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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

, and ending

Name of foundation CARL E. WYNN FOUNDATION		A Employer identification number 95-6136231
Number and street (or P.O. box number if mail is not delivered to street address) 444 SOUTH FLOWER ST.	Room/suite 1700	B Telephone number (877) 686-9215
City or town, state, and ZIP code LOS ANGELES, CA 90071-2901		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 25,702,902.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

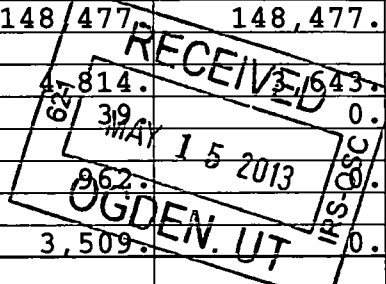
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		712,324.	712,324.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		415,147.			
b Gross sales price for all assets on line 6a 4,455,804.			415,147.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,127,471.	1,127,471.		
13 Compensation of officers, directors, trustees, etc		200,000.	60,000.		140,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		14,650.	0.		14,650.
c Other professional fees STMT 3		148,477.	148,477.		0.
17 Interest					
18 Taxes STMT 4		47,814.	643.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		3,509.	0.		962.
24 Total operating and administrative expenses. Add lines 13 through 23		372,451.	212,120.		159,121.
25 Contributions, gifts, grants paid		1,119,630.			1,119,630.
26 Total expenses and disbursements. Add lines 24 and 25		1,492,081.	212,120.		1,278,751.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<364,610.>			
b Net investment income (if negative, enter -0-)			915,351.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

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SCANNED MAY 21 2013



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,113,132.	896,938.	896,938.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6		1,604,289.	1,506,977.	1,574,853.
	b	Investments - corporate stock STMT 7		13,054,023.	13,306,520.	16,559,441.
	c	Investments - corporate bonds STMT 8		6,808,394.	6,504,832.	6,671,650.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶ 2,382.					
	Less: accumulated depreciation STMT 9 ▶ 2,362.		59.	20.	20.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		22,579,897.	22,215,287.	25,702,902.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		22,579,897.	22,215,287.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		22,579,897.	22,215,287.		
31	Total liabilities and net assets/fund balances		22,579,897.	22,215,287.		

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	22,579,897.
2	Enter amount from Part I, line 27a	2	<364,610.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	22,215,287.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,215,287.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CHARLES SCHWAB	P	VARIOUS	VARIOUS
b CHARLES SCHWAB	P	VARIOUS	VARIOUS
c LEGAL RECOVERIES RE: INVESTMENT ASSETS	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 254,721.		264,527.	<9,806.>
b 4,009,422.		3,776,130.	233,292.
c 502.			502.
d 191,159.			191,159.
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<9,806.>
b			233,292.
c			502.
d			191,159.
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	415,147.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,203,614.	25,582,838.	.047048
2010	1,148,174.	24,612,709.	.046650
2009	1,366,438.	23,044,609.	.059295
2008	1,510,578.	27,247,317.	.055440
2007	1,182,667.	30,486,737.	.038793

2 Total of line 1, column (d)	2	.247226
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	.049445
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	25,543,053.
5 Multiply line 4 by line 3	5	1,262,976.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,154.
7 Add lines 5 and 6	7	1,272,130.
8 Enter qualifying distributions from Part XII, line 4	8	1,278,751.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	9,154.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	9,154.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	9,154.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	4,461.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	4,461.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	4,693.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☒			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>CARL E. WYNN FOUNDATION</u> Telephone no. ► <u>(877) 686-9215</u> Located at ► <u>444 SO. FLOWER ST, SUITE 1700, LOS ANGELES, CA</u> ZIP+4 ► <u>90071-2901</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		200,000.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	25,011,923.
b	Average of monthly cash balances	1b	920,110.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	25,932,033.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	25,932,033.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	388,980.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,543,053.
6	Minimum investment return. Enter 5% of line 5	6	1,277,153.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,277,153.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,154.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,154.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,267,999.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,267,999.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,267,999.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,278,751.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,278,751.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	9,154.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,269,597.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,267,999.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,119,630.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,278,751.				
a Applied to 2011, but not more than line 2a			1,119,630.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				159,121.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,108,878.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

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

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



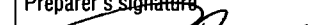


Signature of officer or trustee Date Title

☒ Yes ☐ No

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

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	RUDOLPH J. FUCHS		04/22/13		P00280153
	Firm's name ▶ TALLEY & COMPANY			Firm's EIN ▶ 33-0689542	
	Firm's address ▶ 600 CITY PARKWAY WEST #650 ORANGE, CA 92868			Phone no. 714-867-2200	

990-PF

218261
05-01-12 # - Current year section 179 (D) - Asset disposed

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
CHARLES SCHWAB - DIVIDENDS	591,429.	191,159.	400,270.		
CHARLES SCHWAB - INTEREST	321,856.	0.	321,856.		
CHARLES SCHWAB - LESS ACCRUED INTEREST PAID	<9,802.>	0.	<9,802.>		
TOTAL TO FM 990-PF, PART I, LN 4	903,483.	191,159.	712,324.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL & PROFESSIONAL FEES	14,650.	0.		14,650.	
TO FORM 990-PF, PG 1, LN 16B	14,650.	0.		14,650.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADVISOR FEE	148,477.	148,477.		0.	
TO FORM 990-PF, PG 1, LN 16C	148,477.	148,477.		0.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,643.	3,643.		0.	
FEDERAL EXCISE TAX ON INVESTMENT INCOME	1,171.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	4,814.	3,643.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE	947.	0.		947.	
INSURANCE	1,575.	0.		1,575.	
OFFICE EXPENSE	37.	0.		37.	
MEMBERSHIP FEE	695.	0.		695.	
POSTAGE	90.	0.		90.	
STATE FILING FEES	165.	0.		165.	
TO FORM 990-PF, PG 1, LN 23	3,509.	0.		3,509.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
FEDERAL AGENCY	X		1,506,977.	1,574,853.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,506,977.	1,574,853.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,506,977.	1,574,853.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
EQUITIES	7,790,123.		10,292,803.	
EQUITIES FUND	4,950,183.		5,455,457.	
OTHERS - REITS	566,214.		811,181.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,306,520.		16,559,441.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME-CORPORATE BONDS	4,926,595.	5,066,228.	
FIXED INCOME-LONG TERM CD'S	1,578,237.	1,605,422.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,504,832.	6,671,650.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,704.	1,704.	0.
COMPUTER EQUIPMENT	678.	658.	20.
TOTAL TO FM 990-PF, PART II, LN 14	2,382.	2,362.	20.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOROTHY L. FREY 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	SECRETARY-TREASURER/TRUSTEE 20.00	70,000.	0.	0.
WILLIAM CHRISTIAN 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	PRESIDENT/TRUSTEE 20.00	100,000.	0.	0.
BILLIE A. FISCHER 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	VICE PRESIDENT/TRUSTEE 20.00	10,000.	0.	0.
MEL MASUDA 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	VICE PRES. & ASST. SECRETARY/TRUSTEE 20.00	10,000.	0.	0.
JAKI FISCHER 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	VICE PRESIDENT/TRUSTEE 20.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		200,000.	0.	0.

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization 990-PF**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012Attachment
Sequence No **179****CARL E. WYNN FOUNDATION****FORM 990-PF PAGE 1****95-6136231****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	39.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.	S/L	
c 40-year	/		40 yrs	MM	S/L

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	39.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No		24b If "Yes," is the evidence written? ☐ Yes ☐ No						
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use.								
		%			S/L			
		%			S/L			
		%			S/L			
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report.					44

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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Date Prepared: February 8, 2013

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES MSCI EMRG MKT F	464287234	1,700.00	01/12/12	04/27/12	\$ 71,721.42	\$ 67,294.95	\$ 0.00	\$ 4,426.47
Security Subtotal					\$ 71,721.42	\$ 67,294.95	\$ 0.00	\$ 4,426.47
JPMORGAN CHASE & CO	46625H100	400.00	03/02/12	04/27/12	\$ 17,331.86	\$ 16,310.36	\$ 0.00	\$ 1,021.50
Security Subtotal					\$ 17,331.86	\$ 16,310.36	\$ 0.00	\$ 1,021.50
VENTAS INC REIT	92276F100	200.00	01/12/12	11/26/12	\$ 12,995.15	\$ 10,814.95	\$ 0.00	\$ 2,180.20
Security Subtotal					\$ 12,995.15	\$ 10,814.95	\$ 0.00	\$ 2,180.20
Total Short-Term (Cost basis is reported to the IRS)					\$ 102,048.43	\$ 94,420.26	\$ 0.00	\$ 7,628.17

Short-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
HESS CORPORATION	42809H107	100.00	04/19/11	03/02/12	\$ 6,539.43	\$ 7,762.85	\$ 0.00	\$ (1,223.42)
HESS CORPORATION	42809H107	100.00	04/19/11	03/02/12	\$ 6,539.43	\$ 7,763.35	\$ 0.00	\$ (1,223.92)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return. Date Prepared: February 8, 2013

Short-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
HESS CORPORATION	42809H107	100.00	04/19/11	03/02/12	\$ 6,539.53	\$ 7,763.35	\$ 0.00	\$ (1,223.82)
HESS CORPORATION	42809H107	100.00	04/19/11	03/02/12	\$ 6,539.53	\$ 7,763.35	\$ 0.00	\$ (1,223.82)
HESS CORPORATION	42809H107	100.00	04/19/11	03/02/12	\$ 6,539.54	\$ 7,763.02	\$ 0.00	\$ (1,223.48)
HESS CORPORATION	42809H107	200.00	04/19/11	03/02/12	\$ 13,079.06	\$ 15,525.69	\$ 0.00	\$ (2,446.63)
HESS CORPORATION	42809H107	200.00	04/19/11	03/02/12	\$ 13,079.07	\$ 15,526.69	\$ 0.00	\$ (2,447.62)
HESS CORPORATION	42809H107	300.00	04/19/11	03/02/12	\$ 19,618.61	\$ 23,290.04	\$ 0.00	\$ (3,671.43)
HESS CORPORATION	42809H107	800.00	04/19/11	03/02/12	\$ 52,316.28	\$ 62,102.78	\$ 0.00	\$ (9,786.50)
Security Subtotal					\$ 130,790.48	\$ 155,261.12	\$ 0.00	\$ (24,470.64)
HOME DEPOT INC	437076102	300.00	10/17/11	04/27/12	\$ 15,555.60	\$ 10,485.73	\$ 0.00	\$ 5,069.87
Security Subtotal					\$ 15,555.60	\$ 10,485.73	\$ 0.00	\$ 5,069.87
PHILLIPS 66	718546104	150.00	10/05/11	08/29/12	\$ 6,326.45	\$ 4,360.08	\$ 0.00	\$ 1,966.37
Security Subtotal					\$ 6,326.45	\$ 4,360.08	\$ 0.00	\$ 1,966.37
Total Short-Term (Transactions are not reported on Form 1099-B or to the IRS)					\$ 152,672.53	\$ 170,106.93	\$ 0.00	\$ (17,434.40)
Total Short-Term					\$ 254,720.96	\$ 264,527.19	\$ 0.00	\$ (9,806.23)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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Date Prepared: February 8, 2013

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
A T & T INC NEW	00206R102	200.00	10/08/08	08/29/12	\$ 7,385.25	\$ 4,935.97 ^a	\$ 0.00	\$ 2,449.28
A T & T INC NEW	00206R102	300.00	10/08/08	08/29/12	\$ 11,077.87	\$ 7,403.96 ^a	\$ 0.00	\$ 3,673.91
A T & T INC NEW	00206R102	100.00	09/24/09	08/29/12	\$ 3,692.93	\$ 2,710.03	\$ 0.00	\$ 982.90
Security Subtotal					\$ 22,156.05	\$ 15,049.96	\$ 0.00	\$ 7,106.09
ABBOTT LABORATORIES	002824100	300.00	02/01/06	04/27/12	\$ 18,591.53	\$ 13,141.73 ^a	\$ 0.00	\$ 5,449.80
Security Subtotal					\$ 18,591.53	\$ 13,141.73	\$ 0.00	\$ 5,449.80
AMERICAN EXPRESS COMP	025816109	350.00	07/29/10	04/27/12	\$ 21,138.63	\$ 15,505.92	\$ 0.00	\$ 5,632.71
Security Subtotal					\$ 21,138.63	\$ 15,505.92	\$ 0.00	\$ 5,632.71
AMGEN INCORPORATED	031162100	300.00	02/01/06	01/12/12	\$ 20,081.96	\$ 16,387.44 ^a	\$ 0.00	\$ 3,694.52
AMGEN INCORPORATED	031162100	300.00	02/01/06	08/29/12	\$ 25,176.09	\$ 16,387.44 ^a	\$ 0.00	\$ 8,788.65
Security Subtotal					\$ 45,258.05	\$ 32,774.88	\$ 0.00	\$ 12,483.17
APACHE CORP	037411105	100.00	07/29/10	11/26/12	\$ 7,630.60	\$ 9,491.38	\$ 0.00	\$ (1,860.78)
APACHE CORP	037411105	100.00	07/29/10	11/26/12	\$ 7,630.60	\$ 9,492.16	\$ 0.00	\$ (1,861.56)
APACHE CORP	037411105	100.00	07/29/10	11/26/12	\$ 7,630.60	\$ 9,492.27	\$ 0.00	\$ (1,861.67)
APACHE CORP	037411105	100.00	07/29/10	11/26/12	\$ 7,630.60	\$ 9,492.42	\$ 0.00	\$ (1,861.82)
APACHE CORP	037411105	100.00	07/29/10	11/26/12	\$ 7,630.60	\$ 9,493.16	\$ 0.00	\$ (1,862.56)
APACHE CORP	037411105	100.00	07/29/10	11/26/12	\$ 7,630.61	\$ 9,492.26	\$ 0.00	\$ (1,861.65)
APACHE CORP	037411105	200.00	07/29/10	11/26/12	\$ 15,261.21	\$ 18,982.52	\$ 0.00	\$ (3,721.31)
APACHE CORP	037411105	300.00	07/29/10	11/26/12	\$ 22,890.91	\$ 28,479.47	\$ 0.00	\$ (5,588.56)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return. **Date Prepared: February 8, 2013**

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
APACHE CORP	037411105	300.00	07/29/10	11/26/12	\$ 22,890.91	\$ 28,479.48	\$ 0.00	\$ (5,588.57)
APACHE CORP	037411105	300.00	10/17/11	11/26/12	\$ 22,891.81	\$ 26,855.95	\$ 0.00	\$ (3,964.14)
Security Subtotal				\$	129,718.45	159,751.07	0.00	(30,032.62)
APPLIED MATERIALS INC	0382222105	300.00	02/03/06	11/26/12	\$ 3,127.18	\$ 5,627.79 ^a	\$ 0.00	\$ (2,500.61)
APPLIED MATERIALS INC	0382222105	1,000.00	02/03/06	11/26/12	\$ 10,419.92	\$ 18,759.31 ^a	\$ 0.00	\$ (8,339.39)
APPLIED MATERIALS INC	0382222105	40.00	08/25/08	11/26/12	\$ 416.80	\$ 728.36 ^a	\$ 0.00	\$ (311.56)
APPLIED MATERIALS INC	0382222105	60.00	08/25/08	11/26/12	\$ 625.43	\$ 1,092.54 ^a	\$ 0.00	\$ (467.11)
APPLIED MATERIALS INC	0382222105	100.00	08/25/08	11/26/12	\$ 1,041.99	\$ 1,820.88 ^a	\$ 0.00	\$ (778.89)
APPLIED MATERIALS INC	0382222105	300.00	08/25/08	11/26/12	\$ 3,125.97	\$ 5,462.69 ^a	\$ 0.00	\$ (2,336.72)
APPLIED MATERIALS INC	0382222105	500.00	08/25/08	11/26/12	\$ 5,209.96	\$ 9,104.48 ^a	\$ 0.00	\$ (3,894.52)
APPLIED MATERIALS INC	0382222105	200.00	10/22/08	11/26/12	\$ 2,083.98	\$ 2,402.60 ^a	\$ 0.00	\$ (318.62)
APPLIED MATERIALS INC	0382222105	400.00	10/22/08	11/26/12	\$ 4,169.57	\$ 4,805.19 ^a	\$ 0.00	\$ (635.62)
APPLIED MATERIALS INC	0382222105	1,000.00	10/22/08	11/26/12	\$ 10,419.92	\$ 12,012.98 ^a	\$ 0.00	\$ (1,593.06)
APPLIED MATERIALS INC	0382222105	1,400.00	10/22/08	11/26/12	\$ 14,587.88	\$ 16,818.18 ^a	\$ 0.00	\$ (2,230.30)
APPLIED MATERIALS INC	0382222105	800.00	12/01/08	11/26/12	\$ 8,335.93	\$ 7,200.58 ^a	\$ 0.00	\$ 1,135.35
APPLIED MATERIALS INC	0382222105	2,200.00	12/01/08	11/26/12	\$ 22,923.81	\$ 19,801.59 ^a	\$ 0.00	\$ 3,122.22
APPLIED MATERIALS INC	0382222105	2,200.00	12/01/08	11/26/12	\$ 22,923.82	\$ 19,801.58 ^a	\$ 0.00	\$ 3,122.24
Security Subtotal				\$	109,412.16	125,438.75	0.00	(16,026.59)

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Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
AVON PRODS INC 5 625%14	054303AV4	150,000.00	06/08/09	03/21/12	\$ 160,223.07	\$ 159,994.50	\$ 0.00	\$ 228.57
Security Subtotal					\$ 160,223.07	\$ 159,994.50	\$ 0.00	\$ 228.57
BANK OF MADISON 2 9XXX*	063359BP7	90,000.00	03/16/09	03/23/12	\$ 90,000.00	\$ 90,000.00	\$ 0.00	\$ 0.00
Security Subtotal					\$ 90,000.00	\$ 90,000.00	\$ 0.00	\$ 0.00
BHP BIL FIN USA 5 125XXX**	055451AD0	250,000.00	09/11/08	03/29/12	\$ 250,000.00	\$ 255,530.00 ^a	\$ 0.00	\$ (5,530.00)
Security Subtotal					\$ 250,000.00	\$ 255,530.00	\$ 0.00	\$ (5,530.00)
C V S CAREMARK CORP	126650100	700.00	03/09/07	01/12/12	\$ 29,482.88	\$ 22,912.39 ^a	\$ 0.00	\$ 6,570.49
C V S CAREMARK CORP	126650100	300.00	03/09/07	03/08/12	\$ 13,563.71	\$ 9,819.60 ^a	\$ 0.00	\$ 3,744.11
Security Subtotal					\$ 43,046.59	\$ 32,731.99	\$ 0.00	\$ 10,314.60
CAPMARK BANK 3 0XXX**	140653P34	90,000.00	03/16/09	03/19/12	\$ 90,000.00	\$ 90,000.00	\$ 0.00	\$ 0.00
Security Subtotal					\$ 90,000.00	\$ 90,000.00	\$ 0.00	\$ 0.00
CATERPILLAR FINA 4 85XXX*	14912L3N9	150,000.00	05/21/08	12/07/12	\$ 150,000.00	\$ 153,874.50 ^a	\$ 0.00	\$ (3,874.50)
Security Subtotal					\$ 150,000.00	\$ 153,874.50	\$ 0.00	\$ (3,874.50)
COLGATE-PALMOLIVE CO	194162103	15.00	02/03/06	04/27/12	\$ 1,478.93	\$ 821.31 ^a	\$ 0.00	\$ 657.62
COLGATE-PALMOLIVE CO	194162103	85.00	02/03/06	04/27/12	\$ 8,382.11	\$ 4,654.07 ^a	\$ 0.00	\$ 3,728.04
COLGATE-PALMOLIVE CO	194162103	100.00	02/03/06	04/27/12	\$ 9,860.50	\$ 5,475.38 ^a	\$ 0.00	\$ 4,385.12
Security Subtotal					\$ 19,721.54	\$ 10,950.76	\$ 0.00	\$ 8,770.78
COSTCO WHSL CORP NEW	22160K105	200.00	06/27/08	03/08/12	\$ 17,653.13	\$ 14,046.79 ^a	\$ 0.00	\$ 3,606.34

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Date Prepared: February 8, 2013

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
COSTCO WHSL CORP NEW	22160K105	100 00	06/27/08	11/26/12	\$ 9,615 40	\$ 7,023 40 ^a	0 00	\$ 2,592 00
COSTCO WHSL CORP NEW	22160K105	100 00	06/27/08	11/26/12	\$ 9,615 41	\$ 7,023 40 ^a	0 00	\$ 2,592 01
Security Subtotal				\$	36,883.94	28,093.59	0.00	\$ 8,790.35
CREDIT SUISSE 5 375%16N	225434AG4	150,000 00	12/16/10	06/18/12	\$ 165,883 50	\$ 164,580 00	0 00	\$ 1,303 50
Security Subtotal				\$	165,883.50	164,580.00	0.00	\$ 1,303.50
DENTSPLY INTL INC	249030107	200 00	02/03/06	04/27/12	\$ 8,182 44	\$ 5,303 36 ^a	0 00	\$ 2,879 08
DENTSPLY INTL INC	249030107	100 00	09/24/09	04/27/12	\$ 4,091 41	\$ 3,367 78	0 00	\$ 723 63
DENTSPLY INTL INC	249030107	200 00	09/24/09	04/27/12	\$ 8,182 44	\$ 6,735 57	0 00	\$ 1,446 87
Security Subtotal				\$	20,456.29	15,406.71	0.00	\$ 5,049.58
E M C CORP MASS	268648102	150 00	02/03/06	03/08/12	\$ 4,268 95	\$ 1,991 17 ^a	0 00	\$ 2,277 78
E M C CORP MASS	268648102	550 00	02/06/06	03/08/12	\$ 15,652 84	\$ 7,322 30 ^a	0 00	\$ 8,330 54
Security Subtotal				\$	19,921.79	9,313.47	0.00	\$ 10,608.32
FED FARM CR BK 2 25XXX**	31331GND	105,000 00	02/13/09	02/17/12	\$ 105,000 00	\$ 105,614 25	0 00	\$ (614 25)
Security Subtotal				\$	105,000.00	105,614.25	0.00	\$ (614.25)
FIRST RELIANCE BK 2 9XXX**	33615RED6	90,000 00	02/13/09	08/20/12	\$ 90,000 00	\$ 90,000 00	0 00	\$ 0 00
Security Subtotal				\$	90,000.00	90,000.00	0.00	\$ 0.00
FPA PERENNIAL FUND CL A	302548102	15,141 30	02/06/06	09/21/12	\$ 600,000 00	\$ 542,833 74 ^a	0 00	\$ 57,166 26
Security Subtotal				\$	600,000.00	542,833.74	0.00	\$ 57,166.26

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Long-Term Realized Gain or (Loss) (continued)

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Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
GOLDMAN SACHS BK 2 85XX	381426T47	90,000.00	03/18/09	03/26/12	\$ 90,000.00	\$ 90,000.00	\$ 0.00	\$ 0.00
Security Subtotal					\$ 90,000.00	\$ 90,000.00	\$ 0.00	\$ 0.00
HOME DEPOT INC	437076102	100.00	10/17/11	11/26/12	\$ 6,433.17	\$ 3,495.24	\$ 0.00	\$ 2,937.93
HOME DEPOT INC	437076102	100.00	10/17/11	11/26/12	\$ 6,433.17	\$ 3,495.24	\$ 0.00	\$ 2,937.93
HOME DEPOT INC	437076102	300.00	10/17/11	11/26/12	\$ 19,300.10	\$ 10,485.73	\$ 0.00	\$ 8,814.37
Security Subtotal					\$ 32,166.44	\$ 17,476.21	\$ 0.00	\$ 14,690.23
INTEL CORP	458140100	1,000.00	01/27/06	01/12/12	\$ 25,772.55	\$ 27,653.75 ^a	\$ 0.00	\$ (1,881.20)
Security Subtotal					\$ 25,772.55	\$ 27,653.75	\$ 0.00	\$ (1,881.20)
ISHARES MSCI EMRG MKT F	464287234	7.00	02/08/10	04/27/12	\$ 295.32	\$ 261.34	\$ 0.00	\$ 33.98
ISHARES MSCI EMRG MKT F	464287234	100.00	02/08/10	04/27/12	\$ 4,218.91	\$ 3,733.42	\$ 0.00	\$ 485.49
ISHARES MSCI EMRG MKT F	464287234	100.00	02/08/10	04/27/12	\$ 4,218.91	\$ 3,733.42	\$ 0.00	\$ 485.49
ISHARES MSCI EMRG MKT F	464287234	100.00	02/08/10	04/27/12	\$ 4,218.91	\$ 3,733.42	\$ 0.00	\$ 485.49
ISHARES MSCI EMRG MKT F	464287234	193.00	02/08/10	04/27/12	\$ 8,142.49	\$ 7,205.50	\$ 0.00	\$ 936.99
ISHARES MSCI EMRG MKT F	464287234	200.00	02/08/10	04/27/12	\$ 8,437.81	\$ 7,466.89	\$ 0.00	\$ 970.92
ISHARES MSCI EMRG MKT F	464287234	307.00	02/08/10	04/27/12	\$ 12,952.05	\$ 11,461.67	\$ 0.00	\$ 1,490.38
ISHARES MSCI EMRG MKT F	464287234	400.00	02/08/10	04/27/12	\$ 16,875.63	\$ 14,933.60	\$ 0.00	\$ 1,942.03
ISHARES MSCI EMRG MKT F	464287234	493.00	02/08/10	04/27/12	\$ 20,799.21	\$ 18,405.76	\$ 0.00	\$ 2,393.45
ISHARES MSCI EMRG MKT F	464287234	200.00	03/16/10	04/27/12	\$ 8,437.82	\$ 8,269.29	\$ 0.00	\$ 168.53
ISHARES MSCI EMRG MKT F	464287234	1,000.00	03/16/10	04/27/12	\$ 42,188.77	\$ 41,346.46	\$ 0.00	\$ 842.31

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Long-Term Realized Gain or (Loss) (continued)

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Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES MSCI EMRG MKT F 464287234		200 00	05/05/10	04/27/12	\$ 8,437 82	\$ 7,887 09	\$ 0 00	\$ 550 73
ISHARES MSCI EMRG MKT F 464287234		1,000 00	05/05/10	04/27/12	\$ 42,189 07	\$ 39,435 46	\$ 0 00	\$ 2,753 61
ISHARES MSCI EMRG MKT F 464287234		200 00	05/11/10	04/27/12	\$ 8,437 81	\$ 8,135 43	\$ 0 00	\$ 302 38
ISHARES MSCI EMRG MKT F 464287234		200 00	05/11/10	04/27/12	\$ 8,437 81	\$ 8,135 43	\$ 0 00	\$ 302 38
ISHARES MSCI EMRG MKT F 464287234		300 00	05/11/10	04/27/12	\$ 12,656 72	\$ 12,202 24	\$ 0 00	\$ 454 48
ISHARES MSCI EMRG MKT F 464287234		400 00	05/11/10	04/27/12	\$ 16,875 63	\$ 16,270 85	\$ 0 00	\$ 604 78
ISHARES MSCI EMRG MKT F 464287234		100 00	04/19/11	04/27/12	\$ 4,218 91	\$ 4,832 45	\$ 0 00	\$ (613 54)
ISHARES MSCI EMRG MKT F 464287234		100 00	04/19/11	04/27/12	\$ 4,218 91	\$ 4,832 45	\$ 0 00	\$ (613 54)
ISHARES MSCI EMRG MKT F 464287234		100 00	04/19/11	04/27/12	\$ 4,219 31	\$ 4,832 45	\$ 0 00	\$ (613 14)
ISHARES MSCI EMRG MKT F 464287234		100 00	04/19/11	04/27/12	\$ 4,219 31	\$ 4,832 45	\$ 0 00	\$ (613 14)
ISHARES MSCI EMRG MKT F 464287234		200 00	04/19/11	04/27/12	\$ 8,437 81	\$ 9,664 89	\$ 0 00	\$ (1,227 08)
ISHARES MSCI EMRG MKT F 464287234		1,400 00	04/19/11	04/27/12	\$ 59,064 28	\$ 67,654 26	\$ 0 00	\$ (8,589 98)
Security Subtotal				\$	312,199.22	309,266.22	0.00	2,933.00
JOHN DEERE CAP 4 95XXX* 24422EQM		150,000 00	05/21/08	12/17/12	\$ 150,000 00	\$ 153,183 00 ^a	\$ 0 00	\$ (3,183 00)
Security Subtotal				\$	150,000.00	153,183.00	0.00	(3,183.00)
LENNAR CORP CL A CLA 526057104		100 00	12/29/09	04/27/12	\$ 2,794 82	\$ 1,273 08	\$ 0 00	\$ 1,521 74
LENNAR CORP CL A CLA 526057104		700 00	12/29/09	04/27/12	\$ 19,565 83	\$ 8,911 54	\$ 0 00	\$ 10,654 29
LENNAR CORP CL A CLA 526057104		1,200 00	12/29/09	08/29/12	\$ 38,980 58	\$ 15,276 92	\$ 0 00	\$ 23,703 66

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Long-Term Realized Gain or (Loss) (continued)

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Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
LENAR CORP CL A	CLA 526057104	1,300.00	12/29/09	11/26/12	\$ 49,800.73	\$ 16,550.00	\$ 0.00	\$ 33,250.73
Security Subtotal					\$ 111,141.96	\$ 42,011.54	\$ 0.00	\$ 69,130.42
MICROSOFT CORP	594918104	100.00	02/01/06	03/08/12	\$ 3,209.65	\$ 2,999.52 ^a	\$ 0.00	\$ 210.13
MICROSOFT CORP	594918104	500.00	02/01/06	03/08/12	\$ 16,048.25	\$ 14,997.60 ^a	\$ 0.00	\$ 1,050.65
Security Subtotal					\$ 19,257.90	\$ 17,997.12	\$ 0.00	\$ 1,260.78
NEXTERA ENERGY INC	65339F101	100.00	02/03/06	08/29/12	\$ 6,804.87	\$ 3,990.27 ^a	\$ 0.00	\$ 2,814.60
NEXTERA ENERGY INC	65339F101	150.00	02/03/06	08/29/12	\$ 10,206.40	\$ 5,985.40 ^a	\$ 0.00	\$ 4,221.00
NEXTERA ENERGY INC	65339F101	50.00	10/28/09	08/29/12	\$ 3,402.13	\$ 2,526.57	\$ 0.00	\$ 875.56
Security Subtotal					\$ 20,413.40	\$ 12,502.24	\$ 0.00	\$ 7,911.16
NORTHERN TRST	5 2XXX** 665859AH7	200,000.00	11/13/07	11/09/12	\$ 200,000.00	\$ 202,314.00 ^a	\$ 0.00	\$ (2,314.00)
NORTHERN TRST	5 2XXX** 665859AH7	45,000.00	09/11/08	11/09/12	\$ 45,000.00	\$ 45,585.00 ^a	\$ 0.00	\$ (585.00)
Security Subtotal					\$ 245,000.00	\$ 247,899.00	\$ 0.00	\$ (2,899.00)
PHILLIPS 66	718546104	50.00	04/19/11	08/29/12	\$ 2,108.81	\$ 1,787.75	\$ 0.00	\$ 321.06
PHILLIPS 66	718546104	50.00	04/19/11	08/29/12	\$ 2,108.81	\$ 1,787.75	\$ 0.00	\$ 321.06
PHILLIPS 66	718546104	50.00	04/19/11	08/29/12	\$ 2,108.81	\$ 1,787.75	\$ 0.00	\$ 321.06
PHILLIPS 66	718546104	850.00	04/19/11	08/29/12	\$ 35,849.83	\$ 30,390.53	\$ 0.00	\$ 5,459.30
Security Subtotal					\$ 42,176.26	\$ 35,753.78	\$ 0.00	\$ 6,422.48
POTASH CORP SASK INC	F 73755L107	100.00	08/24/11	11/26/12	\$ 3,840.69	\$ 5,455.32	\$ 0.00	\$ (1,614.63)

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Long-Term Realized Gain or (Loss) (continued)

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Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
POTASH CORP SASK INC F 73755L107		100.00	08/24/11	11/26/12	\$ 3,840.69	\$ 5,455.32	\$ 0.00	\$ (1,614.63)
POTASH CORP SASK INC F 73755L107		100.00	08/24/11	11/26/12	\$ 3,840.69	\$ 5,455.32	\$ 0.00	\$ (1,614.63)
POTASH CORP SASK INC F 73755L107		100.00	08/24/11	11/26/12	\$ 3,840.69	\$ 5,456.04	\$ 0.00	\$ (1,615.35)
POTASH CORP SASK INC F 73755L107		100.00	08/24/11	11/26/12	\$ 3,840.69	\$ 5,456.32	\$ 0.00	\$ (1,615.63)
POTASH CORP SASK INC F 73755L107		100.00	08/24/11	11/26/12	\$ 3,840.69	\$ 5,456.32	\$ 0.00	\$ (1,615.63)
POTASH CORP SASK INC F 73755L107		100.00	08/24/11	11/26/12	\$ 3,840.69	\$ 5,456.32	\$ 0.00	\$ (1,615.63)
POTASH CORP SASK INC F 73755L107		100.00	08/24/11	11/26/12	\$ 3,840.69	\$ 5,456.32	\$ 0.00	\$ (1,615.63)
POTASH CORP SASK INC F 73755L107		100.00	08/24/11	11/26/12	\$ 3,840.72	\$ 5,455.18	\$ 0.00	\$ (1,614.46)
POTASH CORP SASK INC F 73755L107		400.00	08/24/11	11/26/12	\$ 15,362.78	\$ 21,825.28	\$ 0.00	\$ (6,462.50)
POTASH CORP SASK INC F 73755L107		1,600.00	08/24/11	11/26/12	\$ 61,451.11	\$ 87,301.11	\$ 0.00	\$ (25,850.00)
Security Subtotal					\$ 107,539.44	\$ 152,772.53	\$ 0.00	\$ (45,233.09)
PUBLIC STORAGE REIT 74460D109		75.00	10/27/09	04/27/12	\$ 10,776.56	\$ 5,600.52	\$ 0.00	\$ 5,176.04
PUBLIC STORAGE REIT 74460D109		27.00	10/27/09	11/26/12	\$ 3,903.26	\$ 2,016.19	\$ 0.00	\$ 1,887.07
PUBLIC STORAGE REIT 74460D109		73.00	10/27/09	11/26/12	\$ 10,553.26	\$ 5,451.17	\$ 0.00	\$ 5,102.09
Security Subtotal					\$ 25,233.08	\$ 13,067.88	\$ 0.00	\$ 12,165.20
QUALCOMM INC 747525103		100.00	01/23/07	03/02/12	\$ 6,232.01	\$ 3,831.19 ^a	\$ 0.00	\$ 2,400.82
QUALCOMM INC 747525103		200.00	01/23/07	03/02/12	\$ 12,464.21	\$ 7,662.39 ^a	\$ 0.00	\$ 4,801.82
QUALCOMM INC 747525103		100.00	02/01/06	11/26/12	\$ 6,210.97	\$ 3,095.50 ^a	\$ 0.00	\$ 3,115.47
QUALCOMM INC 747525103		100.00	02/01/06	11/26/12	\$ 6,210.98	\$ 3,095.50 ^a	\$ 0.00	\$ 3,115.48

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charles SCHWAB

Schwab One® Account of
CARL E WYNN FOUNDATION

Account Number
4166-8407

TAX YEAR 2012
YEAR-END SUMMARY

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Long-Term Realized Gain or (Loss) (continued)

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Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
QUALCOMM INC	747525103	100.00	02/01/06	11/26/12	\$ 6,210.98	\$ 3,095.50 ^a	\$ 0.00	\$ 3,115.48
Security Subtotal					\$ 37,329.15	\$ 20,780.08	\$ 0.00	\$ 16,549.07
ROYAL DUTCH SHELL A ADR	780259206	200.00	02/03/06	01/12/12	\$ 13,978.98	\$ 12,976.90 ^a	\$ 0.00	\$ 1,002.08
Security Subtotal					\$ 13,978.98	\$ 12,976.90	\$ 0.00	\$ 1,002.08
SALLIE MAE BANK 3 0XXX**	795450HK4	90,000.00	01/29/09	02/06/12	\$ 90,000.00	\$ 90,000.00	\$ 0.00	\$ 0.00
Security Subtotal					\$ 90,000.00	\$ 90,000.00	\$ 0.00	\$ 0.00
SEMPRA ENERGY	816851109	200.00	02/03/06	04/27/12	\$ 12,853.15	\$ 9,386.64 ^a	\$ 0.00	\$ 3,466.51
SEMPRA ENERGY	816851109	50.00	09/24/09	04/27/12	\$ 3,213.29	\$ 2,495.49	\$ 0.00	\$ 717.80
SEMPRA ENERGY	816851109	100.00	02/03/06	11/26/12	\$ 6,666.77	\$ 4,693.32 ^a	\$ 0.00	\$ 1,973.45
SEMPRA ENERGY	816851109	200.00	02/03/06	11/26/12	\$ 13,333.53	\$ 9,386.65 ^a	\$ 0.00	\$ 3,946.88
Security Subtotal					\$ 36,066.74	\$ 25,962.10	\$ 0.00	\$ 10,104.64
SIMON PPTY GROUP NEW	828806109	130.00	10/27/09	04/27/12	\$ 20,121.10	\$ 8,855.16	\$ 0.00	\$ 11,265.94
SIMON PPTY GROUP NEW	828806109	100.00	10/27/09	11/26/12	\$ 15,105.01	\$ 6,811.66	\$ 0.00	\$ 8,293.35
Security Subtotal					\$ 35,226.11	\$ 15,666.82	\$ 0.00	\$ 19,559.29
STARBUCKS CORP	855244109	600.00	07/29/10	01/12/12	\$ 28,371.71	\$ 14,706.90	\$ 0.00	\$ 13,664.81
STARBUCKS CORP	855244109	500.00	07/29/10	04/27/12	\$ 28,483.41	\$ 12,255.75	\$ 0.00	\$ 16,227.66
Security Subtotal					\$ 56,855.12	\$ 26,962.65	\$ 0.00	\$ 29,892.47

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

Date Prepared: February 8, 2013

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
U S BANCORP DEL NEW	902973304	600 00	12/16/08	04/27/12	\$ 19,264 42	\$ 14,927 37 ^a	0 00 \$	4,337 05
Security Subtotal					\$ 19,264 42	\$ 14,927 37	0 00 \$	4,337 05
UNION SAVINGS BK 2 85XXX* 908139AH1		90,000 00	02/13/09	08/20/12	\$ 90,000 00	\$ 90,000 00	0 00 \$	0 00
Security Subtotal					\$ 90,000 00	\$ 90,000 00	0 00 \$	0 00
VENTAS INC REIT	92276F100	50 00	10/27/09	11/26/12	\$ 3,248 79	\$ 2,029 70	0 00 \$	1,219 09
Security Subtotal					\$ 3,248 79	\$ 2,029 70	0 00 \$	1,219 09
VERIZON COMMUNICATIONS 92343V104		200 00	02/03/06	08/29/12	\$ 8,643 73	\$ 5,612 51 ^a	0 00 \$	3,031 22
VERIZON COMMUNICATIONS 92343V104		100 00	09/24/09	08/29/12	\$ 4,321 87	\$ 2,828 46	0 00 \$	1,493 41
VERIZON COMMUNICATIONS 92343V104		100 00	09/24/09	08/29/12	\$ 4,322 16	\$ 2,828 46	0 00 \$	1,493 70
VERIZON COMMUNICATIONS 92343V104		500 00	02/03/06	11/26/12	\$ 21,612 07	\$ 14,031 26 ^a	0 00 \$	7,580 81
Security Subtotal					\$ 38,899 83	\$ 25,300 69	0 00 \$	13,599 14
WELLS FARGO & CO NEW	949746101	100 00	03/02/06	04/27/12	\$ 3,373 43	\$ 3,195 33 ^a	0 00 \$	178 10
WELLS FARGO & CO NEW	949746101	100 00	03/02/06	04/27/12	\$ 3,373 44	\$ 3,194 83 ^a	0 00 \$	178 61
WELLS FARGO & CO NEW	949746101	200 00	03/02/06	04/27/12	\$ 6,747 06	\$ 6,389 66 ^a	0 00 \$	357 40
WELLS FARGO & CO NEW	949746101	200 00	03/02/06	04/27/12	\$ 6,747 07	\$ 6,390 66 ^a	0 00 \$	356 41
Security Subtotal					\$ 20,241 00	\$ 19,170 48	0 00 \$	1,070 52

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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Date Prepared: February 8, 2013

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
WELLS FARGO & CO 5 25XXX 949746NW	200,000 00	11/15/07	10/23/12	\$	200,000.00 \$	202,184.00 ^a \$	0.00 \$	(2,184.00)
Security Subtotal				\$	200,000.00 \$	202,184.00 \$	0.00 \$	(2,184.00)
Total Long-Term (Transactions are not reported on Form 1099-B or to the IRS)				\$	4,009,421.98 \$	3,776,129.88 \$	0.00 \$	233,292.10
Total Long-Term				\$	4,009,421.98 \$	3,776,129.88 \$	0.00 \$	233,292.10

2012 APPROVED DISTRIBUTION LIST

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
ACT Today! 19019 Ventura Blvd., Suite 200 Tarzana, CA 91356	Autism care and treatment services and support to children with autism	\$ 1,000
The Achievable Foundaion 5901 Green Valley Circle, Suite 320 Culver City, CA 90230	To address access to healthcare services for individuals with developmental disabilities	2,000
Alliance for Children's Rights 3333 Wilshire Blvd., Suite 550 Los Angeles, CA 90010	To protect the rights of impoverished, abused and neglected children. Providing free legal services.	1,000
A Place Called Home 2830 S. Central Ave. Los Angeles, CA 90011	Provides at-risk teenagers services for productive lifestyle	8,000
Alexandria House 426 S. Alexandria Ave. Los Angeles, CA 90020	Supportive housing for women and children in the process of moving from emergency shelter to permanent housing	1,000
Alzheimer's Association – Los Angeles Attention: Contributions 4221 Wilshire Blvd., Suite 400 Los Angeles, CA 90010	Research	1,000
Alzheimer's Family Services Center 9451 Indianapolis Ave. Huntington Beach, CA 92646	Improve quality of life for families affected by Alzheimer's disease	1,000
Angels Charity 2549-B Eastbluff Dr., #432 Newport Beach, CA 92660	Enhance the physical, emotional and social development of children with special needs	5,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Camp Ronald McDonald for Good Times 1954 Cotner Ave. Los Angeles, CA 90025	Provides fun-filled, medically supervised, cost-free year-round camp programs for cancer patients	\$ 1,000
Cancer Support Community 200 E. Del Mar Blvd., #118 Pasadena, CA 91106	Support and knowledge for cancer patients	15,000
Canine Companions for Independence 2312 Westwood Blvd. Los Angeles, CA 90064	Enhances the lives of people with disabilities by providing assistance dogs	1,000
Canyon Acres Children & Family Services 1845 W. Orangewood Ave., Suite 330 Orange, CA 92868	Children and family services	2,000
CASA 1505 E. 17 th St., Suite 214 Santa Ana, CA 92705-8520	Advocates for troubled youths	10,000
Casa Colina 255 E. Bonita Ave. P. O. Box 6001 Pomona, CA 91769-6001	Rehabilitation center for the physically disabled and injured	4,000
Casa Teresa P. O. Box 429 Orange, CA 92856	Provide temporary home and ongoing support for pregnant women 18 and over who are homeless	1,000
Center for Alaskan Coastal Studies 708 Smokey Bay Way Homer, AK 99603	Carl E. Wynn Nature Center Wildlife project in Alaska & Salary supplement	100,000 5,000 (2 checks issued)

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Children's Bureau of Southern California Orange County Division 50 S. Anaheim Blvd., Suite 241 Anaheim, CA 92805	Prevention and treatment of abused children	\$ 1,000
Children's Burn Foundation 5000 Van Nuys Blvd., Suite 450 Sherman Oaks, CA 91403-1784	Treat children with severe burns	2,000
Children's Hospital Foundation of Orange County 455 S. Main St. Orange, CA 92868-3874	Pediatric medical programs	25,000
Children's Museum at La Habra 301 S. Euclid St. La Habra, CA 90631	Encourage enthusiasm about learning in a hands-on environment	1,000
Children of the Night 14530 Sylvan St. Van Nuys, CA 91411	Help for child prostitution	15,000
Children's Hospital Los Angeles 4650 Sunset Blvd., Mail Stop 29 Los Angeles, CA 90027	Pediatric medical programs	60,000
Citrus Valley Health Foundation 1115 S. Sunset Blvd. West Covina, CA 91790	Hospital programs	20,000
City of Hope 1055 Wilshire Blvd. Los Angeles, CA 90017	Cancer research	5,000
CLARE Foundation 909 Pico Blvd. Santa Monica, CA 90405	Treatment and recovery services for alcoholism and substance abuse	1,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
College Summit 5601 W. Slauson Ave., Suite 265 Culver City, CA 90230	Work with low income high schools to increase enrollment	\$ 1,000
Convalescent Aid Society 3255 E. Foothill Blvd. Pasadena, CA 91107	Provides free loan of medical equipment	2,000
David and Margaret Youth & Family Service 1350 Third St. La Verne, CA 91750	Abused and battered shelter	5,000
The Discovery Eye Foundation 6222 Wilshire Blvd., Suite 260 Los Angeles, CA 90048	Support research, education and advocacy related to sight-threatening eye diseases	1,000
Downtown Women's Center 442 S. San Pedro St. Los Angeles, CA 90013	Housing and meals for homeless women	2,000
Exceptional Children's Foundation 8740 Washington Blvd. Culver City, CA 90232	Provides services to children and adults who are challenged with developmental learning	7,000
Families Forward 9221 Irvine Blvd. Irvine, CA 92618	Housing and services to families in crisis	1,000
Food Bank of Southern California 1444 San Francisco Ave. Long Beach, CA 90813	Food for the poor	5,000
Food on Foot 9663 Santa Monica Blvd., #743 Beverly Hills, CA 90210	Provides the poor and homeless of Los Angeles with meals, clothing, job opportunities & assistance in transition to employment	1,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Foothill Family Service 2500 E. Foothill Blvd., Suite 300 Pasadena, CA 91107	Empower children and families to overcome challenges and achieve success in relationships, school, etc.	\$ 1,000
The Foothill Presbyterian Hospital 250 S. Grand Ave. Glendora, CA 91741	Hospital programs	50,000
Foothill Unity Center 415 W. Chestnut Monrovia, CA 91016	Food distribution to the needy and hungry	5,000
Foundation for Glendora Unified Schools 114 N. Glendora Ave., Suite 171 Glendora, CA 91741	Financial support to students and coordination with Citrus Christmas program	3,000
Friends of the Homer Public Library 500 Hazel Ave. Homer, AK 99603	Volunteer support for library programs and services	35,000
Fristers P. O. Box 5790 Newport Beach, CA 92662	Support and education to young moms age 13-25	1,000
The Girls Against Abuse Foundation 41682 Crown Canyon Court Murrieta, CA 92562	Help women and youth recognize, resist and recover from abuse and mistreatment	10,000
Girl Scouts of Greater Los Angeles 802 S. Grand Ave., Suite 300 Los Angeles, CA 90017	After school program for at-risk girls	1,000
Glendale Association for the Retarded 6512 San Fernando Rd. Glendale, CA 91201	Programs for developmentally disabled adults	3,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Glendora Public Library Friends Foundation 140 S. Grand Ave. Glendora, CA 91741	Community library	\$ 10,000
Good Shepherd Shelter 2561 W. Venice Blvd. Los Angeles, CA 90019-6233	Serving battered women and their children	5,000
Guide Dogs of America 13445 Glenoaks Blvd. Sylmar, CA 91342	Provides guide dogs to blind individuals 16 yrs. of age and older free of charge	7,000
Harriett Buhai Center for Family Law 3150 Wilshire Blvd., Suite 710 Los Angeles, CA 90010	Family law assistance to low- income families in L.A. county	2,000
Hear Center 301 E. Del Mar Blvd. Pasadena, CA 91101	Helps individuals with hearing loss or speech and language impairments	1,000
HELP c/o HNF (Hereditary Neurotherapy Foundation 432 Park Ave. South -- 4 th Floor New York, NY 10016	Research to find a cure for CMT, a disease that affects the peripheral nerves causing the muscles to eventually atrophy	15,000
Helpline Youth Counseling, Inc. 12440 E. Firestone Blvd., Suite 1000 Norwalk, CA 90650	Services to youth and families	1,000
Hoag Hospital Foundation One Hoag Dr., P. O. Box 6100 Newport Beach, CA 92658-6100	Hospital programs	10,000
Homework House P. O. Box 993 Azusa, CA 91702	Neighborhood based learning center in Azusa, CA for at-risk children	2,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Homer Society of Natural History, Inc. Pratt Museum 3779 Bartlett St. Homer, AK 99603	Educational programs and Remote Camera Program	\$ 35,000
H.O.P.E. Helping Others Prepare for Eternity 11022 Acacia Parkway, Suite C Garden Grove, CA 92840	Provides a myriad of services to abandoned or abused women and children	1,000
House of Ruth P. O. Box 459 Claremont, CA 91711	Battered women and children	1,000
Huntington Hospital 100 W. California Blvd. Pasadena, CA 91109	Hospital programs	5,000
Intervention Center for Early Childhood 16269 Laguna Canyon Rd. Irvine, CA 92618	At-risk children's programs	1,000
Jewish Family & Children's Services 3801 E. Willow St. Long Beach, CA 90815	Social services and health programs	1,000
John Wayne Cancer Institute at St. John's Health Center 2200 Santa Monica Blvd. Santa Monica, CA 90404	Cancer research	1,000
Jumpstart of Southern California 1625 W. Olympic, Suite 1050 Los Angeles, CA 90015	Early education for pre-school children	1,000
Kidspace Children's Museum 480 N. Arroyo Blvd. Pasadena, CA 91103	Hands-on science, art and cultural based programs	1,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
KIPP L.A. Prep 4545 Dozier Ave. Los Angeles, CA 90022-1118	Prepare low income students with skill, work habits and traits necessary for success in school	\$ 5,000
KOCE-TV 3080 Bristol St., #400 Costa Mesa, CA 92626	Public television broadcasting	1,000
L.A. Goal 4911 Overland Blvd. Culver City, CA 90230	Educational, vocational, life skills, arts and counseling programs	1,000
Laura's House 999 Corporate Dr., Suite 225 Ladera Ranch, CA 92694	Domestic violence for children	1,000
Laurel House 13722 Fairmont Way Tustin, CA 92780	Support teens in crisis	2,000
LeRoy Haynes Center 233 W. Baseline Rd., Box 400 La Verne, CA 91750	Home for abused/at-risk children	5,000
Living Free P. O. Box 5 Mountain Center, CA 92561	Animal protection for un-adopted pets	2,000
Long Beach BLAST 737 Pine Ave., Suite 201 Long Beach, CA 90813	Academic mentoring program	1,000
Los Angeles Women in Music 11664 National Blvd., #280 Los Angeles, CA 90064	Equal opportunity for women and men in the music industry	3,500
Los Angeles Regional Foodbank 1734 East 41 st Street Los Angeles, CA 90058-1502	Foodbank for the needy	4,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Mama's Kitchen 3960 Home Ave. San Diego, CA 92105	Volunteer-driven organization who prepare and deliver food to individuals affected by AIDS and cancer	\$ 1,000
The Frostig Center (formerly Marianne Frostig Ctr.) 971 N. Altadena Dr. Pasadena, CA 91107	Research on the causes/effects of learning disabilities	1,000
Memorial Medical Center Foundation 2801 Atlantic Ave. Long Beach, CA 90801-1428	Hospital programs	10,000
MEND, Inc. 10641 San Fernando Rd. Pacoima, CA 91331	Services for individuals who reside in the northeast San Fernando Valley	1,000
Methodist Hospital of Southern California 300 W. Huntington Dr. Arcadia, CA 91007	Hospital programs	1,000
Midnight Mission 601 S. San Pedro St. Los Angeles, CA 90014	Services to Los Angeles region's homeless and low income people	2,000
National Multiple Sclerosis Society Southern California Chapter 2440 S. Sepulveda Blvd., Suite 115 Los Angeles, CA 90064	Support clinical trial of female hormone estriol for treatment of MS	1,000
New Horizons Caregivers Group 3308 Budleigh Dr. Hacienda Heights, CA 917445	General education for the disadvantaged	1,000
New Village Charter School 147 N. Occidental Blvd. Los Angeles, CA 90026	Charter high school for severely challenged at-risk girls	2,500

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Olive Crest Abused Children's Foundation 2130 E. Fourth St., Suite 200 Santa Ana, CA 92705	Program for abused children	\$ 15,000
Operation Safe House 9685 Hayes St. Riverside, CA 92503	Programs for abused children	2,000
Orange County ARC 225 W. Carl Karcher Way Anaheim, CA 92801-2499	Center for developmentally disabled	6,000
Orange County Child Abuse Prevention Ctr. 500 S. Main, Suite 1100 Orange, CA 92868	Child abuse programs	5,000
Orangewood Children's Foundation 1575 East 17 th Street Santa Ana, CA 92705	Home for homeless children	15,000
Our House 1950 Sawtelle Blvd., Suite 255 Los Angeles, CA 90025	Provides grief support, services, education and resources	2,500
Pasadena Child Development Associates 620 N. Lake Ave. Pasadena 91101	Services for children using the DIR/Floortime approach	1,000
Peppermint Ridge 825 Magnolia Ave. Corona, CA 91719-3129	Residential programs for developmentally disabled and support for Wynn Home	80,000
Peter Michael Foundation 1 Gate Six Road, Bldg. B, Suite 201 Sausalito, CA 94965	Tools and technologies for the identification, treatment & expansion of prostate cancer	1,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
P. F. Bresee Foundation 184 Bimini Pl. Los Angeles, CA 90004	Health services and urban leadership training	\$ 1,000
Pomona College 550 N. College Ave. Claremont, CA 91711	Education programs	1,000
P.O.P.S. Pratt Museum 3779 Bartlett St. Homer, AK 99603	Museum expansion	50,000
Project Access 3900 Birch St., Suite 113 Newport Beach, CA 92660	Health, education and social services serving families living in low income housing	1,000
Project Dignity 12020 Chapman Ave., PMB#257 Garden Grove, CA 92840	Physical, emotional and spiritual assistance to the homeless	1,000
PossAbilities at LLUMCEC 25455 Barton Rd., Suite 109A Loma Linda, CA 92354	Provide activities and practical help to re-integrate the disabled as productive members of the community	1,000
Providence Speech and Hearing Center 1301 Providence Ave Orange, CA 92868	Specialized programs addressing auditory, speech and language	1,000
PVW (Pomona Valley Workshop) 4650 Brooks St. Montclair, CA 91763	Specialized training and education for disabled clients	1,000
Ramona Convent Secondary School 1701 W. Ramona Rd. Alhambra, CA 91803	Private Catholic college preparatory school for girls	1,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Rancho Santa Ana Botanic Garden at Claremont 1500 N. College Ave. Claremont, CA 91711-3157	Botanical gardens and educational programs	\$ 6,000
Reach Out and Read 10 Carolyn Way Mission Hills, CA 91345	Prepares our youngest children to succeed in school	1,000
Resonate, Inc. (DBA Spark) 251 Rhode Island St., Suite 205 San Francisco, CA 94103	Provide life-changing apprenticeships to youth in underserved communities	1,000
Return to Freedom P. O. Box 926 Lompoc, CA 93438	Protection of wild horse herds	3,000
The Richstone Family Center 13620 Cordary Ave Hawthorne, CA 90250	Preventing and treating child abuse	5,000
Safe Alternatives for Everyone 28816 Pujol St. Temecula, CA 92590-2829	Services for individuals who have experiences or are at risk of abuse	3,000
San Gabriel/Pomona Parents' Place 1500 S. Hyacinth Ave., Suite B West Covina, CA 91791	Provides education and community resources to families with children with special needs	1,000
Santa Barbara Botanical Garden 1212 Mission Canyon Rd. Santa Barbara, CA 93105	Advance knowledge and understanding of plant life	1,000
School on Wheels P.O. Box 23371 Ventura, CA 93002-3371	Education opportunities for homeless children	1,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Second Harvest Food Distribution Center of Orange County 8014 Maxine Way Irvine, CA 92618	Programs to feed the hungry	\$ 7,500
Serenity Infant Care Homes, Inc. 600 S. Grand Ave. Covina, CA 91724	Supplies quality foster care homes for abused, abandoned and neglected children in So. CA	1,000
Serve the People 1206 E. 17 th Street, Suite 101 Santa Ana, CA 92701	Provides physical, mental, emotional and mentoring needs of the poor	1,000
S.H.A.W.L. P. O. Box 948 San Pedro, CA 90733	Residence, substance abuse and related treatments for homeless women	15,000
Shoes That Fit 1420 N. Claremont Blvd., Suite 107B Claremont, CA 91711	Shoes and clothing for indigent school children	1,000
Special Olympics Southern California P. O. Box 359 Sun City, CA 92586	Olympics for the handicapped	1,000
Speech and Language Development Center 8699 Holder Buena Park, CA 90620	Assist children and adults with special needs	1,000
St. Anne's 155 N. Occidental Blvd. Los Angeles, CA 90026-4641	Residential program to provide a safe home during pregnancy	1,000
St. Francis Medical Center Foundation 3630 E. Imperial Highway Lynwood, CA 90262	Hospital programs	1,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
Star, Inc. P. O. Box 1075 Torrance, CA 90505	Care for the developmentally disabled and residential program	\$ 102,630
Union Station Homeless Services 825 E. Orange Grove Blvd. Pasadena, CA 91104	Services for the homeless	2,000
Valley Women's Center 22110 Roscoe Blvd., Suite 204 Canoga Park, CA 91304	Provide services to women and families at risk for alcohol & drug abuse & domestic violence	2,000
Valley Village 20830 Sherman Way Winnetka, CA 91306-2782	Protect foster and advance the rights and interests of people with developmental disabilities	1,000
Venice Family Clinic 604 Rose Ave. Venice, CA 90291	Provide free, quality health care to people in need	1,000
Villa Esperanza Services 2116 E. Villa St. Pasadena, CA 91107	Residential program for developmentally disabled	1,000
Visiting Nurse Association & Hospice of Southern California 150 W. First St., Suite 270 Claremont, CA 91711	Provide care for the ill and disabled in the community who are under-insured and/or not covered and have no means to pay for care	1,000
The Volunteer Center 1230 Cravens Ave. Torrance, CA 90501	Various volunteer programs for disadvantaged children	8,000
Women's Cancer Research Foundation 351 Hospital Rd., Suite 507 Newport Beach, CA 92663	Women's cancer research	3,500
Young & Healthy P. O. Box 93397 Pasadena, CA 91109-3397	Health care services for low income and under or uninsured children	1,000

<u>NAME and ADDRESS</u>	<u>PURPOSE</u>	<u>APPROVED AMOUNT</u>
YMCA – San Gabriel Valley Family 412 E. Rowland Ave. Covina, CA 92832	Family and youth programs	\$ 1,000
Zoological Society of San Diego P. O. Box 120551 San Diego, CA 92112-0551	Protection and exhibition of animals, plants and their habitats	1,500
1736 Family Crisis Center 2116 Arlington Ave., Suite 200 Los Angeles, CA 90018	Homeless runaway youth, battered women and their children	2,000
<u>GRAND TOTAL</u>		<u>\$1,119,630</u>