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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 01-01-2012 , and ending 12-31-2012

Name of foundation
THE HUGH AND HAZEL DARLING FOUNDATION

A Employer identification number
95-6874901

Number and street (or P O box number if mail is not delivered to street address) Room/suite
500 SOUTH GRAND AVENUE 19TH FLOOR

B Telephone number (see instructions)
(213) 683-5200

City or town, state, and ZIP code
LOS ANGELES, CA 90071

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 34,063,690

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

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) (see instructions))*

	Line	Description	(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)				
	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	1,086,312	1,083,900		
	5a	Gross rents	140,627	140,627		
	b	Net rental income or (loss) 128,035				
	6a	Net gain or (loss) from sale of assets not on line 10	292,613			
	b	Gross sales price for all assets on line 6a 2,920,025				
	7	Capital gain net income (from Part IV, line 2)		292,613		
	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)	81,373	81,373		
	12	**Total.** Add lines 1 through 11	1,600,925	1,598,513		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	124,800	12,480		112,320
	14	Other employee salaries and wages	23,964	2,396		21,568
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	600	400		0
	b	Accounting fees (attach schedule)	2,342	1,561		0
	c	Other professional fees (attach schedule)	50,000	50,000		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	41,872	10,898		1,943
	19	Depreciation (attach schedule) and depletion	12,592	12,592		
	20	Occupancy	15,674	0		0
	21	Travel, conferences, and meetings	6,242	0		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	15,168	9,539		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	293,254	99,866		135,831
	25	Contributions, gifts, grants paid	912,500			1,500,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,205,754	99,866		1,635,831
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	395,171			
	b	**Net investment income** (if negative, enter -0-)		1,498,647		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	5,461	6,034	6,034
2	Savings and temporary cash investments	3,433,928	2,326,825	2,326,825
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 page 15 of the 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			
10a	Investments—U S and state government obligations (attach schedule)	530,754	530,754	564,740
b	Investments—corporate stock (attach schedule)	6,552,932	4,855,047	13,769,283
c	Investments—corporate bonds (attach schedule)	3,816,827	3,331,675	3,630,731
11	Investments—land, buildings, and equipment basis ▶ 745,000 Less accumulated depreciation (attach schedule) ▶ 282,348	475,244	462,652	2,600,000
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	3,190,868	6,338,118	11,166,077
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)	18,006,014	17,851,105	34,063,690
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable	1,657,500	1,070,000	
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 ▶)	792	38,212	
23	**Total liabilities** (add lines 17 through 22)	1,658,292	1,108,212	
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	16,347,722	16,742,893	
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** (see page 17 of the instructions)	16,347,722	16,742,893	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,006,014	17,851,105	

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	16,347,722
2	Enter amount from Part I, line 27a	2	395,171
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	16,742,893
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	16,742,893

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)
1 a	PUBLICLY TRADED SECURITIES	P		
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	2,920,025		2,627,412	292,613
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				292,613
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	292,613
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	

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 page 18 of 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	1,635,614	32,622,762	0 050137
2010	1,532,524	31,859,190	0 048103
2009	1,134,816	28,656,573	0 039601
2008	1,814,564	31,919,100	0 056849
2007	2,074,237	32,982,784	0 062888

2	**Total** of line 1, column (d).	2	0 257578
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 051516
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	33,591,782
5	Multiply line 4 by line 3.	5	1,730,514
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,986
7	Add lines 5 and 6.	7	1,745,500
8	Enter qualifying distributions from Part XII, line 4.	8	1,635,831

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	29,973
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	29,973
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	29,973
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,960		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	23,960
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	6,013
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW GUIDESTAR ORG

14 The books are in care of ▶RICHARD L STACK Telephone no ▶(213) 683-5200

Located at ▶500 SOUTH GRAND AVENUE 19TH FLOOR LOS ANGELES CA ZIP+4 ▶90071

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 |

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		No

See 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? ☐ 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 page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	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 ▶ 20____, 20____, 20____, 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? **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? ☐ 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** No

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD L STACK 500 SOUTH GRAND AVENUE 19TH FLOOR LOS ANGELES, CA 90071	TRUSTEE 25 00	124,800	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Total number of others receiving over $50,000 for professional services. . . . . ▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NO DIRECT CHARITABLE ACTIVITIES	0
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 NO PROGRAM RELATED INVESTMENTS	0
2	
All other program-related investments See page 24 of the instructions **3**	0
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	25,981,768
b	Average of monthly cash balances	1b	2,035,720
c	Fair market value of all other assets (see instructions)	1c	6,085,844
d	**Total** (add lines 1a, b, and c)	1d	34,103,332
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	34,103,332
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	511,550
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,591,782
6	**Minimum investment return.** Enter 5% of line 5	6	1,679,589

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	1,679,589
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 29,973		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	29,973
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,649,616
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,649,616
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	1,649,616

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	1,635,831
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	1,635,831
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,635,831

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				1,649,616
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010. 849,997				
e From 2011. 1,635,614				
f **Total** of lines 3a through e.	2,485,611			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,635,831				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	1,635,831			
d Applied to 2012 distributable amount.				0
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).)*	1,649,616			1,649,616
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,471,826			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,471,826			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . . 835,995				
e Excess from 2012. . . . 1,635,831				

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

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

b Check box to indicate whether the organization 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	
2a 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 organization 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))

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

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

RICHARD L STACK
500 SOUTH GRAND AVENUE 19TH FLOOR
LOS ANGELES, CA 90071
(213) 683-5281

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

DETAILED LETTER AND COPY OF IRS 501(C)(3) DETERMINATION LETTER

c Any submission deadlines

NONE

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

CALIFORNIA EDUCATION, WITH EMPHASIS ON LEGAL EDUCATION NO GRANTS TO INDIVIDUALS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ 3a				1,500,000
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ 3b				795,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	1,086,312	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	128,035	
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	81,373	
8 Gain or (loss) from sales of assets other than inventory			18	292,613	
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). .		0		1,588,333	0

13 Total. Add line 12, columns (b), (d), and (e). 13 1,588,333
(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-07-23	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
DAVID W CORTNEY	DAVID W CORTNEY	2013-07-23		P00237024

Firm's name ▶	SQUAR MILNER PETERSON ET AL LLP	Firm's EIN ▶ 33-0835986
Firm's address ▶	3655 NOBEL DRIVE STE 450 SAN DIEGO, CA 921221051	Phone no (858) 597-4100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AZUSA PACIFIC UNIVERSITY 901 E ALOSTA AVE AZUSA, CA 917027000		PUBLIC	STUDENT SCHOLARSHIPS	25,000
BIOLA UNVIERSITY 13800 BIOLA AVE LA MIRADA, CA 90639		PUBLIC	STUDENT SCHOLARSHIPS	25,000
BOOK ENDS 2957 SOUTH SEPULVEDA BLVD LOS ANGELES, CA 90064		PUBLIC	LIBRARY SUPPORT	7,500
BRIDGEMONT HIGH SCHOOL 777 BROTHERHOOD WAY SAN FRANCISCO, CA 941322902		PUBLIC	STUDENT SCHOLARSHIPS	40,000
CALIFORNIA LUTHERN UNIVERSITY 60 WEST OLSEN ROAD THOUSAND OAKS, CA 91360		PUBLIC	FACILITY RENOVATION	125,000
CHRISTIAN LEGAL AID OF LOS ANGELES 4665 WILLOW BROOK AVE LOS ANGELES, CA 90029		PUBLIC	EDUCATION PROGRAMS	35,500
CRIMINAL JUSTICE LEGAL FOUNDATION 2131 L STREET SACRAMENTO, CA 95816		PUBLIC	EDCUATION PROGRAMS	15,000
DON BOSCO TECHNICAL INSTITUTE 1151 SAN GABRIEL BLVD ROSEMEAD, CA 91770		PUBLIC	STUDENT SCHOLARSHIPS	5,000
FEDERALIST SOCIETY 1015 18TH STREET NW - STE 425 WASHINGTON DC, DC 20036		PUBLIC	CALIFORNIA EDUCATION PROGRAM	25,000
FESTIVAL OF ARTS 650 LAGUNA CANYON ROAD LAGUNA BEACH, CA 62951		PUBLIC	SUPPORT OF ART EDUCATION	1,000
GILDER LEHRMAN INSTITUTE OF AMERICAN HISTORY 19 WEST 44TH ST STE 500 NEW YORK, NY 10036		PUBLIC	TEACHER TRAINING	7,000
HOPE INTERNATIONAL UNIVERSITY 2500 EAST NUTWOOD AVE FULLERTON, CA 92831		PUBLIC	STUDENT SCHOLARSHIPS	1,000
INDEPENDENT SCHOLARSHIP FUND 100 SWAN WAY OAKLAND, CA 94621		PUBLIC	STUDENT SCHOLARSHIPS	30,000
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BOULEVARD LOS ANGELES, CA 90043		PUBLIC	LITERACY PROGRAM	10,000
LEARNING ALLY 5022 HOLLYWOOD BLVD LOS ANGELES, CA 90027		PUBLIC	EDUCATION PROGRAM	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LOS ANGELES MISSION 303 EAST 5TH STREET LOS ANGELES, CA 90013		PUBLIC	JOB TRAINING	10,000
LOYOLA LAW SCHOOL 919 ALBANY STREET LOS ANGELES, CA 90015		PUBLIC	STUDENT SCHOLARSHIPS	100,000
LUTHERAN HIGH SCHOOL OF LA VERNE 3960 NORTH FRUIT STREET LA VERNE, CA 91750		PUBLIC	STUDENT SCHOLARSHIPS	5,000
OUR LADY OF PERPETUAL HELP SCHOOL 80 WELLINGTON AVE DALY CITY, CA 94014		PUBLIC	FACILITIES	5,000
PACIFIC LEGAL FOUNDATION 930 G STREET SACRAMENTO, CA 95814		PUBLIC	EDUCATION PROGRAM	40,000
PACIFIC RESEARCH INSTITUTE FOR PUBLIC POLICY 1 EMBARCADERO CENTER STE 350 SAN FRANCISCO, CA 94111		PUBLIC	EDUCATION PROGRAM	25,000
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263		PUBLIC	LEGAL CLINIC	25,000
THOMAS AQUINAS COLLEGE 10000 OJAI ROAD SANTA PAULA, CA 93060		PUBLIC	STUDENT SCHOLARSHIPS	25,000
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110		PUBLIC	PROGRAM SUPPORT	50,000
UNIVERSITY OF SAN FRANCISCO 2199 FULTON STREET SAN FRANCISCO, CA 94117		PUBLIC	FACILITIES RENOVATION	150,000
CHAPMAN UNIVERSITY SCHOOL OF LAW ONE UNIVERSITY DR ORANGE, CA 92866		PUBLIC	GENERAL SUPPORT	125,000
FULLER THEOLOGICAL SEMINARY 135 N OAKLAND AVE PASADENA, CA 91101		PUBLIC	LIBRARY SUPPORT	100,000
LIONS CENTER FOR THE BLIND 2115 BROADWAY OAKLAND, CA 94612		PUBLIC	TEACHING LIFE SKILLS	5,000
MARINER'S CHRISTIAN SCHOOL 300 FISCHER AVENUE COSTA MESA, CA 92626		PUBLIC	STUDENT SCHOLARSHIPS	5,000
WESTMONT COLLEGE 955 LA PAZ ROAD SANTA BARBARA, CA 93108		PUBLIC	STUDENT SCHOLARSHIPS	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BETHUNE THEATREDANSE 3342 BARHAM BOULEVARD LOS ANGELES, CA 90068		PUBLIC	EDUCATION PROGRAM	2,000
HERITAGE OAK 16971 IMPERIAL HIGHWAY YORBA LINDA, CA 92886		PUBLIC	STUDENT SCHOLARSHIPS	4,000
JOHN TRACY CLINIC 806 WEST ADAMS BLVD LOS ANGELES, CA 90007		PUBLIC	STUDENT SCHOLARSHIPS	5,000
MATER DEI CATHOLIC HIGH SCHOOL 1615 MATER DEI DRIVE CHULA VISTA, CA 91913		PUBLIC	STUDENT SCHOLARSHIPS	2,000
SIMPSON UNIVERSITY 2211 COLLEGE VIEW DRIVE REDDING, CA 96003		PUBLIC	FACILITIES CONSTRUCTION	125,000
UNIVERSITY OF THE PACIFIC 3601 PACIFIC AVENUE STOCKTON, CA 95211		PUBLIC	FACILITIES CONSTRUCTION	325,000
Total . . . . ▶ **3a**				1,500,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
UNIVERSITY OF SAN FRANCISCO 2199 FULTON STREET SAN FRANCISCO,CA 94117		PUBLIC	FACILITIES RENOVATION	350,000
WESTMONT UNIVERSITY955 LA PAZ ROAD SANTA BARBARA,CA 93108		PUBLIC	STUDENT SCHOLARSHIPS	30,000
FULLER THEOLOGICAL SEMINARY 135 N OAKLAND AVE PASADENA,CA 91101		PUBLIC	LIBRARY	100,000
CHAPMAN UNIVERSITY SCHOOL OF LAWONE UNIVERSITY DR ORANGE,CA 92866		PUBLIC	GENERAL SUPPORT	275,000
CALIFORNIA LUTHERN UNIVERSITY 60 WEST OLSEN ROAD THOUSAND OAKS,CA 91360		PUBLIC	STUDENT SCHOLARSHIPS	40,000
Total . . . . ▶ **3b**				795,000

TY 2012 Accounting Fees Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,342	1,561		0

TY 2012 All Other Program Related Investments Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount
NONE	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMMERCIAL BUILDING	1988-09-01	396,713	269,756	SL	31 500000000000	12,592	12,592		
LAND	1988-09-01	348,287		L		0	0		

TY 2012 Distribution from Corpus Election

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Election: PURSUANT TO CODE SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE HUGH AND HAZEL DARLING FOUNDATION, ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM CORPUS.

____

______________________RICHARD L. STACK, TRUSTEE DATE

TY 2012 Investments Corporate Bonds Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GANNET COMPANY INC/6.375% DUE 04/01/12	0	0
CON EDISON OF N Y NOTES/5.625% 07/01/12	0	0
AT&T INC/4.950% DUE 01/15/13	0	0
CONSOLIDATED EDISON/4.875% DUE 02/01/13	100,369	100,350
PEPSICO INC/4.650% DUE 02/15/13	103,872	100,547
MCDONALDS CORP/4.300% DUE 03/01/13	103,337	100,628
VERIZON VIRGINIA INC/4.625% DUE 03/15/13	0	0
JOHN DEER CAPITAL CORP/4.500% DUE 04/03/13	185,288	202,108
WALMART STORES INC/4.250% DUE 04/15/13	102,882	101,117
GENERAL ELECTRIC CAPITAL CORP/4.800% DUE 05/01/13	181,772	202,912
CATERPILLAR FINANCIAL/6.200% DUE 09/30/13	99,577	104,317
BOTTLING GROUP LLC/6.950% DUE 03/15/14	205,476	215,056
CONS EDISON CO OF NY/5.850% DUE 04/01/18	92,186	121,711
CATERPILLAR FINANCIAL/6.125% DUE 2/17/14	200,710	213,230
GENERAL ELEC CAP CORP/5.500% DUE 6/4/14	106,396	106,751
GENERAL ELEC CAP CORP MED TERM/5.650% DUE 6/9/14	107,246	106,852
WACHOVIA BANK/4.875% DUE 2/1/15	40,539	43,178
GENERAL ELEC CAP CORP MED TERM/5.400% DUE 6/15/15	73,982	76,469
WACHOVIA CORP/5.625% DUE 10/15/16	100,027	137,584
BERKSHIRE HATHAWAY INC/5.400% DUE 5/15/18	100,789	120,288
BANKAMERICA CORP/5.25% DUE 12/1/15	93,989	108,167
COUNTRYWIDE FINL CORP/ 6.25% DUE 05/15/116	107,477	109,771
BANK OF AMER CORP GLOVAL/5.42% DUE 03/15/17	102,948	109,536
AMERICAN INTL GROUP/5.45% DUE 05/18/17	103,449	114,852
RR DONNELLEY & SONS CO/7.25% DUE 05/15/18	102,740	96,500
GENERAL ELEC CAP CORP/ 4.375% DUE 09/16/20	100,833	111,605
GOLDMAN SACHS GROUP INC/5.625% DUE 1/15/17	190,247	202,978
BP CAP MKTS AMER INC/4.200% DUE 6/15/18	95,125	111,437
ATLANTIC RICHFIELD CO DEBS/8.250% DUE 2/01/22	218,500	270,982
LLOYDS TSB BANK PLC 4.875% DUE 1/21/16	100,965	110,135

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WESTPAC BANKING CORP 4.875% DUE 11/19/19	104,907	115,735
AUST & NZ BANKING GROUP 5.1% DUE 01/13/20	106,047	115,935

TY 2012 Investments Corporate Stock Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5,000 SHS 3M COMPANY	95,289	464,250
5,000 SHS ABBOTT LABORATORIES	76,229	327,500
5 SHS BERKSHIRE HATHAWAY A	417,775	670,300
6,500 SHS BP AMOCO ADR	0	0
5,500 SHS CANON INC ADR	0	0
5,000 SHS CHEVRON CORP	70,937	540,700
4,000 SHS COSTCO WHOLESALE	69,280	394,920
10,000 SHS EMERSON ELECTRIC	83,227	529,600
18,000 SHS EXXON MOBIL	203,826	1,557,900
30,000 SHS GENERAL ELECTRIC	364,969	629,700
50,000 SHS INTEL CORP	34,381	103,100
16,000 SHS JOHNSON & JOHNSON	87,449	1,121,600
10,000 SHS MARSH & MCLENNAN	98,770	344,700
4,500 SHS MCDONALD'S CORP	110,212	396,945
5,000 SHS MERCK & COMPANY	76,104	204,700
2,000 SHS MICROSOFT CORP	0	0
6,000 SHS PEPSICO INC	189,574	410,580
54,850 SHS PFIZER INC	306,842	1,375,599
10,000 SHS PROCTER & GAMBLE	67,525	678,900
1,500 SHS ROCKWELL AUTOMATION	10,508	125,985
1,500 SHS ROCKWELL COLLINS	15,988	87,255
5,000 SHS ROYAL DUTCH SHELL ADR A	109,002	344,750
12,000 SHS SYSCO CORP	83,702	379,920
2,000 SHS TARGET CORP	63,765	118,340
2,000 SHS TEVA PHARMACEUTICAL INDUSTRIES ADR	67,705	74,680
3,000 SHS WAL-MART STORES	144,485	204,690
10,000 SHS WELLS FARGO	0	0
5,000 SHS GLAXOSMITHKLINE ADR	0	0
4,000 SHS H J HEINZ	168,670	230,720
7,000 SHS KRAFT FOODS	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
12,000 SHS AT&T	313,090	404,520
10,400 SHS VERIZON COMMUNICATIONS	294,070	450,008
7,200 SHS CONSOLIDATED EDISON	278,155	399,888
8,500 SHS EDISON INTERNATIONAL	270,919	384,115
7,500 SHS EXELON	0	0
7,200 SHS PG&E CORP	278,852	289,296
5,000 SHS NEXTRA ENERGY INC	278,902	345,950
7,000 SHS MONDELEZ INTERNATIONAL	124,845	178,172

TY 2012 Investments Government Obligations Schedule

Name:	THE HUGH AND HAZEL DARLING FOUNDATION
EIN:	95-6874901
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	530,754
State & Local Government Securities - End of Year Fair Market Value:	564,740

TY 2012 Investments - Land Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMMERCIAL BUILDING	396,713	282,348	114,365	
LAND	348,287	0	348,287	

TY 2012 Investments - Other Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINERAL INTEREST-GRAY COUNTY TX	AT COST	118	118
MINERAL INTEREST (GAS)-GRAY COUNTY TX	AT COST	1,391	1,391
MINERAL INTEREST-ALBERTA, CA	AT COST	11,414	11,414
MINERAL INTEREST-LOS ANGELES, CA	AT COST	130	130
UNIMPROVED REAL PROPERTY(KERN COUNTY)	AT COST	21,333	24,000
PERSONAL PROPERTY	AT COST	72,512	72,512
PARTNERSHIP INTEREST-OWEN COMPANY	AT COST	793,520	2,748,562
PARTNERSHIP INTEREST-ALLEC STREET	AT COST	75,160	627,717
PARTNERSHIP INTEREST-KINDER MORGAN	AT COST	0	797,900
PARTNERSHIP INTEREST-ENTERPRISE PRODUCTS PARTNERS LP	AT COST	106,923	600,960
CLOSED END FUNDS	AT COST	0	0
PARTNERSHIP INTEREST/BUCKEYE PARTNERS, LP	AT COST	126,806	227,050
PARTNERSHIP INTEREST/MAGELLAN MIDSTREAM PARTNERS LP	AT COST	264,823	863,800
PIMCO TOTAL RETURN FUND CL A	AT COST	889,200	894,912
PIMCO EMERGING MKTS BOND A	AT COST	350,000	376,830
PIMCO SHORT-TERM A	AT COST	1,000,000	1,011,259
FEDERATED GOVT OBLIGATION FD	AT COST	150,050	150,050
FEDERATED US TRSY CSH RES INST	AT COST	465,017	465,017
FLAHERTY&CRUMRINE CLAYMORE P (FFC)	AT COST	678,700	782,000
PIMCO 0-5 YEAR H/Y CORP BOND (HYS)	AT COST	350,566	362,005
PIMCO BUILD AMERICA BD START (BABZ)	AT COST	279,341	275,000
PIMCO CORPORATE & INCOME OPPOR (PTY)	AT COST	701,114	873,450

TY 2012 Legal Fees Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	600	400		0

TY 2012 Other Expenses Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	1,427	0		0
PASS THROUGH EXPENSES	5,989	5,714		0
BANK CHARGE	156	0		0
OFFICE EXPENSE	3,771	0		0
INSURANCE	3,825	3,825		0

TY 2012 Other Income Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL ROYALTIES	1,072	1,072	1,072
PARTNERSHIP INCOME - ENTERPRISE PRODUCTS PARTNERS, LP	-12,552	-12,552	-12,552
PARTNERSHIP INCOME - BUCKEYE PARTNERS, L P	-800	-800	-800
PARTNERSHIP INCOME - MAGELLAN MIDSTREAM PARTNERS LP	12,929	12,929	12,929
PARTNERSHIP INCOME - ALLEC STREET, ANAHEIM	19,342	19,342	19,342
PARTNERSHIP INCOME - OWEN COMPANY	85,231	85,231	85,231
PARTNERSHIP INCOME - KINDER MORGAN	-23,849	-23,849	-23,849

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TY 2012 Other Liabilities Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Description	Beginning of Year - Book Value	End of Year - Book Value
TAXES PAYABLE	792	599
PARTNERSHIP INTEREST - DEFICIT IN KINDER MORGAN	0	37,613

TY 2012 Other Professional Fees Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT COUNSEL	50,000	50,000		0

TY 2012 Taxes Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CA FORM 199	10	0		0
FEDERAL TAX	28,871	0		0
FOREIGN TAX	3,479	3,479		0
REAL ESTATE TAXES	7,184	7,184		0
PAYROLL TAX	2,159	216		1,943
TAX - LEGACY	19	19		0
RRF-1 RENEWAL	150	0		0