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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

H. LESLIE & ELAINE S. HOFFMAN FOUNDATION

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

225 SOUTH LAKE AVENUE

Room/suite

1150

City or town, state, and ZIP code

PASADENA, CA 91101

A Employer identification number

95-6048600

B Telephone number

626-793-0043

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 foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 30,446,464.

J Accounting method: ☒ Cash ☐ Accrual
☐ 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).)

(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			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	191.	191.		STATEMENT 1
4	Dividends and interest from securities	754,651.	753,651.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	458,908.			
b	Gross sales price for all assets on line 6a	25,830,107.			
7	Capital gain net income (from Part IV, line 2)		458,908.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	8,633.	8,633.		STATEMENT 3
12	Total. Add lines 1 through 11	1,222,383.	1,221,383.		
13	Compensation of officers, directors, trustees, etc.	150,000.	15,000.		135,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	731.	731.		0.
b	Accounting fees	7,300.	2,000.		5,300.
c	Other professional fees	570,464.	330,381.		240,083.
17	Interest				
18	Taxes	16,000.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	97,812.	97,126.		49.
24	Total operating and administrative expenses. Add lines 13 through 23	842,307.	445,238.		380,432.
25	Contributions, gifts, grants paid	770,442.			770,442.
26	Total expenses and disbursements. Add lines 24 and 25	1,612,749.	445,238.		1,150,874.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-390,366.			
b	Net investment income (if negative, enter -0-)		776,145.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	518,796.	891,369.	891,369.
	2 Savings and temporary cash investments	5,475,707.	1,855,287.	1,855,287.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	3,359,471.	3,557,520.	3,625,525.
	b Investments - corporate stock STMT 10	10,449,744.	10,509,025.	14,622,621.
	c Investments - corporate bonds STMT 11	4,022,342.	2,383,284.	2,470,844.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	2,630,708.	6,881,799.	6,979,527.	
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 13)	13,173.	1,291.	1,291.	
16 Total assets (to be completed by all filers)	26,469,941.	26,079,575.	30,446,464.	
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			
	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	26,469,941.	26,079,575.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	26,469,941.	26,079,575.	
31 Total liabilities and net assets/fund balances	26,469,941.	26,079,575.		

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	26,469,941.
2 Enter amount from Part I, line 27a	2	-390,366.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	26,079,575.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,079,575.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GUARDIAN (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
b CAPITAL GUARDIAN (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
d WYETH NOTES 5.5%	P	06/19/08	12/26/12
e CAPITAL GAINS FROM INVESTMENT IN PARTNERSHIP	P	VARIOUS	VARIOUS

(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 19,116,791.		19,097,552.	19,239.
b 6,570,441.		6,173,573.	396,868.
c 31,430.			31,430.
d 101,141.		100,074.	1,067.
e 10,304.			10,304.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			19,239.
b			396,868.
c			31,430.
d			1,067.
e			10,304.

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	458,908.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	741,703.	29,442,857.	.025191
2010	1,193,443.	28,398,101.	.042025
2009	944,167.	25,911,112.	.036439
2008	938,108.	30,554,933.	.030702
2007	927,712.	35,970,555.	.025791

2 Total of line 1, column (d)	2	.160148
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	.032030
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	29,441,428.
5 Multiply line 4 by line 3	5	943,009.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,761.
7 Add lines 5 and 6	7	950,770.
8 Enter qualifying distributions from Part XII, line 4	8	1,150,874.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	7,761.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,761.
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	7,761.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,677.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,677.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	38.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,878.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 2,878. Refunded ☐	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		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.	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HOFFMAN ASSOCIATES, INC.</u> Telephone no. ► <u>626-793-0043</u> Located at ► <u>225 S. LAKE AVE., STE 1150, PASADENA, CA</u> ZIP+4 ► <u>91101</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		150,000.	0.	0.

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

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

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

0

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Part 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	26,368,995.
b	Average of monthly cash balances	1b	3,518,203.
c	Fair market value of all other assets	1c	2,577.
d	Total (add lines 1a, b, and c)	1d	29,889,775.
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	29,889,775.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	448,347.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,441,428.
6	Minimum investment return. Enter 5% of line 5	6	1,472,071.

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	1,472,071.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,761.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,761.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,464,310.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,464,310.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,464,310.

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	1,150,874.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,150,874.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,761.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,143,113.

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.

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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				1,464,310.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,150,874.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,150,874.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				313,436.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)

- 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:

SEE STATEMENT 15

- 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 ATTACHED STATEMENT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	770,442.
Total			3a	770,442.
b Approved for future payment				
CHILDREN'S HOSPITAL OF LOS ANGELES LOS ANGELES, CA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	120,000.
HUNTINGTON MEMORIAL HOSPITAL PASADENA, CA	NONE	PUBLIC CHARITY	EMERGENCY AND TRAUMA CENTER	600,000.
POLYTECHNIC SCHOOL PASADENA, CA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300,000.
Total	SEE CONTINUATION SHEET(S)			3b 3,020,000.

Form **990-PF** (2012)

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

[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.

(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.


Signature of officer or trustee

11/14/13
Date

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name SARAH CULLEN	Preparer's signature <i>Sarah Cullen</i>	Date 11/12/13	Check ☐ if self-employed	PTIN P00131656
Firm's name ▶ STANISLAWSKI & HARRISON, CPAS			Firm's EIN ▶ 95-4749365	
Firm's address ▶ 301 N. LAKE AVE, SUITE 900 PASADENA, CA 91101			Phone no. 626-793-3600	

2012 Tax Information Statement

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CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Account Number: 70-321900
Recipient's Tax ID Number: XX-XXX8600
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE LESLIE & ELAINE HOFFMAN FDN
JANE HOFFMAN POPOVICH, PRESIDENT
225 SOUTH LAKE AVE SUITE 1150
PASADENA, CA 91101

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol								
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld		
Short Term Sales										
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI							
300.0000	05/24/2012	Various	10,371.21	14,911.71	0.00	-4,540.50	0.00	0.00	0.00	
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI							
200.0000	05/25/2012	Various	6,861.52	9,730.47	0.00	-2,868.95	0.00	0.00	0.00	
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI							
200.0000	05/29/2012	02/03/2012	6,976.36	9,601.20	0.00	-2,624.84	0.00	0.00	0.00	
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI							
100.0000	05/30/2012	02/03/2012	3,311.32	4,800.60	0.00	-1,489.28	0.00	0.00	0.00	
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI							
100.0000	05/31/2012	02/03/2012	3,202.05	4,800.60	0.00	-1,598.55	0.00	0.00	0.00	
03938LAW4	ARCELMITTAL SR UNSEC 4.75% 02/25/17									
20000.0000	11/07/2012	Various	19,525.00	20,001.48	0.00	-476.48	0.00	0.00	0.00	
03938LAX2	ARCELMITTAL SR UNSEC 6.5% 02/25/22									
20000.0000	11/07/2012	Various	19,802.00	20,196.14	0.00	-394.14	0.00	0.00	0.00	
00206RBD3	AT&T CORP SR UNSEC 3.0% 02/15/22									
20000.0000	12/06/2012	03/02/2012	21,009.80	20,053.70	0.00	956.10	0.00	0.00	0.00	
06051GEM7	BANK OF AMER CORP SR UNSEC 5.7% 01/24/22									
30000.0000	05/21/2012	02/02/2012	30,985.50	31,414.03	0.00	-428.53	0.00	0.00	0.00	

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2012 Tax Information Statement

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 THE LESLIE & ELAINE HOFFMAN FDN
 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
067901959	BARRICK GOLD CORP CS	03/30/2012	12/05/2011	ABX.CN	15,342.38	0.00	-2,274.82	0.00	0.00
300.0000				13,067.56					
055451AJ7	BHP BILLITON FIN USA LTD 1.125% 11/21/14	02/21/2012	11/16/2011		1,993.49	0.00	24.47	0.00	0.00
2000.0000				2,017.96					
055451AJ7	BHP BILLITON FIN USA LTD 1.125% 11/21/14	02/21/2012	11/16/2011		27,908.88	0.00	319.88	0.00	0.00
28000.0000				28,228.76					
06051GEK1	BK OF AMERI CORP SR UNSEC 3.75% 07/12/16	04/09/2012	10/26/2011		33,297.05	0.00	1,615.80	0.00	0.00
35000.0000				34,912.85					
110122108	BRISTOL-MYERS SQUIBB CO	11/23/2012	Various		24,307.78	0.00	-1,546.96	0.00	0.00
700.0000				22,760.82					
110122108	BRISTOL-MYERS SQUIBB CO	11/26/2012	01/10/2012		3,463.24	0.00	-220.82	0.00	0.00
100.0000				3,242.42					
110122108	BRISTOL-MYERS SQUIBB CO	11/26/2012	01/10/2012		10,389.72	0.00	-654.85	0.00	0.00
300.0000				9,734.87					
124765959	CAE INC	11/15/2012	02/03/2012		6,663.98	0.00	-994.11	0.00	0.00
600.0000				5,669.87					
124765959	CAE INC	11/16/2012	02/03/2012		5,553.32	0.00	-811.34	0.00	0.00
500.0000				4,741.98					

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2012 Tax Information Statement

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CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
124765959	CAE INC	CAE.CN	17,825.59	21,102.62	0.00	-3,277.03	0.00	0.00
1900.0000	11/20/2012 02/03/2012							
617232004	CANON INC		13,871.14	17,683.73	0.00	-3,812.59	0.00	0.00
400.0000	11/29/2012 02/06/2012							
20030NAE1	COMCAST CORP 5.3% 01-15-14		42,895.60	42,823.21	0.00	72.39	0.00	0.00
40000.0000	05/11/2012 04/09/2012							
20030NBD2	COMCAST CORP SR UNSEC 3.125% 07-15-22		20,899.20	20,091.25	0.00	807.95	0.00	0.00
20000.0000	11/16/2012 Various							
20030NBA8	COMCAST CORP SR UNSEC 5.15% 03/01/20		29,035.25	29,283.52	0.00	-248.27	0.00	0.00
25000.0000	06/27/2012 05/11/2012							
278058102	EATON CORP		118,806.50	111,421.61	0.00	7,384.89	0.00	0.00
2300.0000	12/13/2012 Various							
30303M102	FACEBOOK INC-A	FB	45,212.26	50,246.93	0.00	-5,034.67	0.00	0.00
1400.0000	06/25/2012 Various							
3128M74W3	FGLMC 4.5 G05937 08/01/40		5,802.29	6,159.26	0.00	-356.97	0.00	0.00
164329.4735	03/15/2012 02/08/2012							
3128M74W3	FGLMC 4.5 G05937 08/01/40		5,514.03	5,853.27	0.00	-339.24	0.00	0.00
158815.4426	04/16/2012 02/08/2012							

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Capital Guardian Trust Company
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 IRVINE, CA 92618

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Bonds, etc.	Stocks					
3128M74W3		FGLMC 4.5 G05937 08/01/40									
154409.6638		05/15/2012 02/08/2012			4,405.78		4,676.84	0.00	-271.06	0.00	0.00
3128M74W3		FGLMC 4.5 G05937 08/01/40									
149620.7350		06/15/2012 02/08/2012			4,788.93		5,083.56	0.00	-294.63	0.00	0.00
3128M74W3		FGLMC 4.5 G05937 08/01/40									
246000.0000		06/27/2012 02/08/2012			155,212.38		158,825.92	0.00	-3,613.54	0.00	0.00
3128M74W3		FGLMC 4.5 G05937 08/01/40									
144889.0382		07/16/2012 02/08/2012			4,731.70		0.00	0.00	4,731.70	0.00	0.00
02R042629		FGLMC 4.5 TBA 02/12 02/01/42									
170000.0000		02/08/2012 02/08/2012			180,412.50		180,412.50	0.00	0.00	0.00	0.00
02R042629		FGLMC 4.5 TBA 02/12 02/01/42									
170000.0000		02/08/2012 01/11/2012			180,412.50		180,266.41	0.00	146.09	0.00	0.00
3137AQT24		FHMS K708 A2 (MF) 2.13% 01-25-19									
75000.0000		10/10/2012 05/23/2012			78,676.76		76,121.18	0.00	2,555.58	0.00	0.00
336433107		FIRST SOLAR INC			FSLR						
100.0000		02/08/2012 08/09/2011			4,576.00		9,993.29	0.00	-5,417.29	0.00	0.00
336433107		FIRST SOLAR INC			FSLR						
100.0000		02/09/2012 08/09/2011			4,710.14		9,993.29	0.00	-5,283.15	0.00	0.00

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Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
034521906	FIRSTGROUP PLC				FGPLN					
1600.0000	11/23/2012	02/03/2012			4,820.21	7,892.47	0.00	-3,272.26	0.00	0.00
034521906	FIRSTGROUP PLC				FGPLN					
500.0000	11/30/2012	02/03/2012			1,506.59	2,466.40	0.00	-959.81	0.00	0.00
034521906	FIRSTGROUP PLC				FGPLN					
600.0000	12/06/2012	02/03/2012			1,803.43	2,959.67	0.00	-1,156.24	0.00	0.00
31417D2S1	FNCI 2.5 AB7084 85K MAX	11-01-27								
347681.9920	12/26/2012	11/15/2012			2,318.01	2,433.91	0.00	-115.90	0.00	0.00
01F0224B8	FNCI 2.5 TBA	11/12 11-01-27								
125000.0000	11/01/2012	10/15/2012			130,649.41	131,132.81	0.00	-483.40	0.00	0.00
01F0224B8	FNCI 2.5 TBA	11/12 11-01-27								
75000.0000	11/05/2012	10/10/2012			78,574.22	78,644.53	0.00	-70.31	0.00	0.00
01F0224C6	FNCI 2.5 TBA	12/12 12/01/27								
125000.0000	12/10/2012	Various			130,688.48	130,617.19	0.00	71.29	0.00	0.00
01F0224C6	FNCI 2.5 TBA	12/12 12/01/27								
75000.0000	12/13/2012	11/01/2012			78,345.70	78,257.81	0.00	87.89	0.00	0.00

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2012 Tax Information Statement

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PASADENA, CA 91101

Account Number: 70-321900
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IRVINE, CA 92618

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Cusip		Description	Stock or Other Symbol		Stocks		Cost or	Wash Sale	Net Gain	Federal	State
Quantity	Date of				Bonds, etc.		Other Basis	Loss Disallowed	or Loss	Income	Tax
Sold	Exchange	Acquisition								Tax	Withheld
01F030421	FNCI 3.0 TBA	02/13 02-01-28			166,650.00		165,843.75	0.00	806.25	0.00	0.00
160000.0000	02/08/2012	01/13/2012									
01F030439	FNCI 3.0 TBA	03/13 03-01-28			166,493.75		166,250.00	0.00	243.75	0.00	0.00
160000.0000	03/06/2012	02/08/2012									
01F030454	FNCI 3.0 TBA	05/12 05-01-27			167,312.50		166,350.00	0.00	962.50	0.00	0.00
160000.0000	05/11/2012	04/10/2012									
01F030462	FNCI 3.0 TBA	06/12 06-01-27			167,393.75		166,950.00	0.00	443.75	0.00	0.00
160000.0000	06/11/2012	05/11/2012									
01F030470	FNCI 3.0 TBA	07/12 07-01-27			167,925.00		167,100.00	0.00	825.00	0.00	0.00
160000.0000	07/05/2012	06/11/2012									
01F030488	FNCI 3.0 TBA	08/12 08-01-27			168,518.75		167,650.00	0.00	868.75	0.00	0.00
160000.0000	08/13/2012	07/05/2012									
01F030496	FNCI 3.0 TBA	09/12 09-01-27			168,856.25		168,200.00	0.00	656.25	0.00	0.00
160000.0000	09/06/2012	08/13/2012									
01F030481	FNCI 3.0 TBA	11/12 11-01-27			84,487.50		84,750.00	0.00	-262.50	0.00	0.00
800000.0000	10/15/2012	10/01/2012									
01F030481	FNCI 3.0 TBA	11/12 11-01-27			253,462.50		253,837.50	0.00	-375.00	0.00	0.00
240000.0000	10/15/2012	Various									

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2012 Tax Information Statement

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Account Number: 70-321900
 Recipient's Tax ID Number: XX-XXX8600
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 THE LESLIE & ELAINE HOFFMAN FDN
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Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Date of Sale or Exchange	Description	Date of Acquisition	Stock or Other Symbol			Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld	
					Stocks, Bonds, etc.	Cost or Other Basis				Tax		Tax	
01F030447	160000.0000	04/10/2012	FNCI 3.0 TBA 4/12 04/01/27	03/06/2012	166,768.75	166,050.00		0.00	718.75	0.00	0.00	0.00	0.00
01F032419	235000.0000	01/12/2012	FNCI 3.5 TBA 01/13 01/01/28	01/09/2012	246,694.92	246,630.66		0.00	64.26	0.00	0.00	0.00	0.00
01F032427	235000.0000	01/24/2012	FNCI 3.5 TBA 02/13 02-01-28	01/12/2012	246,070.70	246,235.94		0.00	-165.24	0.00	0.00	0.00	0.00
01F032435	235000.0000	03/06/2012	FNCI 3.5 TBA 03/13 03-01-28	01/24/2012	246,832.62	245,648.44		0.00	1,184.18	0.00	0.00	0.00	0.00
01F032450	235000.0000	05/11/2012	FNCI 3.5 TBA 05/12 05/01/27	04/10/2012	248,494.14	247,117.19		0.00	1,376.95	0.00	0.00	0.00	0.00
01F032468	235000.0000	06/08/2012	FNCI 3.5 TBA 06/12 06/01/27	05/11/2012	247,723.05	248,145.31		0.00	-422.26	0.00	0.00	0.00	0.00
01F032476	235000.0000	07/11/2012	FNCI 3.5 TBA 07/12 07-01-27	06/08/2012	249,292.77	247,484.38		0.00	1,808.39	0.00	0.00	0.00	0.00
01F032484	235000.0000	08/13/2012	FNCI 3.5 TBA 08/12 08-01-27	07/11/2012	249,650.78	249,100.00		0.00	550.78	0.00	0.00	0.00	0.00
01F032492	235000.0000	09/12/2012	FNCI 3.5 TBA 09/12 09-01-27	08/13/2012	249,595.70	249,393.75		0.00	201.95	0.00	0.00	0.00	0.00

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2012 Tax Information Statement

Page 15 of 76

Account Number: 70-321900
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 THE LESLIE & ELAINE HOFFMAN FDN
 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

Capital Guardian Trust Company
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

☐ Corrected ☐ 2nd TIN notice

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
					Bonds, etc.	Stocks	Cost or Other Basis		Tax	Withheld	
01F0324A9	450000.0000	FNCL 3.5 TBA 10/10 10/01/27	09/21/2012	Various	479,671.88		478,299.42	1,372.46	0.00	0.00	0.00
01F0324B7	175000.0000	FNCL 3.5 TBA 11/12 11-01-27	11/13/2012	10/15/2012	185,582.03		185,691.41	-109.38	0.00	0.00	0.00
01F0324C5	175000.0000	FNCL 3.5 TBA 12/12 12-01-27	12/13/2012	11/13/2012	185,718.75		185,500.00	218.75	0.00	0.00	0.00
01F0324C5	175000.0000	FNCL 3.5 TBA 12/12 12-01-27	12/13/2012	12/13/2012	185,759.77		185,718.75	41.02	0.00	0.00	0.00
01F032443	235000.0000	FNCL 3.5 TBA 4/12 04/01/27	04/10/2012	03/06/2012	247,511.91		246,456.25	1,055.66	0.00	0.00	0.00
01F030686	215000.0000	FNCL 3.0 TBA 08/12 08-01-42	08/06/2012	07/24/2012	222,709.77		224,246.68	-1,536.91	0.00	0.00	0.00
01F030694	215000.0000	FNCL 3.0 TBA 09/12 09-01-42	09/07/2012	08/06/2012	223,121.29		222,121.88	999.41	0.00	0.00	0.00
01F030694	215000.0000	FNCL 3.0 TBA 09/12 09-01-42	09/07/2012	09/07/2012	223,180.08		223,180.08	0.00	0.00	0.00	0.00
01F0304A3	80000.0000	FNCL 3.0 TBA 10/12 10/01/27	10/01/2012	09/07/2012	84,862.50		84,406.25	456.25	0.00	0.00	0.00

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Account Number: 70-321900
 Recipient's Tax ID Number: XX-XXX8600
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 THE LESLIE & ELAINE HOFFMAN FDN
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Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
01F0304A3	FNCL 3.0 TBA 10/12 10/01/27	160000.0000	10/03/2012	09/06/2012	169,581.25	168,550.00	0.00	0.00	1,031.25	0.00	0.00
01F0306A1	FNCL 3.0 TBA 10/12 10/01/42	215000.0000	10/05/2012	09/14/2012	226,615.04	223,658.79	0.00	0.00	2,956.25	0.00	0.00
01F0306A1	FNCL 3.0 TBA 10/12 10/01/42	500000.0000	10/05/2012	Various	527,011.72	519,137.31	0.00	0.00	7,874.41	0.00	0.00
01F0306B9	FNCL 3.0 TBA 11/12 11-01-42	500000.0000	11/06/2012	Various	523,066.41	525,781.25	0.00	0.00	-2,714.84	0.00	0.00
01F0306B9	FNCL 3.0 TBA 11/12 11-01-42	215000.0000	11/07/2012	10/05/2012	226,396.68	226,085.94	0.00	0.00	310.74	0.00	0.00
01F0306C7	FNCL 3.0 TBA 12/12 12-01-42	550000.0000	11/15/2012	Various	577,199.22	575,712.50	0.00	0.00	1,486.72	0.00	0.00
01F0306C7	FNCL 3.0 TBA 12/12 12-01-42	335000.0000	11/19/2012	11/19/2012	351,357.42	351,357.42	0.00	0.00	0.00	0.00	0.00
01F0306C7	FNCL 3.0 TBA 12/12 12-01-42	165000.0000	12/04/2012	11/06/2012	173,668.95	172,270.31	0.00	0.00	1,398.64	0.00	0.00
31417CJ2	FNCL 3.5 AB5665 HLTV 07-01-42	189453.7025	08/27/2012	06/28/2012	273.56	288.48	0.00	0.00	-14.92	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31417CJ2	FNCL 3.5 AB5665 HLTV 07-01-42	09/25/2012	06/28/2012		1,535.05	1,618.76	0.00	-83.71	0.00	0.00
187918.6488										
31417CJ2	FNCL 3.5 AB5665 HLTV 07-01-42	10/25/2012	06/28/2012		285.83	301.42	0.00	-15.59	0.00	0.00
187632.8166										
31417CJ2	FNCL 3.5 AB5665 HLTV 07-01-42	11/26/2012	06/28/2012		293.34	309.33	0.00	-15.99	0.00	0.00
187339.4794										
31417CJ2	FNCL 3.5 AB5665 HLTV 07-01-42	12/26/2012	06/28/2012		1,328.32	1,400.76	0.00	-72.44	0.00	0.00
186011.1571										
01F032617	FNCL 3.5 TBA 01/13 01-01-43	01/09/2012	12/07/2011		134,067.58	132,843.75	0.00	1,223.83	0.00	0.00
130000.0000										
01F032625	FNCL 3.5 TBA 02/13 02-01-43	02/06/2012	01/09/2012		135,067.97	133,696.88	0.00	1,371.09	0.00	0.00
130000.0000										
01F032633	FNCL 3.5 TBA 03/13 03-01-43	03/01/2012	02/06/2012		133,950.78	134,712.50	0.00	-761.72	0.00	0.00
130000.0000										
01F032641	FNCL 3.5 TBA 04/13 04-01-43	03/30/2012	03/01/2012		133,960.94	133,534.38	0.00	426.56	0.00	0.00
130000.0000										

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CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
01F032658	FNCL 3.5 TBA 05/13 05-01-43	04/11/2012	03/30/2012	103,265.63	102,750.00	0.00	515.63	0.00	0.00
01F032658	FNCL 3.5 TBA 05/13 05-01-43	05/04/2012	03/30/2012	31,226.95	30,825.00	0.00	401.95	0.00	0.00
01F032666	FNCL 3.5 TBA 06/12 06/01-42	06/04/2012	05/04/2012	31,557.42	31,143.75	0.00	413.67	0.00	0.00
01F032674	FNCL 3.5 TBA 07/12 07-01-42	06/28/2012	Various	200,093.75	199,231.25	0.00	862.50	0.00	0.00
01F032674	FNCL 3.5 TBA 07/12 07-01-42	06/29/2012	06/29/2012	31,551.56	31,551.56	0.00	0.00	0.00	0.00
01F0326A7	FNCL 3.5 TBA 10/12 10-01-42	10/02/2012	09/06/2012	161,162.11	158,343.75	0.00	2,818.36	0.00	0.00
01F0326B5	FNCL 3.5 TBA 11/12 11-01-42	11/05/2012	10/02/2012	160,013.67	160,781.25	0.00	-767.58	0.00	0.00
01F0326C3	FNCL 3.5 TBA 12/12 12-01-42	12/03/2012	Various	186,908.20	186,357.42	0.00	550.78	0.00	0.00
01F0326C3	FNCL 3.5 TBA 12/12 12-01-42	12/03/2012	11/15/2012	160,160.16	159,644.53	0.00	515.63	0.00	0.00

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					Bonds, etc.	Stocks					
01F040628	160000.0000	FNCL 4.0 TBA 02/12 02/01/42	02/02/2012	01/31/2012	169,212.50		169,162.50	0.00	50.00	0.00	0.00
01F040636	160000.0000	FNCL 4.0 TBA 03/13 03-01-43	03/01/2012	02/02/2012	168,281.25		168,800.00	0.00	-518.75	0.00	0.00
01F040644	160000.0000	FNCL 4.0 TBA 04/13 04-01-43	04/02/2012	03/01/2012	167,987.50		167,950.00	0.00	37.50	0.00	0.00
01F040651	160000.0000	FNCL 4.0 TBA 05/12 05/01/42	04/30/2012	04/02/2012	169,206.25		167,650.00	0.00	1,556.25	0.00	0.00
01F040669	160000.0000	FNCL 4.0 TBA 06/12 06-01-42	05/31/2012	04/30/2012	170,350.00		168,900.00	0.00	1,450.00	0.00	0.00
01F040677	160000.0000	FNCL 4.0 TBA 07/11 07-01-42	06/08/2012	05/31/2012	169,868.75		170,000.00	0.00	-131.25	0.00	0.00
01F040677	160000.0000	FNCL 4.0 TBA 07/11 07-01-42	06/21/2012	06/21/2012	169,987.50		169,987.50	0.00	0.00	0.00	0.00
01F042640	125000.0000	FNCL 4.5 TBA 04/12 04/01/42	04/04/2012	03/15/2012	132,851.56		132,519.53	0.00	332.03	0.00	0.00
01F042657	125000.0000	FNCL 4.5 TBA 05/12 05/01/42	05/01/2012	04/04/2012	133,818.36		132,675.78	0.00	1,142.58	0.00	0.00

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					Stocks, Bonds, etc.	Cost or Other Basis				Tax	Withheld	
01F042665	125000.0000	FNCL 4.5 TBA 06/12 06/01/42	05/23/2012	05/01/2012	133,876.95	133,671.88		0.00	205.07	0.00		0.00
01F042665	125000.0000	FNCL 4.5 TBA 06/12 06/01/42	05/29/2012	05/29/2012	133,886.72	133,886.72		0.00	0.00	0.00		0.00
01F060642	150000.0000	FNCL 6.0 TBA 04/12 04/01/42	04/02/2012	03/22/2012	165,281.25	165,152.34		0.00	128.91	0.00		0.00
01F060659	150000.0000	FNCL 6.0 TBA 05/12 05/01/42	05/01/2012	04/02/2012	165,867.19	165,046.88		0.00	820.31	0.00		0.00
01F060667	150000.0000	FNCL 6.0 TBA 06/12 06/01/2042	06/06/2012	05/01/2012	164,888.67	165,703.13		0.00	-814.46	0.00		0.00
01F060675	150000.0000	FNCL 6.0 TBA 07/12 07-01-42	07/09/2012	06/06/2012	164,958.98	164,812.50		0.00	146.48	0.00		0.00
01F060683	150000.0000	FNCL 6.0 TBA 08/12 08/01/42	08/06/2012	07/09/2012	165,328.13	165,000.00		0.00	328.13	0.00		0.00
01F060691	150000.0000	FNCL 6.0 TBA 09/12 09-01-42	09/05/2012	08/06/2012	165,281.25	165,369.14		0.00	-87.89	0.00		0.00
01F0606A8	150000.0000	FNCL 6.0 TBA 10/12 10/01/42	09/07/2012	09/05/2012	165,316.41	165,398.44		0.00	-82.03	0.00		0.00

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					Stocks, etc.	Cost or Other Basis					
01F0606A8	150000.0000	FNCL 6.0 TBA 10/12 10/01/42	09/25/2012	09/25/2012	165,867.19	165,867.19		0.00	0.00	0.00	0.00
01F032682	150000.0000	FNCL TBA 3.5% 08/01/2042	07/31/2012	08/29/2012	159,158.20	157,277.34		0.00	1,880.86	0.00	0.00
01F032690	150000.0000	FNMA TBA 3.5% 09/01/2042	09/06/2012	07/31/2012	158,642.58	158,765.63		0.00	-123.05	0.00	0.00
21H0306C3	80000.0000	G2SF 3.0 TBA 12/12 12-20-42	12/05/2012	11/15/2012	85,512.50	85,231.25		0.00	281.25	0.00	0.00
21H0306C3	80000.0000	G2SF 3.0 TBA 12/12 12-20-42	12/10/2012	11/15/2012	85,281.25	85,231.25		0.00	50.00	0.00	0.00
21H0306C3	95000.0000	G2SF 3.0 TBA 12/12 12-20-42	12/17/2012	Various	100,859.57	101,262.11		0.00	-402.54	0.00	0.00
21H032662	200000.0000	G2SF 3.5 TBA 06/12 06-20-42	06/14/2012	05/23/2012	214,062.50	212,085.94		0.00	1,976.56	0.00	0.00
21H032670	200000.0000	G2SF 3.5 TBA 07/12 07-20-42	07/12/2012	06/14/2012	216,531.25	213,500.00		0.00	3,031.25	0.00	0.00
21H032688	200000.0000	G2SF 3.5 TBA 08/12 08-20-42	08/13/2012	07/12/2012	216,234.38	215,937.50		0.00	296.88	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.						
21H032696	G2SF 3.5 TBA 09/12 09-20-42		216,289.06	215,687.50	0.00	601.56	0.00	0.00	0.00
200000.0000	09/11/2012 08/13/2012								
21H0326A3	G2SF 3.5 TBA 10/12 10-20-42		218,117.19	215,812.50	0.00	2,304.69	0.00	0.00	0.00
200000.0000	10/12/2012 09/11/2012								
21H0326B1	G2SF 3.5 TBA 11/12 11-20-42		217,437.50	217,625.00	0.00	-187.50	0.00	0.00	0.00
200000.0000	11/08/2012 10/12/2012								
21H0326C9	G2SF 3.5 TBA 12/12 12-20-42		217,296.88	216,968.75	0.00	328.13	0.00	0.00	0.00
200000.0000	12/17/2012 11/08/2012								
36962G5W0	GENERAL ELEC CAP CORP SR UNSEC 2 3% 04/27/2017		20,704.20	19,976.86	0.00	727.34	0.00	0.00	0.00
20000.0000	11/14/2012 04/24/2012								
36962G6F6	GENERAL ELEC CAP CORP SR UNSEC 3.15% 09/07/2022		20,548.00	19,971.00	0.00	577.00	0.00	0.00	0.00
20000.0000	12/05/2012 09/04/2012								
38141G104	GOLDMAN SACHS GROUP INC		28,981.24	39,822.86	0.00	-10,841.62	0.00	0.00	0.00
300.0000	05/24/2012 Various								
38141GGS7	GOLDMAN SACHS GRP SR UNSEC 5.75% 1/24/22		23,361.40	19,973.00	0.00	3,388.40	0.00	0.00	0.00
20000.0000	10/04/2012 01/19/2012								
459902102	INTERNATIONAL GAME TECHNOLOGY		2,599.92	3,180.00	0.00	-580.08	0.00	0.00	0.00
200.0000	10/19/2012 02/03/2012								

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459902102	INTERNATIONAL GAME TECHNOLOGY	10/19/2012	02/03/2012	IGT	1,590.00	0.00	-289.27	0.00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY	10/22/2012	02/03/2012	IGT	3,180.00	0.00	-584.18	0.00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY	10/23/2012	02/03/2012	IGT	1,590.00	0.00	-322.30	0.00	0.00
460146CG6	INTL PAPER CO SR UNSEC 4.75% 02/15/22	07/24/2012	11/08/2011	33,679.50	29,975.70	0.00	3,703.80	0.00	0.00
462846106	IRON MOUNTAIN INC	11/30/2012	11/21/2012	IRM	15.10	0.00	-0.50	0.00	0.00
46625HJD3	JP MORGAN CHASE SR UNSEC 4.5% 01/24/22	04/23/2012	01/13/2012	21,066.80	19,893.40	0.00	1,173.40	0.00	0.00
46625H100	JPMORGAN CHASE & CO	05/24/2012	02/03/2012	JPM	30,728.00	0.00	-3,609.81	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD	03/07/2012	02/06/2012	6370.JP	5,481.51	0.00	-501.86	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD	03/08/2012	02/06/2012	6370.JP	8,222.27	0.00	-805.26	0.00	0.00

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				Bonds, etc.						
649796000	KURITA WATER INDUSTRIES LTD	03/09/2012	02/06/2012	6370.JP	9,951.14	10,963.03	0.00	-1,011.89	0.00	0.00
400.0000										
649796000	KURITA WATER INDUSTRIES LTD	03/15/2012	02/06/2012	6370.JP	7,279.91	8,222.27	0.00	-942.36	0.00	0.00
300.0000										
649796000	KURITA WATER INDUSTRIES LTD	03/27/2012	02/06/2012	6370.JP	7,209.19	8,222.27	0.00	-1,013.08	0.00	0.00
300.0000										
649796000	KURITA WATER INDUSTRIES LTD	03/28/2012	02/06/2012	6370.JP	4,931.95	5,481.52	0.00	-549.57	0.00	0.00
200.0000										
670851104	OI SA ON ADR	04/09/2012	05/24/2011	OIBR C	4.31	8.87	0.00	-4.56	0.00	0.00
.7500										
670851203	OI SA PN ADR	04/09/2012	05/24/2011	OIBR	2.50	4.36	0.00	-1.86	0.00	0.00
.1670										
69331C108	PG&E CORP	04/04/2012	09/08/2011	PCG	4,327.07	4,178.50	0.00	148.57	0.00	0.00
100.0000										
69331C108	PG&E CORP	04/05/2012	09/08/2011	PCG	4,286.85	4,178.50	0.00	108.35	0.00	0.00
100.0000										
71715N106	PHARMASSET INC	01/13/2012	Various	VRUS	13,700.00	7,725.84	0.00	5,974.16	0.00	0.00
100.0000										

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Account Number: 70-321900
 Recipient's Tax ID Number: XX-XXX8600
 Recipient's Name and Address:
 THE LESLIE & ELAINE HOFFMAN FDN
 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

☐ Corrected ☐ 2nd TIN notice

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
760759100	REPUBLIC SERVICES INC	11/12/2012	02/03/2012	RSG	2,672.44	0.00	-328.56	0.00	0.00
100.0000					3,001.00				
760759100	REPUBLIC SERVICES INC	12/12/2012	02/03/2012	RSG	8,696.11	0.00	-306.89	0.00	0.00
300.0000					9,003.00				
78010XAJ0	ROYAL BK OF SCOTLAND SR UNSEC 3.25% 01/11/14	04/20/2012	01/09/2012		16,534.77	0.00	571.82	0.00	0.00
17000.0000					17,106.59				
78010XAJ0	ROYAL BK OF SCOTLAND SR UNSEC 3.25% 01/11/14	04/25/2012	01/09/2012		27,233.73	0.00	942.39	0.00	0.00
28000.0000					28,176.12				
780259206	ROYAL DUTCH SHELL CL A ADR	07/09/2012	Various	RDS A	40,117.08	0.00	-3,066.49	0.00	0.00
600.0000					43,183.57				
780259206	ROYAL DUTCH SHELL CL A ADR	11/12/2012	02/03/2012	RDS A	13,606.81	0.00	-695.19	0.00	0.00
200.0000					14,302.00				
780259206	ROYAL DUTCH SHELL CL A ADR	11/14/2012	02/03/2012	RDS A	6,690.95	0.00	-460.05	0.00	0.00
100.0000					7,151.00				
808513105	SCHWAB CHARLES NEW	11/13/2012	02/03/2012	SCHW	8,944.74	0.00	-64.26	0.00	0.00
700.0000					9,009.00				
808513105	SCHWAB CHARLES NEW	11/13/2012	02/03/2012	SCHW	8,975.82	0.00	-33.18	0.00	0.00
700.0000					9,009.00				

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Cusip	Description	Date of Sale or Exchange	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
B2QKY0906	SHIRE PLC	09/26/2012	SHPLN	6,666.91	0.00	-787.77	0.00	0.00
B2QKY0906	SHIRE PLC	09/26/2012	SHPLN	3,333.45	0.00	-405.98	0.00	0.00
B2QKY0906	SHIRE PLC	09/27/2012	SHPLN	10,000.36	0.00	-1,144.92	0.00	0.00
B2QKY0906	SHIRE PLC	09/28/2012	SHPLN	3,333.45	0.00	-429.32	0.00	0.00
B2QKY0906	SHIRE PLC	09/28/2012	SHPLN	8,551.52	0.00	185.63	0.00	0.00
B2QKY0906	SHIRE PLC	10/22/2012	SHPLN	8,551.52	0.00	208.89	0.00	0.00
B2QKY0906	SHIRE PLC	10/23/2012	SHPLN	8,551.51	0.00	-2.84	0.00	0.00
78442FEM6	SLM CORP SR UNSEC 6.0% 01/25/17	04/27/2012	30,525.00	29,712.25	0.00	812.75	0.00	0.00
040828907	STANDARD CHARTERED	10/29/2012	9.48	10.14	0.00	-0.66	0.00	0.00

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PASADENA, CA 91101

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IRVINE, CA 92618

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					Stocks, Bonds, etc.						
85771PAF9	30000.0000	STATOIL ASA SR UNSEC 3.15% 01-23-22	11/14/2012	05/24/2012		32,082.90	30,924.87	0.00	1,158.03	0.00	0.00
685992000	1000.0000	SUN HUNG KAI PROP	03/30/2012	02/22/2012		12,449.43	15,421.68	0.00	-2,972.25	0.00	0.00
686774001	1000.0000	SWIRE PACIFIC LTD CL A	01/05/2012	01/31/2011	19.HK	10,267.83	15,797.77	0.00	-5,529.94	0.00	0.00
867C2G906	700.0000	SWIRE PROPERTIES LTD	02/01/2012	01/04/2012	1972.HK	1,758.08	1,287.36	0.00	470.72	0.00	0.00
608728903	4357.0000	TELSTRA CORP	03/30/2012	02/06/2012	TLS.AU	14,881.41	15,924.00	0.00	-1,042.59	0.00	0.00
088470000	700.0000	TESCO PLC	05/24/2012	01/12/2012		3,299.73	3,748.53	0.00	-448.80	0.00	0.00
91324PBS0	15000.0000	UNITED HEALTH SR UNSEC 1.875% 11/15/16	02/24/2012	11/07/2011		15,265.05	14,876.52	0.00	388.53	0.00	0.00
913017BU2	35000.0000	UNITED TECHNOLOGIES CORP SR UNSEC 1.8% 06/01/2017	10/22/2012	Various		36,231.65	35,214.48	0.00	1,017.17	0.00	0.00
913017BH1	55000.0000	UNITED TECHNOLOGIES CORP SR UNSEC 4.875% 05/01/15	07/25/2012	04/09/2012		61,351.40	60,942.94	0.00	408.46	0.00	0.00

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912810QU5	90000.0000	US TREASURY BOND 3.125% 02/15/42	05/04/2012	03/22/2012	90,530.50	85,911.69	0.00	4,618.81	0.00	0.00
912810QS0	15000.0000	US TREASURY BOND 3.75% 08/15/41	01/13/2012	10/26/2011	17,629.63	16,496.49	0.00	1,133.14	0.00	0.00
912810QS0	15000.0000	US TREASURY BOND 3.75% 08/15/41	01/31/2012	10/26/2011	17,450.33	16,495.40	0.00	954.93	0.00	0.00
912828DM9	20000.0000	US TREASURY BOND 4.0% 02/15/2015	01/19/2012	11/21/2011	22,198.37	22,133.67	0.00	64.70	0.00	0.00
912828DM9	25000.0000	US TREASURY BOND 4.0% 02/15/2015	05/01/2012	11/21/2011	27,508.71	27,429.96	0.00	78.75	0.00	0.00
912828DM9	25000.0000	US TREASURY BOND 4.0% 02/15/2015	05/01/2012	11/21/2011	27,502.85	27,429.96	0.00	72.89	0.00	0.00
912828DM9	225000.0000	US TREASURY BOND 4.0% 02/15/2015	05/24/2012	11/21/2011	246,787.33	246,377.26	0.00	410.07	0.00	0.00
912828QV5	120000.0000	US TREASURY I/L FRN 0.625% 07/15/21	01/06/2012	11/21/2011	129,787.94	127,711.86	0.00	2,076.08	0.00	0.00
912828RM4	130000.0000	US TREASURY N/B 1.00% 10/31/16	01/06/2012	11/04/2011	131,177.69	130,569.58	0.00	608.11	0.00	0.00

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 PASADENA, CA 91101

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				Stocks Bonds, etc.	Cost or Other Basis				
912828RT9	US TREASURY NOTE 1.375% 11/30/18								
200000.0000	03/22/2012	11/23/2011		197,163.26	199,468.63	0.00	-2,305.37	0.00	0.00
912828NW6	US TREASURY NOTE 1.875% 08/31/17								
350000.0000	04/13/2012	11/21/2011		36,654.16	36,358.41	0.00	295.75	0.00	0.00
912828RC6	US TREASURY NOTE 2.125% 08/15/21								
165000.0000	01/31/2012	Various		170,297.39	167,976.52	0.00	2,320.87	0.00	0.00
912828RC6	US TREASURY NOTE 2.125% 08/15/21								
125000.0000	09/07/2012	Various		132,392.08	127,768.91	0.00	4,623.17	0.00	0.00
912828ND8	US TREASURY NOTE 3.5% 05/15/20								
215000.0000	08/01/2012	11/21/2011		254,329.02	244,057.40	0.00	10,271.62	0.00	0.00
92769L101	VIRGIN MEDIA INC								
200.0000	01/13/2012	08/31/2011		4,672.93	5,102.46	0.00	-429.53	0.00	0.00
92769L101	VIRGIN MEDIA INC								
100.0000	01/13/2012	08/31/2011		2,345.65	2,551.23	0.00	-205.58	0.00	0.00
92769L101	VIRGIN MEDIA INC								
400.0000	01/17/2012	09/08/2011		9,455.57	10,198.48	0.00	-740.91	0.00	0.00
92769L101	VIRGIN MEDIA INC								
100.0000	01/17/2012	09/08/2011		2,364.75	2,549.12	0.00	-184.37	0.00	0.00

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 PASADENA, CA 91101

Capital Guardian Trust Company
 C/O PCS TAX, 6455 Irvine Center Dr, C-28
 Irvine, CA 92618

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
92857WAX8	VODAFONE GRP PLC SR UNSEC 1.625% 3-20-17	06/09/2012	03/13/2012		39,972.00	39,786.17	0.00	185.83	0.00	0.00
40000.0000										
931142CX9	WAL-MART STORES SR UNSEC 1.5% 10/25/15	10/22/2012	11/22/2011		41,181.20	40,442.31	0.00	738.89	0.00	0.00
40000.0000										
94974BFC9	WELLS FARGO CO BANK SR UNSEC 3.5% 3/8/22	09/04/2012	03/01/2012		21,286.60	19,956.40	0.00	1,330.20	0.00	0.00
20000.0000										
961214BR3	WESTPAC BANKING CORP 1.85% 12/09/13	11/16/2012	01/09/2012		20,292.00	20,060.48	0.00	231.52	0.00	0.00
20000.0000										
Total Short Term Sales					19,112,225.31	19,092,748.76		19,476.55	0.00	0.00
Long Term 15% Sales										
88579Y101	3M COMPANY	11/13/2012	Various	MMM	26,993.22	24,532.69	0.00	2,360.53	0.00	0.00
300.0000										
002819AA8	ABBOTT LABORATOR NOTE 5.15% DUE 11/30/12	11/30/2012	07/16/2008	ABT	40,000.00	40,000.00	0.00	0.00	0.00	0.00
40000.0000										
002824100	ABBOTT LABORATORIES	01/31/2012	Various		189,410.41	134,307.88	0.00	55,102.53	0.00	0.00
3500.0000										
002824A77	ABBOTT LABORATORIES 5.875% 05/15/2016	09/14/2012	06/29/2010		294,417.50	277,530.09	0.00	16,887.41	0.00	0.00
250000.0000										

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 PASADENA, CA 91101

Capital Guardian Trust Company
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 IRVINE, CA 92618

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01741R102	ALLEGHENY TECHNOLOGIES INC	05/31/2012	Various	ATI	6,404.10	0.00	-6,381.81	0.00	0.00
200.0000					12,785.91				
01741R102	ALLEGHENY TECHNOLOGIES INC	06/01/2012	10/21/2009	ATI	3,052.96	0.00	-443.15	0.00	0.00
100.0000					3,496.11				
01741R102	ALLEGHENY TECHNOLOGIES INC	06/04/2012	10/21/2009	ATI	2,970.39	0.00	-525.72	0.00	0.00
100.0000					3,496.11				
020002101	ALLSTATE CORP (THE)	09/25/2012	05/21/2009	ALL	3,999.88	0.00	1,393.81	0.00	0.00
100.0000					2,606.07				
020002101	ALLSTATE CORP (THE)	09/26/2012	05/21/2009	ALL	3,962.88	0.00	1,356.81	0.00	0.00
100.0000					2,606.07				
020002101	ALLSTATE CORP (THE)	09/27/2012	05/21/2009	ALL	7,943.86	0.00	2,731.72	0.00	0.00
200.0000					5,212.14				
031162AJ9	AMGEN INC 4 850% 11/18/2014	09/14/2012	02/22/2010		217,548.00	0.00	8,752.46	0.00	0.00
200000.0000					208,795.54				
037389103	AON CORP	04/12/2012	07/20/2010		7,357.13	0.00	2,048.93	0.00	0.00
150.0000					5,308.20				
037411105	APACHE CORP	01/31/2012	12/18/2009	APA	197,642.20	0.00	-4,153.80	0.00	0.00
2000.0000					201,796.00				

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Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
ACI02GT09	ASML HOLDING NV	248.4000	11/26/2012	Various	ASMLNA	7,785.86	0.00	5,133.78	0.00	0.00
ACI02GT09	ASML HOLDING NV	6000	12/12/2012	06/28/2010	ASMLNA	17.46	0.00	20.43	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC	5200.0000	01/31/2012	12/18/2009	ADP	220,401.91	0.00	64,535.45	0.00	0.00
060505104	BANK OF AMERICA CORP	5500.0000	01/31/2012	Various	BAC	97,202.00	0.00	-58,097.76	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC CL B	1125.0000	01/31/2012	12/06/2007	BRK B	53,012.95	0.00	35,068.24	0.00	0.00
087628905	BG GROUP PLC	500.0000	11/12/2012	06/03/2010		7,854.61	0.00	472.74	0.00	0.00
087628905	BG GROUP PLC	400.0000	11/14/2012	Various		6,396.45	0.00	225.05	0.00	0.00
087628905	BG GROUP PLC	200.0000	11/16/2012	Various		3,078.67	0.00	118.29	0.00	0.00
087628905	BG GROUP PLC	300.0000	11/20/2012	Various		4,178.21	0.00	691.83	0.00	0.00

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				Bonds, etc.	Cost or Other Basis				
097023AY1	BOEING CO 3.5% 2/15/15	10/22/2012	10/05/2009	213,822.00	202,682.74	0.00	11,139.26	0.00	0.00
400212908	BOUYGUES								
282.0000	04/13/2012 Various			7,857.82	20,086.15	0.00	-12,228.33	0.00	0.00
400212908	BOUYGUES								
132.0000	08/30/2012 Various			3,246.82	9,254.53	0.00	-6,007.71	0.00	0.00
400212908	BOUYGUES								
186.0000	08/30/2012 06/03/2010			4,549.41	7,761.26	0.00	-3,211.85	0.00	0.00
400212908	BOUYGUES								
170.0000	08/31/2012 06/03/2010			4,186.31	7,093.62	0.00	-2,907.31	0.00	0.00
055622104	BP PLC ADR								
3500.0000	01/31/2012 12/18/2009			158,427.95	198,030.00	0.00	-39,602.05	0.00	0.00
617232004	CANON INC								
200.0000	11/29/2012 Various			6,935.56	11,036.44	0.00	-4,100.86	0.00	0.00
617232004	CANON INC								
500.0000	11/30/2012 Various			17,515.57	25,872.22	0.00	-8,356.65	0.00	0.00
149123BM2	CATERPILLAR INC 5.700% DUE 08/15/16								
200000.0000	07/19/2012 06/29/2010			236,512.00	220,942.97	0.00	15,569.03	0.00	0.00

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156782104	CERNER CORP	07/09/2012	06/19/2007	CERN	8,188.05	2,807.81	0.00	5,380.24	0.00	0.00
100.0000										
191216100	COCA-COLA CO	01/31/2012	12/16/2008	KO	148,255.15	100,430.00	0.00	47,825.15	0.00	0.00
2200.0000										
194162103	COLGATE-PALMOLIVE CO	07/27/2012	03/10/2011	CL	10,685.35	7,893.78	0.00	2,791.57	0.00	0.00
100.0000										
194162103	COLGATE-PALMOLIVE CO	07/27/2012	03/09/2011	CL	10,604.74	7,890.31	0.00	2,714.43	0.00	0.00
100.0000										
209111DZ3	CON EDISON OF NY 5.625% DUE 07/01/12	07/02/2012	05/12/2008		50,000.00	50,000.00	0.00	0.00	0.00	0.00
50000.0000										
20825C104	CONOCOPHILLIPS	01/31/2012	Various	COP	218,128.60	198,195.30	0.00	19,933.30	0.00	0.00
3200.0000										
22160K105	COSTCO WHOLESALE CORP	01/31/2012	Various	COST	212,391.47	147,975.53	0.00	64,415.94	0.00	0.00
2600.0000										
22160K105	COSTCO WHOLESALE CORP	01/31/2012	12/16/2008	COST	16,337.81	10,551.17	0.00	5,786.64	0.00	0.00
200.0000										
018270009	CRH PLC	01/11/2012	Various	CRH LN	5,734.29	5,279.17	0.00	455.12	0.00	0.00
300.0000										

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Recipient's Name and Address:
THE LESLIE & ELAINE HOFFMAN FDN
JANE HOFFMAN POPOVICH, PRESIDENT
225 SOUTH LAKE AVE SUITE 1150
PASADENA, CA 91101

Account Number: 70-321900
Recipient's Tax ID Number: XX-XXX8600

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-28
IRVINE, CA 92618

☐ Corrected ☐ 2nd TIN notice

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
					Stocks, Bonds, etc.					Tax		
018270009	82.0000	CRH PLC	01/12/2012	03/18/2009	CRH.LN	1,592.50	896.89	0.00	695.61	0.00		0.00
B1Y9TB906	162.5882	DANONE	11/22/2012	Various	BN.FP	10,261.68	11,125.53	0.00	-863.85	0.00		0.00
B1Y9TB906	222.4118	DANONE	11/22/2012	Various	BN.FP	14,037.42	17,383.06	0.00	-3,345.64	0.00		0.00
B1Y9TB906	41.0000	DANONE	11/22/2012	04/13/2011	BN.FP	2,589.57	2,773.98	0.00	-184.41	0.00		0.00
B1Y9TB906	204.0000	DANONE	11/22/2012	Various	BN.FP	12,887.27	13,775.10	0.00	-887.83	0.00		0.00
25470F104	100.0000	DISCOVERY COMMUNICATIONS INC CL A	12/19/2012	02/28/2011	DISCA	6,299.48	4,271.18	0.00	2,028.30	0.00		0.00
25470F104	100.0000	DISCOVERY COMMUNICATIONS INC CL A	12/19/2012	03/01/2011	DISCA	6,304.37	4,244.41	0.00	2,059.96	0.00		0.00
278642103	500.0000	EBAY INC	01/06/2012	Various	EBAY	15,352.20	9,382.22	0.00	5,969.98	0.00		0.00
281020107	200.0000	EDISON INTERNATIONAL	01/06/2012	Various	EIX	8,084.66	6,470.33	0.00	1,614.33	0.00		0.00

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292505955	ENCANA CORP	11/12/2012	Various	1300.0000	ECA.CN	42,200.44	0.00	-15,254.77	0.00	0.00
31428X106	FEDEX CORP	06/15/2012	Various	300.0000	FDX	17,600.30	0.00	8,509.90	0.00	0.00
3133XUPZ0	FHLB 2.5/8 9/13/13 2.625% DUE 09/13/13	05/09/2012	09/23/2009	75000.0000		75,351.46	0.00	1,997.57	0.00	0.00
034521906	FIRSTGROUP PLC	12/06/2012	05/24/2011	300.0000	FGP.LN	1,686.87	0.00	785.16	0.00	0.00
034521906	FIRSTGROUP PLC	12/07/2012	05/24/2011	1700.0000	FGP.LN	9,558.94	0.00	-4,436.22	0.00	0.00
034521906	FIRSTGROUP PLC	12/11/2012	Various	900.0000	FGP.LN	5,063.94	0.00	-2,319.86	0.00	0.00
034521906	FIRSTGROUP PLC	12/18/2012	05/24/2011	400.0000	FGP.LN	2,251.83	0.00	-981.39	0.00	0.00
343412102	FLUOR CORP (NEW)	01/18/2012	03/26/2008	100.0000	FLR	7,129.83	0.00	-1,553.55	0.00	0.00
35906A108	FRONTIER COMMUNICATIONS CORP	01/31/2012	12/18/2009	1464.0000	FTR	12,307.82	0.00	-6,100.14	0.00	0.00

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		Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
B0C2CQ902	GDF SUEZ	300.0000	08/17/2012	Various	GSZ.FP	7,376.64	10,843.85	0.00	-3,467.21	0.00	0.00
370334104	GENERAL MILLS INC	200.0000	01/18/2012	12/30/2010	GIS	8,172.00	7,107.94	0.00	1,064.06	0.00	0.00
38141GDK7	GOLDMAN SACHS GRP INC	100000.0000	03/06/2012	06/06/2007	103,743.00	99,077.41	0.00	0.00	4,665.59	0.00	0.00
38259PF508	GOOGLE INC CL A	10.0000	09/06/2012	06/19/2007	GOOG	6,872.86	5,158.63	0.00	1,714.23	0.00	0.00
428236AV5	HEWLETT PACKARD CO	100000.0000	01/24/2012	02/25/2009	106,522.00	100,151.81	0.00	0.00	6,370.19	0.00	0.00
428236103	HEWLETT-PACKARD CO	3900.0000	01/31/2012	12/18/2009	HPQ	108,339.91	200,530.20	0.00	-92,190.29	0.00	0.00
437076AR3	HOME DEPOT INC SR UNSEC	200000.0000	04/09/2012	01/28/2010	215,612.00	207,661.37	0.00	0.00	7,950.63	0.00	0.00
643655004	HONG KONG/CHINA GAS	.4000	06/27/2012	11/03/2010	0.84	0.82	0.00	0.00	0.02	0.00	0.00
054052907	HSBC HOLDINGS PLC UKP	.6516	01/26/2012	06/03/2010	5.56	6.08	0.00	0.00	-0.52	0.00	0.00

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					Bonds, etc.	Cost or Other Basis				
459200B8	40000.0000	IBM CORP 4.75% 11/29/2012	11/29/2012	06/19/2007	40,000.00	40,000.00	0.00	0.00	0.00	0.00
459200101	100.0000	INTERNATIONAL BUSINESS MACHINES CORP	10/19/2012	06/02/2010	19,373.02	12,585.00	0.00	6,788.02	0.00	0.00
459200101	100.0000	INTERNATIONAL BUSINESS MACHINES CORP	10/22/2012	06/02/2010	19,384.73	12,585.00	0.00	6,799.73	0.00	0.00
459902102	100.0000	INTERNATIONAL GAME TECHNOLOGY	10/23/2012	12/29/2010	1,267.70	1,756.35	0.00	-488.65	0.00	0.00
459902102	100.0000	INTERNATIONAL GAME TECHNOLOGY	10/24/2012	12/29/2010	1,275.96	1,756.35	0.00	-480.39	0.00	0.00
459902102	200.0000	INTERNATIONAL GAME TECHNOLOGY	10/25/2012	12/30/2010	2,548.06	3,507.78	0.00	-959.72	0.00	0.00
459902102	200.0000	INTERNATIONAL GAME TECHNOLOGY	10/26/2012	12/28/2010	2,540.32	3,475.10	0.00	-934.78	0.00	0.00
478160104	3500.0000	JOHNSON & JOHNSON	01/31/2012	12/16/2008	230,103.78	205,534.00	0.00	24,569.78	0.00	0.00
48203R104	500.0000	JUNIPER NETWORKS INC	07/16/2012	Various	7,154.64	12,870.49	0.00	-5,715.85	0.00	0.00

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494550AR7	KINDER MORGAN 5% 12/15/13	10/04/2012	01/28/2010		209,640.00	205,672.35	0.00	3,967.65	0.00	0.00
595607904	KONINKLUKE KPN NV	07/24/2012	Various		23,798.88	43,923.96	0.00	-20,125.08	0.00	0.00
595607904	KONINKLUKE KPN NV	12/17/2012	06/03/2010		4,260.24	10,498.49	0.00	-6,238.25	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC	10/02/2012	06/02/2010	KRFT	15.64	10.21	0.00	5.43	0.00	0.00
50075NAH7	KRAFT FOODS INC 6.25% 06-01-12	06/01/2012	06/06/2007		100,000.00	100,000.00	0.00	0.00	0.00	0.00
50075N104	KRAFT FOODS INC CL A	04/16/2012	11/04/1982	KFT	7,511.83	103.71	0.00	7,408.12	0.00	0.00
501044CL3	KROGER CO 7.5% 01/15/2014	12/05/2012	11/22/2011		37,560.60	37,272.49	0.00	288.11	0.00	0.00
35000.0000	KURITA WATER INDUSTRIES LTD	03/28/2012	07/15/2010	6370.JP	2,465.98	2,891.88	0.00	-425.90	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD	04/19/2012	06/11/2010	6370.JP	2,375.72	2,703.32	0.00	-327.60	0.00	0.00

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649796000	KURITA WATER INDUSTRIES LTD	6370.JP	7,257.78	8,541.97	0.00	-1,284.19	0.00	0.00
300.0000	04/20/2012 Various							
649796000	KURITA WATER INDUSTRIES LTD	6370.JP	2,406.82	2,638.94	0.00	-232.12	0.00	0.00
100.0000	04/24/2012 08/03/2010							
649796000	KURITA WATER INDUSTRIES LTD	6370.JP	4,848.68	5,634.81	0.00	-786.12	0.00	0.00
200.0000	04/25/2012 Various							
649796000	KURITA WATER INDUSTRIES LTD	6370.JP	2,473.57	2,574.07	0.00	-100.50	0.00	0.00
100.0000	04/27/2012 06/02/2010							
649796000	KURITA WATER INDUSTRIES LTD	6370.JP	4,852.14	5,181.35	0.00	-329.22	0.00	0.00
200.0000	05/02/2012 Various							
649796000	KURITA WATER INDUSTRIES LTD	6370.JP	4,688.28	5,344.90	0.00	-656.63	0.00	0.00
200.0000	05/09/2012 Various							
649796000	KURITA WATER INDUSTRIES LTD	6370.JP	8,530.56	11,085.38	0.00	-2,554.82	0.00	0.00
400.0000	05/24/2012 Various							
649796000	KURITA WATER INDUSTRIES LTD	6370.JP	4,298.56	5,458.36	0.00	-1,159.80	0.00	0.00
200.0000	05/25/2012 Various							
B1YXBJ905	L'AIR LIQUIDE (L)	ALFP	33.15	35.17	0.00	-2.02	0.00	0.00
3000	07/05/2012 12/29/2010							

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					Stocks, Bonds, etc.						
54439NBX4	100000.0000	LOS ANGELES CDA TAXABLE B 6.00% 09/01/12	09/04/2012	07/09/2008	100,000.00		100,000.00	0.00	0.00	0.00	0.00
548661107	400.0000	LOWES COMPANIES INC	01/11/2012	08/11/2009	10,597.87	LOW	9,315.60	0.00	1,282.27	0.00	0.00
577081AS1	200000.0000	MATTEL 5.625% 2013 5.625% DUE 03/15/12	03/21/2012	12/08/2009	208,940.00		204,856.95	0.00	4,083.05	0.00	0.00
57772K101	100.0000	MAXIM INTEGRATED PRODS INC	01/03/2012	06/02/2010	2,652.39	MXIM	1,763.00	0.00	889.39	0.00	0.00
57772K101	100.0000	MAXIM INTEGRATED PRODS INC	01/04/2012	01/27/2009	2,600.46	MXIM	1,367.36	0.00	1,233.10	0.00	0.00
57772K101	100.0000	MAXIM INTEGRATED PRODS INC	01/05/2012	01/27/2009	2,608.10	MXIM	1,367.36	0.00	1,240.74	0.00	0.00
57772K101	100.0000	MAXIM INTEGRATED PRODS INC	01/06/2012	01/26/2009	2,607.86	MXIM	1,344.85	0.00	1,263.01	0.00	0.00
57772K101	100.0000	MAXIM INTEGRATED PRODS INC	01/09/2012	01/28/2009	2,636.74	MXIM	1,343.64	0.00	1,293.10	0.00	0.00
57772K101	100.0000	MAXIM INTEGRATED PRODS INC	01/11/2012	01/23/2009	2,629.12	MXIM	1,263.68	0.00	1,365.44	0.00	0.00

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57772K101	MAXIM INTEGRATED PRODS INC	100.0000	01/18/2012	01/22/2009	MXIM	2,734.03	1,137.28	0.00	1,596.75	0.00	0.00
580135101	MCDONALDS CORP	100.0000	05/10/2012	01/06/2011	MCD	9,222.82	7,466.75	0.00	1,756.07	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC	100.0000	05/04/2012	01/29/2008	MCHP	3,399.14	2,999.40	0.00	399.74	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC	100.0000	05/04/2012	01/29/2008	MCHP	3,381.42	2,970.85	0.00	410.57	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC	100.0000	05/07/2012	02/05/2008	MCHP	3,349.74	2,942.39	0.00	407.35	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC	100.0000	05/08/2012	02/05/2008	MCHP	3,294.19	2,942.38	0.00	351.81	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC	100.0000	05/09/2012	02/06/2008	MCHP	3,205.65	2,935.29	0.00	270.36	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC	100.0000	05/10/2012	01/28/2008	MCHP	3,172.57	2,660.54	0.00	512.03	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC	200.0000	05/10/2012	06/02/2010	MCHP	6,393.91	4,743.34	0.00	1,650.57	0.00	0.00

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595017104	MICROCHIP TECHNOLOGY INC	MCHP	3,215.60	2,194.49	0.00	1,021.11	0.00	0.00
100.0000	05/11/2012 10/07/2008							
620076AYS	MOTOROLA 5.325% DUE 11/15/12		202,514.00	202,001.07	0.00	4,512.93	0.00	0.00
200000.0000	01/13/2012 11/20/2009							
663710002	NEWCREST MINING NPV	NCM	15,930.96	16,916.75	0.00	-985.79	0.00	0.00
659.0000	06/21/2012 Various							
707752903	NOVO NORDISK A/S B	NOVOB.DC	1,601.75	793.41	0.00	808.34	0.00	0.00
11.0000	05/02/2012 02/17/2010							
681919106	OMNICOM GROUP INC	OMC	4,528.00	4,693.57	0.00	-165.57	0.00	0.00
100.0000	01/10/2012 11/08/2007							
681919106	OMNICOM GROUP INC	OMC	4,508.23	4,693.57	0.00	-185.34	0.00	0.00
100.0000	01/11/2012 11/08/2007							
681919106	OMNICOM GROUP INC	OMC	4,526.83	3,741.00	0.00	785.83	0.00	0.00
100.0000	01/12/2012 06/02/2010							
10138MAB1	PEPSI BOTTLING LLC 4.625% DUE 11/15/12		50,000.00	50,000.00	0.00	0.00	0.00	0.00
50000.0000	11/15/2012 05/12/2008							
713448108	PEPSICO INC	PEP	18,098.30	18,160.51	0.00	-62.21	0.00	0.00
275.0000	01/27/2012 Various							

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713448108	PEPSICO INC	PEP	21,546.46	19,834.12	0.00	1,712.34	0.00	0.00
325.0000	02/02/2012 Various							
73172K104	POLYCOM INC	PLCM						
200.0000	01/04/2012 04/22/2008		3,176.49	2,080.59	0.00	1,095.90	0.00	0.00
73172K104	POLYCOM INC	PLCM						
100.0000	01/05/2012 04/22/2008		1,586.46	1,040.30	0.00	546.16	0.00	0.00
73172K104	POLYCOM INC	PLCM						
300.0000	01/05/2012 04/22/2008		4,781.39	3,120.88	0.00	1,660.51	0.00	0.00
742718109	PROCTER & GAMBLE CO	PG						
4200.0000	01/31/2012 12/16/2008		263,929.23	253,087.38	0.00	10,841.85	0.00	0.00
760759100	REPUBLIC SERVICES INC	RSG						
200.0000	12/12/2012 12/28/2010		5,797.41	6,031.42	0.00	-234.01	0.00	0.00
780259206	ROYAL DUTCH SHELL CL A ADR	RDS A						
400.0000	11/14/2012 06/19/2007		26,763.80	31,888.10	0.00	-5,124.30	0.00	0.00
780259206	ROYAL DUTCH SHELL CL A ADR	RDS A						
300.0000	11/29/2012 06/19/2007		19,965.63	23,916.08	0.00	-3,950.45	0.00	0.00
808513105	SCHWAB CHARLES NEW	SCHW						
500.0000	11/09/2012 Various		6,520.75	9,292.54	0.00	-2,771.79	0.00	0.00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

Account Number: 70-321900
 Recipient's Tax ID Number: XX-XXX8600
 Recipient's Name and Address:
 THE LESLIE & ELAINE HOFFMAN FDN
 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-28
 IRVINE, CA 92618

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
808513105	SCHWAB CHARLES NEW	11/12/2012	Various	SCHW	10,341.28	14,408.56	0.00	-4,067.28	0.00	0.00
B2QKY0906	SHIRE PLC	10/01/2012	Various	SHP.LN	14,865.30	7,500.11	0.00	7,365.19	0.00	0.00
B2QKY0906	SHIRE PLC	10/01/2012	Various	SHP.LN	5,952.06	2,896.85	0.00	3,055.21	0.00	0.00
B2QKY0906	SHIRE PLC	10/01/2012	02/16/2009	SHP.LN	5,931.91	2,876.08	0.00	3,055.83	0.00	0.00
B2QKY0906	SHIRE PLC	10/02/2012	02/18/2009	SHP.LN	8,827.11	4,314.12	0.00	4,512.99	0.00	0.00
B2QKY0906	SHIRE PLC	10/02/2012	02/18/2009	SHP.LN	2,935.31	1,438.04	0.00	1,497.27	0.00	0.00
B2QKY0906	SHIRE PLC	10/03/2012	Various	SHP.LN	5,899.52	2,899.30	0.00	3,000.23	0.00	0.00
B2QKY0906	SHIRE PLC	10/03/2012	02/19/2009	SHP.LN	5,898.46	2,922.51	0.00	2,975.95	0.00	0.00
B2QKY0906	SHIRE PLC	10/03/2012	02/19/2009	SHP.LN	2,952.05	1,461.25	0.00	1,490.80	0.00	0.00

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2012 Tax Information Statement

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JANE HOFFMAN POPOVICH, PRESIDENT
225 SOUTH LAKE AVE SUITE 1150
PASADENA, CA 91101

Account Number: 70-321900
Recipient's Tax ID Number: XX-XXX8600

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
B2QKY0906	SHIRE PLC	10/04/2012	02/17/2009	5,896.38 SHP.LN	2,861.67	0.00	3,034.71	0.00	0.00
B2QKY0906	SHIRE PLC	10/19/2012	02/17/2009	2,974.52 SHP.LN	1,430.84	0.00	1,543.68	0.00	0.00
B2QKY0906	SHIRE PLC	10/19/2012	Various	17,913.18 SHP.LN	8,481.38	0.00	9,431.80	0.00	0.00
B2QKY0906	SHIRE PLC	10/19/2012	06/04/2009	2,987.62 SHP.LN	1,404.93	0.00	1,582.69	0.00	0.00
B2QKY0906	SHIRE PLC	10/19/2012	Various	8,976.75 SHP.LN	3,662.83	0.00	5,313.92	0.00	0.00
867224958	SUNCOR ENERGY INC	01/04/2012	10/29/2008	9,082.20 SUCN	6,897.07	0.00	2,185.13	0.00	0.00
688167006	TELEVISION BROADCAST	01/06/2012	11/04/2010	11,660.45 TLS.AU	10,865.27	0.00	795.18	0.00	0.00
7101.0000	TELSTRA CORP	03/30/2012	06/23/2010	24,253.59 TLS.AU	20,406.55	0.00	3,847.04	0.00	0.00
608728903	TELSTRA CORP	03/30/2012	02/03/2011	7,401.43 TLS.AU	6,160.49	0.00	1,240.94	0.00	0.00

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PASADENA, CA 91101

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CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Bonds, etc.	Stocks					
088470000		TESCO PLC									
3600.0000		05/24/2012	Various		16,970.04		24,014.23	0.00	-7,044.19	0.00	0.00
881624209		TEVA PHARMACEUTICAL INDS LTD-SP ADR				TEVA					
3000.0000		01/31/2012	12/18/2009		135,480.39		158,133.60	0.00	-22,653.21	0.00	0.00
917047102		URBAN OUTFITTERS INC				URBN					
300.0000		01/11/2012	Various		7,216.15		5,086.26	0.00	2,129.89	0.00	0.00
917047102		URBAN OUTFITTERS INC				URBN					
900.0000		01/11/2012	Various		21,670.93		32,547.38	0.00	-10,876.45	0.00	0.00
917047102		URBAN OUTFITTERS INC				URBN					
200.0000		01/11/2012	01/06/2011		4,815.77		7,055.26	0.00	-2,239.49	0.00	0.00
917047102		URBAN OUTFITTERS INC				URBN					
300.0000		01/12/2012	Various		7,272.94		4,704.98	0.00	2,567.96	0.00	0.00
92343V104		VERIZON COMMUNICATIONS				VZ					
6100.0000		01/31/2012	12/18/2009		229,537.37		188,370.75	0.00	41,166.62	0.00	0.00
92343V104		VERIZON COMMUNICATIONS				VZ					
300.0000		01/31/2012	01/08/2010		11,288.72		8,927.95	0.00	2,360.77	0.00	0.00
92826C839		VISA INC CL A				V					
400.0000		10/22/2012	Various		55,251.76		30,843.70	0.00	24,408.06	0.00	0.00

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2012 Tax Information Statement

Page 48 of 76

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 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
802YZ0905	WAL MART DE MEXICO, SAB DE C.V.		1100.0000	01/05/2012	10/02/2007	3,016.55	2,109.20	0.00	907.35	0.00	0.00
802YZ0905	WAL MART DE MEXICO, SAB DE C.V.		200.0000	01/12/2012	10/02/2007	555.50	383.49	0.00	172.01	0.00	0.00
802YZ0905	WAL MART DE MEXICO, SAB DE C.V.		1300.0000	01/13/2012	Various	3,638.58	2,492.69	0.00	1,145.89	0.00	0.00
931422109	WALGREEN CO	WAG	6200.0000	01/31/2012	Various	205,695.30	193,919.88	0.00	11,775.42	0.00	0.00
949746101	WELLS FARGO & CO (NEW)	WFC	5800.0000	01/31/2012	Various	169,849.16	139,227.90	0.00	30,621.26	0.00	0.00
384802104	WW GRAINGER INC	GWW	1000.0000	01/31/2012	12/18/2009	191,556.02	96,927.50	0.00	94,628.52	0.00	0.00
Total Long Term 15% Sales						6,575,007.59	6,178,376.66	0.00	396,630.97	0.00	0.00

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H. LESLIE AND ELAINE S. HOFFMAN FOUNDATION

Supplementary Information

2012

RECIPIENT NAME AND ADDRESS	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
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
a Paid during the year				
ANIMAL SHELTER OF WOOD RIVER VALLEY P O Box 1496 Los Angeles, CA 90027-1462	None	Public Charity	General Needs	1,000 00
BOY SCOUTS OF AMERICA 3450 E Sierra Madre Boulevard Pasadena, CA 91107-1934	None	Public Charity	General Needs	4,000 00
BOY SCOUTS OF AMERICA 2333 Scott Way Los Angeles, CA 90026	None	Public Charity	General Needs	1,000 00
BOYS & GIRLS CLUBS OF PASADENA 3450 E Sierra Madre Boulevard Pasadena, CA 91107-1934	None	Public Charity	General Needs	5,000 00
CAROUSEL RANCH, INC 34289 Rocking Horse Road Agua Dulce, CA 91390	None	Public Charity	General Needs	3,500 00
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 Sunset Blvd Los Angeles, CA 90027	None	Public Charity	General Needs	80,000 00
DEVIL PUPS 3027 Townsgate Road, Suite 210 Westlake Village, CA 91361-5806	None	Public Charity	General Needs	5,000 00
FIVE ACRES 760 W Mountain View Street Altadena, CA 91001-4996	None	Public Charity	General Needs	5,000 00
FOOTHILL FAMILY SERVICES 2500 E Foothill Blvd Suite 300 Pasadena, CA 91107	None	Public Charity	General Needs	12,500 00
FVO SOLUTIONS 789 North Fair Oaks Avenue Pasadena, CA 91103	None	Public Charity	General Needs	5,000 00
GIRL SCOUTS OF GREATER LOS ANGELES 801 S Grand Avenue, Suite 300 Los Angeles, CA 9017-4621	None	Public Charity	General Needs	500 00
GOOD SAMARITAN HOSPITAL 1225 Wilshire Blvd Los Angeles, CA 90017-1901	None	Public Charity	General Needs	20,000 00
GREATER LOS ANGELES ZOO ASSOC 5333 Zoo Drive Los Angeles, CA 90027	None	Public Charity	Contribution	19,850 00
GUIDE DOGS OF AMERICA 13445 Glenoaks Blvd Sylmar, CA 91342	None	Public Charity	General Needs	3,000 00
HILLSIDES HOME FOR CHILDREN 940 Avenue 64 Pasadena, CA 1005-2711	None	Public Charity	General Needs	5,000 00
HOLY FAMILY CHURCH 1527 Fremont South Pasadena, CA 91030	None	Public Charity	General Needs	10,000 00
HOOVER INSTITUTION Stanford University Stanford, CA 94305-6010	None	Public Charity	General Needs	5,000 00

Supplementary Information

2012

HUNTINGTON LIBRARY & ART GALLERY 1151 Oxford Road San Manno, CA 91108	None	Public Charity	General Needs	2,500 00
HUNTINGTON MEMORIAL HOSPITAL 100 W California Boulevard Pasadena, CA 91105	None	Public Charity	General Needs	110,000 00
KIDSPACE A PARTICIPATORY MUSEUM 480 North Arroyo Blvd Pasadena, CA 91103	None	Public Charity	General Needs	48,190 00
LOS ANGELES SPORTS COUNCIL FOUNDATION 350 S Bixel Street, Suite 250 Los Angeles, CA 90017	None	Public Charity	General Needs	1,200 00
MAYFIELD JUNIOR SCHOOL 405 South Euclid Avenue Pasadena, CA 91101	None	Public Charity	General Needs	10,000 00
MUSIC CENTER OF CALIFORNIA 135 North Grand Avenue Los Angeles, CA 90012	None	Public Charity	General Needs	5,000 00
PACIFIC LEGAL FOUNDATION 3900 Lennane Drive, Suite 200 Sacramento, CA 95834	None	Public Charity	General Needs	5,000 00
PASADENA ART ALLIANCE 464 East Walnut Street Pasadena, CA 91101-1690	None	Public Charity	General Needs	1,500.00
PASADENA GUILD OF CHILDREN'S HOSPITAL 4650 Sunset Blvd Ste M/S 4 Los Angeles, CA 90027	None		General Needs	2,500 00
PASADENA HUMANE SOCIETY 361 South Raymond Avenue Pasadena, CA 91105	None	Public Charity	General Needs	10,000 00
PASADENA MUSEUM OF CALIFORNIA ART 490 East Union Street Pasadena, CA 91101	None		General Needs	5,000 00
PASADENA PLAYHOUSE 600 Playhouse Alley Suite 300 Pasadena, CA 91101	None	Public Charity	General Needs	2,500 00
POLYTECHNIC SCHOOL 1030 East California Boulevard Pasadena, CA 91106-9972	None	Public Charity	General Needs	116,000.00
RONALD McDONALD HOUSE CHARITIES OF SOUTHERN CALIFORNIA 765 South Pasadena Avenue Pasadena, CA 91105	None	Public Charity	General Needs	10,000 00
SAN MARINO NATIONAL LITTLE LEAGUE P O Box 80184 San Manno, CA 91108	None	Public Charity	General Needs	800 00
SAN MARINO SCHOOLS FOUNDATION 2701 Huntington Drive San Manno, CA 91108	None	Public Charity	General Needs	10,000 00
ST EDMUNDS NURSERY SCHOOL P O Box 80038 San Manno, CA 91108	None	Public Charity	General Needs	1,000 00
ST LUKE'S WOOD RIVER FOUNDATION P O Box 7005 Ketchum, ID 83340	None	Public Charity	General Needs	2,500 00
STRATEGIC AIR & SPACE MUSEUM 28210 West Park Highway Ashland, NE 68003	None	Public Charity	Tools	402 00

H. LESLIE AND ELAINE S. HOFFMAN FOUNDATION

Supplementary Information

2012

SUN VALLEY CENTER FOR THE ARTS 191 Fifth Street East Ketchum, ID 83340	None	Public Chanty	General Needs	1,000 00
SUN VALLEY SUMMER SYMPHONY P.O. Box 1914 Sun Valley, ID 83353	None	Public Chanty	General Needs	1,000 00
UC REGENTS UCLA Medical Science Development 10945 Le Conte Ave , Suite 3132 Los Angeles, CA 90013	None	Public Chanty	General Needs	1,000 00
UNION RESCUE MISSION 545 S San Pedro Street Los Angeles, CA 90013	None	Public Chanty	General Needs	5,000 00
UNIVERSITY OF SOUTHERN CALIFORNIA Los Angeles, CA 90033-4697	None	Public Chanty	Marshall Sch Of Bus	200,000 00
			Sch Of Public Policy	1,000 00
			Keck Sch Of Medicine	1,000 00
			Athletic/Scholarship Club	30,000 00
UNIVERSITY OF WASHINGTON Box 354080 Seattle, WA 98195	None	Public Chanty	Athletic Department	1,000 00
TOTAL			3a	770,442 00

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
UNIVERSITY OF SOUTHERN CALIFORNIA, MARSHALL SCHOOL OF BUSINESS LOS ANGELES, CA	NONE	PUBLIC CHARITY	MARSHALL SCHOOL OF BUSINESS	1,500,000.
KIDSPACE MUSEUM LOS ANGELES, CA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500,000.
Total from continuation sheets				2,000,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME ON SAVINGS & CASH INVESTMENTS	191.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	191.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS/INTEREST FROM SECURITIES/INVESTMENT PARTNERSHIPS	754,651.	0.	754,651.
TOTAL TO FM 990-PF, PART I, LN 4	754,651.	0.	754,651.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	8,633.	8,633.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,633.	8,633.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	731.	731.		0.
TO FM 990-PF, PG 1, LN 16A	731.	731.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	7,300.	2,000.		5,300.	
TO FORM 990-PF, PG 1, LN 16B	7,300.	2,000.		5,300.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE FEES	369,358.	129,275.		240,083.	
INVESTMENT COUNSELING	201,106.	201,106.		0.	
TO FORM 990-PF, PG 1, LN 16C	570,464.	330,381.		240,083.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	16,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	16,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	10.	10.		0.	
MISCELLANEOUS	1,454.	1,405.		49.	
FILING FEES	150.	0.		0.	
BOND PREMIUM AMORTIZATION	84,515.	84,277.		0.	
PORTFOLIO EXPENSES	11,434.	11,434.		0.	
OTHER EXPENSES	249.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	97,812.	97,126.		49.	

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US & STATE GOVERNMENT OBLIGATIONS-CAPITAL GUARDIAN	X		3,233,051.	3,283,230.
STATE MUNICIPAL BONDS-CAPITAL GUARDIAN		X	324,469.	342,295.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,233,051.	3,283,230.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			324,469.	342,295.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,557,520.	3,625,525.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS-CAPITAL GUARDIAN	10,509,025.	14,622,621.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,509,025.	14,622,621.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-CAPITAL GUARDIAN	2,383,284.	2,470,844.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,383,284.	2,470,844.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MUTUAL FUND-CAPITAL GUARDIAN	COST	3,448,929.	3,280,919.
INVESTMENT IN MUTUAL FUND-UBS	COST	800,000.	1,020,671.
INVESTMENT IN ALTERNATIVE INVESTMENT-CAMDEN PRIVATE EQUITY	COST	222,066.	267,202.
INVESTMENT IN ALTERNATIVE INVESTMENT-DB GLOBAL SELECT	COST	386,507.	375,649.
MORTGAGE BACKED SECURITIES	COST	2,024,297.	2,035,086.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,881,799.	6,979,527.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	1,750.	0.	0.
PURCHASED INTEREST ON BONDS	11,423.	1,291.	1,291.
TO FORM 990-PF, PART II, LINE 15	13,173.	1,291.	1,291.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE H. POPOVICH 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 15.00	30,000.	0.	0.
J. KRISTOFFER POPOVICH 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 15.00	30,000.	0.	0.
JENNIFER ALLEN 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 15.00	30,000.	0.	0.
KIMBERELY SHEPHERD 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 15.00	30,000.	0.	0.
PATRICIA FINK 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 15.00	30,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		150,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. KRISTOFFER POPOVICH
225 S. LAKE AVE., STE 150
PASADENA, CA 91101

TELEPHONE NUMBER

N/A

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO FORMAL APPLICATION PROCEDURE, REQUESTS FOR GRANTS ARE RECEIVED IN ANY FORM.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE