.
NONQUALIFIED DOMESTIC DIVIDENDS	2,384.	2,384.
TOTAL	161,247.	159,611.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	356.	356.
	-----	-----
TOTALS	356.	356.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	346.	346.
FEDERAL TAX PAYMENT - PRIOR YE	498.	
FEDERAL ESTIMATES - PRINCIPAL	3,776.	
FOREIGN TAXES ON QUALIFIED FOR	863.	863.
FOREIGN TAXES ON NONQUALIFIED	61.	61.
	-----	-----
TOTALS	5,544.	1,270.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CA FILING FEE	10.		10.
OTHER ALLOCABLE EXPENSES	432.	432.	
TOTALS	442.	432.	10.
	=====	=====	=====

HELLER FOUNDATION OF SAN DIEGO

95-6010314

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ISHARES MSCI EAFE INDEX	196,661.	153,522.
ISHARES MSCI EMERGING MKT IDX	67,099.	86,483.
ISHARES RUSSELL MIDCAP IDX	42,793.	56,550.
ISHARES RUSSELL MIDCAP VALUE	19,325.	25,120.
ISHARES TR CORE S&P 500 ETF	165,737.	186,082.
ISHARES SILVER TR	48,571.	73,425.
PARNASSUS SMALL CAP #1007	124,715.	144,291.
PT- CHARITABLE INCM FD	1,719,477.	1,958,111.
SCOUT INTERNATIONAL #29	120,000.	141,671.
SPDR GOLD TRUST SHS	47,237.	81,010.
3M CO	37,650.	46,425.
ALCOA INC	34,932.	10,416.
ALLSTATE CORP	16,612.	20,085.
ANALOG DEVICES INC	26,062.	35,751.
APPLIED MATLS INC	37,160.	22,880.
AT&T INC COM	23,421.	33,710.
AUTOMATIC DATA PROCESSING	42,105.	56,930.
AVERY DENNISON CORP	23,513.	34,920.
BAKER HUGHES INC	42,867.	24,509.
BHP BILLITON LIMITED	43,708.	78,420.
BOEING	33,391.	37,680.
BRISTON MYERS SQUIBB CO	7,623.	65,180.
CANADIAN NATL RY CO	35,950.	90,720.
CHEVRON CORP- COMMON STOCK	10,180.	43,256.
COCA-COLA CO	20,625.	72,500.
CONOCOPHILLIPS COM	33,943.	40,593.
DISNEY (WALT) COMPANY HOLDING	25,085.	49,790.
ENTERPRISE PRODS PARTNERS LP	33,768.	60,096.
EQUITY RESIDENTIAL	21,924.	68,004.

HELLER FOUNDATION OF SAN DIEGO

95-6010314

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
EXXON MOBIL CORP	39,306.	108,534.
FLOWERVE CORP	11,367.	29,360.
GENERAL ELEC CO	12,817.	41,980.
HEWLETT PACKARD CO	24,420.	14,250.
INTEL CORP	81,860.	61,860.
JOHNSON & JOHNSON	5,633.	35,050.
KIMBERLY CLARK CORP	13,853.	75,987.
KONINKLIJKE PHILIPS ELECTRS NV	12,385.	21,524.
LEGGETT & PLATT INC	31,600.	34,025.
LILLY ELI & CO	43,280.	49,320.
MARATHON OIL CORP	4,202.	17,354.
MARATHON PETE CORP	2,730.	17,829.
MEDTRONIC INC	21,450.	20,510.
MICROSOFT CORP	52,077.	50,748.
NEWMONT MNG CORP	48,081.	46,440.
NORTHROP GRUMMAN CORP	37,239.	54,064.
NYSE EURONEXT COM	26,057.	47,310.
PFIZER INC	49,620.	45,143.
PINNACLE WEST CAP CORP	15,952.	30,588.
PROCTER & GAMBLE CO	43,930.	67,890.
PROLOGIS INC	16,872.	43,788.
VALE SA ADR	32,690.	20,960.
VERIZON COMMUNICATIONS	66,024.	86,540.
WASTE MGMT INC DEL	29,218.	33,740.
PHILLIPS 66 COM	10,703.	18,585.
	-----	-----
TOTALS	3,835,500.	4,871,509.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
SHARE OF PARTNERSHIP INCOME	356.
CTF INCOME TIMING DIFF	617.
	-----
TOTAL	973.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

12,503.00  
-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
12,503.00  
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

18,194.00  
-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
18,194.00  
=====

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT

=====

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY  
UNDISTRIBUTED INCOME FROM PRIOR YEAR

149 BENEFICIARY DISTRIBUTIONS

DISTRIBUTIONS NOT MATCHED TO BENEFICIARY

12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR. PAID TO. ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS TR TRAN#-OX000264000001 TR CD=156 REG= PORT=PRIN	-7500 00	-7500 00 1212000044 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR. PAID TO ANZA BORREGO FOUNDATION TR TRAN#-OX000264000002 TR CD=156 REG= PORT=PRIN	-10000 00	-10000 00 1212000045 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR. PAID TO. BAND AT THE BEACH TR TRAN#-OX000264000003 TR CD=156 REG= PORT=PRIN	-500 00	-500.00 1212000046 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO. BIG BROTHERS BIG SISTERS OF SAN DIEGO COUNTY TR TRAN#-OX000264000004 TR CD=156 REG= PORT=PRIN	-5000.00	-5000 00 1212000047 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR. PAID TO. BOY SCOUTS- SAN DIEGO IMPERIAL COUNCIL TR TRAN#-OX000264000005 TR CD=156 REG= PORT=PRIN	-10000 00	-10000 00 1212000048 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR. PAID TO BOYS & GIRLS CLUB OF GREATER SAN DIEGO TR TRAN#-OX000264000006 TR CD=156 REG= PORT=PRIN	-10000 00	-10000 00 1212000049 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR. PAID TO BRAILLE INSTITUTE TR TRAN#-OX000264000007 TR CD=156 REG= PORT=PRIN	-2000 00	-2000 00 1212000050 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO CASA DE AMPARO TR TRAN#-OX000264000008 TR CD=156 REG= PORT=PRIN	-2500 00	-2500 00 1212000051 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR. PAID TO. CYGNET THEATRE COMPANY	-3000.00	-3000 00 1212000052 **CHANGED** 05/01/13 MRW

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	TR TRAN#-OX000264000009 TR CD=156 REG= PORT=PRIN				
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO ELEMENTARY INSTITUTE OF SCIENCE TR TRAN#-OX000264000010 TR CD=156 REG= PORT=PRIN	-2000 00		-2000 00 **CHANGED** 05/01/13 MRW	1212000053
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO FRIENDS OF BALBOA PARK TR TRAN#-OX000264000011 TR CD=156 REG= PORT=PRIN	-2500 00		-2500 00 **CHANGED** 05/01/13 MRW	1212000054
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO GIRL SCOUTS OF SAN DIEGO TR TRAN#-OX000264000012 TR CD=156 REG= PORT=PRIN	-10000 00		-10000 00 **CHANGED** 05/01/13 MRW	1212000055
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO HOME OF GUIDING HANDS TR TRAN#-OX000264000013 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00 **CHANGED** 05/01/13 MRW	1212000056
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO I LOVE A CLEAN SAN DIEGO TR TRAN#-OX000264000014 TR CD=156 REG= PORT=PRIN	-1500 00		-1500 00 **CHANGED** 05/01/13 MRW	1212000057
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO JUNIOR LEAGUE OF SAN DIEGO TR TRAN#-OX000264000015 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00 **CHANGED** 05/01/13 MRW	1212000058
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO LAKESIDE'S RIVER PARK CONSERVANCY TR TRAN#-OX000264000016 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00 **CHANGED** 05/01/13 MRW	1212000059
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO LAMB'S PLAYERS THEATRE TR TRAN#-OX000264000017 TR CD=156 REG= PORT=PRIN	-3000 00		-3000 00 **CHANGED** 05/01/13 MRW	1212000060
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO LIVING COAST DISCOVERY CENTER TR TRAN#-OX000264000018 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00 **CHANGED** 05/01/13 MRW	1212000061
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO LYRIC AT THE BIRCH TR TRAN#-OX000264000019 TR CD=156 REG= PORT=PRIN	-3000 00		-3000 00 **CHANGED** 05/01/13 MRW	1212000062
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO MEALS ON WHEELS	-5000 00		-5000 00 **CHANGED** 05/01/13 MRW	1212000063

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	TR TRAN#-OX000264000020 TR CD=156 REG= PORT=PRIN				
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO MONARCH SCHOOL PROJECT TR TRAN#-OX000264000021 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00	1212000064 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO NTC FOUNDATION TR TRAN#-OX000264000022 TR CD=156 REG= PORT=PRIN	-1500.00		-1500 00	1212000065 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO OUTDOOR OUTREACH TR TRAN#-OX000264000023 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00	1212000066 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO PRO KIDS GOLF ACADEMY TR TRAN#-OX000264000024 TR CD=156 REG= PORT=PRIN	-2500 00		-2500 00	1212000067 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO PROJECT WILDLIFE TR TRAN#-OX000264000025 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00	1212000068 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO RONALD MCDONALD HOUSE SAN DIEGO TR TRAN#-OX000264000026 TR CD=156 REG= PORT=PRIN	-2500 00		-2500 00	1212000069 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO ST MADELEINE SOPHIE'S CENTER TR TRAN#-OX000264000027 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00	1212000070 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO SAN DIEGO BLOOD BANK TR TRAN#-OX000264000028 TR CD=156 REG= PORT=PRIN	-5000 00		-5000 00	1212000071 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO SAN DIEGO BOTANIC GARDEN TR TRAN#-OX000264000029 TR CD=156 REG= PORT=PRIN	-2000 00		-2000 00	1212000072 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR PAID TO SAN DIEGO CHILDREN'S DISCOVERY CENTER TR TRAN#-OX000264000030 TR CD=156 REG= PORT=PRIN	-1500 00		-1500 00	1212000073 **CHANGED** 05/01/13 MRW
12/21/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 DISTRIBUTION FOR	-5000 00		-5000 00	1212000074 **CHANGED** 05/01/13 MRW

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
PAID TO				
SAN DIEGO HISTORY CENTER				
12/21/12	TR TRAN#-OX000264000031	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-6700 00		-6700 00	1212000075
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR:				
PAID TO				
SAN DIEGO NATURAL HISTORY MUSEUM				
12/21/12	TR TRAN#-OX000264000032	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-1500 00		-1500 00	1212000076
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
SAN DIEGO MUSEUM OF MAN				
12/21/12	TR TRAN#-OX000264000033	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-2500 00		-2500 00	1212000077
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
SAN DIEGO PUBLIC LIBRARY FOUNDATION				
12/21/12	TR TRAN#-OX000264000034	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-2500 00		-2500 00	1212000078
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
SAN DIEGO RESCUE MISSION				
12/21/12	TR TRAN#-OX000264000035	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-7500 00		-7500 00	1212000079
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
SAN DIEGO RIVER PARK FOUNDATION				
12/21/12	TR TRAN#-OX000264000036	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-5000.00		-5000 00	1212000080
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
SAN DIEGUITO RIVER VALLEY				
12/21/12	TR TRAN#-OX000264000037	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-5000 00		-5000 00	1212000081
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
SAN ELIJO LAGOON CONSERVANCY				
12/21/12	TR TRAN#-OX000264000038	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-7500 00		-7500 00	1212000082
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
SURFRIDER FOUNDATION				
12/21/12	TR TRAN#-OX000264000039	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-2000 00		-2000 00	1212000083
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
UNITED THROUGH READING				
12/21/12	TR TRAN#-OX000264000040	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-1000 00		-1000 00	1212000084
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				
FOR				
PAID TO				
UNIVERSITY OF SAN DIEGO				
12/21/12	TR TRAN#-OX000264000041	TR CD=156	REG=	PORT=PRIN
CASH DISBURSEMENT	-750 00		-750 00	1212000085
CONTRIBUTION TO CHARITY			**CHANGED**	05/01/13 MRW
2012 DISTRIBUTION				

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TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
FOR.				
PAID TO.				
WRITE OUT LOUD				
12/21/12	TR TRAN#=OX000264000042	TR CD=156	REG=	PORT=PRIN
	-4000 00		-4000 00	1212000086
			**CHANGED**	05/01/13 MRW
CASH DISBURSEMENT				
CONTRIBUTION TO CHARITY				
2012 DISTRIBUTION				
FOR				
PAID TO				
YMCA - PENINSULA				
12/21/12	TR TRAN#=OX000264000043	TR CD=156	REG=	PORT=PRIN
	-10000 00		-10000 00	1212000087
			**CHANGED**	05/01/13 MRW
CASH DISBURSEMENT				
CONTRIBUTION TO CHARITY				
2012 DISTRIBUTION				
FOR				
PAID TO				
YMCA - SAN DIEGO				
12/21/12	TR TRAN#=OX000264000044	TR CD=156	REG=	PORT=PRIN
	-10000 00		-10000.00	1212000088
			**CHANGED**	05/01/13 MRW
CASH DISBURSEMENT				
CONTRIBUTION TO CHARITY				
2012 DISTRIBUTION				
FOR				
PAID TO				
YOSEMITE CONSERVANCY				
12/21/12	TR TRAN#=OX000264000045	TR CD=156	REG=	PORT=PRIN
	-40000 00		-40000 00	1212000089
			**CHANGED**	05/01/13 MRW
CASH DISBURSEMENT				
CONTRIBUTION TO CHARITY				
2012 DISTRIBUTION				
FOR				
PAID TO				
ZOOLOGICAL SOCIETY OF SAN DIEGO				
12/21/12	TR TRAN#=OX000264000046	TR CD=156	REG=	PORT=PRIN
	-243450 00		-243450 00	
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS				
	-243450 00	0.00	-243450 00	