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

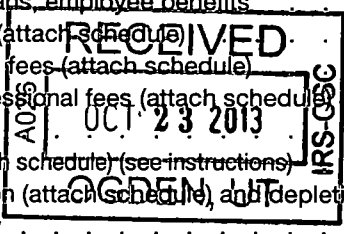
Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning June 1, 2012, **and ending** May 31, 2013

| | | |
|--|---|---|
| Name of foundation JEC Foundation | | A Employer identification number 95-4693429 |
| Number and street (or P.O. box number if mail is not delivered to street address) 2029 Century Park East | Room/suite 4000 | B Telephone number (see instructions) 310-557-8100 |
| City or town, state, and ZIP code Los Angeles, CA 90067 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 5,980,348 | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i> | |
| | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 16 | 16 | | |
| | 4 Dividends and interest from securities | 155,039 | 155,039 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 104,535 | | | |
| | b Gross sales price for all assets on line 6a 569,954 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 104,535 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | 0 | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | 259,590 | 259,590 | 0 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 1,755 | 1,755 | | |
| | c Other professional fees (attach schedule) | 24,482 | 24,482 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 444 | 444 | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 363 | 25 | | 328 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 27,044 | 26,706 | 0 | 328 |
| | 25 Contributions, gifts, grants paid | 298,500 | | | 298,500 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 325,544 | 26,706 | 0 | 298,828 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | (65,954) | | | | |
| b Net investment income (if negative, enter -0-) | | 232,884 | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | | |



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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | | |
|------------------------------------|--|---|---|-----------|-----------|
| | | Beginning of year (a) Book Value | End of year (b) Book Value (c) Fair Market Value | | |
| Assets | 1 | Cash—non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 108,277 | 204,869 | 204,869 |
| | 3 | Accounts receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments—U.S. and state government obligations (attach schedule) | 306,122 | 255,586 | 282,953 |
| | b | Investments—corporate stock (attach schedule) | 2,591,546 | 2,691,896 | 5,188,895 |
| | c | Investments—corporate bonds (attach schedule) | 525,864 | 315,814 | 303,631 |
| | 11 | Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶) | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 3,531,809 | 3,468,165 | 5,980,348 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | 3,531,809 | 3,468,165 | |
| | 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 (see instructions) | 3,531,809 | 3,468,165 | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 3,531,809 | 3,468,165 | | |

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 | 3,531,809 |
| 2 | Enter amount from Part I, line 27a | 2 | (65,954) |
| 3 | Other increases not included in line 2 (itemize) ▶ See attached Part III, Item 3 Schedule | 3 | 3,115 |
| 4 | Add lines 1, 2, and 3 | 4 | 3,468,970 |
| 5 | Decreases not included in line 2 (itemize) ▶ See attached Part III, Item 5 Schedule | 5 | 805 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 3,468,165 |

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 | See attachment | P | various | various |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a 569,954 | | 465,419 | 104,535 | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 104,535 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 } | | 3 | 3,175 |

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 | 272,239 | 5,418,471 | 0.0502 |
| 2010 | 273,174 | 5,431,103 | 0.0503 |
| 2009 | 245,876 | 5,149,167 | 0.0478 |
| 2008 | 242,250 | 5,054,076 | 0.0479 |
| 2007 | 332,500 | 6,133,280 | 0.0542 |
| 2 | Total of line 1, column (d) | | 2 0.2504 |
| 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 .0500 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | 4 5,538,677 |
| 5 | Multiply line 4 by line 3 | | 5 276,934 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | | 6 2,329 |
| 7 | Add lines 5 and 6 | | 7 279,263 |
| 8 | Enter qualifying distributions from Part XII, line 4 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. | | 8 298,828 |

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

| | | | |
|-----------|--|-----------|-------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 2,329 |
| 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 | |
| 3 | Add lines 1 and 2 | 3 | 2,329 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 2,329 |
| 6 | Credits/Payments: | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 7,100 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 7,100 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 4,771 |
| 11 | Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded | 11 | 4,771 |

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|-----------|---|-----------|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.caag.state.ca.us/charities</u> | 13 | X | |
| 14 | The books are in care of ► <u>Shari Leinwand</u> Telephone no. ► <u>310-557-8100</u> Located at ► <u>2029 Century Park East, #4000, Los Angeles, CA</u> ZIP+4 ► <u>90067</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . n/a ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15 n/a | | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No X |

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| See attachment | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| None | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services ▶ | | 0 |

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

| | Expenses |
|-------------------------|----------|
| 1 Not applicable | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

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

| | Amount | |
|--|--------|---|
| 1 Not applicable | | |
| 2 | | |
| 3 All other program-related investments See instructions. | | |
| 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 | 5,398,462 |
| b | Average of monthly cash balances | 1b | 224,560 |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 5,623,022 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 5,623,022 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 84,345 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,538,677 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 276,934 |

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 | 276,934 |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 2,329 |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,329 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 274,605 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 274,605 |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 274,605 |

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 | 298,828 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 298,828 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 2,329 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 296,499 |

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 | | | | 274,605 |
| 2 Undistributed income, if any, as of the end of 2012: | | | | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years: 20____,20____,20____ | | | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 18,736 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 6,312 | | | | |
| e From 2011 5,300 | | | | |
| f Total of lines 3a through e | 30,348 | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 296,499 | | | | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see instructions) | | | | |
| d Applied to 2012 distributable amount | | | | 274,605 |
| e Remaining amount distributed out of corpus | 21,894 | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 52,242 | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b. Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | 18,736 | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 33,506 | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 6,312 | | | | |
| d Excess from 2011 5,300 | | | | |
| e Excess from 2012 21,894 | | | | |

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | | | (e) Total |
|--|----------|----------|----------|----------|-----------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | 0 |
| b 85% of line 2a | 0 | 0 | 0 | 0 | 0 |
| c Qualifying distributions from Part XII, line 4 for each year listed | 296,499 | | | | 296,499 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | 0 |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 296,499 | 0 | 0 | 0 | 296,499 |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test—enter: | | | | | |
| (1) Value of all assets | | | | | 0 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0 |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | 0 |
| 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) | | | | | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | 0 |
| (3) Largest amount of support from an exempt organization | | | | | 0 |
| (4) Gross investment income | | | | | 0 |

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 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 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| <p>a Paid during the year</p> <p>See attachment</p> | | | | 298,500 |
| <p>Total ▶ 3a</p> | | | | 298,500 |
| <p>b Approved for future payment</p> <p>Not applicable</p> | | | | |
| <p>Total ▶ 3b</p> | | | | 0 |

JEC FOUNDATION
95-4693429
PART I - Lines 3 and 4
INTEREST & DIVIDENDS FOR YEAR ENDED MAY 31, 2013

| <u>Date</u> | <u>Description</u> | <u>Income</u> |
|-----------------------|--|----------------|
| Part I, Line 3 | <u>Interest On Savings & Temporary Cash Investments</u> | |
| | Wells Fargo Account No. 366-215217 Wells Fargo Treasury Plus Money Market | 15 |
| | Wells Fargo Account No. 622-3394914 Checking Account | 1 |
| | Sub Total | 16 |
| Part I, Line 4 | <u>Dividends and Interest From Securities</u> | |
| | Wells Fargo Account No. 366-215217 | 153,900 |
| | Charles Schwab Acct No. 7204-4062 | 1,139 |
| | Sub Total | 155,039 |
| | TOTAL | 155,055 |

JEC FOUNDATION
95-4693429
PART I - Lines 16 through 26
OPERATING & ADMINISTRATIVE EXPENSES FOR YEAR ENDING MAY 31, 2013

| <u>Item No.</u> | <u>Description</u> | <u>Amount</u> |
|-----------------|--|-----------------------|
| 16b | <u>Accounting fees</u> | |
| | Louie Hopkins, tax accounting and paralegal services | 1,755 |
| 16c | <u>Other professional fees</u> | |
| | Wells Fargo Bank, custodian fees | 10,462 |
| | Shari Leinwand, consultation fees | 2,096 |
| | Clifford Swan, investment management fees | <u>11,924</u> |
| | | 24,482 |
| 18 | <u>Taxes</u> | |
| | Foreign tax withholding payments | 444 |
| 23. | <u>Other expenses</u> | |
| | Wells Fargo, bank fee | 25 |
| | Julie Bradner, reimbursement for administrative expenses | 278 |
| | CA Franchise Tax Board, filing fee | 10 |
| | CA Registry of Charitable Trust, filing fee | <u>50</u> |
| | | 363 |
| 24 | Total operating and administrative expenses | <u>27,044</u> |
| 25 | <u>Contributions & Grants paid</u> | |
| | See detailed attachment | 298,500 |
| 26 | Total expenses and disbursements | <u><u>325,544</u></u> |

JEC FOUNDATION
95-4693429
Part II, Lines 2 through 16 Col. (a)
ASSETS ON HAND AT YEAR BEGINNING 6/01/12

| Line No. | Description | Basis |
|----------|---|-----------------------|
| 2 | <u>Savings & temporary cash investments</u> | |
| | Wells Fargo Advantage Treasury | 88,073 |
| | Wells Fargo Checking Account | 14,713 |
| | Schwab Adv Cash Reserve | 5,491 |
| 2 | TOTAL SAVINGS & CASH INVESTMENTS | <u>108,277</u> |
| 10a | <u>U S. and State Government Obligations</u> | |
| | <u>Wells Fargo Account No. 215217</u> | |
| | \$105,825 US Treasury Inflation Index Note; 4/15/10; 0.5% | 101,106 |
| | \$100,000 California St; 04/28/09 | 52,113 |
| | \$100,000 California St, 10/15/09 | 100,358 |
| | \$50,000 Illinois St; 01/15/10 | 52,545 |
| 10a | TOTAL U.S. AND STATE GOVERNMENT OBLIGATIONS | <u>306,122</u> |
| 10b | <u>Corporate Stock</u> | |
| | <u>Wells Fargo Account No. 215217</u> | |
| | Templeton Global Income Fund, 6,000 shs | 57,266 |
| | Home Depot Inc., 1,400 shs | 51,760 |
| | Johnson Controls Inc , 1,500 | 42,118 |
| | Kohls Corp., 1,000 shs | 44,354 |
| | McDonalds Corp., 3,300 shs | 56,272 |
| | Target Corp., 900 shs | 44,066 |
| | Disney Walt Co Com., 1,000 shs | 28,894 |
| | Altria Group Inc., 3,500 shs | 34,440 |
| | Coca Cola Co., 1,000 shs | 72,351 |
| | Kraft Foods Inc., 1,900 shs | 28,431 |
| | Pepsico Inc., 1,800 shs | 71,351 |
| | Philip Morris International, 2,700 shs | 48,105 |
| | Procter & Gamble Co., 4,000 shs | 183,913 |
| | Sysco Corp.; 2,000 shs | 47,564 |
| | Wal Mart Stores Inc., 1,800 shs | 88,240 |
| | Walgreen Co.; 600 shs | 21,123 |
| | Apache Corp., 500 shs | 33,249 |
| | ChevronTexaco Corp., 1,000 shs | 43,700 |
| | ConocoPhillips, 1,000 shs | 44,936 |
| | Phillips 66, 500 shs | 13,354 |
| | American Express Co., 1,000 shs | 28,676 |
| | Bank New York Mellon Corp., 1,200 shs | 33,874 |
| | Berkshire Hathaway Ind. Del., 1 share | 58,630 |
| | Berkshire Hathaway Inc Del CL B, 10 shs | 26,060 |
| | Goldman Sachs Group Inc., 300 shs | 48,814 |

JEC FOUNDATION

95-4693429

Part II, Lines 2 through 16 Col. (a)

ASSETS ON HAND AT YEAR BEGINNING 6/01/12

| <u>Line No.</u> | <u>Description</u> | <u>Basis</u> |
|-----------------|---|--------------------------------|
| | Wells Fargo & Co., 800 shs | 22,885 |
| | Abbott Labs, 2,700 shs | 110,971 |
| | Johnson & Johnson, 2,300 shs | 95,562 |
| | Pfizer, 2,985 shs | 93,608 |
| | Stryker Corp, 700 shs | 39,186 |
| | Boeing Co., 2,000 shs | 70,515 |
| | Emerson Elec. Co., 3,200 shs | 98,799 |
| | General Elec. Co , 2,000 shs | 65,979 |
| | Jacobs Engr Group, Inc. 1,500 shs | 61,905 |
| | United Parcel Service CL B, 600 shs | 39,280 |
| | 3M Co., 2,000 shs | 77,164 |
| | Agilent Technologies, Inc., 3,000 shs | 1 |
| | Apple Inc., 75 shs | 37,434 |
| | Cisco Sys Inc., 3,000 shs | 42,035 |
| | Hewlett Packard Co., 10,500 shs | 1 |
| | Microsoft Corp., 2,000 shs | 57,894 |
| | Oracle Corporation, 1,000 shs | 25,673 |
| | Nucor Corp.; 700 shs | 30,420 |
| | Sigma Aldrich Corp., 1,600 shs | 22,506 |
| | Accenture PLC, 1,000 shs | 34,126 |
| | Schlumberger Ltd, 2,500 shs | 73,969 |
| | TEVA Pharmaceutical Industries - ADR, 1,200 shs | 48,627 |
| | Transocean Ltd; 600 shs | 42,030 |
| | AB Internaltional Growth Fund Class, 836.119 shs | 15,300 |
| | Emerging Global Shares Dow Jones, 600 shs | 11,025 |
| | Dodge & Cox International Stock Fund, 383.356 shs | 15,721 |
| | Sub Total | <u>2,484,157</u> |
| | <u>Charles Schwab Account No. 7204-4062, Mutual Funds</u> | |
| | Artisan Small Cap Value Fund, 668.449 | 10,000 |
| | Kelley Small Cap Value Fund, 440.487 shs | 12,673 |
| | Matthews Pacific Tiger Fund, 668 221 shs | 15,140 |
| | Oppenheimer Developing Mkts FD CL Y, 507.758 shs | 15,000 |
| | William Blair Emerging Markets Growth, 1,166.418 shs | 18,664 |
| | William Blair Intl Small Cap Growth, 1,603.588 shs | 20,865 |
| | Wintergreen Fund, 1,087.966 shs | 15,047 |
| | Sub Total | <u>107,389</u> |
| 10b | TOTAL STOCK | <u><u>2,591,546</u></u> |

JEC FOUNDATION
95-4693429
Part II, Lines 2 through 16 Col. (a)
ASSETS ON HAND AT YEAR BEGINNING 6/01/12

| <u>Line No.</u> | <u>Description</u> | <u>Basis</u> |
|-----------------|--|------------------|
| 10c | <u>Corporate Bonds</u> | |
| | <u>Wells Fargo Account No. 215217</u> | |
| | \$100,000 Barclays Bank PLC dtd 01/12/11; 2.375% | 101,193 |
| | \$100,000 Computer Sciences Corp. dtd 03/15/09; 5.5% | 106,600 |
| | \$100,000 Ingersoll-Rand GI Hld Co. dtd 4/3/9; 9.5%; 4/15/14 | 110,085 |
| | \$100,000 JP Morgan Chase & Co. dtd 02/24/11; 3.450% | 104,536 |
| | \$100,000 Verizon Communications; 4/4/08; 5.250% | 103,450 |
| | | <hr/> |
| 10c | TOTAL CORPORATE BONDS | 525,864 |
| | | <hr/> <hr/> |
| 16 | TOTAL ASSETS AT FYB 06/01/12 | 3,531,809 |
| | | <hr/> <hr/> |

JEC FOUNDATION
95-4693429
Part II, Lines 2 through 16 Col. (b) & (c)
ASSETS ON HAND AT YEAR ENDING 5/31/13

| Line No. | Description | Basis | Fair Market Value |
|----------|---|----------------|-------------------|
| 2 | <u>Savings & temporary cash investments</u> | | |
| | Wells Fargo Advantage Treasury | 129,492 | 129,492 |
| | Wells Fargo Checking Account | 69,001 | 69,001 |
| | Schwab Adv Cash Reserve | 6,376 | 6,376 |
| 2 | TOTAL SAVINGS & CASH INVESTMENTS | 204,869 | 204,869 |
| 10a | <u>U.S. and State Government Obligations</u> | | |
| | <u>Wells Fargo Account No. 215217</u> | | |
| | \$107,402 US Treasury Inflation Index Note; 4/15/10; 0.5% | 102,683 | 110,457 |
| | \$100,000 California St; 10/15/09 | 100,358 | 120,148 |
| | \$50,000 Illinois St; 01/15/10 | 52,545 | 52,348 |
| 10a | TOTAL U.S. AND STATE GOVERNMENT OBLIGATIONS | 255,586 | 282,953 |
| 10b | <u>Corporate Stock</u> | | |
| | <u>Wells Fargo Account No 215217</u> | | |
| | Templeton Global Income Fund, 6,000 shs | 57,266 | 54,480 |
| | Coach, Inc., 1,950 shs | 95,926 | 113,607 |
| | Home Depot Inc., 900 shs | 32,749 | 70,794 |
| | Johnson Controls Inc., 1,500 | 42,118 | 56,040 |
| | McDonalds Corp., 3,000 shs | 46,370 | 289,710 |
| | Target Corp., 900 shs | 44,066 | 62,550 |
| | Disney Walt Co. Com., 1,000 shs | 28,894 | 63,080 |
| | Altria Group Inc., 3,500 shs | 34,440 | 126,350 |
| | Coca Cola Co , 1,000 shs | 72,351 | 79,980 |
| | Mondelex International Inc., 1,900 shs | 18,454 | 56,002 |
| | Pepsico Inc., 1,800 shs | 71,351 | 145,386 |
| | Philip Morris International, 2,700 shs | 48,105 | 245,457 |
| | Procter & Gamble Co., 3,800 shs | 175,919 | 291,688 |
| | Sysco Corp.; 2,000 shs | 47,564 | 67,600 |
| | Wal Mart Stores Inc., 1,800 shs | 88,240 | 134,712 |
| | Apache Corp., 500 shs | 33,249 | 41,065 |
| | ChevronTexaco Corp., 1,000 shs | 43,700 | 122,750 |
| | ConocoPhillips, 1,000 shs | 44,936 | 61,340 |
| | American Express Co , 1,000 shs | 28,676 | 75,710 |
| | Bank New York Mellon Corp., 1,200 shs | 33,874 | 36,072 |
| | Berkshire Hathaway Ind. Del. Class A Com, 1 share | 58,630 | 171,300 |
| | Berkshire Hathaway Inc Del CL B, 10 shs | 26,060 | 57,035 |
| | Goldman Sachs Group Inc., 300 shs | 48,814 | 48,624 |
| | Wells Fargo & Co., 800 shs | 22,885 | 32,440 |
| | Abbott Labs, 2,700 shs | 53,239 | 99,009 |

JEC FOUNDATION
95-4693429
Part II, Lines 2 through 16 Col. (b) & (c)
ASSETS ON HAND AT YEAR ENDING 5/31/13

| Line No. | Description | Basis | Fair Market Value |
|------------|---|------------------|-------------------|
| | Abbvie Inc., 2,700 shs | 57,733 | 115,263 |
| | Johnson & Johnson, 1,900 shs | 79,926 | 159,942 |
| | Pfizer, 2,985 shs | 93,608 | 81,282 |
| | Stryker Corp, 700 shs | 39,186 | 46,473 |
| | Boeing Co., 2,000 shs | 70,515 | 198,040 |
| | Emerson Elec. Co., 3,200 shs | 98,799 | 183,872 |
| | General Elec. Co., 2,000 shs | 65,979 | 46,640 |
| | United Parcel Service CL B, 600 shs | 39,280 | 51,540 |
| | 3M Co., 2,000 shs | 77,164 | 220,540 |
| | Agilent Technologies, Inc., 3,000 shs | 1 | 136,350 |
| | Apple Inc., 250 shs | 127,838 | 112,434 |
| | Cisco Sys Inc., 3,000 shs | 42,035 | 72,345 |
| | Hewlett Packard Co., 10,500 shs | 1 | 256,410 |
| | Microsoft Corp., 6,000 shs | 174,914 | 209,400 |
| | Oracle Corporation, 1,000 shs | 25,673 | 33,780 |
| | Nucor Corp.; 700 shs | 30,420 | 31,157 |
| | Sigma Aldrich Corp., 1,600 shs | 22,506 | 133,920 |
| | Accenture PLC, 1,000 shs | 34,126 | 82,110 |
| | Schlumberger Ltd, 2,500 shs | 73,969 | 182,575 |
| | TEVA Pharmaceutical Industries - ADR, 1,200 shs | 48,627 | 45,840 |
| | Transocean Ltd; 600 shs | 42,030 | 30,138 |
| | Emerging Global Shares Dow Jones, 600 shs | 11,025 | 6,168 |
| | AB Internaltional Growth Fund Class, 836.119 shs | 15,300 | 15,300 |
| | Dodge & Cox International Stock Fund, 383.356 shs | 15,721 | 15,720 |
| | Sub Total | 2,584,252 | 5,070,020 |
| | <u>Charles Schwab Account No. 7204-4062, Mutual Funds</u> | | |
| | Artisan Small Cap Value Fund, 668.449 | 10,241 | 11,780 |
| | Kelley Small Cap Value Fund, 440.487 shs | 12,673 | 14,668 |
| | Matthews Pacific Tiger Fund, 668.221 shs | 15,154 | 17,094 |
| | Oppenheimer Developing Mkts FD CL Y, 507.758 shs | 15,000 | 17,878 |
| | William Blair Emerging Markets Growth, 1,166.418 shs | 18,664 | 15,712 |
| | William Blair Intl Small Cap Growth, 1,603.588 shs | 20,865 | 23,509 |
| | Wintergreen Fund, 1,087.966 shs | 15,047 | 18,234 |
| | Sub Total | 107,644 | 118,875 |
| 10b | TOTAL STOCK | 2,691,896 | 5,188,895 |

JEC FOUNDATION
95-4693429
Part II, Lines 2 through 16 Col. (b) & (c)
.ASSETS ON HAND AT YEAR ENDING 5/31/13

| Line No. | Description | Basis | Fair Market Value |
|----------|--|------------------|-------------------|
| 10c | <u>Corporate Bonds</u> | | |
| | <u>Wells Fargo Account No. 215217</u> | | |
| | \$100,000 Barclays Bank PLC dtd 01/12/11; 2.375% | 101,193 | 101,065 |
| | \$100,000 Ingersoll-Rand GI Hld Co. dtd 4/3/9; 9.5%; 4/15/14 | 110,085 | 96,598 |
| | \$100,000 JP Morgan Chase & Co. dtd 02/24/11; 3.450% | 104,536 | 105,968 |
| | | <hr/> | <hr/> |
| 10c | TOTAL CORPORATE BONDS | 315,814 | 303,631 |
| | | <hr/> <hr/> | <hr/> <hr/> |
| 16 | TOTAL ASSETS AT FYE 05/31/13 | 3,468,165 | 5,980,348 |
| | | <hr/> <hr/> | <hr/> <hr/> |

JEC FOUNDATION
95-4693429

PART III, Item 3

Increases

| <u>DATE</u> | <u>DESCRIPTION</u> | <u>COST</u> |
|-------------|---|-------------|
| 06/29/12 | \$106,160 US Treasury Inflation Index Note; cost basis adjustment | 335 |
| 11/30/12 | \$106,765 US Treasury Inflation Index Note; cost basis adjustment | 478 |
| 03/29/13 | \$106,251 US Treasury Inflation Index Note; cost basis adjustment | 293 |
| 04/15/13 | \$107,102 US Treasury Inflation Index Note; cost basis adjustment | 832 |
| 04/30/13 | \$107,102 US Treasury Inflation Index Note; cost basis adjustment | 870 |
| 05/31/13 | \$107,402 US Treasury Inflation Index Note; cost basis adjustment | 300 |
| 05/31/13 | Ledger adjustment for rounding calculations | 7 |
| | Total | 3,115 |

PART III, Item 5

Decreases

| <u>DATE</u> | <u>DESCRIPTION</u> | <u>COST</u> |
|-------------|---|-------------|
| 12/31/12 | \$106,741 US Treasury Inflation Index Note; cost basis adjustment | 22 |
| 01/31/13 | \$106,250 US Treasury Inflation Index Note; cost basis adjustment | 491 |
| 02/28/13 | \$105,958 US Treasury Inflation Index Note; cost basis adjustment | 292 |
| | Total | 805 |

JEC FOUNDATION
PART IV
CAPITAL GAINS & LOSSES FOR YEAR ENDED 5/31/2013

| <u>Date Sold</u> | <u>Date Acquired</u> | <u>Quantity</u> | <u>Description</u> | <u>Carry Value</u> | <u>Sale Proceeds</u> | <u>Gain (Loss)</u> |
|--------------------------------------|----------------------|-----------------|---|--------------------|----------------------|--------------------|
| <i>Short Term Gains & Losses</i> | | | | | | |
| 07/27/12 | 02/24/11 | 250 | Phillips 66 | 7,808 | 10,983 | 3,175 |
| | | | TOTAL SHORT TERM GAINS & LOSSES | 7,808 | 10,983 | 3,175 |
| <i>Long Term Gains & Losses</i> | | | | | | |
| 07/27/12 | 11/01/11 | 250 | Phillips 66 | 5,546 | 6,459 | 913 |
| 09/11/12 | 03/20/07 | 500 | Home Depot Inc | 19,011 | 28,773 | 9,762 |
| 10/11/12 | 08/18/98 | 1 | Kraft Foods Group Inc. | 5 | 15 | 10 |
| 10/19/12 | 06/24/11 | 100,000 | Computer Sciences Co. 5.5%; 3/15/13 | 106,600 | 101,963 | (4,637) |
| 04/01/13 | 03/08/11 | 25,000 | California St; 5.65% 4/1/39 | 26,057 | 25,000 | (1,057) |
| 04/02/13 | 03/08/11 | 25,000 | California St; 5.65% 4/1/39 | 26,057 | 25,000 | (1,057) |
| 04/15/13 | 04/08/09 | 100,000 | Verizon Communications; 5.250% 4/15/13 | 103,450 | 100,000 | (3,450) |
| 05/01/13 | 02/24/10 | 1,500 | Jacobs Engr Group Inc. | 61,905 | 77,422 | 15,517 |
| 05/01/13 | 01/28/99 | 400 | Johnson & Johnson | 15,636 | 33,939 | 18,303 |
| 05/01/13 | 08/15/11 | 1,000 | Kohls Corp. | 44,354 | 51,200 | 6,846 |
| 05/01/13 | 04/15/09 | 633 | Kraft Foods Group Inc. | 9,971 | 32,402 | 22,431 |
| 05/01/13 | 11/17/00 | 300 | McDonalds Corp. | 9,902 | 30,181 | 20,279 |
| 05/01/13 | 08/18/98 | 200 | Proctor & Gamble Co. | 7,994 | 15,340 | 7,346 |
| 05/01/13 | 02/24/10 | 600 | Walgreen Co. | 21,123 | 29,547 | 8,424 |
| | | | Long term capital gains distributions for assets held in mutual fund | 0 | 1,730 | 1,730 |
| | | | TOTAL LONG TERM GAINS & LOSSES | 457,611 | 558,971 | 101,360 |
| | | | TOTAL 2012-2013 GAINS & LOSSES | 465,419 | 569,954 | 104,535 |

JEC FOUNDATION

95-4693429

Part VII-B, Line 1a(4)

Statements Regarding Activities for Which Form 4720 May be Required

Payment of Compensation to, or Payment or Reimbursement of Expenses of a Disqualified Person

| <u>Disqualified Person</u> | <u>Amount</u> | <u>Description and Exception</u> |
|----------------------------|---------------|---|
| Shari Leinwand, Director | \$2,096 | Consultation; reimbursement for board meeting expenses Expense was reasonable and necessary to carry out the exempt purpose of the foundation. |
| Julie A. Bradner, Director | \$278 | Reimbursement for office and board meeting expenses Expense was reasonable and necessary to carry out the exempt purpose of the foundation. |

Part VII-B, Line 1a(4)

JEC FOUNDATION
95-4693429
PART VIII - LINE 1
LIST OF OFFICERS AND DIRECTORS

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions | (e) Expenses |
|---|---|------------------|-------------------|--------------|
| Sally C. Adams 77 Huntleigh Road Piedmont, CA 94611 | Director/President* | 0 | 0 | 0 |
| Thomas S. Adams 77 Huntleigh Road Piedmont, CA 94611 | Director/Vice-President* | 0 | 0 | 0 |
| Julie A. Bradner 10 Meadow Park Court Orinda, CA 94563 | Director/Chief Financial Officer & Secretary* | 0 | 0 | 0 |
| Michael C. Adams 440 Evans Street Oakland, CA 94611 | Director/Vice President* | 0 | 0 | 0 |
| James T. Adams 190 Cervantes Blvd. #302 San Francisco, CA 94123 | Director/Vice President* | 0 | 0 | 0 |
| Shari Leinwand 2029 Century Park East #4000 Los Angeles, CA 90067 | Director/Asst Secretary* | 0 | 0 | 0 |

*Time donated as necessary

Part VIII - Line 1
Officers and Directors

JEC FOUNDATION
95-4693429
Part X, Line 1a
MONTHLY FAIR MARKET VALUE OF SECURITIES

| <u>Description</u> | <u>Beginning</u> | <u>Ending</u> | <u>Average</u> |
|---|------------------|------------------|----------------|
| <u>May, 2012</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 886,527 | 900,931 | |
| Equities | 4,522,562 | 4,196,243 | |
| | <u>5,409,089</u> | <u>5,097,174</u> | 5,253,132 |
| <u>June, 2012</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 900,931 | 900,313 | |
| Equities | 4,196,243 | 4,312,208 | |
| | <u>5,097,174</u> | <u>5,212,521</u> | 5,154,848 |
| <u>July, 2012</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 900,313 | 905,490 | |
| Equities | 4,312,208 | 4,372,843 | |
| | <u>5,212,521</u> | <u>5,278,333</u> | 5,245,427 |
| <u>August, 2012</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 905,490 | 907,506 | |
| Equities | 4,372,843 | 4,400,156 | |
| | <u>5,278,333</u> | <u>5,307,662</u> | 5,292,998 |
| <u>September, 2012</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 907,506 | 907,568 | |
| Equities | 4,400,156 | 4,436,826 | |
| | <u>5,307,662</u> | <u>5,344,394</u> | 5,326,028 |
| <u>October, 2012</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 907,568 | 804,023 | |
| Equities | 4,436,826 | 4,311,073 | |
| | <u>5,344,394</u> | <u>5,115,096</u> | 5,229,745 |
| <u>November, 2012</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 804,023 | 805,730 | |
| Equities | 4,311,073 | 4,373,468 | |
| | <u>5,115,096</u> | <u>5,179,198</u> | 5,147,147 |
| <u>December, 2012</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 805,730 | 802,201 | |
| Equities | 4,373,468 | 4,375,168 | |
| | <u>5,179,198</u> | <u>5,177,369</u> | 5,178,284 |

JEC FOUNDATION
95-4693429
Part X, Line 1a
MONTHLY FAIR MARKET VALUE OF SECURITIES

| <u>Description</u> | <u>Beginning</u> | <u>Ending</u> | <u>Average</u> |
|--|------------------|------------------|--------------------------------|
| <u>January, 2013</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 802,201 | 802,755 | |
| Equities | 4,375,168 | 4,714,658 | |
| | <u>5,177,369</u> | <u>5,517,413</u> | 5,347,391 |
| <u>February, 2013</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 802,755 | 802,055 | |
| Equities | 4,714,658 | 4,802,633 | |
| | <u>5,517,413</u> | <u>5,604,688</u> | 5,561,051 |
| <u>March, 2013</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 802,055 | 799,053 | |
| Equities | 4,802,633 | 4,995,066 | |
| | <u>5,604,688</u> | <u>5,794,119</u> | 5,699,404 |
| <u>April, 2013</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 799,053 | 648,841 | |
| Equities | 4,995,066 | 5,309,509 | |
| | <u>5,794,119</u> | <u>5,958,350</u> | 5,876,235 |
| <u>May, 2013</u> | | | |
| Government Obligations/Corp. Bonds/Mutual Funds | 648,841 | 641,064 | |
| Equities | 5,309,509 | 5,137,224 | |
| | <u>5,958,350</u> | <u>5,778,288</u> | 5,868,319 |
| TOTAL AVERAGE | | | <u><u>70,180,006</u></u> |
| Part X, Line 1a AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES | | | <u><u>5,398,462</u></u> |

JEC FOUNDATION
95-4693429
Part X, Line 1b
AVERAGE OF MONTHLY CASH BALANCES

| <u>Description</u> | <u>Beginning</u> | <u>Ending</u> | <u>Average</u> |
|---|------------------|------------------|------------------------------|
| Cash held in Wells Fargo account | | | |
| May, 2012 | 335,296 | 108,277 | 221,787 |
| June, 2012 | 108,277 | 118,277 | 113,277 |
| July, 2012 | 118,277 | 131,740 | 125,009 |
| August, 2012 | 131,740 | 177,941 | 154,841 |
| September, 2012 | 177,941 | 293,467 | 235,704 |
| October, 2012 | 293,467 | 293,467 | 293,467 |
| November, 2012 | 293,467 | 269,152 | 281,310 |
| December, 2012 | 269,152 | 286,215 | 277,684 |
| January, 2013 | 286,215 | 245,149 | 265,682 |
| February, 2013 | 245,149 | 247,216 | 246,183 |
| March, 2013 | 247,216 | 259,982 | 253,599 |
| April, 2013 | 259,982 | 218,311 | 239,147 |
| May, 2013 | 218,311 | 204,869 | 211,590 |
| Total Average | <u>2,984,490</u> | <u>2,854,063</u> | <u>2,919,277</u> |
| Part X, Line 1b Average Monthly Cash Balance | | | <u><u>224,560</u></u> |

JEC FOUNDATION**95-4693429****PART XV - Line 3a****Grants and Contributions Paid During the Year**

| Recipient Name and Address | Relationship to foundation manager or contributor | Foundation Status | Purpose of Grant or Contribution | Amount |
|--|---|-------------------|----------------------------------|--------|
| ALS Association 27001 Agoura Road, Suite 150 Calabasas Hills, CA 91301 | n/a | Public | General Fund | 15,000 |
| Baykeepers 785 Market Street, Suite 850 San Francisco, CA 94103 | n/a | Public | General Fund | 7,500 |
| Berkeley Repertory Theatre 2025 Addison Street Berkeley, CA 94704 | n/a | Public | General Fund | 3,000 |
| California Academy of Sciences 55 Music Concourse Drive San Francisco, CA 94118 | n/a | Public | General Fund | 5,000 |
| California State Parks Foundation 50 California St., Suite 11 San Francisco, CA 94133 | n/a | Public | General Fund | 10,000 |
| Children's Hospital 2201 Broadway, Suite 600 Oakland, CA 94612-3017 | n/a | Public | General Fund | 5,000 |
| Corpus Christi Church & School Dist. 322 St. James Drive Piedmont, California 94611 | n/a | Public | General Fund | 7,500 |
| Doctors Without Borders, Inc 333 7th Ave., 2nd Floor New York, NY 10001-5004 | n/a | Public | General Fund | 20,000 |
| Elizabeth House PO Box 1175 Berkeley, CA 94701 | n/a | Public | General Fund | 5,000 |
| East Bay Agency for Children 303 Van Buren Ave Oakland, CA 94610 | n/a | Public | General Fund | 5,000 |
| Fine Arts Museums of San Francisco 50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501 | n/a | Public | General Fund | 10,000 |

JEC FOUNDATION**95-4693429****PART XV - Line 3a****Grants and Contributions Paid During the Year**

| Recipient Name and Address | Relationship to foundation manager or contributor | Foundation Status | Purpose of Grant or Contribution | Amount |
|---|---|-------------------|----------------------------------|--------|
| Friends of Camping Unlimited 206 March Avenue Healdsburg, CA 95448 | n/a | Public | General Fund | 7,500 |
| Friends of the Urban Forest 1007 General Kennedy Avenue #1 San Francisco, CA 94129 | n/a | Public | General Fund | 10,000 |
| Greenbelt Alliance 631 Howeward St., Suite 510 San Francisco, CA 94105 | n/a | Public | General Fund | 3,000 |
| Habitat For Humanity 995 Market Street San Francisco, CA 94103 | n/a | Public | General Fund | 10,000 |
| Hearst Art Gallery St. Mary's College of California PO Box 3005 Moraga, CA 94575 | n/a | Public | General Fund | 2,000 |
| Hoover Institute Stanford University 309 Memorial Building Stanford, CA 94305-6010 | n/a | Public | General Fund | 5,000 |
| Hospice Foundation of East Bay 3470 Buskirk Avenue Pleasant Hill, CA 94523 | n/a | Public | General Fund | 20,000 |
| Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118-3299 | n/a | Public | General Fund | 10,000 |
| Keep Memory Alive 888 W. Bonneville Avenue Las Vegas, Nevada | n/a | Public | General Fund | 5,000 |
| KQED Public TV 2601 Mariposa Street San Francisco, CA 94110 | n/a | Public | General Fund | 5,000 |

JEC FOUNDATION

95-4693429

PART XV - Line 3a

Grants and Contributions Paid During the Year

| Recipient Name and Address | Relationship to foundation manager or contributor | Foundation Status | Purpose of Grant or Contribution | Amount |
|---|---|-------------------|----------------------------------|--------|
| Leap of Faith Equine Assisted Therapy Center (AKA Leaps and Bounds) 1550 Castle Rock Rd. Walnut Creek, CA 94598 | n/a | Public | General Fund | 3,000 |
| Marin Art and Garden Center 30 Sir Francis Drake Blvd Ross, CA 94957 | n/a | Public | General Fund | 5,000 |
| Marin Agricultural Land Trust P.O. Box 809 Point Reyes Station, CA 94956 | n/a | Public | General Fund | 10,000 |
| Medshare 2937 Alvarado Street San Leandro, CA 94577 | n/a | Public | General Fund | 3,000 |
| Monument Crisis Center 2350 Monument Blvd # D Concord, CA 94520-3128 | n/a | Public | General Fund | 10,000 |
| National Trust for Historic Preservation 5 Third Street, Suite 707 San Francisco, CA 94103 | n/a | Public | General Fund | 10,000 |
| Northern Light School 3710 Dorisa Avenue Oakland, CA 94605 | n/a | Public | General Fund | 25,000 |
| Oakland Museum of California 1000 Oak Street Oakland, CA 94607-4892 | n/a | Public | General Fund | 10,000 |
| Piedmont International Touring Side Rugby Club c/o Edna Cooper 223 Estates Dr. Piedmont, CA. 94611 | n/a | Public | General Fund | 5,000 |
| PAWS (Pets are Wonderful Support) 645 Harrison St., Suite 100 San Francisco, CA 94115 | n/a | Public | General Fund | 3,000 |
| Pets Unlimited 2343 Fillmore Street San Francisco, CA 94115 | n/a | Public | General Fund | 10,000 |

JEC FOUNDATION

95-4693429

PART XV - Line 3a

Grants and Contributions Paid During the Year

| Recipient Name and Address | Relationship to foundation manager or contributor | Foundation Status | Purpose of Grant or Contribution | Amount |
|---|---|-------------------|----------------------------------|----------------|
| Project Healing Waters Post Office Box 695 LaPlata, MD 20646 | n/a | Public | General Fund | 3,000 |
| San Francisco City Guides 100 Larkin Street San Francisco, CA 94102 | n/a | Public | General Fund | 3,000 |
| San Francisco Recreation and Parks Dept. 501 Stanyan St. San Francisco, CA 94117 | n/a | Public | General Fund | 10,000 |
| Santa Barbara Historical Society 136 E De La Guerra St Santa Barbara, CA 93101 | n/a | Public | General Fund | 5,000 |
| Soldiers Project 1079 Sunrise Avenue, Suite B-15 Roseville, CA 95661 | n/a | Public | General Fund | 10,000 |
| West Coast Children's Clinic 3301 E. 12th Street, Suite 259 Oakland, CA 94601 | n/a | Public | General Fund | 3,000 |
| Part XV, Line 3a | | | TOTAL | 298,500 |