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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 **APR 1, 2012**, and ending **MAR 31, 2013**

Name of foundation WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION		A Employer identification number 95-4536657
Number and street (or P O box number if mail is not delivered to street address) 30601 AGOURA ROAD, SUITE 200H	Room/suite	B Telephone number (805) 413-5300
City or town, state, and ZIP code AGOURA HILLS, CA 91301		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 28,094,433. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		878,782.	878,782.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,651,911.			
b Gross sales price for all assets on line 6a 3,519,240.					
7 Capital gain net income (from Part IV, line 2)			1,651,911.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,930.	0.		
12 Total Add lines 1 through 11		2,532,623.	2,530,693.		
13 Compensation of officers, directors, trustees, etc		120,000.	0.		120,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		9,215.	0.		0.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		25,140.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		40,291.	0.		40,291.
22 Printing and publications					
23 Other expenses		3,058.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		197,704.	0.		160,291.
25 Contributions, gifts, grants paid		3,614,488.			3,614,488.
26 Total expenses and disbursements Add lines 24 and 25		3,812,192.	0.		3,774,779.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,279,569.			
b Net investment income (if negative, enter -0-)			2,530,693.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	619,095.	970,822.	970,822.
	2 Savings and temporary cash investments	220,007.	438,765.	438,765.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,816.	28,846.	28,846.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	27,634,000.	26,656,000.	26,656,000.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	28,476,918.	28,094,433.	28,094,433.
	17 Accounts payable and accrued expenses		8,584.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	8,584.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	28,476,918.	28,085,849.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	28,476,918.	28,085,849.		
31 Total liabilities and net assets/fund balances	28,476,918.	28,094,433.		

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)	28,476,918.
2 Enter amount from Part I, line 27a	-1,279,569.
3 Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAINS/LOSSES</u>	888,500.
4 Add lines 1, 2, and 3	28,085,849.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	28,085,849.

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**WILLIAM LAWRENCE AND BLANCHE HUGHES
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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALE OF 25,000 SHARE OF PSA - PUBLICLY			
b TRADED SECURITIES			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 3,519,240.		1,867,329.	1,651,911.
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			1,651,911.
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	1,651,911.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,268,841.	27,363,685.	.119459
2010	220,000.	24,066,640.	.009141
2009			
2008			
2007			

2 Total of line 1, column (d)	2	.128600
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	.064300
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,506,415.
5 Multiply line 4 by line 3	5	1,832,962.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,306.
7 Add lines 5 and 6	7	1,858,268.
8 Enter qualifying distributions from Part XII, line 4	8	3,774,779.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	25,307.
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	25,307.
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	25,307.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	27,182.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,182.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,875.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,875. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14 The books are in care of ► <u>DAVID SINGELYN, TREASURER</u> Telephone no. ► <u>(805) 413-5300</u> Located at ► <u>30601 AGOURA ROAD, SUITE 200H, AGOURA HILLS, CA</u> ZIP+4 ► <u>91301</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 7		120,000.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	27,727,542.
b Average of monthly cash balances	1b	1,212,981.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	28,940,523.
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	28,940,523.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	434,108.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,506,415.
6 Minimum investment return. Enter 5% of line 5	6	1,425,321.

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	1,425,321.
2a Tax on investment income for 2012 from Part VI, line 5	2a	25,307.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	25,307.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,400,014.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,400,014.
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	1,400,014.

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	3,774,779.
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	3,774,779.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	25,307.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,749,472.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,400,014.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				1,834,433.
f Total of lines 3a through e	1,834,433.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 3,774,779.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,400,014.
e Remaining amount distributed out of corpus	2,374,765.			
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:	4,209,198.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,209,198.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	1,834,433.			
e Excess from 2012	2,374,765.			

WILLIAM LAWRENCE AND BLANCHE HUGHES
FOUNDATION

Form 990-PF (2012)

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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				
CHILDREN'S HOSPITAL BOSTON RESEARCH FINANCE PO BOX 414413 BOSTON, MA 02241-3313		501(C)(3)	MEDICAL RESEARCH	165,000.
CHILDREN'S HOSPITAL BOSTON RESEARCH FINANCE PO BOX 414413 BOSTON, MA 02241-3313		501(C)(3)	MEDICAL RESEARCH	130,000.
BRINGHAM AND WOMEN'S HOSPITAL C/O BANK OF AMERICAN, N.A. PO BOX 3887 BOSTON, MA 02241-3887		501(C)(3)	MEDICAL RESEARCH	165,000.
BRINGHAM AND WOMEN'S HOSPITAL C/O BANK OF AMERICAN, N.A. PO BOX 3887 BOSTON, MA 02241-3887		501(C)(3)	MEDICAL RESEARCH	165,000.
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD., STE A902C WEST HOLLYWOOD, CA 90048		501(C)(3)	MEDICAL RESEARCH	165,000.
Total	SEE CONTINUATION SHEET(S)			3,614,488.
b Approved for future payment				
NONE				
Total				0.

2012.04040 WILLIAM LAWRENCE AND BLANCH 95453661

**WILLIAM LAWRENCE AND BLANCHE HUGHES
FOUNDATION**

95-4536657

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD., STE A902C WEST HOLLYWOOD, CA 90048		501(C)(3)	MEDICAL RESEARCH	100,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD., MAILSTOP #29 LOS ANGELES, CA 90027		501(C)(3)	MEDICAL RESEARCH	30,000.
DANA-FARBER CANCER INSTITUTE 450 BROOKLINE AVE., MAYER 630 BOSTON, MA 02215		501(C)(3)	MEDICAL RESEARCH	152,091.
DANA-FARBER CANCER INSTITUTE 450 BROOKLINE AVE., MAYER 630 BOSTON, MA 02215		501(C)(3)	MEDICAL RESEARCH	165,000.
DANA-FARBER CANCER INSTITUTE 450 BROOKLINE AVE., MAYER 630 BOSTON, MA 02215		501(C)(3)	MEDICAL RESEARCH	300,000.
EMORY UNIVERSITY 1599 CLIFTON RD. NE, 4TH FLOOR ATLANTA, GA 30322-4250		501(C)(3)	MEDICAL RESEARCH	75,000.
INSTITUTE FOR CHEMICAL GENOMICS 12556 120TH AVENUE NE, PMB KIRKLAND, WA 98034		501(C)(3)	MEDICAL RESEARCH	51,147.
LELAND STANFORD JUNIOR UNIVERSITY WF LOCKBOX-STANFORD UNIV BOX 44253, 3340 WALNUT AVE, BLDG A, 2ND FLOOR FREMONT, CA 94538		501(C)(3)	MEDICAL RESEARCH	110,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER 633 THIRD AVENUE, 28TH FLOOR NEW YORK, NY 10017		501(C)(3)	MEDICAL RESEARCH	103,500.
MEMORIAL SLOAN-KETTERING CANCER CENTER 633 THIRD AVENUE, 28TH FLOOR NEW YORK, NY 10017		501(C)(3)	MEDICAL RESEARCH	165,000.
Total from continuation sheets				2,824,488.

**WILLIAM LAWRENCE AND BLANCHE HUGHES
FOUNDATION**

95-4536657

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW YORK UNIVERSITY SCHOOL OF MEDICINE 550 FIRST AVENUE, MSB 504 NEW YORK, NY 10016-6481		501(C)(3)	MEDICAL RESEARCH	165,000.
OREGON HEALTH & SCIENCE UNIVERSITY MAILCODE L592 3181 SW SAM JACKSON PARK ROAD PORTLAND, OR 97239		501(C)(3)	MEDICAL RESEARCH	90,000.
REGENTS OF UNIVERSITY OF CALIFORNIA CONTROLLER'S OFFICE BOX 0897, 18855 FOLSOM STREET, STE 425 SAN FRANCISCO, CA 94143		501(C)(3)	MEDICAL RESEARCH	165,000.
REGENTS OF UNIVERSITY OF CALIFORNIA CONTROLLER'S OFFICE BOX 0897, 18855 FOLSOM STREET, STE 425 SAN FRANCISCO, CA 94143		501(C)(3)	MEDICAL RESEARCH	90,000.
SEATTLE CHILDREN'S HOSPITAL FOUNDATION MS S-200, 6901 SAND POINT SEATTLE, WA 98145-5020		501(C)(3)	MEDICAL RESEARCH	15,000.
SHEBA RESEARCH FUND TEL HASHOMER, BUILDING 64 RAMAT GAN, ISRAEL 52621		501(C)(3)	MEDICAL RESEARCH	165,000.
UCLA - SCHOOL OF MEDICINE DEPT OF MOLECULAR/MEDICAL PHARM CHS23-214, 640 CE YOUNG DRIVE S. LOS ANGELES, CA 90059-1735		501(C)(3)	MEDICAL RESEARCH	100,000.
UNIVERSITY OF CALIFORNIA, IRVINE CONTRACT AND GRANTS ACCOUNTING, BIO SCI III, STE 1400 IRVINE, CA 92697-1050		501(C)(3)	MEDICAL RESEARCH	86,250.
UNIVERSITY OF COLORADO, GRANTS & CONTRACT MAIL STOP F428, ANSCHULTZ MEDICAL CAMPUS, 13001 E. 17TH PLACE RM W1126 AURORA, CO 80045		501(C)(3)	MEDICAL RESEARCH	146,500.
UNIVERSITY OF MARYLAND 620 WEST LEXINGTON ST., 4TH FLOOR BALTIMORE, MD 21201		501(C)(3)	MEDICAL RESEARCH	140,000.
Total from continuation sheets				

**WILLIAM LAWRENCE AND BLANCHE HUGHES
FOUNDATION**

95-4536657

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF MINNESOTA MEDICINE HEMATOLOGY OFFICE 420 DELAWARE ST. SE MMC 480 MINNEAPOLIS, MN 55455		501(C)(3)	MEDICAL RESEARCH	115,000.
UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD., UNIT 0907 HOUSTON, TX 77030 4009		501(C)(3)	MEDICAL RESEARCH	165,000.
UNIVERSITY OF VIRGINIA DIRECTOR OF GRANTS AND CONTRACT PO BOX 400195 CHARLOTTESVILLE, VA 22904 4195		501(C)(3)	MEDICAL RESEARCH	120,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD., MAILSTOP #29 LOS ANGELES, CA 90027		501(C)(3)	MEDICAL CONTRIBUTION	10,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	878,782.	0.	878,782.
TOTAL TO FM 990-PF, PART I, LN 4	878,782.	0.	878,782.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
	1,930.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,930.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,215.	0.		0.
TO FM 990-PF, PG 1, LN 16A	9,215.	0.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FILING FEES	170.	0.		0.
INCOME TAXES	24,970.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,140	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	2,300.	0.		0.	
BANK SERVICE CHARGES	50.	0.		0.	
POSTAGE & DELIVERY	708.	0.		0.	
NO FORM 990-PF, PG 1, LN 23	3,058.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
PUBLIC STORAGE	26,656,000.		26,656,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	26,656,000.		26,656,000.	

William Lawrence & Blanche Hughes Foundation
 FMV of Stocks
 4/1/12-3/31/13

<u>Shares held</u> <u>at 3/31/2013</u>	<u>Held by</u>	<u>Trade</u> <u>Symbol</u>	<u>Cost</u>	<u>Total Cost</u>	<u>Total FMV</u> <u>at 3/31/2013</u>	<u>Cumulative</u> <u>Unrealized Gain</u>
175,000	Northern Trust	PSA	\$ 74 66000	13,065,500	26,656,000 A	13,590,500

A Total FMV at 3/31/2013 - to Form 990-PF, Part II, Line 10b

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 7
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
H. PHILLIP KOEFFLER, M.D. 30601 AGOURA ROAD, SUITE 200H AGOURA HILLS, CA 91301	PRESIDENT/DIRECTOR 10.00	120,000.	0.	0.
DAVID SINGELYN 30601 AGOURA ROAD, SUITE 200H AGOURA HILLS, CA 91301	DIRECTOR/TREASURER 0.30	0.	0.	0.
DAVID GOLDBERG 30601 AGOURA ROAD, SUITE 200H AGOURA HILLS, CA 91301	SECRETARY 0.10	0.	0.	0.
TAMARA GUSTAVSON 30601 AGOURA ROAD, SUITE 200H AGOURA HILLS, CA 91301	DIRECTOR 1.00	0.	0.	0.
RAYMOND HUNING 30601 AGOURA ROAD, SUITE 200H AGOURA HILLS, CA 91301	ASSISTANT TREASURER 0.30	0.	0.	0.
SARA H. VOGT-LOWELL 30601 AGOURA ROAD, SUITE 200H AGOURA HILLS, CA 91301	ASSISTANT SECRETARY 0.30	0.	0.	0.
RONALD HAVNER, JR. 701 WESTERN AVENUE GLENDALE, CA 91201	DIRECTOR 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		120,000.	0.	0.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION	Employer identification number (EIN) or 95-4536657
	Number, street, and room or suite no. If a P O box, see instructions 30601 AGOURA ROAD, SUITE 200H	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions AGOURA HILLS, CA 91301	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **30601 AGOURA ROAD, SUITE 200H - AGOURA HILLS, CA 91301**
Telephone No ► **(805) 413-5300** FAX No ► **(805) 456-7859**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **APR 1, 2012**, and ending **MAR 31, 2013**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	25,327.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	27,182.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)