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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 4/01, 2012, and ending 3/31, 2013

THE HEALTHCARE FOUNDATION FOR
ORANGE COUNTY
1450 N. TUSTIN AVENUE #209
SANTA ANA, CA 92705**A** Employer identification number
33-0644620**B** Telephone number (see the instructions)
(714) 245-1650**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____

Part I, column (d) must be on cash basis

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc. received (att sch)				
	2	Cl ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	52,388.	52,388.		
	4	Dividends and interest from securities	332,982.	332,982.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	568,899.			
	b	Gross sales price for all assets on line 6a	4,385,476.			
	7	Capital gain net income (from Part IV, line 2)		568,899.		
	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 (loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	954,269.	954,269.	0.		
ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages	76,847.			57,635.
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	34,905.	17,453.		
	c	Other prof fees (attach sch) SEE ST 2	91,542.	91,542.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	36,039.			
	19	Depreciation (attach sch) and depletion	2,757.			
	20	Occupancy	17,222.			
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	29,598.			19,149.
	24	Total operating and administrative expenses. Add lines 13 through 23	288,910.	108,995.		76,784.
	25	Contributions, gifts, grants paid PART XV	436,623.			436,623.
26	Total expenses and disbursements. Add lines 24 and 25	725,533.	108,995.	0.	513,407.	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	228,736.				
b	Net investment income (if negative, enter -0-)		845,274.			
c	Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	6,715.	6,464.	6,464.
	2 Savings and temporary cash investments	474,560.	510,542.	510,542.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable	1,604,990.		
	Less: allowance for doubtful accounts	1,182,010.	1,604,990.	1,604,990.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,450.	1,742.	1,742.
	10a Investments — U.S. and state government obligations (attach schedule) STATEMENT 5	1,243,476.	1,014,652.	1,014,652.
	b Investments — corporate stock (attach schedule) STATEMENT 6	6,920,692.	7,376,505.	7,376,505.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) STATEMENT 7	5,002,725.	5,338,136.	5,338,136.	
14 Land, buildings, and equipment: basis	25,032.			
Less: accumulated depreciation (attach schedule) SEE STMT 8	18,469.	7,822.	6,563.	
15 Other assets (describe SEE STATEMENT 9)	275,768.	240,562.	240,562.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	15,115,218.	16,100,156.	16,100,156.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses	987.	1,265.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	987.	1,265.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	13,932,221.	14,493,901.	
	25 Temporarily restricted	1,182,010.	1,604,990.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	15,114,231.	16,098,891.	
	31 Total liabilities and net assets/fund balances (see instructions)	15,115,218.	16,100,156.	

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	15,114,231.
2 Enter amount from Part I, line 27a	2	228,736.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	755,924.
4 Add lines 1, 2, and 3	4	16,098,891.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	16,098,891.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a NET REAL GAINS-SEE ATTACHED FOR DETAIL		P	VARIOUS	VARIOUS
b CAPITAL GAIN DISTRIBUTIONS		P	VARIOUS	VARIOUS
c NET SHORT TERM GAINS-SEE ATTACHMENT		P	VARIOUS	VARIOUS
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 2,927,211.		2,448,445.	478,766.
b 36,755.			36,755.
c 1,421,510.		1,368,132.	53,378.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			478,766.
b			36,755.
c			53,378.
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	568,899.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

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

☐ Yes☒ No

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

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 (column (b) divided by column (c))
2011	549,900.	12,596,793.	0.043654
2010	690,759.	12,474,609.	0.055373
2009	488,285.	11,594,800.	0.042112
2008	1,282,147.	12,529,119.	0.102333
2007	374,444.	15,520,182.	0.024126

2 Total of line 1, column (d)	2	0.267598
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	0.053520
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,645,607.
5 Multiply line 4 by line 3	5	730,313.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,453.
7 Add lines 5 and 6	7	738,766.
8 Enter qualifying distributions from Part XII, line 4	8	513,407.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	16,905.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	16,905.
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	16,905.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	20,459.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	20,459.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,554.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 3,554. Refunded	11	0.	

Part VII A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.HFOC.ORG</u>	13	X	
14	The books are in care of <u>GOODRICH THOMAS CANNON & REEDS</u> Telephone no. <u>(714) 546-0755</u> Located at <u>3200 PARK CENTER DRIVE SUITE 1170 COSTA MESA</u> ZIP + 4 <u>92626</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	N/A		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
1 a 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	1 b	N/A
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ 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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
SEE STATEMENT 11		0.	0.	0.

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

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

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

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	13,237,699.
b Average of monthly cash balances	1b	615,709.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	13,853,408.
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	13,853,408.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	207,801.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,645,607.
6 Minimum investment return. Enter 5% of line 5	6	682,280.

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	682,280.
2a Tax on investment income for 2012 from Part VI, line 5	2a	16,905.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	16,905.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	665,375.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	665,375.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	665,375.

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	513,407.
b Program-related investments— total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	513,407.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	513,407.

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				665,375.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			510,010.	
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				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 513,407.				
a Applied to 2011, but not more than line 2a			510,010.	
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				3,397.
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				661,978.
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	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				

N/A

- (4) Gross investment income**

[illegible]

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 13				
Total			3 a	436,623.
b Approved for future payment				
Total			3 b	

2012

FEDERAL STATEMENTS
THE HEALTHCARE FOUNDATION FOR
ORANGE COUNTY

PAGE 1

33-0644620

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	\$ 34,905.	\$ 17,453.		
TOTAL	<u>\$ 34,905.</u>	<u>\$ 17,453.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO MANAGEMENT	\$ 91,542.	\$ 91,542.		
TOTAL	<u>\$ 91,542.</u>	<u>\$ 91,542.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	\$ 36,039.			
TOTAL	<u>\$ 36,039.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	\$ 21,065.			\$ 16,646.
INSURANCE	5,449.			793.
OFFICE SUPPLIES	1,428.			286.
REFUNDS	-242.			
TELEPHONE	1,898.			1,424.
TOTAL	<u>\$ 29,598.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 19,149.</u>

FEDERAL STATEMENTS
THE HEALTHCARE FOUNDATION FOR
ORANGE COUNTY

STATEMENT 5
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VARIOUS MSSB ACCOUNTS -SEE ATTACHED SCH	MKT VAL	\$ 1,014,652.	\$ 1,014,652.
		\$ 1,014,652.	\$ 1,014,652.
	TOTAL	\$ 1,014,652.	\$ 1,014,652.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VARIOUS MS SMITH BARNEY	COST	\$ 7,376,505.	\$ 7,376,505.
	TOTAL	\$ 7,376,505.	\$ 7,376,505.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VARIOUS ALTERNATE INVESTMT STRATEGIES	MKT VAL	\$ 1,422,825.	\$ 1,422,825.
TOTAL OTHER INVESTMENTS		\$ 1,422,825.	\$ 1,422,825.
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
VARIOUS MUTUAL FUND INVESTMENTS	COST	3,914,942.	3,914,942.
TOTAL OTHER PUBLICLY TRADED SECURITIES		\$ 3,914,942.	\$ 3,914,942.
<u>OTHER SECURITIES</u>			
EFT	COST	369.	369.
TOTAL OTHER SECURITIES		\$ 369.	\$ 369.
	TOTAL	\$ 5,338,136.	\$ 5,338,136.

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AUTO./TRANSPORTATION EQUIP.	\$ 0.	\$ 0.	\$ 0.	\$ 6,563.
FURNITURE AND FIXTURES	21,087.	14,524.	6,563.	0.
MISCELLANEOUS	3,945.	3,945.	0.	0.
TOTAL	\$ 25,032.	\$ 18,469.	\$ 6,563.	\$ 6,563.

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DEPOSIT	\$ 859.	\$ 859.
SETTLEMENT RECOVERY RECEIVABLE	239,703.	239,703.
TOTAL	<u><u>\$ 240,562.</u></u>	<u><u>\$ 240,562.</u></u>

STATEMENT 10
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ADJUSTMENT TO VALUE OF SPLIT INTEREST TRUST	\$ 422,980.
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	332,944.
TOTAL	<u><u>\$ 755,924.</u></u>

STATEMENT 11
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
LILIA M. TANAKEYOWMA 1450 N. TUSTIN AVE. STE 209 SANTA ANA, CA 92705	CHAIRMAN 10.00	\$ 0.	\$ 0.	\$ 0.
J. FERNANDO NIEBLA 1450 N. TUSTIN AVE. STE 209 SANTA ANA, CA 92705	VICE CHAIRMAN 5.00	0.	0.	0.
MARVEN E. HOWARD 1450 N. TUSTIN AVE. STE 209 SANTA ANA, CA 92705	CFO 5.00	0.	0.	0.
JOHN O. STRONG, M. D. 1450 N. TUSTIN AVE. STE 209 SANTA ANA, CA 92705	SECRETARY 5.00	0.	0.	0.
QUYNH KIEU M.C. 1450 N. TUSTIN AVE. STE 209 SANTA ANA, CA 92705	MEMBER 5.00	0.	0.	0.
ANTHONY MAGNO 1450 N. TUSTIN AVE. STE 209 SANTA ANA, CA 92705	MEMBER 5.00	0.	0.	0.
TOTAL		<u><u>\$ 0.</u></u>	<u><u>\$ 0.</u></u>	<u><u>\$ 0.</u></u>

FEDERAL STATEMENTS
THE HEALTHCARE FOUNDATION FOR
ORANGE COUNTY

STATEMENT 12
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: CATHERINE KOENIG, THE HEALTHCARE
 NAME: FOUNDATION FOR ORANGE COUNTY
 CARE OF: 1450 N. TUSTIN, STE 209
 STREET ADDRESS: SANTA ANA, CA 92705
 CITY, STATE, ZIP CODE: 714-245-1650
 TELEPHONE:
 E-MAIL ADDRESS:
 FORM AND CONTENT: SEE WEBSITE - WWW.HFOC.ORG - FOR GRANT RESTRICTIONS,
 APPLICATION GUIDELINES AND DEADLINES
 SUBMISSION DEADLINES: SEE WEBSITE - WWW.HFOC.ORG - FOR APPLICATION DEADLINES
 RESTRICTIONS ON AWARDS: SEE WEBSITE - WWW.HFOC.ORG - FOR GRANT RESTRICTIONS,
 APPLICATION GUIDELINES AND DEADLINES

STATEMENT 13
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
VIETNAMESE AMERICAN CANCER FOUNDATION 17150 NEWHOPE STREET #501-502 FOUNTAIN VALLEY , CA 92708	NONE	EXEMPT	"WOMEN HELP WOMEN" TO DEVELOP CULTURALLY AND LINGUISTICALLY SENSITIVE SERVICES FOR WOMEN DIAGNOSED WITH BREAST AND CERVICAL CANCER	\$ 25,000.
MOMS ORANGE COUNTY 1128 W. SANTA ANA BLVD SANTA ANA, CA 92703	NONE	EXEMPT	PROVIDE COORDINATION, EDUCATION AND ACCESS TO COMMUNITY HEALTHCARE SERVICES FOR MOTHERS AND FAMILIES TO PROMOTE HEALTHIER BABIES	30,000.
FAMILY SUPPORT NETWORK 181 W ORANGETHORPE AVE, SUITE D PLACENTIA, CA 92870	NONE	EXEMPT	COMMUNITY RESOURCE FOR UNDERSERVED LOW-INCOME FAMILIES OF SPECIAL NEEDS CHILDREN	15,000.

FEDERAL STATEMENTS
THE HEALTHCARE FOUNDATION FOR
ORANGE COUNTY

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST. JOSEPH HEALTH SYSTEM 1100 WEST STEWART DRIVE ORANGE, CA 92863	NONE	EXEMPT	PROVIDE HIGH-QUALITY DENTAL SERVICES TO AGRICULTURAL WORKERS AND THEIR FAMILIES (PUENTE A SALUD DENTAL CLINIC)	\$ 120,572.
CHILDRENS HOSPITAL OF ORANGE COUNTY 455 S. MAIN STREET ORANGE, CA 92868	NONE	EXEMPT	COLLABORATIVE PROJECT AGAINST OBESITY	133,356.
HOAG MEMORIAL HOSPITAL 1 HOAG DRIVE NEWPORT BEACH, CA 92658	NONE	EXEMPT	SUPPORT PROGRAM SERVICES	82,000.
CASA TERESA P.O. BOX 429 ORANGE, CA 92856	NONE	EXEMPT	SUPPORT PROGRAM SERVICES	10,000.
DELHI CENTER 505 E. CENTRAL AVE SANTA ANA, CA 92707	NONE	EXEMPT	SUPPORT PROGRAM SERVICES	10,000.
ONE O.C. 1901 E. FOURTH STREET, STE 100 SANTA ANA, CA 92705	NONE	EXEMPT	MOBILIZE VOLUNTEER ACTION	10,000.
ASSOCIATION FOR SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	NONE	EXEMPT	ENHANCEMENT OF PHILANTHROPIC ACTIVITIES THROUGH EDUCATION AND COLLABORATION	695.
TOTAL				\$ 436,623.

The Healthcare Foundation for Orange County					
FEIN 33-0644620					
Summary of investments as of March 31, 2013					
Symbol	Name	Asset Type	Account #	Quantity	Market Value
	MS ACTIVE ASSETS MONEY TRUST	Cash, MMF and BDP	Money Market - 5061	-	128
AWP	ALPINE GLOBAL PREMIER PPTY FD	ETFs	Money Market - 5061	45	369
		ACCOUNT:061-531			497
		TOTAL			
	Cash	Cash, MMF and BDP	Neuberger - 5065	-	53,697
ABT	ABBOTT LABORATORIESA	Stocks	Neuberger - 5065	1739	61,421
A CN	ACCENTURE PLC IRELAND	Stocks	Neuberger - 5066	366	27,805
AGN	ALLERGAN	Stocks	Neuberger - 5065	504	56,262
AXP	AMERICAN EXPRESS COB+	Stocks	Neuberger - 5065	421	28,401
ABC	AMERISOURCE	Stocks	Neuberger - 5065	828	42,601
AAPL	APPLE INCB+	Stocks	Neuberger - 5065	37	16,378
BBBY	BED BATH & BEYOND	Stocks	Neuberger - 5065	503	32,403
BIIB	BIOGEN IDEC	Stocks	Neuberger - 5065	262	50,468
CAM	CAMERON INTNL	Stocks	Neuberger - 5065	772	50,334
KO	COCA COLA COA+	Stocks	Neuberger - 5065	1878	75,946
CL	COLGATE PALMOLIVE	Stocks	Neuberger - 5065	496	58,543
COST	COSTCO	Stocks	Neuberger - 5065	406	43,081
EBAY	EBAY INC	Stocks	Neuberger - 5065	674	36,544
EMC	EMC CORP	Stocks	Neuberger - 5065	1186	28,334
GE	GENERAL ELECTRIC COA-	Stocks	Neuberger - 5065	2808	64,921
GOOG	GOOGLE INC	Stocks	Neuberger - 5065	59	46,857
JNJ	JOHNSON & JOHNSONA+	Stocks	Neuberger - 5065	756	26,513
JNPR	JUNIPER NETWORKS	Stocks	Neuberger - 5065	1895	35,133
MCD	MC DONALDS CORPA	Stocks	Neuberger - 5065	267	26,617
MDLZ	MONDELEZ INTL INC COMB+	Stocks	Neuberger - 5065	2073	63,465
MON	MONSANTO CO	Stocks	Neuberger - 5065	653	68,976
NIKE	NIKE INC	Stocks	Neuberger - 5065	739	43,608
OXY	OCCIDENTAL PETROLEUM CORP DEB+	Stocks	Neuberger - 5065	495	38,793
ORCL	ORACLE CORPA-	Stocks	Neuberger - 5065	1065	34,431
PEP	PEPSICO INC NCA	Stocks	Neuberger - 5065	527	41,691
PM	PHILIP MORRIS INTL INCN/R	Stocks	Neuberger - 5065	760	70,460
PG	PROCTER & GAMBLEA+	Stocks	Neuberger - 5065	589	45,388
QCOM	QUALCOMM INCA-	Stocks	Neuberger - 5065	1105	73,969
SNY	SANOFI	Stocks	Neuberger - 5065	1081	55,217
SLB	SCHLUMBERGER	Stocks	Neuberger - 5065	353	26,435
SBUX	STARBUCKS	Stocks	Neuberger - 5065	709	40,378
SYK	STRYKER CORP	Stocks	Neuberger - 5065	638	41,623
TJX	TJX COS	Stocks	Neuberger - 5065	835	39,036
UN	UNILEVER	Stocks	Neuberger - 5065	881	36,121
UPS	UNITED PARCEL SERVICE	Stocks	Neuberger - 5065	683	58,670
V	VISA	Stocks	Neuberger - 5065	300	50,952
WFC	WELLS FARGO & CO NEWA-	Stocks	Neuberger - 5065	1646	60,886
					1,698,661
		ACCOUNT:060-531			1,752,358

The Healthcare Foundation for Orange County					
FEIN 33-0644620					
Summary of investments as of March 31, 2013					
Symbol	Name	Asset Type	Account #	Quantity	Market Value
	Cash	Cash, MMF and BDP	Pimco - 5063	-	278,492
	UNITED STATES TREASURY NOTE AAA / N/A CPN 0.750% Due 10/31/2017	Govt Securities	Pimco - 5063	134000	134,387
	UNITED STATES TREASURY NOTE AAA / N/A CPN 1.3750% Due 2/28/2019	Govt Securities	Pimco - 5063	60000	61,355
	UNITED STATES TREASURY NOTE AAA / N/A CPN 1.125% Due 12/31/2019	Govt Securities	Pimco - 5063	85000	84,695
	UNITED STATES TREASURY NOTE-INFLATION INDEXED AAA / N/A CPN 0.125% Due 7/15/2022	Govt Securities	Pimco - 5063	179000	195,264
	UNITED STATES TREASURY NOTE AAA / N/A CPN 2.000% Due 2/15/2023	Govt Securities	Pimco - 5063	62000	62,785
	UNITED STATES TREASURY BOND-INFLATION INDEXED, AAA / N/A CPN 2.5% Due 1/15/2029	Govt Securities	Pimco - 5063	22000	32,949
	FEDERAL NATIONAL MTG ASSN POOL AH5583 CPN 5.00% Due 11/1/2035	Govt Securities	Pimco - 5063	100000	24,900
	FEDERAL NATIONAL MTG ASSN POOL AL0069 CPN 5.000% Due 11/1/2038	Govt Securities	Pimco - 5063	70000	35,813
	FEDERAL NATIONAL MTG ASSN POOL AL1948 CPN 4.500% Due 8/1/2040	Govt Securities	Pimco - 5063	54000	22,492
	FEDERAL NATIONAL MTG ASSN POOL AH5583 CPN 4.500% Due 2/1/2041	Govt Securities	Pimco - 5063	82000	54,393
	FEDERAL NATIONAL MTG ASSN POOL AL0069 CPN 4.500% Due 5/1/2041	Govt Securities	Pimco - 5063	13000	8,243
	FEDERAL NATIONAL MTG ASSN POOL AL1948 CPN 4.000% Due 12/1/2041	Govt Securities	Pimco - 5063	66000	42,796
	FEDERAL NATIONAL MTG ASSN POOL AL1948 CPN 4.000% Due 1/1/2042	Govt Securities	Pimco - 5063	93000	92,915
	FEDERAL NATIONAL MTG ASSN POOL AP0495 CPN 3.500% Due 6/1/2042	Govt Securities	Pimco - 5063	13000	11,399
	FEDERAL NATIONAL MTG ASSN POOL AS1540 CPN 3.500% Due 8/1/2042	Govt Securities	Pimco - 5063	83000	85,423
	FEDERAL NATIONAL MTG ASSN POOL AT6306 CPN 3.000% Due 11/1/2042	Govt Securities	Pimco - 5063	61000	64,843
					1,014,652
FXIMX	ALLIANZ FIX INC SHRS SERIES M	Mutual Funds	Pimco - 5063	41175	460,748
FXICX	ALLIANZ FX INC SHRS SERIES C	Mutual Funds	Pimco - 5063	34125	460,688
					921,436
		ACCOUNT 063-531			2,244,580

The Healthcare Foundation for Orange County

FEIN 33-0644620

Summary of investments as of March 31, 2013

Symbol	Name	Asset Type	Account #	Quantity	Market Value
	BANK DEPOSIT PROGRAM MORGAN STANLEY BANK N A	Cash, MMF and BDP	Davis Advisors - 5064	-	72,601
A	AGILENT TECHNOLOGIESB-	Stocks	Davis Advisors - 5064	229	9,611
APD	AIR PROD & CHEM INCA	Stocks	Davis Advisors - 5064	448	39,030
Y	ALLEGHANY CP DELAWAREB	Stocks	Davis Advisors - 5064	114	45,135
AXP	AMERICAN EXPRESS COB+	Stocks	Davis Advisors - 5064	1627	109,757
AMP	AMERIPRISE FINCL	Stocks	Davis Advisors - 5064	204	15,025
BK	BANK OF NEW YORK MELLON CORPB	Stocks	Davis Advisors - 5064	3740	104,683
BBBY	BED BATH & BEYOND INCB+	Stocks	Davis Advisors - 5064	1147	73,890
BRK'B	BERKSHIRE HATHAWAY CL-B NEWB	Stocks	Davis Advisors - 5064	905	94,301
CNQ	CANADIAN NATURAL RESOURCES LTDB	Stocks	Davis Advisors - 5064	2087	67,055
KO	COCACOLA	Stocks	Davis Advisors - 5064	881	35,628
COST	COSTCO WHOLESALE CORP NEWA	Stocks	Davis Advisors - 5064	972	103,139
CVS	CVS CAREMARK CORPA+	Stocks	Davis Advisors - 5064	1906	104,811
DVN	DEVON ENERGY	Stocks	Davis Advisors - 5064	366	20,650
DEO	DIAGEO PLC SPON ADR NEWN/R	Stocks	Davis Advisors - 5064	382	48,071
EOG	EOG RESOURCES INCB	Stocks	Davis Advisors - 5064	536	68,646
ESRX	EXPRESS SCRIPTS HLDG CO COMB+	Stocks	Davis Advisors - 5064	846	48,747
GOOG	GOOGLE INC-CL AB+	Stocks	Davis Advisors - 5064	136	108,010
HOG	HARLEY DAVIDSON INCA-	Stocks	Davis Advisors - 5064	324	17,269
HPQ	HEWLETT PACKARD	Stocks	Davis Advisors - 5064	450	10,728
IRM	IRON MOUNTAIN	Stocks	Davis Advisors - 5064	730	26,506
L	LOEWS CORPORATIONB	Stocks	Davis Advisors - 5064	1532	67,515
MSFT	MICROSOFT CORPA-	Stocks	Davis Advisors - 5064	650	18,593
MON	MONSANTO CO/NEWA	Stocks	Davis Advisors - 5064	387	40,879
OXY	OCCIDENTAL PETROLEUM CORP DEB+	Stocks	Davis Advisors - 5064	609	47,727
ORCL	ORACLE CORPA-	Stocks	Davis Advisors - 5064	625	20,206
PM	PHILIP MORRIS INTL INCN/R	Stocks	Davis Advisors - 5064	260	24,105
POT	POTASH CP OF SASKATCHEWAN	Stocks	Davis Advisors - 5064	427	16,760
PGR	PROGRESSIVE CORP OHIOB	Stocks	Davis Advisors - 5064	2778	70,200
TXN	TEXAS INSTRUMENTSB+	Stocks	Davis Advisors - 5064	1125	39,915
RIG	TRANSOCEAN	Stocks	Davis Advisors - 5064	275	14,289
UNH	UNITEDHEALTH GP INCA+	Stocks	Davis Advisors - 5064	295	16,875
DIS	WALT DISNEY CO HLDG COA+	Stocks	Davis Advisors - 5064	965	54,812
WFC	WELLS FARGO & CO NEWA-	Stocks	Davis Advisors - 5064	2812	104,016
					1,686,584
		ACCOUNT 064-531			1,759,185

The Healthcare Foundation for Orange County

FEIN 33-0644620

Summary of investments as of March 31, 2013

Symbol	Name	Asset Type	Account #	Quantity	Market Value
	BANK DEPOSIT PROGRAM CITIBANK,N	Cash, MMF and BDP	Victory Newbridge - 5060	-	43,277
ABT	ABBOTT LABORATORIESA	Stocks	Victory Newbridge - 5060	684	24,159
ABBV	ABBVIE INC	Stocks	Victory Newbridge - 5060	630	25,691
APD	AIR PROD & CHEM	Stocks	Victory Newbridge - 5060	256	22,303
MON	ALTRIA GROUP	Stocks	Victory Newbridge - 5060	1366	46,977
AXP	AMERICAN EXPRESS COB+	Stocks	Victory Newbridge - 5060	369	24,893
AAPL	APPLE INC	Stocks	Victory Newbridge - 5060	235	104,025
ARCO	ARCOS DORADOS HLDGS	Stocks	Victory Newbridge - 5060	492	6,494
ADP	AUTOMATIC DP	Stocks	Victory Newbridge - 5060	391	25,427
BLK	BLACKROCK	Stocks	Victory Newbridge - 5060	113	29,027
CAT	CATERPILLAR	Stocks	Victory Newbridge - 5060	470	40,876
CPT	CDN PACIFIC	Stocks	Victory Newbridge - 5060	144	18,788
CVX	CHEVRON	Stocks	Victory Newbridge - 5060	736	87,452
KO	COCA COLA COA+	Stocks	Victory Newbridge - 5060	2699	109,148
CMCSA	COMCAST	Stocks	Victory Newbridge - 5060	427	17,925
COP	CONOCO PHILLIPS	Stocks	Victory Newbridge - 5060	950	57,095
DEO	DIAGEO PLC SPON	Stocks	Victory Newbridge - 5060	192	24,161
EL	ESTEE LAUDER CO INC CL AA-	Stocks	Victory Newbridge - 5060	525	33,616
XOM	EXXON MOBIL	Stocks	Victory Newbridge - 5060	1497	134,895
BEN	FRANKLIN RESOURCES INCB+	Stocks	Victory Newbridge - 5060	165	24,884
FCX	FREEPORT MCMORAN	Stocks	Victory Newbridge - 5060	1153	38,164
GE	GENERAL ELECTRIC COA-	Stocks	Victory Newbridge - 5060	1590	36,761
HBC	HSBC HOLDINGS PLC SPON ADR NEWN	Stocks	Victory Newbridge - 5060	613	32,697
INTC	INTEL CORP	Stocks	Victory Newbridge - 5060	1576	34,412
IBM	INTL BUSINESS MACHINES	Stocks	Victory Newbridge - 5060	343	73,162
ISRG	INTUITIVE SURGICAL INC	Stocks	Victory Newbridge - 5060	41	20,139
JNJ	JOHNSON & JOHNSON	Stocks	Victory Newbridge - 5060	843	68,730
JPM	JP MORGAN CHASE	Stocks	Victory Newbridge - 5060	1195	56,715
KRFT	KRAFT FOODS	Stocks	Victory Newbridge - 5060	179	9,224
MCD	MCDONALDS CORP	Stocks	Victory Newbridge - 5060	650	64,799
MRK	MERCK & CO	Stocks	Victory Newbridge - 5060	534	23,603
MDLZ	MONDELEZ INTL INC COMB+	Stocks	Victory Newbridge - 5060	538	16,471
NSRGY	NESTLE SPON ADR	Stocks	Victory Newbridge - 5060	1000	72,470
NWSA	NEWS CORP	Stocks	Victory Newbridge - 5060	829	25,293
NVO	NOVO NORDISK	Stocks	Victory Newbridge - 5060	190	30,685
OXY	OCCIDENTAL PETROLEUM CORP DEB+	Stocks	Victory Newbridge - 5060	535	41,928
ORCL	ORACLE CORP	Stocks	Victory Newbridge - 5060	404	13,061
PEP	PEPSICO INC NCA	Stocks	Victory Newbridge - 5060	626	49,523
PM	PHILIP MORRIS	Stocks	Victory Newbridge - 5060	1274	118,113
PSX	PHILLIPS 66	Stocks	Victory Newbridge - 5060	498	34,845
PX	PRAXAIR INC	Stocks	Victory Newbridge - 5060	297	33,127
PG	PROCTER & GAMBLEA+	Stocks	Victory Newbridge - 5060	984	75,827
QCOM	QUALCOMM INCA-	Stocks	Victory Newbridge - 5060	435	29,119
RIO	RIO TINTO	Stocks	Victory Newbridge - 5060	610	28,719
RHHBY	ROCHE HOLDINGS	Stocks	Victory Newbridge - 5060	634	37,152
RDSA	ROYAL DUTCH SHELL	Stocks	Victory Newbridge - 5060	806	52,519
SBMRY	SABMILLER PLC	Stocks	Victory Newbridge - 5060	236	12,482
TGT	TARGET CORP	Stocks	Victory Newbridge - 5060	730	49,969
TXN	TEXAS INSTRUMENTS	Stocks	Victory Newbridge - 5060	975	34,593
TWC	TIME WARNER	Stocks	Victory Newbridge - 5060	113	10,855
TOT	TOTAL S A SPON	Stocks	Victory Newbridge - 5060	1057	50,712
UTX	UNITED TECH	Stocks	Victory Newbridge - 5060	513	47,930
WMT	WAL MART	Stocks	Victory Newbridge - 5060	647	48,415
WAG	WALGREEN	Stocks	Victory Newbridge - 5060	572	27,273
DIS	WALT DISNEY	Stocks	Victory Newbridge - 5060	434	24,651
XLNX	XILINX	Stocks	Victory Newbridge - 5060	252	9,618
					2,291,592
			ACCOUNT# 065-531		2,334,869

The Healthcare Foundation for Orange County					
FEIN 33-0644620					
Summary of investments as of March 31, 2013					
Symbol	Name	Asset Type	Account #	Quantity	Market Value
	MS ACTIVE ASSETS MONEY TRUST	Cash, MMF and	Neuberger Funds - 5401	-	8,747
GJRTX	GOLDMAN SACHS ABSLT RET TRCK I	Mutual Funds	Neuberger Funds - 5401	104344	1,091,434
LZEMX	LAZARD EMERGING MARKETS I	Mutual Funds	Neuberger Funds - 5401	35792	691,509
LSIIX	NATIXIS LOOMIS SAY	Mutual Funds	Neuberger Funds - 5401	28636	362,815
PEMPX	PIMCO EMERGING MKTS BD P	Mutual Funds	Neuberger Funds - 5401	30129	367,580
					2,513,338
			ACCOUNT 401-531		2,522,085
	BANK DEPOSIT PROGRAM MORGAN S	Cash, MMF and BDP	Aew Reits - 5621	-	13,071
ARE	ALEXANDRIA REAL ESTATE EQ INCB	Stocks	Aew Reits - 5621	190	13,486
AAT	AMERICAN ASSETS TRUST	Stocks	Aew Reits - 5621	275	8,803
ACC	AMERICAN CAMPUS CMMITYS	Stocks	Aew Reits - 5621	232	10,519
AVB	AVALONBAY COMM INCB+	Stocks	Aew Reits - 5621	258	32,681
AVIV	AVIV REIT	Stocks	Aew Reits - 5621	166	3,994
BMR	BIOMED REALTY	Stocks	Aew Reits - 5621	569	12,290
BXP	BOSTON PROPERTIES INCB	Stocks	Aew Reits - 5621	308	31,126
BRE	BRANDYWINE REALTY TR SBI NEWB-	Stocks	Aew Reits - 5621	215	10,466
CPT	CAMDEN PROPERTY TRUSTB	Stocks	Aew Reits - 5621	248	17,033
CUBE	CUBESMART	Stocks	Aew Reits - 5621	251	3,966
DDR	DDR CORP	Stocks	Aew Reits - 5621	879	15,312
DEI	DOUGLAS EMMETT INCN/R	Stocks	Aew Reits - 5621	237	5,908
DFT	DUPONT FABROS TECH	Stocks	Aew Reits - 5621	480	11,650
EPR	EPR PPTYS COMB+	Stocks	Aew Reits - 5621	323	16,812
ELS	EQUITY LIFESTYLE PROPERTIESB	Stocks	Aew Reits - 5621	139	10,675
EQR	EQUITY RESIDENTIAL	Stocks	Aew Reits - 5621	841	46,305
EXR	EXTRA SPACE STORAGE	Stocks	Aew Reits - 5621	334	13,116
FRT	FEDL RLTY INVT TRUST S B IA-	Stocks	Aew Reits - 5621	178	19,231
FPO	FIRST POTOMAC	Stocks	Aew Reits - 5621	389	5,769
FCEA	FOREST CY ENTERPRISE	Stocks	Aew Reits - 5621	644	11,444
HCP	HCP INCORPORATEDB+	Stocks	Aew Reits - 5621	711	35,450
HCN	HEALTH CARE REIT INCA-	Stocks	Aew Reits - 5621	340	23,089
HST	HOST HOTEL & RESORTS INCB-	Stocks	Aew Reits - 5621	1393	24,364
KRC	KILROY REALTY	Stocks	Aew Reits - 5621	433	22,689
LRY	LIBERTY PROPERTY TRUST	Stocks	Aew Reits - 5621	314	12,482
NNN	NATIONAL RETAIL PROPERTIES IB+	Stocks	Aew Reits - 5621	222	8,030
PDM	PIEDMONT OFFICE RLTY	Stocks	Aew Reits - 5621	276	5,407
PLD	PROLOGIS	Stocks	Aew Reits - 5621	909	36,342
PSA	PUBLIC STORAGE	Stocks	Aew Reits - 5621	262	39,908
RPT	RAMCO GERSHENSON	Stocks	Aew Reits - 5621	388	6,518
REG	REGENCY CENTERS	Stocks	Aew Reits - 5621	296	15,662
ROIC	RETAIL OPPORTUNITY INVTs	Stocks	Aew Reits - 5621	534	7,484
RPAI	RETAIL PPTYS AMER	Stocks	Aew Reits - 5621	272	4,026
RLJ	RLJ LODGING TRUST	Stocks	Aew Reits - 5621	425	9,673
SPG	SIMON PPTY GROUP INCB+	Stocks	Aew Reits - 5621	565	89,586
HOT	STARWOOD HTLS	Stocks	Aew Reits - 5621	150	9,560
MAC	THE MACERICH CO	Stocks	Aew Reits - 5621	468	30,130
VTR	VENTAS INCB	Stocks	Aew Reits - 5621	481	35,209
VNO	VORNADO REALTY TR S B IB	Stocks	Aew Reits - 5621	330	27,601
					743,796
			ACCOUNT 621-531		756,867
	MS AAA INSTL MONEY TRUST	Cash, MMF and BDP	Alternative Investments Advisory AAA 178 115907	-	1
AIW38	PRIVATE ADV STABLE VAL LTD 3C1	Other Holdings Hedge Fund	Alternative Investments Advisory AAA 178 115907	600000	690,491
			ACCOUNT 907-531		690,492

The Healthcare Foundation for Orange County					
FEIN 33-0644620					
Summary of investments as of March 31, 2013					
Symbol	Name	Asset Type	Account #	Quantity	Market Value
	MS AAA INSTL MONEY TRUST	Cash, MMF and BDP	Alternative Investments Advisory AAA 178 115924	-	5
AIX03	PRIVATE ADVISORS HED EQ QP A	Other Holdings Hedge Fund	Alternative Investments Advisory AAA 178 115924	600000	732,334
			ACCOUNT 924-531-115924		732,339
	Cash	Cash, MMF and BDP	Consulting Group Advisor 178 116104	-	157
EICSX	EATON VANCE COMMODITY STRAT I	Mutual Funds	Consulting Group Advisor 178 116104	19437	176,678
PCRFX	PIMCO COMMOD REAL RET STRATP	Mutual Funds	Consulting Group Advisor 178 116104	27689	181,640
					358,318
			ACCOUNT 104-531-116104		358,475
	Cash	Cash, MMF and BDP	Fid Serv AAA 178 116268	-	19,277
AEG	AEGON NV ADRN/R	Stocks	Fid Serv AAA 178 116268	2907	17,471
AMX	AMERICA MOVIL SA DE CV ADR LN/R	Stocks	Fid Serv AAA 178 116268	660	13,833
ALPMY	ASTELLAS PHARMA INCADRN/A	Stocks	Fid Serv AAA 178 116268	255	13,663
AZN	ASTRAZENECA PLC ADSN/R	Stocks	Fid Serv AAA 178 116268	425	21,242
BDORY	BANCO DO BRASIL SA SPON ADRN/A	Stocks	Fid Serv AAA 178 116268	625	8,550
BSBR	BANCO SANTANDER BRASIL SA ADSN/R	Stocks	Fid Serv AAA 178 116268	995	7,224
BCS	BARCLAYS PLC ADRN/R	Stocks	Fid Serv AAA 178 116268	765	13,586
BP	BP PLC ADSN/R	Stocks	Fid Serv AAA 178 116268	650	27,528
CAJ	CANON INC ADR NEWN/R	Stocks	Fid Serv AAA 178 116268	475	17,428
CRRFY	CARREFOUR SA SPONSORED ADRN/A	Stocks	Fid Serv AAA 178 116268	4845	26,260
CX	CEMEX SAB DE CVN/R	Stocks	Fid Serv AAA 178 116268	1128	13,773
EBR	CENTRAIS ELEC BRAS SP ADR CMN/R	Stocks	Fid Serv AAA 178 116268	1260	4,309
CRH	CRH PLC ADRN/R	Stocks	Fid Serv AAA 178 116268	1070	23,636
DNPLY	DAI NIPPIN	Stocks	Fid Serv AAA 178 116268	1035	9,791
DSNKY	DAIICHI SANKYO CO LTD SPON ADRN/A	Stocks	Fid Serv AAA 178 116268	860	16,512
DDAIF	DAIMLER	Stocks	Fid Serv AAA 178 116268	230	12,585
DTEGY	DEUTSCHE TELEKOM AG 1 ORD 1ADSN/R	Stocks	Fid Serv AAA 178 116268	1160	12,273
E	ENI SPA AMER DEP RCPTN/R	Stocks	Fid Serv AAA 178 116268	465	20,874
ERIC	ERICSSON LM TEL ADR CL B NEWN/R	Stocks	Fid Serv AAA 178 116268	1435	18,081
FPAFY	FIRST PAC LTD SP ADRN/A	Stocks	Fid Serv AAA 178 116268	2445	16,626
FLEX	FLEXTRONICS INTL LTDN/R	Stocks	Fid Serv AAA 178 116268	1570	10,613
FTE	FRANCE TELECOM	Stocks	Fid Serv AAA 178 116268	1665	16,916
FUJIY	FUJIFILM HOLDINGS	Stocks	Fid Serv AAA 178 116268	630	12,373
GDFZY	GDF SUEZ-SPON ADRN/A	Stocks	Fid Serv AAA 178 116268	1540	29,660
GSK	GLAXOSMITHKLINE PLC ADSN/R	Stocks	Fid Serv AAA 178 116268	360	16,888
HLUY	H LUNDBECK AS SPON ADR LEV 1N/A	Stocks	Fid Serv AAA 178 116268	405	7,464
HMC	HONDA MOTOR COMPANY LTD ADRN/R	Stocks	Fid Serv AAA 178 116268	370	14,156
HSBC	HSBC HOLDINGS PLC SPON ADR NEWN/R	Stocks	Fid Serv AAA 178 116268	205	10,935
ISNPY	INTESA SANPAOLO S PA ADRN/A	Stocks	Fid Serv AAA 178 116268	2235	19,780
ITALY	ITALCIMENTI FABRICH RIUNTE ADRN/A	Stocks	Fid Serv AAA 178 116268	1020	5,855
ITVPY	ITV PLC UNSPONS	Stocks	Fid Serv AAA 178 116268	555	10,823
JSAIY	J SAINSBURY PLC SPON ADR NEWN/A	Stocks	Fid Serv AAA 178 116268	505	11,575
KGPHY	KINGFISHER PLC	Stocks	Fid Serv AAA 178 116268	865	7,581
AHONY	KONINKLIJKE AHOLD ADRN/R	Stocks	Fid Serv AAA 178 116268	990	15,197
MAKSY	MARKS & SPENCER GRP PLC ADRN/R	Stocks	Fid Serv AAA 178 116268	1285	15,202
MTU	MITSUBISHI UFJ FINCL GRP ADSN/R	Stocks	Fid Serv AAA 178 116268	1870	11,220
MSADY	MS&AD INS GROUP HLDGS ADRN/A	Stocks	Fid Serv AAA 178 116268	1525	16,805
NTT	NIPPON TELEGRAPH&TELEPHONE ADSN/R	Stocks	Fid Serv AAA 178 116268	1120	24,349
LUKOY	OIL CO LUKOIL SPN ADRN/R	Stocks	Fid Serv AAA 178 116268	240	15,480
PBR'A	PETROLEO BRASILEIRO SA ADRN/R	Stocks	Fid Serv AAA 178 116268	770	13,976
PT	PORTUGAL TELECOM SGPS SAN/R	Stocks	Fid Serv AAA 178 116268	1270	6,299
PKX	POSCO ADSN/R	Stocks	Fid Serv AAA 178 116268	180	13,268

The Healthcare Foundation for Orange County					
FEIN 33-0644620					
Summary of investments as of March 31, 2013					
Symbol	Name	Asset Type	Account #	Quantity	Market Value
SNY	SANOFI ADRN/R	Stocks	Fid Serv AAA 178 116268	395	20,177
STX	SEAGATE TECHNOLOGY	Stocks	Fid Serv AAA 178 116268	385	14,074
SEKEY	SEIKO EPSON CORP	Stocks	Fid Serv AAA 178 116268	1965	9,393
SZEVY	SUEZ ENVIRONNEMENT UNSPON ADRN	Stocks	Fid Serv AAA 178 116268	1705	10,844
SMFG	SUMITOMO MITSUI	Stocks	Fid Serv AAA 178 116268	1165	9,506
SSREY	SWISS RE LTD SPONSORED ADRN/R	Stocks	Fid Serv AAA 178 116268	250	20,440
TKPPY	TAKEDA PHARMACEUTICAL CO LTDN/A	Stocks	Fid Serv AAA 178 116268	550	14,988
TTDKY	TDK CP ADR	Stocks	Fid Serv AAA 178 116268	215	7,519
TEL	TE CONNECTIVITY LTD NEWN/R	Stocks	Fid Serv AAA 178 116268	610	25,577
TI	TELECOM ITALIA SPA ADS (NEW)N/R	Stocks	Fid Serv AAA 178 116268	2545	18,146
VIV	TELEFONICA BRASIL SA SPON ADR	Stocks	Fid Serv AAA 178 116268	260	6,937
TEF	TELEFONICA SA ADRN/R	Stocks	Fid Serv AAA 178 116268	731	9,876
TSCDY	TESCO PLC SPONSORED ADRN/R	Stocks	Fid Serv AAA 178 116268	835	14,587
TSU	TIM PARTICIPACOES SA SPON NEWN/R	Stocks	Fid Serv AAA 178 116268	725	15,863
TKOMY	TOKI MARINE HOLDING INS ADRN/R	Stocks	Fid Serv AAA 178 116268	535	15,365
TOT	TOTAL S A SPON ADRN/R	Stocks	Fid Serv AAA 178 116268	460	22,071
TM	TOYOTA MOTOR CP ADR NEWN/R	Stocks	Fid Serv AAA 178 116268	190	19,502
UBS	UBS AG NEWN/R	Stocks	Fid Serv AAA 178 116268	850	13,082
UN	UNILEVER NV NY SH NEWN/R	Stocks	Fid Serv AAA 178 116268	505	20,705
VOD	VODAFONE GP	Stocks	Fid Serv AAA 178 116268	460	13,064
MRWSY	WM MORRISON SUPERMARKETS PLCN	Stocks	Fid Serv AAA 178 116268	865	18,182
WTKWY	WOLTERS KLUWER	Stocks	Fid Serv AAA 178 116268	658	14,314
					955,872
			ACCOUNT 268-531		975,149
	MS ACTIVE ASSETS MONEY TRUST	Cash, MMF and BDP	PM AAA 178 116892	--	21,090
ADAIX	AQR DIVERSIFIED ARBITRAGE I	Mutual Funds	PM AAA 178 116892	117	1,302
MCGIX	ASTON/MONTAG&CALDWELL GRW I	Mutual Funds	PM AAA 178 116892	648	17,115
BIIEY	BRANDES INTERNATIONAL EQ I	Mutual Funds	PM AAA 178 116892	476	6,793
CMNIX	CALAMOS MARKET NEUTRAL INC I	Mutual Funds	PM AAA 178 116892	105	1,333
DNVYX	DAVIS NEW YORK VENTURE Y	Mutual Funds	PM AAA 178 116892	445	17,366
DGAGX	DREYFUS APPRECIATION FD	Mutual Funds	PM AAA 178 116892	538	25,317
DLHRX	DREYFUS HIGH YIELD I	Mutual Funds	PM AAA 178 116892	121	814
EICSX	EATON VANCE COMMODITY STRAT I	Mutual Funds	PM AAA 178 116892	198	1,802
GJRTX	GOLDMAN SACHS ABSLT RET TRCK I	Mutual Funds	PM AAA 178 116892	142	1,313
IQHIX	IQ ALPHA HEDGE STRAT INST	Mutual Funds	PM AAA 178 116892	125	1,300
IVAEX	IVY ASSET STRATEGY I	Mutual Funds	PM AAA 178 116892	52	1,419
HSKSX	JP MORGAN HIBRG STAT MKT NEU S	Mutual Funds	PM AAA 178 116892	86	1,260
LZEMX	LAZARD EMERGING MARKETS I	Mutual Funds	PM AAA 178 116892	343	6,635
LHYFX	LORD ABBETT HIGH YIELD F	Mutual Funds	PM AAA 178 116892	101	812
MERFX	MERGER FUND	Mutual Funds	PM AAA 178 116892	82	1,306
GAFYX	NATIXIS ASG GLOBAL ALTERNAT Y	Mutual Funds	PM AAA 178 116892	119	1,324
NRFYX	NATIXIS AEW REAL ESTATE Y	Mutual Funds	PM AAA 178 116892	356	6,763
NHILX	NEUBERGER BERMAN HI INC BD INS	Mutual Funds	PM AAA 178 116892	91	876
PALPX	PIMCO ALL ASSET P	Mutual Funds	PM AAA 178 116892	107	1,344
PCRPX	PIMCO COMMOD REAL RET STRATP	Mutual Funds	PM AAA 178 116892	278	1,828
PEMPX	PIMCO EMERGING MKTS BD P	Mutual Funds	PM AAA 178 116892	281	3,427
PHLPX	PIMCO HIGH YIELD P	Mutual Funds	PM AAA 178 116892	90	878
PTTPX	PIMCO TOTAL RETURN P	Mutual Funds	PM AAA 178 116892	1,737	19,523
					121,850
ACCOUNT 892-531					142,940

Cash, MMF and BDP	510,543	14,239,836
Stocks	7,376,505	
ETFS	369	
Govt Securities	1,014,652	
Mutual Funds	3,914,942	
Other Holdings - Hedge Fund	1,422,825	
	14,239,836	

Symbol	Name	Account #	Quantity	Acquired Date	Period	Sale Date	Adjusted Cost	Proceeds	Gain / Loss	Covered Indicator	Wash Sale Indicator	Wash Sale Loss Disallowed	Wash Sale Cost Adjust
	FNMA POOL AR2583 3 1/2 2-01-43	Fiduciary Services AAA 178 115063	3,000 000	2/13/2013	Short	2/28/2013	3,157 29	3168 05	10 76	-	-	-	-
	US TSY BOND TIIB 2 1/2 1-15-29	Fiduciary Services AAA 178 115063	16,000 000	7/17/2012	Short	2/28/2013	24,432 28	23982 86	-449 42	-	-	-	-
	US TSY BOND TIIB 2 1/2 1-15-29	Fiduciary Services AAA 178 115063	13,000 000	12/27/2012	Short	2/28/2013	20,071 20	19486 08	-585 12	-	-	-	-
	US TSY BOND TIIB 2 1/2 1-15-29	Fiduciary Services AAA 178 115063	5,000 000	12/27/2012	Short	2/28/2013	7,718 02	7494 64	-223 38	-	-	-	-
	US TSY BOND TIIB 2 1/2 1-15-29	Fiduciary Services AAA 178 115063	3,000 000	12/27/2012	Short	2/28/2013	4,626 30	4496 79	-129 51	-	-	-	-
	US TSY NOTE 3/4 10-31-17	Fiduciary Services AAA 178 115063	62,000 000	11/21/2012	Short	2/28/2013	62,194 72	62150 16	-44 56	-	-	-	-
	US TSY NOTE 1 1/8 12-31-19	Fiduciary Services AAA 178 115063	21,000 000	1/9/2013	Short	2/28/2013	20,811 34	20881 88	70 54	-	-	-	-
	US TSY NOTE 1 3/8 2-28-19	Fiduciary Services AAA 178 115063	19,000 000	3/1/2012	Short	2/28/2013	18,910 94	19408 20	497 26	-	-	-	-
	US TSY NOTE 3/4 10-31-17	Fiduciary Services AAA 178 115063	59,000 000	11/21/2012	Short	3/1/2013	59,184 97	59184 38	-0 59	-	-	-	-
	US TSY NOTE 3/4 10-31-17	Fiduciary Services AAA 178 115063	36,000 000	11/21/2012	Short	3/4/2013	36,112 80	36104 08	-8 72	-	-	-	-
	US TSY NOTE 3/4 10-31-17	Fiduciary Services AAA 178 115063	24,000 000	12/13/2012	Short	3/4/2013	24,093 07	24069 38	-23 69	-	-	-	-
ABBV	ABBVIE INC COM	Fiduciary Services AAA 178 115060	52 000	6/4/2012	Short	3/14/2013	1,626 97	1924 23	297 26	-	-	-	-
FPO	FIRST POTOMAC REALTY TRUST	Fiduciary Services AAA 178 115621	76 000	4/10/2012	Short	3/25/2013	887 62	1098 94	211 32	C	-	-	-
	FNMA POOL 888343 5 000 11-01-35	Fiduciary Services AAA 178 115063	874 944	7/18/2012	Short	3/25/2013	955 88	874 94	-80 94	-	-	-	-
	FNMA POOL 888343 5 000 11-01-35	Fiduciary Services AAA 178 115063	291 648	7/18/2012	Short	3/25/2013	318 63	291 65	-26 98	-	-	-	-
	FNMA POOL 888343 5 000 11-01-35	Fiduciary Services AAA 178 115063	222 208	9/7/2012	Short	3/25/2013	243 27	222 21	-21 06	-	-	-	-
	FNMA POOL AB4115 4 000 12-01-41	Fiduciary Services AAA 178 115063	417 008	4/9/2012	Short	3/25/2013	440 86	417 01	-23 85	-	-	-	-
	FNMA POOL AB4115 4 000 12-01-41	Fiduciary Services AAA 178 115063	1,700 111	4/9/2012	Short	3/25/2013	1,797 34	1700 11	-97 23	-	-	-	-
	FNMA POOL AB5468 3 1/2 6-01-42	Fiduciary Services AAA 178 115063	728 010	6/7/2012	Short	3/25/2013	764 18	728 01	-36 17	-	-	-	-
	FNMA POOL AB7079 3 000 11-01-42	Fiduciary Services AAA 178 115063	150 521	11/7/2012	Short	3/25/2013	158 65	150 52	-8 13	-	-	-	-
	FNMA POOL AB7079 3 000 11-01-42	Fiduciary Services AAA 178 115063	53 518	11/7/2012	Short	3/25/2013	56 41	53 52	-2 89	-	-	-	-
	FNMA POOL AL1948 4 000 1-01-42	Fiduciary Services AAA 178 115063	1,472 110	8/7/2012	Short	3/25/2013	1,609 43	1472 11	-137 32	-	-	-	-
	FNMA POOL AP0495 3 1/2 8-01-42	Fiduciary Services AAA 178 115063	783 460	10/5/2012	Short	3/25/2013	840 51	783 46	-57 05	-	-	-	-
OHI	OMEGA HEALTHCARE INV INC	Fiduciary Services AAA 178 115621	201 000	4/10/2012	Short	3/25/2013	3,983 65	5853 68	1,870 03	C	-	-	-
Totals.							\$1,368,132.04	\$1,421,510.03	\$53,377.99	10.00	0.00	43.78	0.00

C - Tax lot is covered under cost basis reporting requirements

3,816,576.52 4,348,720.70 532,144.18

W - Wash sale rules apply to this tax lot Disallowed loss will be reported on Form 1099-B for the current tax year

H - Wash sale rules apply to this tax lot The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction