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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012**Open to Public Inspection****For calendar year 2012 or tax year beginning**, 2012, and ending, 20

Name of foundation QUEEN OF ANGELS CLINIC AND RESEARCH FOUNDATION		A Employer identification number 95-6071172
Number and street (or P O box number if mail is not delivered to street address) 114 GRANVILLE AVENUE		B Telephone number (see instructions) (310) 472-8742
City or town, state, and ZIP code LOS ANGELES, CA 90049		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,635,520.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)
D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	100,000.	ATCH 1		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	45,887.	45,883.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	86,265.			
	b Gross sales price for all assets on line 6a 1,293,017.				
	7 Capital gain net income (from Part IV, line 2)		86,265.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	232,152.	132,148.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	2,500.	2,500.		
	b Accounting fees (attach schedule) ATCH 4	5,353.	4,903.		450.
	c Other professional fees (attach schedule)	20,395.	20,395.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	857.	857.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	535.	535.		
	24 Total operating and administrative expenses	29,640.	29,190.		450.
	Add lines 13 through 23	180,000.			180,000.
25 Contributions, gifts, grants paid	209,640.	29,190.	0	180,450.	
26 Total expenses and disbursements Add lines 24 and 25					
27 Subtract line 26 from line 12	22,512.				
a Excess of revenue over expenses and disbursements		102,958.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		13,608.	5,232.	5,232.
	2	Savings and temporary cash investments		7,635.	12,879.	12,879.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 8	1,396,667.	1,383,862.	1,383,862.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	159,734.	233,547.	233,547.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,577,644.	1,635,520.	1,635,520.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	1,124,584.	1,164,866.		
	25	Temporarily restricted				
	26	Permanently restricted	453,060.	470,654.		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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 (see instructions)	1,577,644.	1,635,520.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,577,644.	1,635,520.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,577,644.
2	Enter amount from Part I, line 27a	2	22,512.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	35,364.
4	Add lines 1, 2, and 3	4	1,635,520.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,635,520.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	86,265.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	170,309.	1,711,914.	0.099485
2010	188,870.	1,564,439.	0.120727
2009	190,552.	1,549,542.	0.122973
2008	185,648.	1,815,630.	0.102250
2007	176,032.	2,107,004.	0.083546
2 Total of line 1, column (d)			2 0.528981
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.105796
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,645,854.
5 Multiply line 4 by line 3			5 174,125.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,030.
7 Add lines 5 and 6			7 175,155.
8 Enter qualifying distributions from Part XII, line 4 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			8 180,450.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,030.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,030.
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	1,030.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,900.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,900.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	16.
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	854.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 854. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> CA, <input type="checkbox"/>		
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

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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?	13	X	
Website address NONE				
14	The books are in care of WILLIAM LA BELLE, TREASURER Telephone no 310-472-8742			
	Located at 114 GRANVILLE AVE, LOS ANGELES CA ZIP+4 90049			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1,615,789.
b	Average of monthly cash balances	1b	55,129.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,670,918.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,670,918.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,064.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,645,854.
6	Minimum investment return. Enter 5% of line 5	6	82,293.

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	82,293.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,030.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,030.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	81,263.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	81,263.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	81,263.

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	180,450.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,450.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,030.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	179,420.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				81,263.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			75,354.	
b Total for prior years 20 10 20 09 20 08				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 180,450.				
a Applied to 2011, but not more than line 2a			75,354.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	100,000.			
d Applied to 2012 distributable amount				5,096.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	100,000.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				76,167.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	100,000.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
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				

Form 990-PF (2012)

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

N/A

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

N/A

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

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

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

N/A

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

SEE ATTACHMENT 13

c Any submission deadlines

SEE ATTACHMENT 13

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

SEE ATTACHMENT 13

Part XV Supplementary Information (continued)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 12				
Total			▶ 3a	180,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	45,887.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	86,265.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					132,152.	
13 Total. Add line 12, columns (b), (d), and (e)					132,152.	

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

**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 William J. La Belle / 11-15-13 Date

► SECR./TREAS.
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

GARY POLICH

Preparer's signature

Date

11/15/13

Check <input type="checkbox"/> if self-employed

PTIN

P00953753

Firm's name ► MARCUM LLP

Firm's EIN ► 11-1986323

Firm's address ► 1920 MAIN STREET, SUITE 950
IRVINE, CA

92614-8216

Phone no 949-236-5600

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION

Employer identification number

95-6071172

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

Name of organization **QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION**Employer identification number
95-6071172**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ADAMS-MASTROVICH FAMILY FOUNDATION SIXTH & MARQUETTE MINNEAPOLIS, MN 55479-0046	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization **QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION**

Employer identification number
95-6071172

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

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

Name of organization **QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION**

Employer identification number
95-6071172

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust **QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION**

Employer identification number
95-6071172

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 3,110.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					5 3,110.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 81,798.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 1,357.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 83,155.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		3,110.
14	Net long-term gain or (loss):			
a	Total for year	14a		83,155.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		86,265.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3) or	b	\$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

QUEEN OF ANGELS CLINIC AND RESEARCH

Employer identification number

95-6071172

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 372.083 SHS OPPENHEIMER DEVELOPMNG MKT	03/16/2011	03/16/2012	12,501.	12,527.	-26.
2156.95 SHS EATON VANCE STRCT EM MRKT	12/14/2011	03/16/2012	31,750.	27,307.	4,443.
218.48 SHS OPPENHEIMER DEVELOPMNG MKT	03/22/2011	03/16/2012	7,326.	7,507.	-181.
403.56 SHS WF ADV ULTR SCH-TRM MUNI INC	09/30/2011	03/19/2012	1,945.	1,945.	
220 SHS CONSUMER STAPLES SECTOR SPDR	10/19/2011	03/19/2012	7,390.	6,784.	606.
4.26 SHS PRINCIPAL PREFERRED SEC-INS	12/19/2011	03/19/2012	43.	40.	3.
1142.86 SHS GOLDMAN SACHS ULT-SH DUR GVT	09/29/2011	03/19/2012	10,023.	10,000.	23.
1190.85 SHS PRINCIPAL PREFERRED SEC-INS	09/30/2011	03/19/2012	11,909.	11,170.	739.
0.63 SHS GATEWAY FUND	03/19/2012	03/26/2012	17.	17.	
155 SHS ISHARES MSCI BRAZIL	03/19/2012	04/09/2012	9,692.	10,486.	-794.
45 SHS WATERS CORP	08/03/2011	05/22/2012	3,735.	3,706.	29.
9.59 SHS CREDIT SUISSE COMM RET ST-CO	12/16/2011	05/24/2012	74.	76.	-2.
50 SHS CONCHO RESOURCES INC	08/03/2011	06/01/2012	4,185.	4,634.	-449.
25 SHS DEER & CO	06/20/2011	06/01/2012	1,792.	1,979.	-187.
40 SHS DEER & CO	10/12/2011	06/01/2012	2,866.	2,885.	-19.
160 SHS ENSCO PLC-CL A	03/07/2012	06/01/2012	7,074.	8,806.	-1,732.
25 SHS FEDEX CORPORATION	12/22/2011	06/01/2012	2,135.	2,114.	21.
110 SHS FMC TECHNOLOGIES INC.	08/03/2011	06/01/2012	4,266.	4,834.	-568.
5 SHS INTERNATIONAL BUSINESS MACHINES	12/21/2011	06/01/2012	946.	906.	40.
50 SHS COSTCO WHOLESALE CORP	10/18/2011	06/01/2012	4,271.	4,205.	66.
40 SHS COSTCO WHOLESALE CORP	10/12/2011	06/01/2012	3,417.	3,262.	155.
40 SHS COACH INC	03/07/2012	06/01/2012	2,556.	2,951.	-395.
115 SHS CELGENE CORP COM	12/22/2011	06/01/2012	7,505.	7,675.	-170.
95 SHS ALLERGAN INC	08/03/2011	06/01/2012	8,367.	7,385.	982.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

QUEEN OF ANGELS CLINIC AND RESEARCH

Employer identification number

95-6071172

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 65 SHS COMPANHIA DE BEBIDAS-PRF ADR	06/20/2011	06/01/2012	2,367.	2,064.	303.
70 SHS PNC FINANCIAL SERVICES GROUP	12/21/2011	06/01/2012	4,072.	3,980.	92.
225 SHS MARVELL TECHNOLOGY GROUP	02/14/2012	06/01/2012	2,709.	3,576.	-867.
55 SHS MONSANTO CO	10/18/2011	06/01/2012	4,188.	4,065.	123.
16.73 SHS TEMPLETON GLOBAL BOND FUND	12/15/2011	06/01/2012	204.	205.	-1.
405.71 SHS VANGUARD GNMA FUND ADM	09/29/2011	06/01/2012	4,499.	4,524.	-25.
5004.57 SHS VANGUARD GNMA FUND ADM	09/30/2011	06/01/2012	55,501.	55,851.	-350.
140 SHS INTUIT	08/03/2011	06/01/2012	7,698.	6,353.	1,345.
65 SHS LAS VEGAS SANDS CORP	02/14/2012	06/01/2012	2,761.	3,347.	-586.
70 SHS COCO COLA CO.	08/03/2011	06/01/2012	5,115.	4,694.	421.
30 SHS ABBOTT LABORATORIES	06/01/2012	06/08/2012	1,852.	1,818.	34.
450.86 SHS VANGUARD GNMA FUND ADM	09/29/2011	06/12/2012	5,000.	5,027.	-27.
658 SHS POWERSHARES DYNAMIC OIL SVC	08/05/2011	06/12/2012	11,324.	13,912.	-2,588.
214 SHS POWERSHARES DYNAMIC OIL SVC	08/09/2011	06/12/2012	3,683.	4,202.	-519.
450.86 SHS VANGUARD GNMA FUND ADM	09/29/2011	06/13/2012	5,000.	5,027.	-27.
3284.07 SHS PIMCO COMMODITY REAL RET STRAT.	05/24/2012	06/13/2012	20,000.	20,722.	-722.
1223.46 SHS RIDGEWORTH SEIX HY BD	09/30/2011	06/22/2012	11,770.	11,170.	600.
3888.4 SHS RIDGEWORTH SEIX HY BD	11/22/2011	06/22/2012	37,406.	35,851.	1,555.
4303.51 SHS PIMCO COMMODITY REAL RET STRAT.	05/24/2012	06/28/2012	26,639.	27,155.	-516.
90 SHS ABBOTT LABORATORIES	06/01/2012	07/06/2012	5,793.	5,453.	340.
1050 SHS ELEMENTS ROGERS AGRI TOT RET	06/13/2012	07/09/2012	9,975.	8,600.	1,375.
2673.8 SHS MORGAN STANLEY INS EMRG	06/01/2012	07/10/2012	31,524.	30,000.	1,524.
0.48 SHS MORGAN STANLEY INS EMRG	07/03/2012	07/10/2012	6.	6.	
301.46 SHS ARBITRAGE FUND CLASS I	12/07/2011	07/12/2012	3,937.	4,037.	-100.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

QUEEN OF ANGELS CLINIC AND RESEARCH

Employer identification number

95-6071172

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1056.6 SHS ARBITRAGE FUND CLASS I	12/14/2011	07/12/2012	13,799.	14,116.	-317.
628.18 SHS GATEWAY FUND	12/15/2011	07/12/2012	16,904.	16,421.	483.
25 SHS COMCAST CORP CLASS A	06/01/2012	08/17/2012	849.	716.	133.
25 SHS ANHEUSER-BUSCH INBEV	06/01/2012	08/17/2012	2,024.	1,643.	381.
212 SHS HEWLETT PACKARD CO	06/01/2012	08/30/2012	3,552.	4,518.	-966.
365 SHS ISHARES S&P LATIN AMERICA	04/09/2012	09/13/2012	15,644.	16,885.	-1,241.
764.045 SHS DIAMOND HILL LONG-SHORT FD	12/15/2011	09/19/2012	14,127.	12,682.	1,445.
60 SHS AVALONBAY CMNTYS INC.	06/01/2012	10/11/2012	8,044.	8,230.	-186.
6899.72 SHS VANGUARD SHORT-TERM FED-ADM	09/19/2012	10/23/2012	75,000.	75,069.	-69.
100 SHS ABBOTT LABORATORIE S	06/01/2012	11/07/2012	6,459.	6,059.	400.
20 SHS GILEAD SCIENCES INC	06/01/2012	11/07/2012	1,310.	975.	335.
35 SHS ANHEUSER-BUSCH INBEV	06/01/2012	11/20/2012	2,988.	2,300.	688.
5 SHS GOOGLE, INC.	06/08/2012	11/20/2012	3,350.	2,895.	455.
600 SHS ISHARES S&P LATIN AMERICA	04/09/2012	12/07/2012	25,406.	27,756.	-2,350.
924.19 SHS VANGUARD SHORT-TERM FED-ADM	07/10/2012	12/14/2012	10,064.	10,046.	18.
453.22 SHS VANGUARD SHORT-TERM FED-ADM	09/19/2012	12/14/2012	4,936.	4,931.	5.
379.65 SHS ARBITRAGE FUND CLASS I	12/14/2011	03/26/2012	5,000.	5,072.	-72.
0.61 SHS EATON CORP PLC	12/07/2012	12/17/2012	32.	32.	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 3,110.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 94 SHS VERIZON COMMUNICATIONS	09/16/2010	02/14/2012	3,562.	2,939.	623.
25 SHS EXXON MOBIL CORPORATION	08/11/2010	02/14/2012	2,104.	1,515.	589.
15 SHS EXXON MOBIL CORPORATION	07/21/2010	02/14/2012	1,262.	885.	377.
25000 ELI LILLY & CO. 5.50%	04/02/2009	03/06/2012	25,000.	25,650.	-650.
135 SHS JOHNSON & JOHNSON	10/13/1995	03/07/2012	8,686.	2,611.	6,075.
50 SHS ECOLAB INC	10/05/2009	03/07/2012	2,959.	2,268.	691.
1322 SHS ISHARES TR MSCI EMERGING MKT	11/10/2005	03/19/2012	58,075.	36,504.	21,571.
206.57 SHS DIAMOND HILL LONG-SHORT FD	07/08/2008	03/19/2012	3,776.	3,673.	103.
184.62 SHS GATEWAY FUND	03/09/2011	03/26/2012	4,983.	4,911.	72.
275.48 SHS DIAMOND HILL LONG-SHORT FD	07/08/2008	03/26/2012	5,000.	4,898.	102.
100 SHS ISHARES MSCI BRAZIL	03/22/2011	04/09/2012	6,253.	7,432.	-1,179.
135 SHS ISHARES MSCI CHILE INVESTABLE	09/28/2010	04/09/2012	9,164.	9,993.	-829.
150 SHS ISHARES MSCI CHILE INVESTABLE	08/18/2010	04/09/2001	10,182.	10,191.	-9.
145 SHS ISHARES MSCI BRAZIL	08/18/2010	04/09/2012	9,066.	10,257.	-1,191.
0.5 SHS PHILLIPS 66	03/16/2010	05/22/2012	16.	12.	4.
100 SHS NETAPP INC	06/11/2010	05/22/2012	3,344.	3,855.	-511.
6240.75 SHS CREDIT SUISSE COMM RT ST	09/28/2010	05/24/2012	47,867.	53,920.	-6,053.
75 SHS CONCHO RESOURCES INC.	01/24/2011	06/01/2012	6,277.	6,688.	-411.
80 SHS STARWOOD HOTELS & RESORTS	03/29/2011	06/01/2012	3,934.	4,542.	-608.
52 SHS PHILLIPS 66	03/16/2010	06/01/2012	1,534.	1,242.	292.
75 SHS POTASH CORP SASK	11/22/2010	06/01/2012	2,815.	3,521.	-706.
10 SHS INTERNATIONAL BUSINESS MACHINES	04/03/2006	06/01/2012	1,891.	835.	1,056.
30 SHS INTERNATIONAL BUSINESS MACHINES	06/16/2003	06/01/2012	5,673.	2,528.	3,145.
120 SHS FMC TECHNOLOGIES INC	01/24/2011	06/01/2012	4,654.	5,252.	-598.
50 SHS ECOLAB INC	10/05/2009	06/01/2012	3,090.	2,268.	822.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
210 SHS DANAHER CORP	11/09/2009	06/01/2012	10,504.	7,641.	2,863.
55 SHS DEERE & CO.	04/27/2011	06/01/2012	3,941.	5,228.	-1,287.
25 SHS CONCHO RESOURCES INC.	02/10/2011	06/01/2012	2,092.	2,463.	-371.
120 SHS CITRIX SYS INC	01/20/2009	06/01/2012	8,564.	2,711.	5,853.
105 SHS CONOCOPHILLIPS	03/16/2010	06/01/2012	5,350.	4,218.	1,132.
125 SHS ACCENTURE PLC	01/20/2009	06/01/2012	6,892.	4,003.	2,889.
85 SHS EXXON MOBIL CORPORATION	07/21/2010	06/01/2012	6,621.	5,013.	1,608.
79 SHS VISA INC CLASS A SHARES	01/20/2009	06/01/2012	8,868.	3,393.	5,475.
50 SHS STERICYCLE INC	11/22/2010	06/01/2012	4,294.	3,623.	671.
80 SHS STERICYCLE INC	06/11/2010	06/01/2012	6,871.	5,042.	1,829.
25 SHS PROCTOR & GAMBLE CO	05/25/2006	06/01/2012	1,539.	1,377.	162.
40 SHS PROCTOR & GAMBLE CO	11/10/2005	06/01/2012	2,463.	2,262.	201.
17 SHS PRECISION CASTPARTS INC.	10/29/2010	06/01/2012	2,758.	2,331.	427.
53 SHS PRECISION CASTPARTS INC.	10/29/2010	06/01/2012	8,598.	7,274.	1,324.
2596.36 SHS TEMPLETON GLOBAL BOND FD ADV	03/16/2010	06/01/2012	31,702.	34,220.	-2,518.
50000 GENERAL ELECTRIC CAP COR 4.750%	09/14/2004	06/01/2012	53,547.	49,682.	3,865.
103 SHS POWERSHARES DYNAMIC OIL SVC	12/16/2010	06/12/2012	1,773.	2,191.	-418.
292 SHS POWERSHARES DYNAMIC OIL SVC	12/17/2010	06/12/2012	5,025.	6,209.	-1,184.
240 SHS POWERSHARES DYNAMIC OIL SVC	03/09/2011	06/12/2012	4,130.	6,031.	-1,901.
45 SHS COOPER INDUSTRIES PLC	01/20/2009	07/06/2012	3,060.	1,254.	1,806.
818.28 SHS DIAMOND HILL LONG-SHORT FD	07/08/2008	07/12/2012	13,984.	14,549.	-565.
37.53 SHS GATEWAY FUND	03/09/2011	07/12/2012	1,010.	998.	12.
30 SHS NESTLE S.A. REGISTERED SHARES	10/24/2008	08/17/2012	1,847.	1,122.	725.
20 SHS BHP BILLITON LIMITED	11/22/2010	08/17/2012	1,384.	1,713.	-329.
345 SHS ISHARES NASDAQ BIOTECH INDEX	08/23/2011	09/13/2012	48,061.	30,624.	17,437.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Employer identification number

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Schedule D-1 (Form 1041) 2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				1,357.	
12,501.		372.083 SHS OPPENHEIMER DEVELOPMNG MKT PROPERTY TYPE: SECURITIES 12,527.				-26.	03/16/2011 03/16/2012
31,750.		2156.95 SHS EATON VANCE STRCT EM MRKT PROPERTY TYPE: SECURITIES 27,307.				4,443.	12/14/2011 03/16/2012
7,326.		218.48 SHS OPPENHEIMER DEVELOPMNG MKT PROPERTY TYPE: SECURITIES 7,507.				-181.	03/22/2011 03/16/2012
1,945.		403.56 SHS WF ADV ULTR SCH-TRM MUNI INC PROPERTY TYPE: SECURITIES 1,945.					09/30/2011 03/19/2012
7,390.		220 SHS CONSUMER STAPLES SECTOR SPDR PROPERTY TYPE: SECURITIES 6,784.				606.	10/19/2011 03/19/2012
43.		4.26 SHS PRINCIPAL PREFERRED SEC-INS PROPERTY TYPE: SECURITIES 40.				3.	12/19/2011 03/19/2012
10,023.		1142.86 SHS GOLDMAN SACHS ULT-SH DUR GVT PROPERTY TYPE: SECURITIES 10,000.				23.	09/29/2011 03/19/2012
11,909.		1190.85 SHS PRINCIPAL PREFERRED SEC-INS PROPERTY TYPE: SECURITIES 11,170.				739.	09/30/2011 03/19/2012
17.		0.63 SHS GATEWAY FUND PROPERTY TYPE: SECURITIES 17.					03/19/2012 03/26/2012
9,692.		155 SHS ISHARES MSCI BRAZIL PROPERTY TYPE: SECURITIES 10,486.				-794.	03/19/2012 04/09/2012
3,735.		45 SHS WATERS CORP PROPERTY TYPE: SECURITIES 3,706.				29.	08/03/2011 05/22/2012
		9.59 SHS CREDIT SUISSE COMM RET ST-CO					12/16/2011 05/24/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
74.		PROPERTY TYPE: SECURITIES 76.				-2.	
4,185.		50 SHS CONCHO RESOURCES INC PROPERTY TYPE: SECURITIES 4,634.				-449.	06/01/2012
1,792.		25 SHS DEER & CO PROPERTY TYPE: SECURITIES 1,979.				-187.	06/01/2012
2,866.		40 SHS DEER & CO PROPERTY TYPE: SECURITIES 2,885.				-19.	06/01/2012
7,074.		160 SHS ENSCO PLC-CL A PROPERTY TYPE: SECURITIES 8,806.				-1,732.	06/01/2012
2,135.		25 SHS FEDEX CORPORATION PROPERTY TYPE: SECURITIES 2,114.				21.	06/01/2012
4,266.		110 SHS FMC TECHNOLOGIES INC. PROPERTY TYPE: SECURITIES 4,834.				-568.	06/01/2012
946.		5 SHS INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES 906.				40.	06/01/2012
4,271.		50 SHS COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES 4,205.				66.	06/01/2012
3,417.		40 SHS COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES 3,262.				155.	06/01/2012
2,556.		40 SHS COACH INC PROPERTY TYPE: SECURITIES 2,951.				-395.	06/01/2012
7,505.		115 SHS CELGENE CORP COM PROPERTY TYPE: SECURITIES 7,675.				-170.	06/01/2012

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
8,367.		95 SHS ALLERGAN INC PROPERTY TYPE: SECURITIES 7,385.				08/03/2011 982.	06/01/2012
2,367.		65 SHS COMPANHIA DE BEBIDAS-PRF ADR PROPERTY TYPE: SECURITIES 2,064.				06/20/2011 303.	06/01/2012
4,072.		70 SHS PNC FINANCIAL SERVICES GROUP PROPERTY TYPE: SECURITIES 3,980.				12/21/2011 92.	06/01/2012
2,709.		225 SHS MARVELL TECHNOLOGY GROUP PROPERTY TYPE: SECURITIES 3,576.				02/14/2012 -867.	06/01/2012
4,188.		55 SHS MONSANTO CO PROPERTY TYPE: SECURITIES 4,065.				10/18/2011 123.	06/01/2012
204.		16.73 SHS TEMPLETON GLOBAL BOND FUND PROPERTY TYPE: SECURITIES 205.				12/15/2011 -1.	06/01/2012
4,499.		405.71 SHS VANGUARD GNMA FUND ADM PROPERTY TYPE: SECURITIES 4,524.				09/29/2011 -25.	06/01/2012
55,501.		5004.57 SHS VANGUARD GNMA FUND ADM PROPERTY TYPE: SECURITIES 55,851.				09/30/2011 -350.	06/01/2012
7,698.		140 SHS INTUIT PROPERTY TYPE: SECURITIES 6,353.				08/03/2011 1,345.	06/01/2012
2,761.		65 SHS LAS VEGAS SANDS CORP PROPERTY TYPE: SECURITIES 3,347.				02/14/2012 -586.	06/01/2012
5,115.		70 SHS COCO COLA CO. PROPERTY TYPE: SECURITIES 4,694.				08/03/2011 421.	06/01/2012
1,852.		30 SHS ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 1,818.				06/01/2012 34.	06/08/2012

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,000.		450.86 SHS VANGUARD GNMA FUND ADM PROPERTY TYPE: SECURITIES 5,027.				P	09/29/2011 -27.	06/12/2012
11,324.		658 SHS POWERSHARES DYNAMIC OIL SVC PROPERTY TYPE: SECURITIES 13,912.				P	08/05/2011 -2,588.	06/12/2012
3,683.		214 SHS POWERSHARES DYNAMIC OIL SVC PROPERTY TYPE: SECURITIES 4,202.				P	08/09/2011 -519.	06/12/2012
5,000.		450.86 SHS VANGUARD GNMA FUND ADM PROPERTY TYPE: SECURITIES 5,027.				P	09/29/2011 -27.	06/13/2012
20,000.		3284.07 SHS PIMCO COMMODITY REAL RET STR PROPERTY TYPE: SECURITIES 20,722.				P	05/24/2012 -722.	06/13/2012
11,770.		1223.46 SHS RIDGEWORTH SEIX HY BD PROPERTY TYPE: SECURITIES 11,170.				P	09/30/2011 600.	06/22/2012
37,406.		3888.4 SHS RIDGEWORTH SEIX HY BD PROPERTY TYPE: SECURITIES 35,851.				P	11/22/2011 1,555.	06/22/2012
26,639.		4303.51 SHS PIMCO COMMODITY REAL RET STR PROPERTY TYPE: SECURITIES 27,155.				P	05/24/2012 -516.	06/28/2012
5,793.		90 SHS ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 5,453.				P	06/01/2012 340.	07/06/2012
9,975.		1050 SHS ELEMENTS ROGERS AGRI TOT RET PROPERTY TYPE: SECURITIES 8,600.				P	06/13/2012 1,375.	07/09/2012
31,524.		2673.8 SHS MORGAN STANLEY INS EMRG PROPERTY TYPE: SECURITIES 30,000.				P	06/01/2012 1,524.	07/10/2012
6.		0.48 SHS MORGAN STANLEY INS EMRG PROPERTY TYPE: SECURITIES 6.				P	07/03/2012	07/10/2012

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,937.		301.46 SHS ARBITRAGE FUND CLASS I PROPERTY TYPE: SECURITIES 4,037.				P	12/07/2011	07/12/2012 -100.
13,799.		1056.6 SHS ARBITRAGE FUND CLASS I PROPERTY TYPE: SECURITIES 14,116.				P	12/14/2011	07/12/2012 -317.
16,904.		628.18 SHS GATEWAY FUND PROPERTY TYPE: SECURITIES 16,421.				P	12/15/2011	07/12/2012 483.
849.		25 SHS COMCAST CORP CLASS A PROPERTY TYPE: SECURITIES 716.				P	06/01/2012	08/17/2012 133.
2,024.		25 SHS ANHEUSER-BUSCH INBEV PROPERTY TYPE: SECURITIES 1,643.				P	06/01/2012	08/17/2012 381.
3,552.		212 SHS HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 4,518.				P	06/01/2012	08/30/2012 -966.
15,644.		365 SHS ISHARES S&P LATIN AMERICA PROPERTY TYPE: SECURITIES 16,885.				P	04/09/2012	09/13/2012 -1,241.
14,127.		764.045 SHS DIAMOND HILL LONG-SHORT FD PROPERTY TYPE: SECURITIES 12,682.				P	12/15/2011	09/19/2012 1,445.
8,044.		60 SHS AVALONBAY CMNTYS INC. PROPERTY TYPE: SECURITIES 8,230.				P	06/01/2012	10/11/2012 -186.
75,000.		6899.72 SHS VANGUARD SHORT-TERM FED-ADM PROPERTY TYPE: SECURITIES 75,069.				P	09/19/2012	10/23/2012 -69.
6,459.		100 SHS ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 6,059.				P	06/01/2012	11/07/2012 400.
1,310.		20 SHS GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 975.				P	06/01/2012	11/07/2012 335.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,988.		35 SHS ANHEUSER-BUSCH INBEV PROPERTY TYPE: SECURITIES 2,300.				P	06/01/2012 688.	11/20/2012
3,350.		5 SHS GOOGLE, INC. PROPERTY TYPE: SECURITIES 2,895.				P	06/08/2012 455.	11/20/2012
25,406.		600 SHS ISHARES S&P LATIN AMERICA PROPERTY TYPE: SECURITIES 27,756.				P	04/09/2012 -2,350.	12/07/2012
10,064.		924.19 SHS VANGUARD SHORT-TERM FED-ADM PROPERTY TYPE: SECURITIES 10,046.				P	07/10/2012 18.	12/14/2012
4,936.		453.22 SHS VANGUARD SHORT-TERM FED-ADM PROPERTY TYPE: SECURITIES 4,931.				P	09/19/2012 5.	12/14/2012
5,000.		379.65 SHS ARBITRAGE FUND CLASS I PROPERTY TYPE: SECURITIES 5,072.				P	12/14/2011 -72.	03/26/2012
32.		0.61 SHS EATON CORP PLC PROPERTY TYPE: SECURITIES 32.				P	12/07/2012	12/17/2012
3,562.		94 SHS VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 2,939.				P	09/16/2010 623.	02/14/2012
2,104.		25 SHS EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 1,515.				P	08/11/2010 589.	02/14/2012
1,262.		15 SHS EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 885.				P	07/21/2010 377.	02/14/2012
25,000.		25000 ELI LILLY & CO. 5.50% PROPERTY TYPE: SECURITIES 25,650.				P	04/02/2009 -650.	03/06/2012
8,686.		135 SHS JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 2,611.				P	10/13/1995 6,075.	03/07/2012

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,959.		50 SHS ECOLAB INC PROPERTY TYPE: SECURITIES 2,268.				P	10/05/2009 691.	03/07/2012
58,075.		1322 SHS ISHARES TR MSCI EMERGING MKT PROPERTY TYPE: SECURITIES 36,504.				P	11/10/2005 21,571.	03/19/2012
3,776.		206.57 SHS DIAMOND HILL LONG-SHORT FD PROPERTY TYPE: SECURITIES 3,673.				P	07/08/2008 103.	03/19/2012
4,983.		184.62 SHS GATEWAY FUND PROPERTY TYPE: SECURITIES 4,911.				P	03/09/2011 72.	03/26/2012
5,000.		275.48 SHS DIAMOND HILL LONG-SHORT FD PROPERTY TYPE: SECURITIES 4,898.				P	07/08/2008 102.	03/26/2012
6,253.		100 SHS ISHARES MSCI BRAZIL PROPERTY TYPE: SECURITIES 7,432.				P	03/22/2011 -1,179.	04/09/2012
9,164.		135 SHS ISHARES MSCI CHILE INVESTABLE PROPERTY TYPE: SECURITIES 9,993.				P	09/28/2010 -829.	04/09/2012
10,182.		150 SHS ISHARES MSCI CHILE INVESTABLE PROPERTY TYPE: SECURITIES 10,191.				P	08/18/2010 -9.	04/09/2001
9,066.		145 SHS ISHARES MSCI BRAZIL PROPERTY TYPE: SECURITIES 10,257.				P	08/18/2010 -1,191.	04/09/2012
16.		0.5 SHS PHILLIPS 66 PROPERTY TYPE: SECURITIES 12.				P	03/16/2010 4.	05/22/2012
3,344.		100 SHS NETAPP INC PROPERTY TYPE: SECURITIES 3,855.				P	06/11/2010 -511.	05/22/2012
47,867.		6240.75 SHS CREDIT SUISSE COMM RT ST PROPERTY TYPE: SECURITIES 53,920.				P	09/28/2010 -6,053.	05/24/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,277.		75 SHS CONCHO RESOURCES INC. PROPERTY TYPE: SECURITIES 6,688.				P	01/24/2011	06/01/2012
							-411.	
3,934.		80 SHS STARWOOD HOTELS & RESORTS PROPERTY TYPE: SECURITIES 4,542.				P	03/29/2011	06/01/2012
							-608.	
1,534.		52 SHS PHILLIPS 66 PROPERTY TYPE: SECURITIES 1,242.				P	03/16/2010	06/01/2012
							292.	
2,815.		75 SHS POTASH CORP SASK PROPERTY TYPE: SECURITIES 3,521.				P	11/22/2010	06/01/2012
							-706.	
1,891.		10 SHS INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES 835.				P	04/03/2006	06/01/2012
							1,056.	
5,673.		30 SHS INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES 2,528.				P	06/16/2003	06/01/2012
							3,145.	
4,654.		120 SHS FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 5,252.				P	01/24/2011	06/01/2012
							-598.	
3,090.		50 SHS ECOLAB INC PROPERTY TYPE: SECURITIES 2,268.				P	10/05/2009	06/01/2012
							822.	
10,504.		210 SHS DANAHER CORP PROPERTY TYPE: SECURITIES 7,641.				P	11/09/2009	06/01/2012
							2,863.	
3,941.		55 SHS DEERE & CO. PROPERTY TYPE: SECURITIES 5,228.				P	04/27/2011	06/01/2012
							-1,287.	
2,092.		25 SHS CONCHO RESOURCES INC. PROPERTY TYPE: SECURITIES 2,463.				P	02/10/2011	06/01/2012
							-371.	
8,564.		120 SHS CITRIX SYS INC PROPERTY TYPE: SECURITIES 2,711.				P	01/20/2009	06/01/2012
							5,853.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
5,350.		105 SHS CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 4,218.				03/16/2010 1,132.	06/01/2012
6,892.		125 SHS ACCENTURE PLC PROPERTY TYPE: SECURITIES 4,003.				01/20/2009 2,889.	06/01/2012
6,621.		85 SHS EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 5,013.				07/21/2010 1,608.	06/01/2012
8,868.		79 SHS VISA INC CLASS A SHARES PROPERTY TYPE: SECURITIES 3,393.				01/20/2009 5,475.	06/01/2012
4,294.		50 SHS STERICYCLE INC PROPERTY TYPE: SECURITIES 3,623.				11/22/2010 671.	06/01/2012
6,871.		80 SHS STERICYCLE INC PROPERTY TYPE: SECURITIES 5,042.				06/11/2010 1,829.	06/01/2012
1,539.		25 SHS PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES 1,377.				05/25/2006 162.	06/01/2012
2,463.		40 SHS PROCTOR & GAMBLE CO PROPERTY TYPE: SECURITIES 2,262.				11/10/2005 201.	06/01/2012
2,758.		17 SHS PRECISION CASTPARTS INC. PROPERTY TYPE: SECURITIES 2,331.				10/29/2010 427.	06/01/2012
8,598.		53 SHS PRECISION CASTPARTS INC. PROPERTY TYPE: SECURITIES 7,274.				10/29/2010 1,324.	06/01/2012
31,702.		2596.36 SHS TEMPLETON GLOBAL BOND FD ADV PROPERTY TYPE: SECURITIES 34,220.				03/16/2010 -2,518.	06/01/2012
53,547.		50000 GENERAL ELECTRIC CAP COR 4.750% PROPERTY TYPE: SECURITIES 49,682.				09/14/2004 3,865.	06/01/2012

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,773.		103 SHS POWERSHARES DYNAMIC OIL SVC PROPERTY TYPE: SECURITIES 2,191.				P	12/16/2010 -418.	06/12/2012
5,025.		292 SHS POWERSHARES DYNAMIC OIL SVC PROPERTY TYPE: SECURITIES 6,209.				P	12/17/2010 -1,184.	06/12/2012
4,130.		240 SHS POWERSHARES DYNAMIC OIL SVC PROPERTY TYPE: SECURITIES 6,031.				P	03/09/2011 -1,901.	06/12/2012
3,060.		45 SHS COOPER INDUSTRIES PLC PROPERTY TYPE: SECURITIES 1,254.				P	01/20/2009 1,806.	07/06/2012
13,984.		818.28 SHS DIAMOND HILL LONG-SHORT FD PROPERTY TYPE: SECURITIES 14,549.				P	07/08/2008 -565.	07/12/2012
1,010.		37.53 SHS GATEWAY FUND PROPERTY TYPE: SECURITIES 998.				P	03/09/2011 12.	07/12/2012
1,847.		30 SHS NESTLE S.A. REGISTERED SHARES PROPERTY TYPE: SECURITIES 1,122.				P	10/24/2008 725.	08/17/2012
1,384.		20 SHS BHP BILLITON LIMITED PROPERTY TYPE: SECURITIES 1,713.				P	11/22/2010 -329.	08/17/2012
48,061.		345 SHS ISHARES NASDAQ BIOTECH INDEX PROPERTY TYPE: SECURITIES 30,624.				P	08/23/2011 17,437.	09/13/2012
4,705.		254.6 SHS DIAMOND HILL LONG-SHORT FD PROPERTY TYPE: SECURITIES 4,336.				P	03/09/2011 369.	09/19/2012
2,625.		142.02 SHS DIAMOND HILL LONG-SHORT FD PROPERTY TYPE: SECURITIES 2,525.				P	07/08/2008 100.	09/19/2012
7,147.		255 SHS ISHARES INC MSCI CDA INDEX FD PROPERTY TYPE: SECURITIES 6,809.				P	10/19/2011 338.	10/24/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
32,340.		1327 SHS ISHARES MSCI AUSTRALIA INDEX PROPERTY TYPE: SECURITIES 22,348.				06/15/2009 9,992.	10/24/2012
6,531.		268 SHS ISHARES MSCI AUSTRALIA INDEX PROPERTY TYPE: SECURITIES 5,781.				08/18/2010 750.	10/24/2012
7,311.		300 SHS ISHARES MSCI AUSTRALIA INDEX PROPERTY TYPE: SECURITIES 6,785.				10/19/2011 526.	10/24/2012
13,282.		545 SHS ISHARES MSCI AUSTRALIA INDEX PROPERTY TYPE: SECURITIES 12,607.				08/24/2011 675.	10/24/2012
30,047.		1072 SHS ISHARES INC MSCI CDA INDEX FD PROPERTY TYPE: SECURITIES 23,735.				06/15/2009 6,312.	10/24/2012
8,633.		308 SHS ISHARES INC MSCI CDA INDEX FD PROPERTY TYPE: SECURITIES 8,180.				08/18/2010 453.	10/24/2012
12,333.		440 SHS ISHARES INC MSCI CDA INDEX FD PROPERTY TYPE: SECURITIES 12,556.				08/24/2011 -223.	10/24/2012
12,500.		500 SHS BNY CAPITAL PROPERTY TYPE: SECURITIES 12,435.				02/22/2011 65.	11/26/2012
7,540.		95 SHS COOPER INDUSTRIES PLC PROPERTY TYPE: SECURITIES 2,647.				01/20/2009 4,893.	11/30/2012
25,000.		2272.73 SHS VANGUARD GNMA FUND-ADM PROPERTY TYPE: SECURITIES 25,341.				09/29/2011 -341.	12/14/2012
27,173.		5500 INTERNATIONAL FINANCE 8.000% PROPERTY TYPE: SECURITIES 31,781.				11/29/2010 -4,608.	09/17/2012
152.		ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 138.				01/01/2001 14.	VARIOUS
TOTAL GAIN (LOSS)						<u>86,265.</u>	

QUEEN OF ANGELS CLINIC AND RESEARCH

95-6071172

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
ADAMS-MASTROVICH FAMILY FOUNDATION SIXTH & MARQUETTE MINNEAPOLIS, MN 55479-0046	11/23/2012	100,000.
TOTAL CONTRIBUTION AMOUNTS		<u>100,000.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND	30,483.	30,483.
INTEREST FROM SECURITIES	14,926.	14,926.
EXEMPT INTEREST DIVIDENDS	4.	
DIVIDENDS - CHAMBER STREET PROPERTIES	474.	474.
TOTAL	<u>45,887.</u>	<u>45,883.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,500.	2,500.		
TOTALS	<u>2,500.</u>	<u>2,500.</u>		

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	3,000.	2,550.		450.
BOOKKEEPING	2,353.	2,353.		
TOTALS	<u>5,353.</u>	<u>4,903.</u>		<u>450.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TRUSTEE FEES	20,395.	20,395.
TOTALS	<u>20,395.</u>	<u>20,395.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	857.	857.
TOTALS	<u>857.</u>	<u>857.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MEETING EXPENSE	363.	363.
MISCELLANEOUS EXPENSE	55.	55.
FTB FILING FEE	10.	10.
ATTORNEY GENERAL REGIST. FEE	60.	60.
OFFICE SUPPLIES	47.	47.
TOTALS	<u>535.</u>	<u>535.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE EQUITIES	500,015.	500,015.
PREFERRED SECURITIES	115,470.	115,470.
DOMESTIC MUTUAL FUNDS	32,499.	32,499.
INTERNATIONAL MUTUAL FUNDS	265,697.	265,697.
REAL ESTATE INVESTMENT TRUSTS	76,123.	76,123.
REAL ASSET FUNDS	162,139.	162,139.
COMPLEMENTARY STRATEGIES	231,919.	231,919.
TOTALS	<u>1,383,862.</u>	<u>1,383,862.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE OBLIGATIONS	51,751.	51,751.
INTERNATIONAL OBLIGATIONS		
DOMESTIC MUTUAL FUNDS	181,796.	181,796.
TOTALS	<u>233,547.</u>	<u>233,547.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAINS ON INVESTMENTS	35,364.
TOTAL	<u>35,364.</u>

QUEEN OF ANGELS CLINIC AND RESEARCH

95-6071172

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
TIRSO DEL JUNCO, M.D. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	PRES/TRUSTEE 1.00
PETER F. MCANDREWS, ESQ. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	VP/TRUSTEE 1.00
MAUREEN MINEHAN NEGLIA 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00
WILLIAM REGAN 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00
MARILYN SHIPMAN 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00
WILLIAM LA BELLE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	SECT & TREAS/TRUSTEE 1.00

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QUEEN OF ANGELS CLINIC AND RESEARCH

95-6071172

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

ATTACHMENT 11 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

HARRY W. FRAZEE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
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DALLAS E. MARVIL 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
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STEVEN R. PINGEL 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
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LILA ROSE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
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JAMES J. SALZ, M.D. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
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SISTER PAULA VANDEGAER, S.S.S. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
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GRAND TOTALS

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ST. ANNE'S HOME 155 N. OCCIDENTAL BLVD. LOS ANGELES, CA 90026	N/A	PUBLIC CHARITY	MEDICAL EQUIPMENT / MEDICAL SERVICES YOUNG MOTHERS CARE	15,000.
KNIGHTS OF MALTA FREE CLINIC, INC. 465 CALIFORNIA STREET SAN FRANCISCO, CA 94104	N/A	PUBLIC CHARITY	MEDICAL EQUIPMENT / MEDICAL SERVICES POOR/ELDERLY MEDICAL CARE	22,000.
SISTERS SERVANTS OF MARY 3121 WEST 27TH STREET LOS ANGELES, CA 90018-3018	N/A	PUBLIC CHARITY	CARE OF THE SICK AND ELDERLY IN HOME	11,000
NAZERETH HOUSE 3333 MANNING AVENUE LOS ANGELES, CA 90064	N/A	PUBLIC CHARITY	CARE OF THE ELDERLY	11,000.
GOOD SHEPHERD SHELTER 2561 W. VENICE BLVD. LOS ANGELES, CA 90019-6233	N/A	PUBLIC CHARITY	TRANSPORTATION FOR NEEDY FAMILIES; CARE FOR THE ELDERLY	10,000
BROTHERS HELPERS INC 215 FOOTHILL BLVD LA CANADA FLT, CA 91011-3754	N/A	PUBLIC CHARITY	FURNISHING MEALS TO THE INDIGENT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KNIGHTS OF COLUMBUS 11967 SUNSET BOULEVARD LOS ANGELES, CA 90049	N/A PUBLIC CHARITY	HELP FOR THE NEEDY AND POOR; HELP FOR DISABLED VETERANS, ASSISTANCE WITH TUITION SUPPORT FOR NEEDY STUDENTS ATTENDING CATHOLIC SCHOOLS	12,000
LITTLE SISTERS OF THE POOR JEANNE JUGAN RESIDENCE 2100 S. WESTERN AVENUE SAN PEDRO, CA 90732	N/A PUBLIC CHARITY	PROVIDE ASSISTED LIVING AND SKILLED NURSING FACILITIES FOR NEEDY AND ELEDERLY; ASSIST WITH SPIRITUAL NEEDS OF THE ELDERLY POOR	10,000.
INTERNATIONAL LIFE SERVICES 2606 1/2 WEST 8TH STREET LOS ANGELES, CA 90057	N/A PUBLIC CHARITY	PROVIDE ABSTINENCE TRAINING FOR TEENS AND YOUNG ADULTS	15,000
ST. MARY'S COLLEGE OF CALIFORNIA P.O. BOX 3005 MORAGA, CA 94575	N/A PUBLIC CHARITY	PROVIDE TUITION ASSISTANCE TO STUDENTS OF NEEDY FAMILIES	11,000.
THOMAS AQUINAS COLLEGE 10,000 OJAI ROAD SANTA PAULA, CA 93060	N/A PUBLIC CHARITY	PROVIDE TUITION ASSISTANCE TO STUDENTS OF NEEDY FAMILIES	10,000.
CATHOLIC CHARITIES OF LOS ANGELES, INC. 1531 WEST 9TH STREET LOS ANGELES, CA 90015	N/A PUBLIC CHARITY	PROVIDE ASSISTANCE TO POOR AND NEEDY PEOPLE / PROVIDE ASSISTANCE TO STUDENTS	11,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIVE ACTION 117 BERNAL ROAD 70-153 SAN JOSE, CA 95119	N/A PUBLIC CHARITY	TO PROMOTE A CULTURE OF LIFE AND RESPECT FOR HUMAN DIGNITY	11,000.
MARYMOUNT HIGH SCHOOL 10643 SUNSET BOULEVARD LOS ANGELES, CA 90077	N/A PUBLIC CHARITY	PROVIDE TUITION ASSISTANCE TO NEEDY FAMILIES	11,000.
GOOD SHEPHERD CENTER 267 BELMONT AVENUE LOS ANGELES, CA 90026	N/A PUBLIC CHARITY		10,000.
TOTAL CONTRIBUTIONS PAID			<u>180,000.</u>



Queen of Angels
Clinic &
Research Foundation

Office of the Secretary
181 North Kenton Avenue
Los Angeles, CA 90047

165 N. Occidental Blvd. • Los Angeles, California 90028

Directive for Application for Grant

The Foundation is a nonprofit corporation, incorporated in 1960 in the state of California. It manages four funds. They are:

1) The General Fund

This fund is utilized for operational expenses, and is restricted to general purposes such as: medical education; medical research; paramedical, technical and nursing education; public education; medical service to the public, especially to needy persons; and assistance to treatment and medical education centers in capital equipment projects. Assistance to needy persons usually is through agencies serving them.

2) The Cosler Fund

Its resources are limited to activities proscribed by the General Fund, and must apply to cancer.

3) The Foley Fund

Historically, this fund has been confined to medical education, medical research, and medical services, principally focused on medical schools. Its uses conform to the Foundation's objectives. Its donors currently make recommendations for grants from its resources.

4) Mary Adams Balmet Fund

Directives for assignment from this fund are being formulated, and will correspond to the Foundation's objectives.

_____ 0 _____

Applications for grants may require consideration for three to six months before decisions are made.

_____ 0 _____

CALIFORNIA NON-PROFIT CORPORATION

Applications for grants will be considered when the following requirements for information have been satisfactorily fulfilled

- 1) Complete identity of the organization, institution or individual seeking the grant:

Name:

Address: (If mailing address is different, specify)

Telephone:

Ext:

Name of person most familiar with details of the request.

Is there an IRS identification number?

Is this a nonprofit agency (corporation, club, and association)?

- 2) Principal activity of the requester.
- 3) Describe purpose of the requested grant, and how it will be utilized. (Is this a new service or project, or one already established?)
- 4) Describe how this project, and specifically this grant, will be of benefit to the general public.
- 5) What grant is requested. Amt: \$
- 6) How does the requested grant apply to the overall expenditures of the project of service?
- 7) How much of the total budgeted expenditures for the project already have been received, or pledged, and from whom?
- 8) What are the starting dates of the project? (Be specific; if there are possibilities of delay, or abandonment of the enterprise, give details.)
- 9) What time schedule, as it pertains to the requested grant, is envisaged? List specific dates as to when the requested funds will actually be used.
- 10) Describe and enumerate any particular sections of society who will especially benefit through the requested grant.
- 11) Describe and enumerate any sections of society in the general service area of this project who, for any reason, will be unable or ineligible to benefit from such a grant. (This specifically applies to age, sex, ethnic, racial and religious groupings.)

- 12) Describe any benefits that will accrue as a result of this project and the proposed grant to citizens of other nations, particularly neighboring and Latin American countries.
- 13) What studies have been made of future growth of this project or service, and needs for future funding.
- 14) Identify the persons of primary responsibility connected with the request of the grant.
 - A) List chief executive officers, directors, trustees;
 - B) List the person or persons and the specific departments (clinics, boards, committees, etc.) to be most responsible for utilizing the requested -grant.
- 15) Include any other information considered by the requester to be pertinent to the application.

Summary

An elaborate presentation is not requested. What is sought is a brief, concise, factual statement of what is needed, why it is needed, when it is needed, how and when it will be used, by whom, for whom, where, and to what extent.

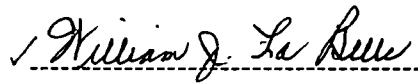
Mail your statement, with a covering letter if it is desired, to:

Queen of Angels Clinic & Research Foundation
122 N. Occidental Blvd.
Los Angeles, California 90026

Address only revised January 26, 1999

QUEEN OF ANGELS CLINIC AND RESEARCH FOUNDATION
EIN: 95-6071172
ELECTION PURSUANT TO T.D. REGULATION SECTION 53.4942(a)-3(d)(2)
2012

Pursuant to Regulation Section 53.4942(a)-3(d)(2), Queen of Angels Clinic and Research Foundation hereby elects to treat \$100,000 of 2012 qualifying distributions as made from corpus.

A handwritten signature in cursive script, reading "William J. La Belle", is written over a horizontal dashed line.

William La Belle
Secretary/Treas./Trustee