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 MAY 1, 2012 , **and ending** APR 30, 2013

Name of foundation
L.K. WHITTIER FOUNDATION

A Employer identification number 95-6027493

Number and street (or P O box number if mail is not delivered to street address) 625 SO. FAIR OAKS AVENUE Room/suite 360

B Telephone number (626)441-5188

City or town, state, and ZIP code SOUTH PASADENA, CA 91030

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 101,055,462.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	307,054.	307,054.		STATEMENT 1
4 Dividends and interest from securities	1,177,059.	1,177,059.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,754,814.			
b Gross sales price for all assets on line 6a 38,056,441.				
7 Capital gain net income (from Part IV, line 2)		5,754,814.		
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	415,207.	415,207.		STATEMENT 3
12 **Total.** Add lines 1 through 11	7,654,134.	7,654,134.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	31,000.	12,400.		18,600.
c Other professional fees STMT 5	751,987.	300,795.		451,192.
17 Interest				
18 Taxes STMT 6	79,790.	3,136.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	1,987.	794.		1,193.
24 **Total operating and administrative expenses.** Add lines 13 through 23	864,764.	317,125.		470,985.
25 Contributions, gifts, grants paid	1,833,407.			8,734,634.
26 **Total expenses and disbursements.** Add lines 24 and 25	2,698,171.	317,125.		9,205,619.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,955,963.			
b **Net investment income** (if negative, enter -0-)		7,337,009.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	9,840.	11,718.	11,718.
	2 Savings and temporary cash investments	683,247.	1,272,678.	1,272,678.
	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	100,126.		
	10a Investments - U.S. and state government obligations STMT 10	2,411,370.	1,750,483.	1,750,483.
	b Investments - corporate stock STMT 11	45,810,363.	48,541,299.	48,541,299.
	c Investments - corporate bonds STMT 12	8,873,301.	8,535,170.	8,535,170.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	40,403,291.	40,944,114.	40,944,114.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	98,291,538.	101,055,462.	101,055,462.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	22,981,339.	16,080,112.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	483,873.	812,877.	
	23 **Total liabilities** (add lines 17 through 22)	23,465,212.	16,892,989.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	74,826,326.	84,162,473.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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**	74,826,326.	84,162,473.	
	31 **Total liabilities and net assets/fund balances**	98,291,538.	101,055,462.	

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	74,826,326.
2	Enter amount from Part I, line 27a	2	4,955,963.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	6,172,564.
4	Add lines 1, 2, and 3	4	85,954,853.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,792,380.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	84,162,473.

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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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	38,056,441.		32,301,627.	5,754,814.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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				
c				
d				
e				5,754,814.

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 5,754,814.

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	7,459,009.	95,098,034.	.078435
2010	5,775,781.	94,969,403.	.060817
2009	4,353,905.	87,702,727.	.049644
2008	4,944,908.	87,201,653.	.056707
2007	4,368,759.	118,733,493.	.036795

2	Total of line 1, column (d)	2	.282398
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	.056480
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	93,106,908.
5	Multiply line 4 by line 3	5	5,258,678.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	73,370.
7	Add lines 5 and 6	7	5,332,048.
8	Enter qualifying distributions from Part XII, line 4	8	9,205,619.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	73,370.
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	73,370.
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	73,370.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	34,623.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	84,623.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	654.
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	10,599.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	10,599.	Refunded ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LINDA J. BLINKENBERG Telephone no. ▶ (626) 441-5188

Located at ▶ 625 SO. FAIR OAKS AVE., STE. 360,, SOUTH PASADENA ZIP+4 ▶ 91030

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ 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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		0.	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.

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	55,341,357.
b	Average of monthly cash balances	1b	2,738,561.
c	Fair market value of all other assets	1c	36,444,862.
d	**Total** (add lines 1a, b, and c)	1d	94,524,780.
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	94,524,780.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,417,872.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	93,106,908.
6	**Minimum investment return.** Enter 5% of line 5	6	4,655,345.

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	4,655,345.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 73,370.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	73,370.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,581,975.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,581,975.
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	4,581,975.

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	9,205,619.
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	9,205,619.
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	73,370.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	9,132,249.

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				4,581,975.
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 515,105.				
f **Total** of lines 3a through e	515,105.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 9,205,619.				
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				4,581,975.
e Remaining amount distributed out of corpus	4,623,644.			
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	5,138,749.			
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	5,138,749.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 515,105.				
e Excess from 2012 4,623,644.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ARCS FOUNDATION 24520 HAWTHORNE BLVD LOS ANGELES, CA 90505		170(B)(1)(A)(VI	SCHOLARSHIP AWARDS PROGRAM	60,000.
BENNINGTON COLLEGE 1 COLLEGE ROAD BENNINGTON, VT 05201		170(B)(1)(A)(VI	PETER DRUCKER FUND FOR EXCELLENCE & INNOVATION	2,000,000.
CALIFORNIA STATE UNIVERSITY LOS ANGELES 5151 UNIVERSITY DRIVE LOS ANGELES, CA 90032		170(B)(1)(A)(VI	SCHOOL OF NURSING BSN PROGRAM	100,000.
FRIENDS OF BANNING MUSEUM 401 EAST STREET WILMINGTON, CA 90744		170(B)(1)(A)(VI	ENHANCEMENT PROJECT-CHALLENGE GRANT	50,000.
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305		170(B)(1)(A)(VI	RESEARCH PROJECT ON ALZHEIMER & LYME DISEASES	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	8,734,634.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	307,054.	
4 Dividends and interest from securities			14	1,177,059.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	415,207.	
8 Gain or (loss) from sales of assets other than inventory			18	5,754,814.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		7,654,134.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 7,654,134.

(See worksheet in line 13 instructions to verify calculations.)

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

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

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Linda Blinkenberg | 3/5/14 | DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KYLE WEBSTER, CPA		3/5/14		P00148175

Firm's name ▶ WHITTIER TRUST COMPANY — Firm's EIN ▶ 95-4195174

Firm's address ▶ 1600 HUNTINGTON DRIVE SOUTH PASADENA, CA 91030 — Phone no. 626-441-5111

Form **990-PF** (2012)

223622 12-05-12

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	10000 PV KILROY REALTY 6.875	P	03/16/12	05/01/12
b	10000 PV NATL RETAIL PPTY	P	02/15/12	05/02/12
c	21397.19 PV RES 5.5 12/25/17	P	03/12/09	05/25/12
d	500000 PV UST NTS 7.25 5-15-16	P	05/18/94	05/25/12
e	1000 SHS BRANDYWINE 6.9	P	04/03/12	05/29/12
f	340 SHS BRANDYWINE 6.9	P	04/03/12	05/31/12
g	8000 SHS PROTECTIVE LIFE 6.25	P	05/15/12	05/31/12
h	1595 SHS BRANDYWINE 6.9	P	04/03/12	06/06/12
i	2677 PV KIMCO REALTY 6.0	P	03/09/12	06/06/12
j	621 PV KIMCO REALTY 6.0	P	03/09/12	06/07/12
k	462 PV BB&T 5.85 05/01/2017	P	04/26/12	06/07/12
l	3040 PV BB&T 5.85 05/01/2017	P	04/26/12	06/08/12
m	5250 PV BB&T 5.85 05/01/2017	P	04/26/12	06/11/12
n	6248 PV BB&T 5.85 05/01/2017	P	04/26/12	06/12/12
o	1815 SHS BRANDYWINE 6.9	P	04/03/12	06/12/12

	(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	252,399.		250,000.	2,399.
b	254,014.		250,000.	4,014.
c	21,397.		21,393.	4.
d	630,000.		498,208.	131,792.
e	25,109.		25,000.	109.
f	8,499.		8,500.	<1.>
g	200,302.		200,000.	302.
h	40,009.		39,875.	134.
i	67,071.		66,925.	146.
j	15,556.		15,525.	31.
k	11,562.		11,550.	12.
l	76,212.		76,000.	212.
m	131,521.		131,250.	271.
n	156,577.		156,200.	377.
o	45,537.		45,375.	162.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,399.
b				4,014.
c				4.
d				131,792.
e				109.
f				<1.>
g				302.
h				134.
i				146.
j				31.
k				12.
l				212.
m				271.
n				377.
o				162.

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	
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	

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05-01-12

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	4050 SHS KIMCO REALTY 6.0	P	03/09/12	06/14/12
b	3000 SHS BRANDYWINE 6.9	P	04/03/12	06/15/12
c	2250 SHS BRANDYWINE 6.9	P	04/03/12	06/18/12
d	5152 SHS KIMCO REALTY 6.0	P	03/09/12	06/19/12
e	20915.01 PV RES 5.5 12/25/17	P	03/12/09	06/25/12
f	12500 PV FIRST 6.2 06/01/2017	P	05/24/12	07/10/12
g	12500 SHS PS BUSINESS PARK 6.0	P	05/03/12	07/10/12
h	7500 PV ANNALY CAP 7.625	P	05/09/12	07/19/12
i	14507.38 PV RES 5.5 12/25/17	P	03/12/09	07/25/12
j	12500 PV QWEST CORP 7 07/1/17	P	06/14/12	07/26/12
k	10075 SHS PPL CAPITAL	P	07/11/07	08/14/12
l	2500 SHS PROSPECT CAP 6.95	P	04/24/12	08/10/12
m	100000 PV TYCO 4.125 10/15/14	P	05/17/11	08/15/12
n	12500 SHS BB&T CORPORATION	P	07/24/12	08/20/12
o	25566.22 PV RES 5.5 12/25/17	P	03/12/09	08/27/12

	(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	101,395.		101,250.	145.
b	75,418.		75,000.	418.
c	56,631.		56,250.	381.
d	129,541.		128,800.	741.
e	20,915.		20,911.	4.
f	324,850.		312,500.	12,350.
g	319,184.		312,500.	6,684.
h	193,848.		187,500.	6,348.
i	14,507.		14,504.	3.
j	325,260.		312,500.	12,760.
k	251,875.		251,875.	0.
l	62,173.		62,500.	<327.>
m	107,668.		104,476.	3,192.
n	314,118.		312,500.	1,618.
o	25,566.		25,561.	5.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				145.
b				418.
c				381.
d				741.
e				4.
f				12,350.
g				6,684.
h				6,348.
i				3.
j				12,760.
k				0.
l				<327.>
m				3,192.
n				1,618.
o				5.

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	
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	

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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	12500 SHS STANLEY BLACK & DECK	P	07/18/12	08/30/12
b	10000 SHS PROTECTIVE LIFE CORP	P	08/15/12	09/04/12
c	3274 PV AFFIL 6.375 8/15/42	P	08/01/12	09/10/12
d	11726 PV AFFIL 6.375 8/15/42	P	08/01/12	09/11/12
e	17694.85 PV RES 5.5 12/25/17	P	03/12/09	09/25/12
f	12500 PV WELLS FARGO 5.2	P	08/09/12	10/02/12
g	5000 PV KIMCO REALTY 5.5	P	07/16/12	10/04/12
h	4490 PV ANNALY CAPITAL 7.5	P	09/06/12	10/09/12
i	3350 PV ANNALY CAPITAL 7.5	P	09/06/12	10/10/12
j	30637.17 PV RES 5.5 12/25/17	P	03/12/09	10/25/12
k	4530 PV ARGO GROUP US 6.5	P	09/18/12	10/24/12
l	10000 PV DISCOVER FIN SVS 6.5	P	10/09/12	10/31/12
m	5470 PV ARGO GROUP US 6.5	P	09/18/12	10/31/12
n	12500 PV SENIOR HOUSING 5.625	P	07/17/12	11/15/12
o	2500 PV SENIOR HOUSING 5.625	P	07/17/12	11/15/12

	(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	325,025.		312,500.	12,525.
b	254,514.		250,000.	4,514.
c	83,976.		81,850.	2,126.
d	301,031.		293,150.	7,881.
e	17,695.		17,691.	4.
f	313,655.		312,500.	1,155.
g	124,322.		125,000.	<678.>
h	113,861.		112,250.	1,611.
i	84,939.		83,750.	1,189.
j	30,637.		30,631.	6.
k	114,620.		113,250.	1,370.
l	253,020.		250,000.	3,020.
m	137,576.		136,750.	826.
n	301,006.		312,500.	<11,494.>
o	60,201.		62,500.	<2,299.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				12,525.
b				4,514.
c				2,126.
d				7,881.
e				4.
f				1,155.
g				<678.>
h				1,611.
i				1,189.
j				6.
k				1,370.
l				3,020.
m				826.
n				<11,494.>
o				<2,299.>

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	
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	

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05-01-12

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	19128.14 PV RES 5.5 12/25/17	P	03/12/09	11/26/12
b	12500 SHS BANK OF NY MELLON	P	09/12/12	11/28/12
c	10000 PV GEN ELEC 4.875	P	10/02/12	12/10/12
d	7500 PV JPMORGAN 5.50	P	08/20/12	12/13/12
e	2500 PV JPMORGAN 5.50	P	08/20/12	12/13/12
f	200000 PV CH SWB 4.95 6/1/14	P	05/19/11	12/21/12
g	20448.21 PV RES 5.5 12/25/17	P	03/12/09	12/26/12
h	12500 SHS CAPITAL ONE FINL	P	08/13/12	12/26/12
i	7500 PV PS BUSINESS 5.75	P	09/05/12	01/03/13
j	2500 PV PS BUSINESS 5.75	P	09/05/12	01/04/13
k	10000 PV FIRST REP BK 5.6250	P	11/15/12	01/07/13
l	15000 PV GOLDMAN SACHS 5.95	P	10/17/12	01/10/13
m	15717.83 PV RES 5.5 12/25/17	P	03/12/09	01/25/13
n	14217.48 PV RES 5.5 12/25/17	P	03/12/09	02/25/13
o	13125 PV BB&T SER F 5.2	P	10/24/12	02/20/13

	(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	19,128.		19,124.	4.
b	313,517.		312,500.	1,017.
c	251,136.		250,000.	1,136.
d	187,083.		187,500.	<417.>
e	62,361.		62,500.	<139.>
f	212,442.		209,436.	3,006.
g	20,448.		20,444.	4.
h	311,219.		312,500.	<1,281.>
i	187,355.		187,500.	<145.>
j	62,523.		62,500.	23.
k	250,674.		250,000.	674.
l	382,494.		375,000.	7,494.
m	15,718.		15,715.	3.
n	14,217.		14,215.	2.
o	327,171.		328,125.	<954.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				4.
b				1,017.
c				1,136.
d				<417.>
e				<139.>
f				3,006.
g				4.
h				<1,281.>
i				<145.>
j				23.
k				674.
l				7,494.
m				3.
n				2.
o				<954.>

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	
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	

223591
05-01-12

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	2230 PV EVERBANK 6.75	P	11/05/12	02/25/13
b	6115 PV EVERBANK 6.75	P	11/05/12	02/27/13
c	1655 PV EVERBANK 6.75	P	11/05/12	02/28/13
d	1072310.0007 SHS WHITTIER AGGRESSIVE	P	07/01/11	03/08/13
e	3476 PV SUNTRUST BKS 5.875	P	12/13/12	03/05/13
f	6024 PV SUNTRUST BKS 5.875	P	12/13/12	03/12/13
g	3000 PV SUNTRUST BKS 5.875	P	12/13/12	03/13/13
h	22824.75 PV RES 5.5 12/25/17	P	03/12/09	03/25/13
i	12500 PV PUBLIC STORAGE 5.2	P	01/07/13	03/26/13
j	66720 SHS ISHARES RUSL 2000	P	03/01/13	04/01/13
k	12500 PV PITNEY 6.7 3/7/43	P	02/26/13	04/08/13
l	12500 PV PRUDENTIAL 5.7	P	03/07/13	04/12/13
m	12500 PV FIRSTMERIT 5.875	P	01/28/13	04/16/13
n	20132.86 PV RES 5.5 12/25/17	P	03/12/09	04/25/13
o	0.7064 SHS ACCO BRANDS CORP	P	06/12/98	09/10/12

	(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	55,363.		55,750.	<387.>
b	151,790.		152,875.	<1,085.>
c	41,024.		41,375.	<351.>
d	6,386,858.		4,651,765.	1,735,093.
e	86,759.		86,900.	<141.>
f	150,239.		150,600.	<361.>
g	74,774.		75,000.	<226.>
h	22,825.		22,820.	5.
i	311,882.		312,500.	<618.>
j	6,266,435.		5,991,676.	274,759.
k	319,166.		312,500.	6,666.
l	315,033.		312,500.	2,533.
m	315,893.		312,500.	3,393.
n	20,133.		20,129.	4.
o	5.		8.	<3.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<387.>
b				<1,085.>
c				<351.>
d				1,735,093.
e				<141.>
f				<361.>
g				<226.>
h				5.
i				<618.>
j				274,759.
k				6,666.
l				2,533.
m				3,393.
n				4.
o				<3.>

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	
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	

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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	0.9944 SHS KRAFT FOODS GRP	P	12/09/94	10/30/12
b	2925 SHS KRAFT FOODS	P	09/19/08	09/25/12
c	610 SHS AFLAC	P	11/12/09	05/03/12
d	5 SHS AFLAC	P	05/11/11	05/03/12
e	2400 SHS AES CORP	P	12/16/11	05/03/12
f	1560 SHS AT&T INC	P	05/11/11	05/03/12
g	1325 SHS ABBOTT LABS	P	05/11/11	05/03/12
h	680 SHS ALTERA CORP	P	07/29/11	05/03/12
i	75 SHS AMAZON.COM	P	03/15/11	05/03/12
j	370 SHS AMERICAN EXPRESS	P	04/27/10	05/03/12
k	1270 SHS AMERICAN WTR WORKS	P	02/07/12	05/03/12
l	95 SHS APACHE CORP	P	08/19/09	05/03/12
m	350 SHS APACHE CORP	P	02/05/08	05/03/12
n	20 SHS APACHE CORP	P	02/25/10	05/03/12
o	250 SHS APPLE COMPUTER	P	02/02/10	05/03/12

	(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	46.		8.	38.
b	120,906.		98,503.	22,403.
c	27,120.		27,007.	113.
d	222.		270.	<48.>
e	29,376.		27,964.	1,412.
f	51,483.		48,873.	2,610.
g	83,447.		70,284.	13,163.
h	23,514.		28,169.	<4,655.>
i	17,237.		12,483.	4,754.
j	22,521.		17,068.	5,453.
k	43,433.		43,567.	<134.>
l	8,746.		8,253.	493.
m	32,222.		33,425.	<1,203.>
n	1,841.		2,026.	<185.>
o	145,585.		48,932.	96,653.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				38.
b				22,403.
c				113.
d				<48.>
e				1,412.
f				2,610.
g				13,163.
h				<4,655.>
i				4,754.
j				5,453.
k				<134.>
l				493.
m				<1,203.>
n				<185.>
o				96,653.

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	
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	

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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	70 SHS APPLE COMPUTER	P	04/27/10	05/03/12
b	3765 SHS BANK OF AMERICA	P	08/24/11	05/03/12
c	325 SHS BECTON DICKINSON	P	04/09/09	05/03/12
d	405 SHS BERKSHIRE CLB	P	03/16/10	05/03/12
e	70 SHS BHP LTD ADR	P	08/21/09	05/03/12
f	110 SHS BHP LTD ADR	P	05/05/10	05/03/12
g	5 SHS BOEING CO	P	12/09/10	05/03/12
h	830 SHS BOEING CO	P	05/11/11	05/03/12
i	365 SHS CVS CORP	P	02/09/10	05/03/12
j	430 SHS CVS CORP	P	01/05/10	05/03/12
k	430 SHS CAPITAL ONE	P	01/12/12	05/03/12
l	460 SHS CELGENE CORP	P	09/11/07	05/03/12
m	840 SHS CHEVRON	P	08/08/11	05/03/12
n	3055 SHS CISCO SYS INC	P	12/09/10	05/03/12
o	60 SHS CISCO SYS INC	P	08/19/09	05/03/12

	(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	40,764.		18,380.	22,384.
b	29,819.		26,137.	3,682.
c	25,239.		21,825.	3,414.
d	32,922.		33,357.	<435.>
e	5,146.		4,430.	716.
f	8,087.		7,582.	505.
g	383.		323.	60.
h	63,631.		65,592.	<1,961.>
i	16,853.		11,897.	4,956.
j	19,854.		14,113.	5,741.
k	23,886.		20,734.	3,152.
l	32,949.		31,515.	1,434.
m	89,046.		76,030.	13,016.
n	60,304.		60,520.	<216.>
o	1,184.		1,277.	<93.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				22,384.
b				3,682.
c				3,414.
d				<435.>
e				716.
f				505.
g				60.
h				<1,961.>
i				4,956.
j				5,741.
k				3,152.
l				1,434.
m				13,016.
n				<216.>
o				<93.>

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	
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	

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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	505 SHS COG TECH SOL	P	08/16/10	05/03/12
b	10 SHS COG TECH SOL	P	12/09/10	05/03/12
c	1000 SHS COMCAST CL A	P	06/30/05	05/03/12
d	340 SHS CEMIG SA - SPONS ADR	P	08/19/09	05/03/12
e	785 SHS CEMIG SA - SPONS ADR	P	11/09/11	05/03/12
f	455 SHS DEERE & CO	P	10/21/11	05/03/12
g	45 SHS DEERE & CO	P	02/07/12	05/03/12
h	75 SHS DEVON ENERGY	P	09/11/07	05/03/12
i	200 SHS DEVON ENERGY	P	12/09/10	05/03/12
j	240 SHS DEVON ENERGY	P	02/05/08	05/03/12
k	20 SHS DEVON ENERGY	P	05/11/11	05/03/12
l	160 SHS DIAGEO PLC	P	12/03/08	05/03/12
m	600 SHS DISNEY WALT CO	P	08/19/09	05/03/12
n	25 SHS DISNEY WALT CO	P	12/09/10	05/03/12
o	565 SHS DU PONT	P	07/21/10	05/03/12

	(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	35,945.		29,429.	6,516.
b	712.		705.	7.
c	30,301.		20,575.	9,726.
d	7,942.		4,568.	3,374.
e	18,337.		12,902.	5,435.
f	37,533.		32,273.	5,260.
g	3,712.		3,963.	<251.>
h	4,993.		5,874.	<881.>
i	13,316.		14,487.	<1,171.>
j	15,979.		20,484.	<4,505.>
k	1,332.		1,665.	<333.>
l	16,560.		8,522.	8,038.
m	26,276.		15,270.	11,006.
n	1,095.		919.	176.
o	30,086.		20,699.	9,387.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				6,516.
b				7.
c				9,726.
d				3,374.
e				5,435.
f				5,260.
g				<251.>
h				<881.>
i				<1,171.>
j				<4,505.>
k				<333.>
l				8,038.
m				11,006.
n				176.
o				9,387.

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	
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	

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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	15 SHS DU PONT	P	12/09/10	05/03/12
b	2130 SHS EMC CORP	P	05/11/11	05/03/12
c	970 SHS EATON CORP	P	10/21/11	05/03/12
d	95 SHS EATON CORP	P	02/07/12	05/03/12
e	960 SHS EMERSON ELECTRIC	P	02/07/12	05/03/12
f	1415 SHS EXXON-MOBIL	P	05/11/11	05/03/12
g	465 SHS FREEPORT - MCMORAN	P	03/20/07	05/03/12
h	10 SHS FREEPORT - MCMORAN	P	05/11/11	05/03/12
i	300 SHS GENERAL ELECTRIC	P	06/30/06	05/03/12
j	300 SHS GENERAL ELECTRIC	P	08/04/06	05/03/12
k	150 SHS GENERAL ELECTRIC	P	02/05/08	05/03/12
l	1425 SHS GENERAL ELECTRIC	P	02/01/06	05/03/12
m	785 SHS GILEAD SCIENCES	P	02/05/08	05/03/12
n	245 SHS GILEAD SCIENCES	P	01/05/10	05/03/12
o	120 SHS GOLDMAN SACHS	P	02/07/12	05/03/12

	(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	799.		721.	78.
b	60,071.		58,082.	1,989.
c	45,055.		40,458.	4,597.
d	4,413.		4,883.	<470.>
e	47,358.		49,814.	<2,456.>
f	121,277.		114,517.	6,760.
g	17,153.		14,319.	2,834.
h	369.		484.	<115.>
i	5,886.		9,931.	<4,045.>
j	5,886.		9,897.	<4,011.>
k	2,943.		5,163.	<2,220.>
l	27,958.		46,896.	<18,938.>
m	40,387.		35,408.	4,979.
n	12,605.		10,518.	2,087.
o	13,380.		13,945.	<565.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				78.
b				1,989.
c				4,597.
d				<470.>
e				<2,456.>
f				6,760.
g				2,834.
h				<115.>
i				<4,045.>
j				<4,011.>
k				<2,220.>
l				<18,938.>
m				4,979.
n				2,087.
o				<565.>

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	
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	

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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	55 SHS GOOGLE INC.	P	04/21/08	05/03/12
b	490 SHS HEALTH CARE	P	06/28/10	05/03/12
c	680 SHS ILLINOIS TOOL WKS	P	11/15/10	05/03/12
d	225 SHS I.B.M	P	02/07/12	05/03/12
e	1755 SHS JP MORGAN CHASE	P	11/01/07	05/03/12
f	710 SHS JOHNSON & JOHNSON	P	09/08/11	05/03/12
g	675 SHS JOHNSON CTLS	P	01/06/12	05/03/12
h	1815 SHS KEYCORP	P	03/14/12	05/03/12
i	405 SHS KRAFT FOODS	P	05/18/10	05/03/12
j	860 SHS LOWES COS	P	08/19/09	05/03/12
k	40 SHS LOWES COS	P	12/09/10	05/03/12
l	335 SHS MCDONALDS CORP	P	06/30/05	05/03/12
m	470 SHS MCKESSON HBOC INC	P	01/14/09	05/03/12
n	140 SHS MICROSOFT CORP	P	02/07/12	05/03/12
o	1280 SHS MICROSOFT CORP	P	06/30/05	05/03/12

	(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	33,669.		29,685.	3,984.
b	27,944.		20,319.	7,625.
c	39,005.		32,713.	6,292.
d	46,630.		43,616.	3,014.
e	75,346.		78,748.	<3,402.>
f	46,371.		46,612.	<241.>
g	21,944.		22,524.	<580.>
h	14,471.		15,432.	<961.>
i	16,009.		12,237.	3,772.
j	27,160.		17,398.	9,762.
k	1,263.		1,006.	257.
l	32,538.		9,333.	23,205.
m	42,509.		19,314.	23,195.
n	4,434.		4,260.	174.
o	40,537.		31,936.	8,601.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3,984.
b				7,625.
c				6,292.
d				3,014.
e				<3,402.>
f				<241.>
g				<580.>
h				<961.>
i				3,772.
j				9,762.
k				257.
l				23,205.
m				23,195.
n				174.
o				8,601.

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	
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	

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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	1210 SHS MYLAN LABS	P	06/08/11	05/03/12
b	190 SHS NIKE	P	08/04/10	05/03/12
c	10 SHS ORACLE SYSTEMS	P	12/09/10	05/03/12
d	1670 SHS ORACLE SYSTEMS	P	08/19/09	05/03/12
e	150 SHS ORACLE SYSTEMS	P	02/25/10	05/03/12
f	255 SHS PNC FINANCIAL	P	12/09/10	05/03/12
g	85 SHS PNC FINANCIAL	P	08/04/10	05/03/12
h	170 SHS PEPSICO INC	P	08/19/09	05/03/12
i	505 SHS PEPSICO INC	P	12/09/10	05/03/12
j	50 SHS PEPSICO INC	P	01/25/07	05/03/12
k	665 SHS PHILIP MORRIS INTL	P	08/19/09	05/03/12
l	315 SHS PRICE T ROWE GROUP	P	11/14/08	05/03/12
m	590 SHS PROCTER & GAMBLE	P	07/22/08	05/03/12
n	435 SHS PROCTER & GAMBLE	P	12/09/10	05/03/12
o	745 SHS PROLOGIS INC	P	02/07/12	05/03/12

	(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	25,712.		27,349.	<1,637.>
b	21,755.		14,112.	7,643.
c	294.		293.	1.
d	49,099.		36,389.	12,710.
e	4,410.		3,674.	736.
f	16,911.		15,745.	1,166.
g	5,637.		5,120.	517.
h	11,361.		9,596.	1,765.
i	33,750.		32,639.	1,111.
j	3,342.		3,228.	114.
k	59,742.		30,395.	29,347.
l	19,397.		10,412.	8,985.
m	38,025.		37,801.	224.
n	28,036.		27,339.	697.
o	26,673.		24,784.	1,889.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<1,637.>
b				7,643.
c				1.
d				12,710.
e				736.
f				1,166.
g				517.
h				1,765.
i				1,111.
j				114.
k				29,347.
l				8,985.
m				224.
n				697.
o				1,889.

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	
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	

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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	600 SHS QUALCOMM INC	P	05/11/11	05/03/12
b	30 SHS SCHLUMBERGER LTD	P	12/09/10	05/03/12
c	770 SHS SCHLUMBERGER LTD	P	08/19/09	05/03/12
d	1750 SHS CONSUMER DISCRETION	P	03/26/12	05/03/12
e	430 SHS SIGMA ALDRICH	P	01/14/11	05/03/12
f	390 SHS SYSCO CORP	P	08/16/05	05/03/12
g	620 SHS SYSCO CORP	P	06/30/05	05/03/12
h	545 SHS TARGET CORP	P	06/30/05	05/03/12
i	5 SHS TEVA PHARM	P	12/09/10	05/03/12
j	690 SHS TEVA PHARM	P	08/19/09	05/03/12
k	900 SHS TEXAS INSTRUMENTS	P	11/09/11	05/03/12
l	555 SHS 3M CO COM	P	08/04/10	05/03/12
m	585 SHS TIME WARNER	P	08/19/09	05/03/12
n	250 SHS WAL MART STORES	P	01/11/05	05/03/12
o	580 SHS WAL MART STORES	P	08/19/09	05/03/12

	(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	38,202.		33,822.	4,380.
b	2,180.		2,433.	<253.>
c	55,965.		40,590.	15,375.
d	80,189.		79,415.	774.
e	30,239.		27,619.	2,620.
f	11,054.		13,344.	<2,290.>
g	17,572.		22,580.	<5,008.>
h	30,825.		29,705.	1,120.
i	227.		262.	<35.>
j	31,298.		35,506.	<4,208.>
k	28,308.		27,460.	848.
l	49,588.		48,853.	735.
m	21,645.		14,911.	6,734.
n	14,730.		13,413.	1,317.
o	34,173.		29,956.	4,217.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,380.
b				<253.>
c				15,375.
d				774.
e				2,620.
f				<2,290.>
g				<5,008.>
h				1,120.
i				<35.>
j				<4,208.>
k				848.
l				735.
m				6,734.
n				1,317.
o				4,217.

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	
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	

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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	25 SHS WAL MART STORES	P	03/11/05	05/03/12
b	310 SHS WELLPOINT INC.	P	04/21/11	05/03/12
c	2000 SHS WELLS FARGO	P	03/14/12	05/03/12
d	520 SHS ACE LIMITED	P	10/27/10	05/03/12
e	5690 SHS AFLAC	P	11/12/09	05/09/12
f	2425 SHS JOHNSON CTLS	P	10/27/11	05/24/12
g	3865 SHS JOHNSON CTLS	P	01/06/12	05/24/12
h	0.25 SHS CEMIG SA - SPONS ADR	P	08/19/09	06/01/12
i	8970 SHS CISCO SYS INC	P	12/22/10	06/07/12
j	3650 SHS CISCO SYS INC	P	06/30/05	06/07/12
k	635 SHS CISCO SYS INC	P	12/09/10	06/07/12
l	100 SHS CISCO SYS INC	P	06/30/06	06/07/12
m	2075 SHS COG TECH SOL	P	08/16/10	06/07/12
n	2715 SHS COG TECH SOL	P	02/02/10	06/07/12
o	4640 SHS HEALTH CARE	P	06/28/10	06/07/12

	(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	1,473.		1,294.	179.
b	20,881.		22,515.	<1,634.>
c	66,772.		66,427.	345.
d	40,020.		31,459.	8,561.
e	244,338.		251,916.	<7,578.>
f	74,425.		80,786.	<6,361.>
g	118,620.		128,972.	<10,352.>
h	4.		3.	1.
i	148,778.		175,543.	<26,765.>
j	60,539.		70,117.	<9,578.>
k	10,532.		12,579.	<2,047.>
l	1,659.		1,973.	<314.>
m	123,961.		120,920.	3,041.
n	162,195.		122,661.	39,534.
o	256,857.		192,405.	64,452.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				179.
b				<1,634.>
c				345.
d				8,561.
e				<7,578.>
f				<6,361.>
g				<10,352.>
h				1.
i				<26,765.>
j				<9,578.>
k				<2,047.>
l				<314.>
m				3,041.
n				39,534.
o				64,452.

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	
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	

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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	260 SHS PHILIP MORRIS INTL	P	08/19/09	06/07/12
b	305 SHS PHILIP MORRIS INTL	P	11/14/08	06/07/12
c	1000 SHS PHILIP MORRIS INTL	P	01/14/09	06/07/12
d	6980 SHS PROLOGIS INC	P	02/07/12	06/07/12
e	5350 SHS DISNEY WALT CO	P	04/16/09	06/13/12
f	480 SHS DISNEY WALT CO	P	08/19/09	06/13/12
g	16920 SHS KEYCORP	P	03/14/12	06/14/12
h	16320 SHS CONSUMER DISCRETION	P	03/26/12	06/14/12
i	2945 SHS PRICE T ROWE GROUP	P	11/14/08	06/22/12
j	1290 SHS EMC CORP	P	12/09/10	07/13/12
k	7185 SHS EMC CORP	P	05/11/11	07/13/12
l	9965 SHS EATON CORP	P	10/21/11	07/23/12
m	6225 SHS ILLINOIS TOOL WKS	P	11/15/10	07/23/12
n	765 SHS MCDONALDS CORP	P	06/30/05	07/30/12
o	1545 SHS MCDONALDS CORP	P	06/13/12	07/30/12

	(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	21,774.		11,884.	9,890.
b	25,542.		11,906.	13,636.
c	83,744.		41,146.	42,598.
d	222,413.		232,204.	<9,791.>
e	246,511.		107,162.	139,349.
f	22,117.		12,216.	9,901.
g	120,571.		143,866.	<23,295.>
h	696,321.		740,602.	<44,281.>
i	175,781.		97,341.	78,440.
j	30,519.		28,569.	1,950.
k	169,981.		195,926.	<25,945.>
l	408,889.		415,628.	<6,739.>
m	334,437.		299,465.	34,972.
n	68,378.		21,313.	47,065.
o	138,096.		135,746.	2,350.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				9,890.
b				13,636.
c				42,598.
d				<9,791.>
e				139,349.
f				9,901.
g				<23,295.>
h				<44,281.>
i				78,440.
j				1,950.
k				<25,945.>
l				<6,739.>
m				34,972.
n				47,065.
o				2,350.

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	
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	

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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	1785 SHS FREEPORT - MCMORAN	P	03/20/07	08/06/12
b	2600 SHS FREEPORT - MCMORAN	P	11/14/08	08/06/12
c	2395 SHS MCDONALDS CORP	P	06/30/05	08/30/12
d	4125 SHS MARSH & MCLENNAN	P	05/09/12	09/14/12
e	455 SHS JP MORGAN CHASE	P	02/05/08	10/04/12
f	150 SHS JP MORGAN CHASE	P	09/11/07	10/04/12
g	2205 SHS JP MORGAN CHASE	P	11/01/07	10/04/12
h	2660 SHS ALTERA CORP	P	07/29/11	10/12/12
i	6525 SHS INTEL CORP	P	06/07/12	10/12/12
j	4140 SHS TEXAS INSTRUMENTS	P	11/09/11	10/12/12
k	3620 SHS ALTERA CORP	P	07/29/11	10/19/12
l	605 SHS EXXON-MOBIL	P	05/11/11	10/19/12
m	941 SHS EXXON-MOBIL	P	12/09/10	10/19/12
n	1380 SHS SIGMA ALDRICH	P	01/14/11	10/24/12
o	0.9761 SHS KRAFT FOODS GRP	P	10/12/12	10/30/12

	(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	61,485.		54,965.	6,520.
b	89,557.		33,573.	55,984.
c	212,408.		66,725.	145,683.
d	143,420.		138,316.	5,104.
e	19,014.		20,160.	<1,146.>
f	6,268.		6,657.	<389.>
g	92,145.		98,939.	<6,794.>
h	86,022.		110,189.	<24,167.>
i	139,834.		170,592.	<30,758.>
j	112,820.		126,314.	<13,494.>
k	117,705.		149,957.	<32,252.>
l	55,841.		48,963.	6,878.
m	86,853.		67,601.	19,252.
n	97,125.		88,637.	8,488.
o	45.		46.	<1.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				6,520.
b				55,984.
c				145,683.
d				5,104.
e				<1,146.>
f				<389.>
g				<6,794.>
h				<24,167.>
i				<30,758.>
j				<13,494.>
k				<32,252.>
l				6,878.
m				19,252.
n				8,488.
o				<1.>

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	
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	

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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	1945 SHS SYSCO CORP	P	08/19/09	11/06/12
b	775 SHS SYSCO CORP	P	02/05/08	11/06/12
c	1625 SHS SYSCO CORP	P	12/09/10	11/06/12
d	950 SHS SYSCO CORP	P	08/04/06	11/06/12
e	35 SHS SYSCO CORP	P	05/11/11	11/06/12
f	1580 SHS SYSCO CORP	P	02/01/06	11/06/12
g	2365 SHS SYSCO CORP	P	08/16/05	11/06/12
h	100 SHS SYSCO CORP	P	03/29/06	11/06/12
i	1 SHS ILLINOIS TOOL WKS	P	11/15/10	12/04/12
j	22750 SHS AES CORP	P	12/16/11	12/04/12
k	2020 SHS ABBOTT LABS	P	05/11/11	12/04/12
l	435 SHS BECTON DICKINSON	P	08/19/09	12/04/12
m	2400 SHS BECTON DICKINSON	P	06/30/05	12/04/12
n	185 SHS BECTON DICKINSON	P	04/09/09	12/04/12
o	199.75 SHS CEMIG SA - SPONS ADR	P	08/19/09	12/04/12

	(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	59,610.		47,511.	12,099.
b	23,752.		22,948.	804.
c	49,803.		47,623.	2,180.
d	29,116.		25,795.	3,321.
e	1,073.		1,087.	<14.>
f	48,424.		48,925.	<501.>
g	72,483.		80,918.	<8,435.>
h	3,065.		3,222.	<157.>
i	61.		48.	13.
j	243,549.		265,078.	<21,529.>
k	130,828.		107,149.	23,679.
l	33,320.		28,500.	4,820.
m	183,836.		126,672.	57,164.
n	14,171.		12,424.	1,747.
o	2,353.		2,147.	206.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				12,099.
b				804.
c				2,180.
d				3,321.
e				<14.>
f				<501.>
g				<8,435.>
h				<157.>
i				13.
j				<21,529.>
k				23,679.
l				4,820.
m				57,164.
n				1,747.
o				206.

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

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

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	(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	12931.25 SHS CEMIG SA - SPONS ADR	P	07/27/09	12/04/12
b	3500 SHS DEERE & CO	P	09/21/09	12/04/12
c	1200 SHS DEERE & CO	P	10/21/11	12/04/12
d	35 SHS GILEAD SCIENCES	P	05/11/11	12/04/12
e	1705 SHS GILEAD SCIENCES	P	01/05/10	12/04/12
f	3680 SHS GILEAD SCIENCES	P	09/11/07	12/04/12
g	7480 SHS INTEL CORP	P	06/07/12	12/04/12
h	1930 SHS PNC FINANCIAL	P	08/04/10	12/04/12
i	1215 SHS PNC FINANCIAL	P	06/16/11	12/04/12
j	4475 SHS ROCKWELL INTL	P	07/23/12	12/04/12
k	4170 SHS TEXAS INSTRUMENTS	P	11/09/11	12/04/12
l	2241 SHS AMER TOWER	P	06/07/12	01/25/13
m	1219 SHS BERKSHIRE CLB	P	09/14/12	01/25/13
n	1490 SHS DIAGEO PLC	P	12/03/08	01/25/13
o	754 SHS EXXON-MOBIL	P	12/09/10	01/25/13

	(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	152,324.		129,165.	23,159.
b	292,060.		157,309.	134,751.
c	100,135.		85,116.	15,019.
d	2,614.		1,425.	1,189.
e	127,363.		73,195.	54,168.
f	274,895.		139,669.	135,226.
g	147,532.		195,559.	<48,027.>
h	105,164.		116,251.	<11,087.>
i	66,204.		72,206.	<6,002.>
j	350,927.		296,562.	54,365.
k	123,147.		127,230.	<4,083.>
l	178,724.		146,942.	31,782.
m	118,571.		107,879.	10,692.
n	175,660.		79,362.	96,298.
o	68,924.		54,167.	14,757.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				23,159.
b				134,751.
c				15,019.
d				1,189.
e				54,168.
f				135,226.
g				<48,027.>
h				<11,087.>
i				<6,002.>
j				54,365.
k				<4,083.>
l				31,782.
m				10,692.
n				96,298.
o				14,757.

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	
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	

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	(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	853 SHS EXXON-MOBIL	P	08/08/11	01/25/13
b	340 SHS APPLE COMPUTER	P	02/02/10	02/22/13
c	1176 SHS CELGENE CORP	P	09/11/07	02/22/13
d	625 SHS EMC CORP	P	02/05/08	02/22/13
e	415 SHS EMC CORP	P	12/09/10	02/22/13
f	210 SHS EMC CORP	P	11/16/05	02/22/13
g	6505 SHS EMC CORP	P	06/30/05	02/22/13
h	100 SHS EMC CORP	P	03/29/06	02/22/13
i	2020 SHS EMC CORP	P	08/19/09	02/22/13
j	80 SHS EMC CORP	P	02/01/06	02/22/13
k	700 SHS EMC CORP	P	06/30/06	02/22/13
l	625 SHS EMC CORP	P	08/04/06	02/22/13
m	183 SHS WELLPOINT INC.	P	01/14/11	02/22/13
n	295 SHS WELLPOINT INC.	P	04/21/11	02/22/13
o	716 SHS BOEING CO	P	11/15/10	04/22/13

	(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	77,974.		59,889.	18,085.
b	153,252.		66,548.	86,704.
c	119,510.		80,570.	38,940.
d	14,614.		9,744.	4,870.
e	9,704.		9,191.	513.
f	4,910.		2,875.	2,035.
g	152,104.		89,899.	62,205.
h	2,338.		1,356.	982.
i	47,233.		30,542.	16,691.
j	1,871.		1,084.	787.
k	16,368.		7,714.	8,654.
l	14,614.		6,225.	8,389.
m	11,315.		11,664.	<349.>
n	18,240.		21,426.	<3,186.>
o	62,154.		45,732.	16,422.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				18,085.
b				86,704.
c				38,940.
d				4,870.
e				513.
f				2,035.
g				62,205.
h				982.
i				16,691.
j				787.
k				8,654.
l				8,389.
m				<349.>
n				<3,186.>
o				16,422.

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	
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	

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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	1035 SHS BOEING CO	P	12/09/10	04/22/13
b	110 SHS AMYLIN PH	P	10/05/07	09/05/12
c	0.5 SHS LIBERTY VENTURES - A	P	10/05/07	02/01/13
d	0.769 SHS SEARS CANADA-INC	P	10/31/12	02/01/13
e	WHITTIER PARTNERSHIPS	P	01/01/09	04/30/13
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	89,846.		66,777.	23,069.
b	3,410.		5,596.	<2,186.>
c	32.		24.	8.
d	7.		9.	<2.>
e	1,782,536.			1,782,536.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				23,069.
b				<2,186.>
c				8.
d				<2.>
e				1,782,536.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	5,754,814.
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

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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
INNER CITY EDUCATION FOUNDATION 5150 GOLDLEAF CIRCLE #90056 LOS ANGELES, CA 90056		170(B)(1)(A)(VI	TO SUPPORT $2 MILLION CHALLENGE GRANT	200,000.
J DAVID GLADSTONE INSTITUTES 165 OWENS STREET SAN FRANCISCO, CA 94158		170(B)(1)(A)(VI	STEM CELL RESEARCH	2,000,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 900 WEST 34TH STREET LOS ANGELES, CA 90089		170(B)(1)(A)(VI	KECK SCHOOL OF MEDICINE NANO-BIOTECHNOLOGY RESEARCH INITIATIVE	1,000,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD LOS ANGELES, CA 90027		170(B)(1)(A)(VI	SUPPORT WHITTIER VPICU 2.0 PROGRAM	1,019,634.
UNIVERSITY OF SOUTHERN CALIFORNIA 900 WEST 34TH STREET LOS ANGELES, CA 90089		170(B)(1)(A)(VI	ESTABLISH WHITTIER HEALTH SERVICES TAILORED THERAPIES INITIATIVE	1,000,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 900 WEST 34TH STREET LOS ANGELES, CA 90089		170(B)(1)(A)(VI	USC NORRIS COMPREHENSIVE CANCER CARE CENTER-INNOVATIVE TAILORED THERAPIES PROGRAM	1,000,000.
CARIBOU HISTORICAL SOCIETY 1033 PRESQUE ISLE RD CARIBOU, ME 04736		170(B)(1)(A)(VI	GENERAL OPERATING & PROGRAM SUPPORT	5,000.
RANCHO LOS ALAMITOS 6400 E. BIXBY HILL ROAD LONG BEACH, CA 90815		170(B)(1)(A)(VI	ENDOWMENT FUND	250,000.
Total from continuation sheets				6,474,634.

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WHITTIER TRUST CO.	307,054.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	307,054.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TRUST CO	1,177,059.	0.	1,177,059.
TOTAL TO FM 990-PF, PART I, LN 4	1,177,059.	0.	1,177,059.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS-SEE ATTACHED SCHEDULE	412,452.	412,452.	
OTHER INCOME	2,755.	2,755.	
TOTAL TO FORM 990-PF, PART I, LINE 11	415,207.	415,207.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	31,000.	12,400.		18,600.
TO FORM 990-PF, PG 1, LN 16B	31,000.	12,400.		18,600.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEE	751,987.	300,795.		451,192.
TO FORM 990-PF, PG 1, LN 16C	751,987.	300,795.		451,192.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,136.	3,136.		0.
FEDERAL EXCISE TAX	76,654.	0.		0.
TO FORM 990-PF, PG 1, LN 18	79,790.	3,136.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	180.	72.		108.
INSURANCE	1,676.	670.		1,006.
MISC FEES	131.	52.		79.
TO FORM 990-PF, PG 1, LN 23	1,987.	794.		1,193.

FORM 990-PF — OTHER INCREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS)	5,608,455.
INTEREST-BOOK-TO-TAX ADJ	158.
PARTNERSHIP INCOME BOOK-TO-TAX ADJ	563,951.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,172,564.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
DIVIDENDS BOOK-TO-TAX ADJ	3,659.
CAPITAL GAINS BOOK-TO-TAX ADJ	1,788,721.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,792,380.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT NOTES - SEE ATTACHED SCHEDULE	X		1,750,483.	1,750,483.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,750,483.	1,750,483.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,750,483.	1,750,483.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE ATTACHED SCHEDULE	48,541,299.	48,541,299.
TOTAL TO FORM 990-PF, PART II, LINE 10B	48,541,299.	48,541,299.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE NOTES & BONDS - SEE ATTACHED SCHEDULE	8,535,170.	8,535,170.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,535,170.	8,535,170.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS - SEE ATTACHED SCHEDULE	COST	40,852,277.	40,852,277.
MISC RECEIVABLE	COST	91,837.	91,837.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,944,114.	40,944,114.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX PAYABLE	299,367.	384,775.
PENDING TRADES PAYABLE	184,506.	312,500.
FEDERAL EXCISE TAXES	0.	55,007.
ACCRUED EXPENSES	0.	60,595.
TOTAL TO FORM 990-PF, PART II, LINE 22	483,873.	812,877.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAURA-LEE W. WOODS 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT 1.00	0.	0.	0.
LINDA J. BLINKENBERG 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SEC/DIR 1.00	0.	0.	0.
JAMES A. JEFFS 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VP/DIR 1.00	0.	0.	0.
LAURE W. KASTANIS 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
GREG E. CUSTER 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO/DIR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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THE WHITTIER TRUST COMPANY

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
035710805	ANNALY CAPITAL 7 5	6,535 0000	163,375 00	25 69	167,884 15	04/30/2013
04010L509	ARES CAP 7 02/15/22	1,000 0000	25,000 00	26 59	26,590 00	04/30/2013
05565QBQ0	BP CAP 3 2 03/11/16	100,000 0000	101,111 89	106 826	106,826 00	04/30/2013
060505559	BANK AMER CORP	14,000 0000	350,000 00	25 50	357,000 00	04/30/2013
06406HBY4	BONY 3 55 9/23/2021	100,000 0000	100,363 49	109 599	109,599 00	04/30/2013
06739FFZ9	BAR 5 20% 7/10/14	100,000 0000	104,696.82	105 255	105,255 00	04/30/2013
079860AG7	BELL 5 20 9/15/14	100,000 0000	105,020 75	106 164	106,164 00	04/30/2013
079860AL6	BELL 5 2 12/15/16	250,000 0000	229,506 68	113 893	284,732 50	04/30/2013
084423409	BERKLEY 5 6250	12,500 0000	312,500 00	25 00	312,500 00	04/30/2013
084664BN0	BERKSH 2 45 12/15/15	100,000 0000	101,448 85	104 953	104,953 00	04/30/2013
09248U551	BLACKROCK TREAS	1,054,336 3800	1,054,336 38		1,054,336 38	04/30/2013
14912L4V0	CATERP 1 375 5/20/14	100,000 0000	100,066 84	101 038	101,038 00	04/30/2013
172967366	CITIGROUP 5 8	10,000 0000	250,000.00	25 33	253,300 00	04/30/2013
191216100	COCA COLA CO	2,925 0000	72,094 00	42 33	123,815 25	04/30/2013
24702RAP6	DELL 3 1 04/01/2016	100,000 0000	101,280 42	101 089	101,089 00	04/30/2013
25244SAF8	DIAGEO 3 25 1/15/15	200,000 0000	205,057 58	104 699	209,398 00	04/30/2013
263534CD9	DUPONT 1 95 01/15/16	100,000 0000	99,565 95	103 452	103,452 00	04/30/2013
3133XHRJ3	FHLB 5 12/10/21	485,000 0000	586,824 41	126 247	612,297 95	04/30/2013
33616C886	FIRST REP BANK 5 50	12,500 0000	312,500 00	24 86	310,750 00	04/30/2013
36962G3F9	GE 5 4 9/20/13	250,000 0000	247,706 38	101 945	254,862 50	04/30/2013
370023202	GENL GRWTH 6 375	10,000 0000	250,000 00	25 20	252,000 00	04/30/2013
38143UAW1	GOLD 5 10/1/14	100,000 0000	103,834 97	105 792	105,792 00	04/30/2013
428236BF9	HEWLETT 3 75 12/1/20	150,000 0000	143,500 50	99 769	149,653 50	04/30/2013
459200GU9	IBM 2 1/5/16	200,000 0000	199,594 05	103 684	207,368 00	04/30/2013
464287226	ISHARES AGG BONDS	11,980 0000	1,266,982 80	111 54	1,336,249 20	04/30/2013
464287242	INV GRADE BOND ETF	11,770 0000	1,269,371 06	122 13	1,437,470 10	04/30/2013
464287655	ISHARES RUSL 2000	5,030 0000	451,710 60	94 10	473,323 00	04/30/2013
464288638	ETF INTERMED CREDIT	12,015 0000	1,260,662 60	111 76	1,342,796 40	04/30/2013
46625HHX1	JPM 3 45 3/1/16	200,000 0000	202,580 15	106 703	213,406,00	04/30/2013
48123A207	JPM CAPITAL XIX	5,000 0000	125,000 00	25 17	125,850 00	04/30/2013
48123W209	JPM CHASE	2,500 0000	62,500 00	25 04	62,600 00	04/30/2013
48126E750	JPMORGAN 5 50	2,500 0000	62,500 00	25 41	63,525 00	04/30/2013
570759100	MARKWEST ENERGY	5,000 0000	245,804 00	63 20	316,000 00	04/30/2013
58155QAC7	MCKESSON 3 25 3/1/16	100,000 0000	101,917 84	106 813	106,813 00	04/30/2013
59156RAN8	METLIFE 5 6/15/15	200,000 0000	212,514 22	108 817	217,634 00	04/30/2013
61745EF30	MORGAN VAR 08/30/15	200,000 0000	200,000 00	104 00	208,000 00	04/30/2013
637432MM4	NATL 1 125 11/1/13	100,000 0000	100,200 69	100 42	100,420 00	04/30/2013
65339K506	NEXTERA 8 75 3/1/69	5,500 0000	137,500 00	26 89	147,895 00	04/30/2013
65339K886	NEXTERA 5 1/15/73	12,500 0000	312,500 00	24 79	309,875 00	04/30/2013
674599CA1	OCCIDE 1 45 12/13/13	100,000 0000	100,442 90	100 725	100,725 00	04/30/2013
68389XAF2	ORACLE 3 75 7/8/14	200,000 0000	207,116 12	103 928	207,856 00	04/30/2013
69360J644	PS BUSINESS	12,500 0000	312,500 00	25 24	315,500 00	04/30/2013
724479AG5	PIT 5% 3/15/15	100,000 0000	104,316 07	105 768	105,768 00	04/30/2013
726503105	PLAINS ALL AMER	4,000 0000	148,575 00	57 42	229,680 00	04/30/2013
76110G2H3	RES 5 5 12/25/17	575,498 4400	575,393 16	103 211	593,977 69	04/30/2013
767201AJ5	RIO 1 875 11/02/15	100,000 0000	99,206 89	102 625	102,625 00	04/30/2013
81721M208	SENIOR HOUSING 5 625	2,500 0000	62,500 00	25 50	63,750 00	04/30/2013
89233P4H6	TOYOTA 1 375 8/12/13	100,000 0000	100,161 16	100 28	100,280 00	04/30/2013
912810DW5	UST NTS 7 25 5-15-16	500,000 0000	498,588 21	120 875	604,375 00	04/30/2013
912828DM9	UST 4 2/15/15	500,000 0000	480,878 91	106 762	533,810 00	04/30/2013
92344RAB8	VERIZON 4 75 10/1/13	100,000 0000	101,496 45	101 773	101,773 00	04/30/2013
929042851	VORNADO 5 7	2,500 0000	62,500 00	25 87	64,675 00	04/30/2013
929042869	VORNADO REALTY	2,500 0000	62,500 00	27 83	69,575 00	04/30/2013
929043602	VOR 7 875 9/30/39	10,000 0000	250,000 00	27.32	273,200 00	04/30/2013

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L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
94974BET3	WELLS 3 75 10/1/14	200,000 0000	205,653 18	104 519	209,038 00	04/30/2013
CF0034995	WHITTIER VALUE	2,734,097 4512	15,464,528 50	8 77346757	23,987,515 32	04/30/2013
CF0035992	W INTERNATIONAL FD A	4,601,959 1145	9,054,908 36	2 30260023	10,596,472 12	04/30/2013
CF0090807	WHITTIER SMALL CAP	5,742,907 3749	6,300,000 00	1 09148365	6,268,289 50	04/30/2013
EM7250001	QUALITY VALUE STRGY	1 0000	1,585,159 60	3,879,877 0100000	3,879,877 01	04/30/2013
EM7350009	VALUE STRATEGY	1 0000	3,899,857 17	5,740,443 2599999	5,740,443 26	04/30/2013
EM8250000	CORPORATE AMERICA	1 0000	22,140,514 08	31,263,602 100000	31,263,602 10	04/30/2013
EM8350008	ENH GROWTH STRATEGY	1 0000	1,531,789 69	3,568,147 9300000	3,568,147 93	04/30/2013
	Total Securities	**20,021,057.7606**	**74,679,714.37**		**100,963,467.86**	
	Income Cash		**0.00**		**0.00**	
	Principal Cash		**-312,500.00**		**-312,500.00**	
	Account Total		**74,367,214.37**		**100,650,967.86**	

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L.K. WHITTIER FOUNDATION QUALITY VALUE STRATEGY

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
00081T108	ACCO BRANDS CORP	376 0000	3,820 20	6 75	2,538 00	04/30/2013
00817Y108	AETNA HEALTH	4,656 0000	40,449 00	57 44	267,440 64	04/30/2013
02209S103	ALTRIA GROUP	2,442 0000	11,310 99	36 51	89,157 42	04/30/2013
023139108	AMBAC INC	435 0000	5,475 04	0 0031	1 35	04/30/2013
025537101	AMERICAN ELECT POWER	1,685 0000	71,878 41	51 43	86,659 55	04/30/2013
042735100	ARROW ELECTRONICS	931 0000	26,224 50	39 23	36,523 13	04/30/2013
053807103	AVNET	640 0000	16,271 40	32 75	20,960 00	04/30/2013
060505104	BANK OF AMERICA	4,304 0000	114,895 34	12 31	52,982 24	04/30/2013
09248U551	BLACKROCK TREAS	79,929 2900	79,929 29		79,929 29	04/30/2013
125509109	CIGNA CORP	4,446 0000	33,388 95	66 17	294,191 82	04/30/2013
126408103	CSX CORP	11,676 0000	109,994 94	24 59	287,112 84	04/30/2013
13645T100	CAD PACIFIC RAIL	1,250 0000	9,990 84	124 62	155,775 00	04/30/2013
15135U109	CENOVUS ENERGY INC	3,420 0000	10,949 59	29 94	102,394 80	04/30/2013
254067101	DILLARD INC	756 0000	22,977 15	82 41	62,301 96	04/30/2013
260543103	DOW CHEMICAL	3,051 0000	97,252 61	33 91	103,459 41	04/30/2013
292505104	ENCANA CORP	3,420 0000	11,626 89	18 45	63,099 00	04/30/2013
30161N101	EXELON CORP	2,338 0000	45,819 58	37 51	87,698 38	04/30/2013
30231G102	EXXON-MOBIL	2,150 0000	33,610 20	88 99	191,328 50	04/30/2013
31428X106	FEDEX CORP	928 0000	16,443 22	94 01	87,241 28	04/30/2013
337932107	FIRST ENERGY	136 0000	6,059 82	46 60	6,337 60	04/30/2013
345370860	FORD MOTOR COMPANY	3,319 0000	37,406 56	13 71	45,503 49	04/30/2013
346233109	FORESTAR REAL EST	213 0000	4,220 12	21 54	4,588 02	04/30/2013
382550101	GOODYEAR TIRE/RUBBER	1,607 0000	102,755 21	12 495	20,079 47	04/30/2013
42222G108	HEALTHNET	1,511 0000	28,717 03	29 40	44,423 40	04/30/2013
459200101	I B M	1,724 0000	45,089 53	202 54	349,178 96	04/30/2013
460146103	INTL PAPER	944 0000	30,031 00	46 98	44,349 12	04/30/2013
46625H100	JP MORGAN CHASE	1,292 0000	26,205 30	49 01	63,320 92	04/30/2013
50076Q106	KRAFT FOODS GRP	562 0000	4,321 75	51 49	28,937 38	04/30/2013
534187109	LINCOLN NATL	466 0000	8,648 99	34 01	15,848 66	04/30/2013
55262C100	MBIA, INC	958 5000	31,215 73	9 46	9,067 41	04/30/2013
55616P104	MACY'S INC	2,906 0000	50,204 42	44 60	129,607 60	04/30/2013
583334107	MEADWESTVACO	1,142 0000	31,017 52	34 48	39,376 16	04/30/2013
609207105	MONDELEZ INTL	1,689 0000	8,008 59	31 45	53,119 05	04/30/2013
680223104	OLD REPUBLIC INTL	1,837 0000	9,582 52	13 50	24,799 50	04/30/2013
690742127	OWENS WTS EX SER B	33 0600	9,181 98	1 66	9,181 98	04/30/2013
69331C108	PG & E CORP	2,733 0000	38,140 65	48 44	132,386 52	04/30/2013
708160106	PENNEY J C	2,674 0000	149,089 67	16 42	43,907 08	04/30/2013
718172109	PHILIP MORRIS INTL	2,442 0000	25,774 22	95 59	233,430 78	04/30/2013
747906204	QUANTUM DSSG	523 0000	9,465 07	1 43	747 89	04/30/2013
780259206	ROYAL DUTCH SHELL	815 0000	23,145 32	67 97	55,395 55	04/30/2013
783549108	RYDER SYSTEM INC	406 0000	8,782 80	58 07	23,576 42	04/30/2013
868536103	SUPERVALU	931 0000	14,011 51	5 84	5,437 04	04/30/2013
878237106	TECH DATA	290 0000	6,993 49	46 73	13,551 70	04/30/2013
89417E109	TRAVELERS	1,278 0000	46,252 73	85 41	109,153 98	04/30/2013
91324P102	UNITED HEALTH	574 0000	14,032 11	59 93	34,399 82	04/30/2013
918204108	V F CORPORATION	1,220 0000	33,057 68	178 22	217,428 40	04/30/2013
92839U115	VISTEON WTS 10/1/15	3 0000	1 00	8 94	26 82	04/30/2013
92839U206	VISTEON CORP	1 0000	1,563 56	58 79	58 79	04/30/2013
92927K102	WABCO HLDGS INC	493 0000	3,793 70	72 23	35,609 39	04/30/2013
G47791101	INGERSOLL-RAND	340 0000	14,435 38	53 80	18,292 00	04/30/2013
G7945M107	SEAGATE TECH	146 0000	1,646 50	36 70	5,358 20	04/30/2013

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L.K. WHITTIER FOUNDATION QUALITY VALUE STRATEGY

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	Total Securities	**164,041.8500**	**1,585,159.60**		**3,887,273.71**	
	Income Cash		**1,730.23**		**1,730.23**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**1,586,889.83**		**3,889,003.94**	

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L.K. WHITTIER FOUNDATION VALUE STRATEGY

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
00206R102	AT&T INC	2,925 0000	137,718 29	37 46	109,570 50	04/30/2013
013817101	ALCOA	2,925 0000	105,510 59	8 50	24,862 50	04/30/2013
025816109	AMERICAN EXPRESS	2,925 0000	139,071 66	68 41	200,099 25	04/30/2013
060505104	BANK OF AMERICA	2,925 0000	124,760 32	12 31	36,006 75	04/30/2013
09248U551	BLACKROCK TREAS	77,380 9100	77,380 91		77,380 91	04/30/2013
097023105	BOEING CO	2,925 0000	159,665 37	91 41	267,374 25	04/30/2013
149123101	CATERPILLAR INC	2,925 0000	79,295 30	84 67	247,659 75	04/30/2013
166764100	CHEVRON	2,925 0000	244,527 95	122 01	356,879 25	04/30/2013
17275R102	CISCO SYS INC	2,925 0000	58,490 05	20 92	61,191 00	04/30/2013
191216100	COCA COLA CO	2,925 0000	86,986 27	42 33	123,815 25	04/30/2013
254687106	DISNEY WALT CO	2,925 0000	87,126 34	62 84	183,807 00	04/30/2013
263534109	DU PONT	2,925 0000	154,822 77	54 51	159,441 75	04/30/2013
30231G102	EXXON-MOBIL	2,925 0000	137,056 50	88 99	260,295 75	04/30/2013
369604103	GENERAL ELECTRIC	2,925 0000	136,554 75	22 29	65,198 25	04/30/2013
428236103	HEWLETT-PACKARD	2,925 0000	123,972 59	20 60	60,255 00	04/30/2013
437076102	HOME DEPOT	2,925 0000	155,660 49	73 35	214,548 75	04/30/2013
458140100	INTEL CORP	2,925 0000	106,005 02	23 95	70,053 75	04/30/2013
459200101	I B M	2,925 0000	210,142 98	202 54	592,429 50	04/30/2013
46625H100	JP MORGAN CHASE	2,925 0000	107,488 70	49 01	143,354 25	04/30/2013
478160104	JOHNSON & JOHNSON	2,925 0000	145,958 00	85 23	249,297 75	04/30/2013
580135101	MCDONALDS CORP	2,925 0000	112,115 12	102 14	298,759 50	04/30/2013
58933Y105	MERCK & CO	2,925 0000	101,163 86	47 00	137,475 00	04/30/2013
594918104	MICROSOFT CORP	2,925 0000	99,019.35	33 10	96,817 50	04/30/2013
717081103	PFIZER INC	2,925 0000	101,981 25	29 07	85,029 75	04/30/2013
742718109	PROCTER & GAMBLE	2,925 0000	103,922 11	76 77	224,552 25	04/30/2013
88579Y101	3M CO COM	2,925 0000	148,558 15	104 71	306,276 75	04/30/2013
89417E109	TRAVELERS	2,925 0000	130,597 15	85 41	249,824 25	04/30/2013
913017109	UTD TECHNOLOGIES	2,925 0000	95,383 67	91 29	267,023 25	04/30/2013
91324P102	UNITED HEALTH	2,925 0000	164,358 68	59 93	175,295 25	04/30/2013
92343V104	VERIZON COMM	3,110 0000	103,620 96	53 91	167,660 10	04/30/2013
931142103	WAL MART STORES	2,925 0000	160,942 02	77 72	227,331 00	04/30/2013
	Total Securities	**165,315.9100**	**3,899,857.17**		**5,739,565.76**	
	Income Cash		**877.50**		**877.50**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**3,900,734.67**		**5,740,443.26**	

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L.K. WHITTIER FOUNDATION CORPORATE AMERICA

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
00206R102	AT&T INC	18,435 0000	580,154 17	37 46	690,575 10	04/30/2013
002824100	ABBOTT LABS	10,250 0000	221,374 83	36 92	378,430 00	04/30/2013
00287Y109	ABBVIE INC	10,250 0000	240,062 08	46 05	472,012 50	04/30/2013
023135106	AMAZON COM	2,395 0000	480,445 24	253 81	607,874 95	04/30/2013
025537101	AMERICAN ELECT POWER	8,870 0000	376,292 02	51 43	456,184 10	04/30/2013
025816109	AMERICAN EXPRESS	8,770 0000	458,044 85	68 41	599,955 70	04/30/2013
03027X100	AMER TOWER	5,069 0000	332,372 82	83 99	425,745 31	04/30/2013
030420103	AMERICAN WTR WORKS	11,880 0000	319,775 22	41 88	497,534 40	04/30/2013
032654105	ANALOG DEVICES INC	5,917 0000	269,424 09	43 99	260,288 83	04/30/2013
037411105	APACHE CORP	5,182 0000	402,908 68	73 88	382,846 16	04/30/2013
037833100	APPLE COMPUTER	2,670 0000	422,009 49	442 78	1,182,222 60	04/30/2013
060505104	BANK OF AMERICA	44,045 0000	329,499 86	12 31	542,193 95	04/30/2013
084670702	BERKSHIRE CLB	4,131 0000	336,740 03	106 32	439,207 92	04/30/2013
088606108	BHP LTD ADR	4,971 0000	352,258 13	67 22	334,150 62	04/30/2013
09247X101	BLACKROCK INC	1,258 0000	297,741 29	266 50	335,257 00	04/30/2013
09248U551	BLACKROCK TREAS	9,632 7300	9,632 73		9,632 73	04/30/2013
097023105	BOEING CO	5,994 0000	382,845 76	91 41	547,911 54	04/30/2013
126650100	CVS CORP	7,445 0000	235,942 24	58 18	433,150 10	04/30/2013
14040H105	CAPITAL ONE	4,035 0000	186,409 35	57 78	233,142 30	04/30/2013
149123101	CATERPILLAR INC	5,866 0000	490,884 81	84 67	496,674 22	04/30/2013
151020104	CELGENE CORP	3,084 0000	161,090 10	118 07	364,127 88	04/30/2013
166764100	CHEVRON	7,885 0000	461,911 85	122 01	962,048 85	04/30/2013
17275R102	CISCO SYS INC	15,510 0000	279,525 52	20 92	324,469 20	04/30/2013
20030N101	COMCAST CL A	9,300 0000	168,615 51	41 30	384,090 00	04/30/2013
25179M103	DEVON ENERGY	4,990 0000	283,437 72	55 06	274,749 40	04/30/2013
257651109	DONALDSON INC	8,180 0000	272,266 40	36 38	297,588 40	04/30/2013
263534109	DU PONT	9,160 0000	375,767 44	54 51	499,311 60	04/30/2013
291011104	EMERSON ELECTRIC	9,000 0000	410,630 71	55 51	499,590 00	04/30/2013
30231G102	EXXON-MOBIL	10,107 0000	623,199 11	88 99	899,421 93	04/30/2013
345370860	FORD MOTOR COMPANY	49,820 0000	521,161 70	13 71	683,032 20	04/30/2013
369604103	GENERAL ELECTRIC	20,340 0000	428,581 07	22 29	453,378 60	04/30/2013
375558103	GILEAD SCIENCES	8,260 0000	155,177 15	50 64	418,286 40	04/30/2013
38141G104	GOLDMAN SACHS	1,840 0000	216,726 24	146 07	268,768 80	04/30/2013
38259P508	GOOGLE INC	713 0000	383,463 86	824 57	587,918 41	04/30/2013
438516106	HONEYWELL INTL	7,595 0000	437,276 04	73 54	558,536 30	04/30/2013
459200101	I B M	2,810 0000	545,821 01	202 54	569,137 40	04/30/2013
46625H100	JP MORGAN CHASE	19,280 0000	766,701 70	49 01	944,912 80	04/30/2013
478160104	JOHNSON & JOHNSON	6,630 0000	345,228 03	85 23	565,074 90	04/30/2013
50076Q106	KRAFT FOODS GRP	7,484 0000	318,968 65	51 49	385,351 16	04/30/2013
548661107	LOWES COS	8,360 0000	167,669 30	38 42	321,191 20	04/30/2013
58155Q103	MCKESSON HBOC INC	4,385 0000	163,604 99	105 82	464,020 70	04/30/2013
58933Y105	MERCK & CO	7,255 0000	323,322 71	47 00	340,985 00	04/30/2013
594918104	MICROSOFT CORP	13,325 0000	324,536 59	33 10	441,057 50	04/30/2013
609207105	MONDELEZ INTL	12,700 0000	305,319 59	31 45	399,415 00	04/30/2013
628530107	MYLAN LABS	11,245 0000	237,956 77	29 11	327,341 95	04/30/2013
654106103	NIKE	3,510 0000	130,346 12	63 60	223,236 00	04/30/2013
674599105	OCCIDENTAL PETE	2,579 0000	217,392 92	89 26	230,201 54	04/30/2013
68389X105	ORACLE SYSTEMS	16,960 0000	276,494 18	32 78	555,948 80	04/30/2013
713448108	PEPSICO INC	6,705 0000	332,853 87	82 47	552,961 35	04/30/2013
717081103	PFIZER INC	17,055 0000	430,041 82	29 07	495,788 85	04/30/2013
718172109	PHILIP MORRIS INTL	4,575 0000	86,476 09	95 59	437,324 25	04/30/2013
742718109	PROCTER & GAMBLE	9,515 0000	542,641 05	76 77	730,466 55	04/30/2013
747525103	QUALCOMM INC	5,550 0000	300,748 08	61 60	341,880 00	04/30/2013
806857108	SCHLUMBERGER LTD	7,460 0000	293,809 04	74 43	555,247 80	04/30/2013

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L.K. WHITTIER FOUNDATION CORPORATE AMERICA

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
826552101	SIGMA ALDRICH	2,555 0000	147,480 27	78 69	201,052 95	04/30/2013
855244109	STARBUCKS CORP	8,700 0000	421,953 15	60 84	529,308 00	04/30/2013
87612E106	TARGET CORP	5,050 0000	237,585 21	70 56	356,328 00	04/30/2013
881624209	TEVA PHARM	6,442 0000	279,210 55	38 29	246,664 18	04/30/2013
88579Y101	3M CO COM	5,165 0000	394,314 29	104 71	540,827 15	04/30/2013
887317303	TIME WARNER	9,251 0000	246,260 38	59 78	553,024 78	04/30/2013
91324P102	UNITED HEALTH	2,535 0000	136,718 13	59 93	151,922 55	04/30/2013
92826C839	VISA INC	3,825 0000	515,363 05	168 46	644,359 50	04/30/2013
931142103	WAL MART STORES	7,935 0000	379,477 33	77 72	616,708 20	04/30/2013
94973V107	WELLPOINT INC	2,432 0000	155,004 24	72 92	177,341 44	04/30/2013
949746101	WELLS FARGO	21,875 0000	624,573 75	37 98	830,812 50	04/30/2013
983919101	XILINX INC	7,848 0000	297,936 76	37 91	297,517 68	04/30/2013
H0023R105	ACE LIMITED	4,825 0000	291,056 35	89 14	430,100 50	04/30/2013
	Total Securities	**598,670.7300**	**22,140,514.08**		**31,257,818.18**	
	Income Cash		**5,784.00**		**5,784.00**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**22,146,298.08**		**31,263,602.18**	

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THE WHITTIER TRUST COMPANY

L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRAT

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
00507V109	ACTIVISION	450 0000	5,109 62	14 96	6,732 00	04/30/2013
00724F101	ADOBE SYSTEMS	505 0000	11,430 04	45 08	22,765 40	04/30/2013
00971T101	AKAMAI TECHNOLOGIES	140 0000	4,370 80	43 91	6,147 40	04/30/2013
021441100	ALTERA CORP	425 0000	7,208 00	32 01	13,604 25	04/30/2013
023135106	AMAZON COM	240 0000	4,813 65	253 81	60,914 40	04/30/2013
031162100	AMGEN INC	442 0000	20,518 45	104 21	46,060 82	04/30/2013
037604105	APOLLO GROUP	152 0000	4,720 07	18 37	2,792 24	04/30/2013
037833100	APPLE COMPUTER	965 0000	8,791 15	442 78	427,282 70	04/30/2013
038222105	APPLIED MATERIALS	625 0000	8,631 25	14 51	9,068 75	04/30/2013
043632108	ASCENT CAPITAL GRP	10 0000	466 76	66 49	664 90	04/30/2013
052769106	AUTODESK INC	210 0000	10,615 50	39 38	8,269 80	04/30/2013
075896100	BED BATH & BEYOND	319 0000	5,093 63	68 80	21,947 20	04/30/2013
09062X103	BIOGEN IDEC INC	275 0000	18,548 72	218 93	60,205 75	04/30/2013
09248U551	BLACKROCK TREAS	51,398 3100	51,398 31		51,398 31	04/30/2013
111320107	BROADCOM CORP	377 0000	10,065 23	36 00	13,572 00	04/30/2013
12541W209	CH ROBINSON	150 0000	2,707 50	59 39	8,908 50	04/30/2013
127387108	CADENCE DESIGN	255 0000	5,666 10	13 80	3,519 00	04/30/2013
151020104	CELGENE CORP	335 0000	24,334 40	118 07	39,553 45	04/30/2013
17275R102	CISCO SYS INC	1,905 0000	30,670 50	20 92	39,852 60	04/30/2013
172908105	CINTAS CORP	168 0000	4,787 72	44 87	7,538 16	04/30/2013
177376100	CITRIX SYSTEMS	185 0000	3,600 10	62 16	11,499 60	04/30/2013
192446102	COG TECH SOL	250 0000	10,706 24	64 80	16,200 00	04/30/2013
20030N101	COMCAST CL A	1,275 0000	30,944 12	41 30	52,657 50	04/30/2013
22160K105	COSTCO WHOLESALE	200 0000	7,120 00	108 43	21,686 00	04/30/2013
24702R101	DELL INC	735 0000	20,139 80	13 40	9,849 00	04/30/2013
249030107	DENTSPLY INT'L	130 0000	2,284 10	42 35	5,505 50	04/30/2013
25470F104	DISCOVERY C L A	105 0000	2,981 59	78 82	8,276 10	04/30/2013
25470F302	DISCOVERY CL C	105 0000	2,677 11	70 89	7,443 45	04/30/2013
25470M109	DISH NETWORK CORP	190 0000	4,755 35	39 19	7,446 10	04/30/2013
278642103	EBAY INC	890 0000	15,253 55	52 39	46,627 10	04/30/2013
278768106	ECHOSTAR HLD	38 0000	1,003 95	39 27	1,492 26	04/30/2013
285512109	ELECTRONIC ARTS	275 0000	5,830 68	17 61	4,842 75	04/30/2013
294821608	ERICSSON NEW	250 0000	2,007 50	12 31	3,077 50	04/30/2013
30212P303	EXPEDIA INC	120 5000	2,798 70	55 84	6,728 72	04/30/2013
302130109	EXPEDITORS INT	185 0000	2,968 32	35 93	6,647 05	04/30/2013
30219G108	EXPRESS SCRIPTS HLDG	400 0000	2,262 00	59 37	23,748 00	04/30/2013
311900104	FASTENAL CO	250 0000	2,080 00	49 05	12,262 50	04/30/2013
337738108	FISERV	179 0000	4,216 29	91 11	16,308 69	04/30/2013
375558103	GILEAD SCIENCES	1,600 0000	7,999 75	50 64	81,024 00	04/30/2013
38259P508	GOOGLE INC	125 0000	74,232 49	824 57	103,071 25	04/30/2013
404303109	HSN INC	52 0000	1,111 22	52 58	2,734 16	04/30/2013
44919P508	IAC/INTERACTIVE	130 0000	3,383 30	47 07	6,119 10	04/30/2013
456788108	INFOSYS TECH	100 0000	5,240 00	41 74	4,174 00	04/30/2013
458140100	INTEL CORP	1,795 0000	33,692 15	23 95	42,990 25	04/30/2013
46113M108	INTERVAL LEISURE	52 0000	1,244 60	19 06	991 12	04/30/2013
461202103	INTUIT	370 0000	6,112 40	59 64	22,066 80	04/30/2013
46120E602	INTUITIVE SURGICAL	35 0000	8,601 60	492 29	17,230 15	04/30/2013
481165108	JOY GLOBAL	95 0000	4,908 64	56 52	5,369 40	04/30/2013
48203R104	JUNIPER NETWORKS	295 0000	5,713 78	16 55	4,882 25	04/30/2013
482480100	KLA INSTRUMENTS	205 0000	8,031 90	54 25	11,121 25	04/30/2013
512807108	LAM RESEARCH	110 0000	5,925 69	46 22	5,084 20	04/30/2013
512815101	LAMAR ADV	70 0000	2,398 20	46 82	3,277 40	04/30/2013
52729N308	LEVEL 3 COMM INC	87 0000	6,629.46	20 13	1,751 31	04/30/2013
530555101	LIBERTY GLOBAL	251 3300	11,732 43	72 37	18,188 75	04/30/2013

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L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRAT

Account Holdings as of 4/30/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
53071M104	LIBERTY MEDIA A	510 0000	9,080 41	21 29	10,857 90	04/30/2013
53071M880	LIBERTY VENTURES - A	25 0000	1,175 66	73 47	1,836 75	04/30/2013
535678106	LINEAR TECHNOLOGY	260 0000	8,681 40	36 50	9,490 00	04/30/2013
538034109	LIVE NATION INC	76 0000	1,890 00	12 63	959 88	04/30/2013
594918104	MICROSOFT CORP	2,830 0000	70,636 52	33 10	93,673 00	04/30/2013
595017104	MICROCHIP TECH	162 0000	3,163 41	36 42	5,900 04	04/30/2013
611742107	MONSTER WORLD	115 0000	2,478 29	4 38	503 70	04/30/2013
62913F201	NII HOLDINGS INC	145 0000	10,484 95	8 70	1,261 50	04/30/2013
64110D104	NETWORK APPLIANCE	325 0000	5,161 00	34 89	11,339 25	04/30/2013
67066G104	NVIDIA CORP	475 0000	3,177 75	13 77	6,540 75	04/30/2013
68389X105	ORACLE SYSTEMS	1,870 0000	21,893 66	32 78	61,298 60	04/30/2013
685691404	ORCHARD SUPPLY HRDW	5 0000	596 66	1 98	9 90	04/30/2013
685691503	ORCHARD SUPPLY	5 0000	18 18	0 80	4 00	04/30/2013
693718108	PACCAR INC	369 0000	3,120 38	49 78	18,368 82	04/30/2013
703395103	PATTERSON COS INC	120 0000	2,414 40	37 95	4,554 00	04/30/2013
703481101	PATTERSON PHARM	140 0000	2,394 00	21 09	2,952 60	04/30/2013
704326107	PAYCHEX INC	320 0000	10,959 50	36 41	11,651 20	04/30/2013
716768106	PETS MART INC	115 0000	2,005 85	68 18	7,840 70	04/30/2013
73935A104	NASDAQ 100 ETF	20,754 0000	550,232 83	70 72	1,467,722 88	04/30/2013
747525103	QUALCOMM INC	1,770 0000	27,124 45	61 60	109,032 00	04/30/2013
760975102	RESEARCH IN MOTION	490.0000	55,623 54	16 29	7,982 10	04/30/2013
778296103	ROSS STORES	240 0000	2,350 80	66 07	15,856 80	04/30/2013
783513104	RYANAIR HOLDINGS	100 0000	1,975 50	43 34	4,334 00	04/30/2013
80004C101	SANDISK CORP	185 0000	9,651 42	52 44	9,701 40	04/30/2013
80105N113	SANOFI-AVENTIS SA	290 0000	696 00	1 68	487 20	04/30/2013
806407102	HENRY SCHEIN INC	80 0000	1,908 00	90 40	7,232 00	04/30/2013
81234D109	SEARS CANADA-INC	55 0000	639 76	9 369	515 30	04/30/2013
812350106	SEARS HOLDING CORP	130 0000	18,685 73	51 34	6,674 20	04/30/2013
826552101	SIGMA ALDRICH	110 0000	2,784 65	78 69	8,655 90	04/30/2013
82967N108	SIRIUS SATELITE	2,678 0000	8,813 86	3 25	8,703 50	04/30/2013
855030102	STAPLES INC	420 0000	4,714 60	13 23	5,556 60	04/30/2013
855244109	STARBUCKS CORP	910 0000	7,833 96	60 84	55,364 40	04/30/2013
871503108	SYMANTEC	809 0000	7,925 44	24 30	19,658 70	04/30/2013
879664100	TELLABS INC	220 0000	1,563 60	2 07	455 40	04/30/2013
881624209	TEVA PHARM	535 0000	15,251 73	38 29	20,485 15	04/30/2013
894675107	TREE COM	8 0000	99 94	20 47	163 76	04/30/2013
896945201	TRIPADVISOR INC	120 5000	2,895 49	52 58	6,335 89	04/30/2013
910047109	UAL CORP	95 0000	4,596 10	32 30	3,068 50	04/30/2013
92343E102	VERISIGN INC	205 0000	2,159 40	46 07	9,444 35	04/30/2013
92532F100	VERTEX PHAR	120 0000	4,491 60	76 82	9,218 40	04/30/2013
92769L101	VIRGIN MEDIA INC	315 0000	7,704 90	48 78	15,365 70	04/30/2013
966837106	WHOLE FOODS	120 0000	3,151 80	88 32	10,598 40	04/30/2013
983134107	WYNN RESORTS LTD	105 0000	15,192 27	137 30	14,416 50	04/30/2013
983919101	XILINX INC	345 0000	9,377 10	37 91	13,078 95	04/30/2013
984332106	YAHOO INC	565 0000	7,376 07	24 73	13,972 45	04/30/2013
G5876H105	MARVELL TECH	495 0000	8,330 80	10 76	5,326 20	04/30/2013
H27178104	FOSTER WHEELER AG	130 0000	9,171 49	21 10	2,743 00	04/30/2013
H2906T109	GARMIN LTD	175 0000	18,098 50	35 08	6,139 00	04/30/2013
L6388F110	MILLICOM INTL LUXEM	85 0000	7,532 23	81 98	6,968 30	04/30/2013
M22465104	CHECK POINT SOFTWARE	195 0000	3,176 55	46 62	9,090 90	04/30/2013
Y2573F102	FLEXTRONICS	580 0000	5,324 40	7 15	4,147 00	04/30/2013
	Total Securities	**111,782.6400**	**1,536,320.94**		**3,570,708.26**	
	Income Cash		**3,325.53**		**3,325.53**	
	Principal Cash		**-4,531.25**		**-4,531.25**	
	Account Total		**1,535,115.22**		**3,569,502.54**	