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 06/01 , **2012, and ending** 05/31, **20**13

Name of foundation: MILDRED E. & HARVEY S. MUDD FOUNDATION

A Employer identification number: 95-6021276

Number and street (or P O box number if mail is not delivered to street address): 11726 SAN VICENTE BLVD. #625

Room/suite:

B Telephone number (see instructions): (310) 208-2646

City or town, state, and ZIP code: LOS ANGELES, CA 90049

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 22,859,640.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	390,377.	390,377.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,798,717.			
	b Gross sales price for all assets on line 6a 5,334,727.				
	7 Capital gain net income (from Part IV, line 2)		1,798,717.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	-189,550.	-189,550.		
	12 **Total.** Add lines 1 through 11	1,999,544.	1,999,544.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,800.	2,900.		2,900.
	c Other professional fees (attach schedule) *	37,569.	27,189.		10,380.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	27,160.	3,010.		150.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	88,494.	44,247.		44,247.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	159,023.	77,346.		57,677.
	25 Contributions, gifts, grants paid	1,014,746.			1,014,746.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,173,769.	77,346.	0	1,072,423.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	825,775.			
	b **Net investment income** (if negative, enter -0-)		1,922,198.		
	c **Adjusted net income** (if negative, enter -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	396,354.	203,999.	203,999.
	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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	6,540,829.	8,384,072.	9,748,709.
	c Investments - corporate bonds (attach schedule) ATCH 6	5,926,699.	5,036,329.	5,196,246.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 7	4,202,559.	4,267,517.	7,710,686.
	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)	17,066,441.	17,891,917.	22,859,640.
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.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	17,066,441.	17,891,917.	
	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)	17,066,441.	17,891,917.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	17,066,441.	17,891,917.	

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	17,066,441.
2	Enter amount from Part I, line 27a	2	825,775.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,892,216.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	299.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,891,917.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,798,717.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . **3** 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,017,384.	20,603,198.	0.049380
2010	870,682.	20,388,764.	0.042704
2009	878,749.	18,241,355.	0.048173
2008	1,108,162.	18,008,276.	0.061536
2007	1,057,318.	22,819,188.	0.046335

2	**Total** of line 1, column (d)	2	0.248128
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049626
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,630,039.
5	Multiply line 4 by line 3	5	1,073,412.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,222.
7	Add lines 5 and 6	7	1,092,634.
8	Enter qualifying distributions from Part XII, line 4	8	1,072,423.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	38,444.
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	38,444.
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	38,444.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 20,676.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 30,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	50,676.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	12,232.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 12,232. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 ▶ $ ______ **(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? *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?	4b	X	
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 ▶ NORMAN F. SPRAGUE, III Telephone no ▶ 310-979-3240

Located at ▶ TAX RETURN ADDRESS ZIP+4 ▶

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

			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)	2b		X
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)*	3b		X
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)? **5b** — No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** — No: 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? **7b** — No: X

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
ATCH 9		0	0	0

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

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

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

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

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	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	21,466,609.
b	Average of monthly cash balances	1b	492,821.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	21,959,430.
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	21,959,430.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	329,391.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,630,039.
6	**Minimum investment return.** Enter 5% of line 5	6	1,081,502.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,081,502.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	38,444.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	38,444.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,043,058.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,043,058.
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	1,043,058.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,072,423.
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	1,072,423.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,072,423.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				1,043,058.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			966,728.	
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,072,423.				
a	Applied to 2011, but not more than line 2a			966,728.	
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				105,695.
e	Remaining amount distributed out of corpus				
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				
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				937,363.
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)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the 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).)

N/A

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

N/A

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:

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

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*				
ATCH 10				
Total ▶ 3a				1,014,746.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	390,377.	
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	-189,550.	
8 Gain or (loss) from sales of assets other than inventory			18	1,798,717.	
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)				1,999,544.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,999,544.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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		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

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

Cynthia Sprague Connolly | 4/8/2014 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN KARMELICH	[signature]	4/8/14		P00116736
Firm's name ▶ J. ARTHUR GREENFIELD & CO. LLP			Firm's EIN ▶ 95-2118809	
Firm's address ▶ 10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA 90024-4124			Phone no 310-208-2646	

JSA
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8400-18

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE STATEMENT G PROPERTY TYPE: SECURITIES				P	VAR	VAR
5,334,727.		3,536,010.					1,798,717.	
TOTAL GAIN(LOSS)							1,798,717.	

FEIN:95-6021276

MILDRED E. & HARVEY S. MUDD FOUNDATION

CAPITAL GAIN/LOSS SCHEDULE
FYE 5-31-13

PAGE REF	ACCOUNT	SALES PROCEEDS	COST	GAIN OR (LOSS) L T	S T	TOTAL
A 1-18	Consolidated - Northern Trust	4,463,099	3,264,442	1,149,890	48,767	1,198,657
	Class Action Proceed	1,019		1,019		1,019
		4,464,118	3,264,442	1,150,908	48,767	1,199,676
	GAIN(LOSS) FROM PARTNERSHIPS -					
	TWEEDY, BROWNE INT'L PARTNERS	287,119		289,348	(2,229)	287,119
	FUND X OPPORTUNITY FUND, LLC		266,493	(266,493)	-	(266,493)
	DOUGLAS EMMETT PROPERTIES, LP		5,075	(5,075)		(5,075)
	AMERICAN SECURITIES PARTNERS III B L P	5,134		5,134	-	5,134
	AEW REAL ESTATE SECURITIES	27,087		26,520	567	27,087
	RAILAY CAPITAL PARTNERS, LP	6,852		5,019	1,833	6,852
	PUBLICLY TRADED PARTNERSHIPS	493,915		493,915	-	493,915
	AMERICAN SECURITIES PARTNERS V (B) L P.	50,501		43,984	6,517	50,501
		870,608	271,568	592,353	6,688	599,040
	TOTAL	5,334,727	3,536,010	1,743,261	55,455	1,798,716

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par / Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
2638913 - Mudd Foundation - Large Cap Hldgs									
Sales									
Funds - Common Stock									
06/11/2012	MFO VANGUARD INDEX	-11,325.76	430,039.22	-532,033.08	240.95	-102,234.81	0.00	240.95	-102,234.81
06/12/2012	FUNDS VANGUARD MATLS INDEX FD ADMIRAL	37.97							
	6/6/2008	-10,341.26	392,657.75	-500,000.00	0.00	-107,342.25	0.00	0.00	-107,342.25
				-532,033 08	240.95	-102,234 81	0.00	240.95	-102,234.81
	12/19/2008	-359.62	13,654.77	-8,231.64	0.00	5,423.13	0.00	0.00	5,423.13
				-532,033.08	240.95	-102,234.81	0.00	240.95	-102,234.81
	12/21/2009	-144 38	5,482.12	-4,911.70	0.00	570.42	0 00	0.00	570.42
				-532,033.08	240.95	-102,234.81	0 00	240.95	-102,234.81
	12/21/2010	-239 44	9,091.53	-9,977.64	0.00	-886.11	0 00	0.00	-886.11
				-532,033.08	240.95	-102,234.81	0.00	240.95	-102,234.81
	12/20/2011	-241.06	9,153.05	-8,912.10	240.95	0.00	0.00	240.95	0.00
Funds - Common Stock			430,039.22	-532,033.08	240.95	-102,234.81	0.00	240.95	-102,234.81
Funds - Corporate Bond									
.1/02/2012	MFO POPLAR FOREST PARTNERS-INST	-33,726.72	1,022,241.85	-960,871.39	1,749.61	59,620.85	0 00	1,749.61	59,620.85
11/05/2012		30.31							
	12/31/2010	-33,315.97	1,009,792.20	-950,171.35	0.00	59,620.85	0.00	0.00	59,620.85
				-960,871.39	1,749.61	59,620.85	0.00	1,749.61	59,620.85
	12/15/2011	-6.55	198.53	-170.54	27.99	0.00	0.00	27.99	0.00
				-960,871.39	1,749 61	59,620.85	0.00	1,749.61	59,620.85
	12/15/2011	-404.20	12,251.12	-10,529.50	1,721.62	0.00	0.00	1,721.62	0.00
Funds - Corporate Bond			1,022,241.85	-960,871.39	1,749.61	59,620.85	0.00	1,749.61	59,620.85
Total Sales			1,452,281.07	-1,492,904 47	1,990.56	-42,613.96	0.00	1,990.56	-42,613.96

^ Complete cost information not available.

*Generated by Northern Trust on 26 Sep 13

STATEMENT A.1

Northern Trust | *Capital Gains*

01 JUN 12 - 31 MAY 13

Consolidation Name

MUDDFDN - MUDD FOUNDATION

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
Total 2638913 - Mudd Foundation - Large			1,452,281.07	-1,492,904.47	1,990.56	-42,613.96	0.00	1,990.56	-42,613.96
Total Short Term Gain Proceeds			21,602.70						
Total Short Term Loss Proceeds			0.00						
Total Long Term Gain Proceeds			1,028,929.09						
Total Long Term Loss Proceeds			401,749.28						
Total Undetermined Tax Lot Proceeds			0.00						
ldditional Short Term Proceeds from zero G/L Transactions			0.00						
Additional Long Term Proceeds from zero G/L Transactions			0.00						
Short Term Proceeds due to REIT Re-Allocation			0.00						
Long Term Proceeds due to REIT Re-Allocation			0.00						
Total Short Term Proceeds			21,602 70						
Total Long Term Proceeds			1,430,678.37						
Total S/T translation gain/loss							0 00		
Total L/T translation gain/loss							0.00		
Total realized gains					1,990.56	65,614.40	0.00	1,990.56	65,614.40
Total realized losses					0.00	-108,228.36	0.00	0.00	-108,228.36
Total realized gain/loss			1,452,281.07	-1,492,904.47	1,990.56	-42,613.96	0.00	1,990.56	-42,613.96

^ Complete cost information not available.

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STATEMENT A.2

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par / Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
2638914 - Mudd Foundation - Small Cap Hldgs									
Other Gain/Loss									
Funds - Common Stock									
12/13/2012	MFO DFA U.S SMALL CAP VALUE PORTFOLIO	0.00	2,005.10	0.00	2,005.10	0.00	0.00	2,005.10	0.00
12/18/2012		0.00							
.2/13/2012	MFO DFA U.S SMALL CAP VALUE PORTFOLIO	0.00	48,657.00	0 00	0.00	48,657.00	0.00	0.00	48,657.00
12/18/2012		0.00							
Funds - Common Stock			50,662.10	0 00	2,005 10	48,657 00	0.00	2,005.10	48,657.00
Total Other Gain/Loss			50,662 10	0.00	2,005.10	48,657.00	0.00	2,005.10	48,657.00
Sales									
Funds - Common Stock									
02/06/2013	MFO DFA U.S SMALL CAP VALUE PORTFOLIO	-15,867.42	450,000.00	-372,024.79	7,638.66	70,336.55	0 00	7,638.66	70,336.55
02/07/2013		28.36							
	4/17/2008	-13,352 55	378,678.29	-308,341.74	0.00	70,336.55	0.00	0.00	70,336.55
				-372,024.79	7,638.66	70,336.55	0.00	7,638.66	70,336.55
	6/8/2012	-95.38	2,704.98	-2,295 77	409.21	0.00	0.00	409.21	0.00
				-372,024.79	7,638.66	70,336.55	0.00	7,638.66	70,336.55
	9/10/2012	-50.93	1,444.37	-1,368.06	76.31	0 00	0.00	76.31	0.00
				-372,024 79	7,638.66	70,336.55	0.00	7,638.66	70,336.55
	12/13/2012	-79.13	2,244.13	-2,005 10	239.03	0.00	0.00	239.03	0.00
				-372,024.79	7,638.66	70,336.55	0.00	7,638.66	70,336.55
	12/13/2012	-1,920.17	54,456.01	-48,657.00	5,799.01	0.00	0.00	5,799.01	0.00
				-372,024.79	7,638.66	70,336.55	0.00	7,638.66	70,336.55
	12/13/2012	-369.26	10,472.22	-9,357.12	1,115.10	0.00	0.00	1,115.10	0.00

^ Complete cost information not available.
*Generated by Northern Trust on 26 Sep 13

STATEMENT A3

Northern Trust | **Capital Gains**
01 JUN 12 - 31 MAY 13

Consolidation Name

MUDDFDN - MUDD FOUNDATION

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
04/01/2013 04/02/2013	MFO DFA U.S SMALL CAP VALUE PORTFOLIO	-19,922.11 29.42	586,108.77	-453,760.37	0.05	132,348.35	0.00	0.05	132,348.35
	4/17/2008	-18,327.49	539,195.02	-423,224.79	0.00	115,970.23	0 00	0.00	115,970.23
				-453,760.37	0.05	132,348.35	0.00	0.05	132,348.35
	6/10/2008	-57 07	1,679.00	-1,317.24	0.00	361.76	0.00	0.00	361.76
				-453,760 37	0.05	132,348 35	0 00	0 05	132,348.35
	9/9/2008	-125.25	3,684.86	-2,761.80	0.00	923.06	0.00	0.00	923.06
				-453,760.37	0.05	132,348.35	0.00	0.05	132,348.35
	12/10/2008	-461.69	13,582.93	-6,491.35	0.00	7,091.58	0 00	0.00	7,091.58
				-453,760.37	0.05	132,348.35	0.00	0.05	132,348.35
	6/9/2009	-92.32	2,716 05	-1,463 28	0.00	1,252.77	0.00	0.00	1,252.77
				-453,760.37	0.05	132,348.35	0.00	0.05	132,348.35
	9/9/2009	-45.37	1,334.79	-838.00	0.00	496.79	0.00	0.00	496.79
				-453,760.37	0.05	132,348 35	0.00	0.05	132,348.35
	12/9/2009	-101.33	2,981.13	-1,899.94	0 00	1,081.19	0.00	0.00	1,081.19
				-453,760.37	0 05	132,348.35	0.00	0.05	132,348.35
	3/9/2010	-13.58	399.52	-293.11	0.00	106.41	0.00	0 00	106.41
				-453,760.37	0.05	132,348.35	0.00	0.05	132,348.35
	9/8/2010	-43.59	1,282.42	-879 65	0.00	402 77	0.00	0.00	402.77
				-453,760.37	0.05	132,348.35	0.00	0.05	132,348.35
	9/8/2011	-65.16	1,917.01	-1,437.37	0.00	479.64	0.00	0.00	479.64

^ Complete cost information not available.
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STATEMENT A.4

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
04/01/2013 04/02/2013	MFO DFA U.S SMALL CAP VALUE PORTFOLIO	-19,922.11 29 42	586,108.77	-453,760.37	0.05	132,348 35	0.00	0.05	132,348.35
	12/13/2011	-478.04	14,063.94	-10,655.44	0.00	3,408.50	0.00	0.00	3,408.50
				-453,760.37	0.05	132,348.35	0.00	0.05	132,348.35
	12/13/2011	-108.51	3,192.37	-2,418.72	0.00	773.65	0.00	0.00	773.65
				-453,760.37	0.05	132,348.35	0 00	0.05	132,348.35
	3/8/2013	-2.71	79.73	-79 68	0.05	0.00	0.00	0.05	0 00
Funds - Common Stock			1,036,108.77	-825,785.16	7,638.71	202,684.90	0.00	7,638.71	202,684.90
Total Sales			1,036,108.77	-825,785.16	7,638.71	202,684.90	0.00	7,638.71	202,684.90
Total 2638914 - Mudd Foundation - Small			1,086,770.87	-825,785.16	9,643.81	251,341.90	0.00	9,643.81	251,341.90
Total Short Term Gain Proceeds			73,406.54						
Total Short Term Loss Proceeds			0.00						
Total Long Term Gain Proceeds			1,013,364.33						
Total Long Term Loss Proceeds			0.00						
Total Undetermined Tax Lot Proceeds			50,662.10						
Additional Short Term Proceeds from zero G/L Transactions			0.00						
Additional Long Term Proceeds from zero G/L Transactions			0.00						
Short Term Proceeds due to REIT Re-Allocation			0.00						
Long Term Proceeds due to REIT Re-Allocation			0.00						
otal Short Term Proceeds			73,406.54						
Total Long Term Proceeds			1,013,364 33						
Total S/T translation gain/loss							0.00		
Total L/T translation gain/loss							0.00		
Total realized gains					9,643.81	251,341.90	0.00	9,643.81	251,341.90
Total realized losses					0.00	0.00	0.00	0.00	0.00
Total realized gain/loss			1,086,770.87	-825,785.16	9,643.81	251,341.90	0.00	9,643.81	251,341.90

^ Complete cost information not available.
*Generated by Northern Trust on 26 Sep 13

STATEMENT A.5

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
2638915 - Mudd Foundation - Intl Hldgs									
Other Gain/Loss									
Funds - Common Stock									
12/13/2012 12/18/2012	MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS PORTFOLIO	0.00 0.00	14,195.15	0.00	0.00	14,195.15	0.00	0.00	14,195.15
Funds - Common Stock			14,195.15	0.00	0.00	14,195.15	0.00	0.00	14,195.15
Total Other Gain/Loss			14,195.15	0.00	0.00	14,195.15	0.00	0.00	14,195.15
Total 2638915 - Mudd Foundation - Intl HI			14,195.15	0.00	0.00	14,195.15	0.00	0.00	14,195.15
Total Short Term Gain Proceeds			0 00						
Total Short Term Loss Proceeds			0.00						
Total Long Term Gain Proceeds			14,195.15						
Total Long Term Loss Proceeds			0.00						
Total Undetermined Tax Lot Proceeds			14,195.15						
Additional Short Term Proceeds from zero G/L Transactions			0.00						
Additional Long Term Proceeds from zero G/L Transactions			0.00						
Short Term Proceeds due to REIT Re-Allocation			0 00						
Long Term Proceeds due to REIT Re-Allocation			0 00						
Total Short Term Proceeds			0.00						
Total Long Term Proceeds			14,195.15						
Total S/T translation gain/loss							0.00		
Total L/T translation gain/loss							0.00		
Total realized gains					0.00	14,195.15	0.00	0.00	14,195.15
tal realized losses					0.00	0.00	0.00	0.00	0.00
Total realized gain/loss			14,195.15	0.00	0.00	14,195.15	0.00	0.00	14,195.15

STATEMENT A.6

^ Complete cost information not available.
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Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
2665841 - Mudd Foundation - Hahn									
Sales									
Common Stock									
11/28/2012	BIG LOTS INC COM	-637.00	17,688.96	-23,747.36	-6,058.40	0.00	0.00	-6,058.40	0.00
12/03/2012		27.82							
	5/30/2012	-637 00	17,688.96	-23,747.36	-6,058.40	0.00	0.00	-6,058.40	0.00
03/11/2013	CHART INDS INC COM PAR $0.01 COM PAR $0.01	-117.00	9,455.93	-7,732.57	1,723.36	0.00	0.00	1,723.36	0.00
03/14/2013		80.87							
	5/30/2012	-117.00	9,455.93	-7,732.57	1,723.36	0.00	0.00	1,723.36	0.00
06/14/2012	GLOBAL PMTS INC COM	-576.00	23,348.32	-24,544.45	-1,196.13	0.00	0.00	-1,196.13	0.00
06/19/2012		40.59							
	5/30/2012	-576.00	23,348.32	-24,544.45	-1,196.13	0.00	0.00	-1,196.13	0.00
07/27/2012	JACOBS ENGR GROUP INC COM	-383 00	15,055.08	-13,922.97	1,132.11	0.00	0.00	1,132.11	0.00
08/01/2012		39.36							
	5/30/2012	-383.00	15,055 08	-13,922 97	1,132.11	0.00	0 00	1,132.11	0.00
09/27/2012	KEY ENERGY SVCS INC	-1,930.00	13,763.86	-18,781.41	-5,017.55	0.00	0.00	-5,017.55	0.00
10/02/2012		7.18							
	5/30/2012	-1,930 00	13,763.86	-18,781.41	-5,017.55	0.00	0.00	-5,017.55	0.00
12/10/2012	KEY ENERGY SVCS INC	-2,221.00	14,946.55	-21,613.22	-6,666.67	0.00	0.00	-6,666.67	0.00
'/13/2012		6.78							
	5/30/2012	-2,221 00	14,946.55	-21,613.22	-6,666.67	0.00	0.00	-6,666 67	0.00
04/19/2013	KROGER CO., COMMON STOCK, $1 PAR	-302.00	10,122.27	-6,760.90	3,361.37	0.00	0.00	3,361.37	0.00
04/24/2013		33 57							
	5/30/2012	-302.00	10,122.27	-6,760.90	3,361.37	0.00	0.00	3,361.37	0.00
08/06/2012	NEUSTAR INC CL A	-168.00	5,895.25	-5,581.04	314.21	0.00	0.00	314.21	0.00
08/09/2012		35.14							
	5/30/2012	-168.00	5,895.25	-5,581.04	314.21	0.00	0.00	314.21	0.00
12/14/2012	NEUSTAR INC CL A	-192.00	8,061.80	-6,378 34	1,683.46	0 00	0.00	1,683.46	0.00
12/19/2012		42.04							
	5/30/2012	-192.00	8,061.80	-6,378.34	1,683.46	0.00	0.00	1,683.46	0.00

STATEMENT A.7

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
06/28/2012	PIONEER NATURAL	-97.00	7,914.05	-9,469.14	-1,555.09	0.00	0.00	-1,555 09	0.00
07/03/2012	RESOURCES CO COMMON STK	81.64							
	5/30/2012	-97.00	7,914.05	-9,469.14	-1,555.09	0.00	0.00	-1,555.09	0.00
07/19/2012	RELIANCE STL & ALUM CO	-194.00	9,619.23	-9,367.06	252.17	0.00	0.00	252.17	0.00
07/24/2012	COMMON STOCK	49.63							
	5/30/2012	-194.00	9,619.23	-9,367.06	252.17	0.00	0.00	252.17	0.00
07/13/2012	ROSS STORES INC COM	-116 00	7,909.80	-7,265.88	643.92	0.00	0.00	643.92	0.00
07/18/2012		68.24							
	5/30/2012	-116.00	7,909.80	-7,265.88	643.92	0.00	0.00	643.92	0.00
01/22/2013	VALEANT	-136 00	8,667.73	-6,519.49	2,148.24	0.00	0.00	2,148.24	0.00
01/25/2013	PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK	63 78							
	5/30/2012	-136.00	8,667.73	-6,519.49	2,148.24	0.00	0.00	2,148.24	0.00
05/28/2013	VALEANT	-167.00	15,101.51	-8,005.55	7,095.96	0.00	0.00	7,095.96	0.00
05/31/2013	PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK	90.48							
	5/30/2012	-167.00	15,101.51	-8,005.55	7,095.96	0.00	0.00	7,095.96	0.00
03/15/2013	WADDELL & REED FINL INC	-239.00	10,349.80	-6,874 88	3,474.92	0.00	0.00	3,474.92	0.00
03/20/2013	CL A COMMON STOCK	43.36							
	5/30/2012	-239.00	10,349.80	-6,874 88	3,474.92	0.00	0.00	3,474 92	0.00
Common Stock			177,900.14	-176,564.26	1,335.88	0.00	0.00	1,335.88	0.00
Total Sales			177,900.14	-176,564.26	1,335.88	0.00	0.00	1,335.88	0.00

^ Complete cost information not available.
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STATEMENT A.8

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
Total 2665841 - Mudd Foundation - Hahn			177,900.14	-176,564.26	1,335.88	0.00	0.00	1,335.88	0.00
Total Short Term Gain Proceeds			100,238.40						
Total Short Term Loss Proceeds			77,661.74						
Total Long Term Gain Proceeds			0.00						
Total Long Term Loss Proceeds			0.00						
Total Undetermined Tax Lot Proceeds			0.00						
ditional Short Term Proceeds from zero G/L Transactions			0.00						
Additional Long Term Proceeds from zero G/L Transactions			0.00						
Short Term Proceeds due to REIT Re-Allocation			0.00						
Long Term Proceeds due to REIT Re-Allocation			0.00						
Total Short Term Proceeds			177,900.14						
Total Long Term Proceeds			0.00						
Total S/T translation gain/loss							0.00		
Total L/T translation gain/loss							0.00		
Total realized gains					21,829.72	0.00	0.00	21,829.72	0.00
Total realized losses					-20,493.84	0.00	0.00	-20,493.84	0.00
Total realized gain/loss			177,900.14	-176,564.26	1,335.88	0.00	0.00	1,335.88	0.00

^ Complete cost information not available.
*Generated by Northern Trust on 26 Sep 13

STATEMENT A.9

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par / Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
2690107 - Mudd Foundation - Aster									
Capital Change Adjustments to Income									
Common Stock									
06/27/2012 06/27/2012	INTERNATIONAL RECTIFIER CORP COM	0.00 0 00	88.82	0.00	0.00	88 82	0.00	0.00	88.82
Common Stock			88.82	0.00	0.00	88.82	0.00	0.00	88.82
Total Capital Change Adjustments to Income			88.82	0.00	0.00	88.82	0.00	0.00	88.82
Other Gain/Loss									
Funds - Common Stock									
12/18/2012 12/19/2012	MFO MERIDIAN FD INC COMMON STOCK OPEN END FUND	0.00 0 00	243,561.96	0.00	0.00	243,561.96	0.00	0.00	243,561.96
Funds - Common Stock			243,561.96	0.00	0.00	243,561 96	0.00	0.00	243,561.96
Total Other Gain/Loss			243,561.96	0.00	0.00	243,561.96	0.00	0.00	243,561.96
Sales									
Common Stock									
07/02/2012 07/03/2012	ADVENT SOFTWARE INC COM STK	-2,265.00 27 42	62,106.30	-15,901.32	0.00	46,204.98	0.00	0.00	46,204.98
	5/15/2003	-2,265 00	62,106.30	-15,901.32	0.00	46,204.98	0.00	0.00	46,204.98
07/02/2012 '/03/2012	AFFILIATED MANAGERS GROUP INC COM STK	-410.00 110.57	45,333.70	-22,650.61	0.00	22,683.09	0.00	0.00	22,683.09
	10/18/2004	-410.00	45,333.70	-22,650.61	0.00	22,683.09	0.00	0.00	22,683.09
07/02/2012 07/06/2012	AMETEK INC NEW COM	-1,180.00 33.51	39,541.80	-25,009.97	0.00	14,531 83	0.00	0.00	14,531.83
	10/4/2010	-1,180.00	39,541.80	-25,009.97	0.00	14,531.83	0.00	0.00	14,531.83
07/02/2012 07/30/2012	AMETEK INC NEW COM	-0.50 0.00	16 23	-10.60	0.00	5.63	0.00	0.00	5.63
	10/4/2010	-0.50	16.23	-10.60	0.00	5.63	0.00	0 00	5.63
07/02/2012 07/03/2012	AUTODESK INC., COMMON STOCK	-1,940.00 34.51	66,949.40	-45,376.15	0.00	21,573 25	0.00	0.00	21,573.25
	4/6/2009	-560.00	19,325.60	-10,086.55	0.00	9,239.05	0.00	0.00	9,239.05

^ Complete cost information not available.

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STATEMENT A.10

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par / Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
07/02/2012 07/03/2012	AUTODESK INC., COMMON STOCK	-1,940.00 34.51	66,949.40	-45,376.15	0.00	21,573.25	0.00	0.00	21,573.25
	8/19/2009	-850.00	29,333.50	-20,576.80	0.00	8,756.70	0.00	0.00	8,756.70
				-45,376.15	0.00	21,573.25	0.00	0.00	21,573.25
	2/25/2010	-530.00	18,290.30	-14,712.80	0.00	3,577.50	0.00	0 00	3,577.50
07/02/2012 07/03/2012	CERNER CORP COM	-535.00 82 72	44,255.20	-9,967.39	0.00	34,287.81	0.00	0.00	34,287.81
	5/16/2006	-535.00	44,255.20	-9,967.39	0.00	34,287.81	0.00	0.00	34,287.81
07/02/2012 07/03/2012	CITRIX SYS INC COMMON STOCK	-820.00 83.99	68,871.80	-39,251.45	0 00	29,620.35	0.00	0.00	29,620.35
	3/12/2010	-600 00	50,394.00	-28,678.98	0 00	21,715.02	0.00	0.00	21,715.02
				-39,251.45	0.00	29,620.35	0.00	0 00	29,620.35
	4/13/2010	-220.00	18,477.80	-10,572.47	0.00	7,905 33	0.00	0.00	7,905.33
07/02/2012 07/03/2012	COACH INC COM	-620.00 58.57	36,313.40	-14,314.08	0.00	21,999.32	0 00	0.00	21,999.32
	4/22/2009	-440.00	25,770.80	-10,027.38	0.00	15,743.42	0.00	0.00	15,743.42
				-14,314.08	0.00	21,999.32	0.00	0.00	21,999.32
	5/15/2009	-180.00	10,542 60	-4,286 70	0 00	6,255.90	0.00	0.00	6,255.90
07/02/2012 07/03/2012	CONTINENTAL RES INC COM	-550 00 66.72	36,696.00	-12,995.95	0.00	23,700.05	0.00	0.00	23,700.05
	1/8/2009	-550.00	36,696.00	-12,995 95	0.00	23,700.05	0.00	0.00	23,700.05
07/02/2012 07/03/2012	CORE LABORATORIES NV NLG0.03	-330.00 114.36	37,738.80	-12,697.27	0.00	25,041.53	0.00	0.00	25,041.53
	1/26/2009	-240.00	27,446.40	-8,537.92	0.00	18,908.48	0.00	0.00	18,908.48
				-12,697.27	0.00	25,041.53	0.00	0.00	25,041.53
	6/9/2009	-90.00	10,292.40	-4,159.35	0.00	6,133.05	0.00	0.00	6,133.05

STATEMENT A.11

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
07/02/2012 07/03/2012	CRACKER BARREL OLD CTRY STORE INC COM	-725.00 62.78	45,515.50	-18,853.63	0.00	26,661.87	0.00	0.00	26,661.87
	9/30/2008	-725.00	45,515.50	-18,853.63	0 00	26,661.87	0.00	0.00	26,661.87
07/02/2012 07/03/2012	DENTSPLY INTL INC NEW COMMON STOCK	-775 00 37.91	29,380 25	-21,284.25	0.00	8,096.00	0.00	0.00	8,096 00
	6/27/2005	-775.00	29,380.25	-21,284.25	0.00	8,096.00	0.00	0.00	8,096.00
07/02/2012 07/03/2012	EDWARDS LIFESCIENCES CORP COM	-595.00 104.21	62,004.95	-10,559.76	0.00	51,445.19	0.00	0.00	51,445.19
	11/19/2004	-595.00	62,004.95	-10,559.76	0.00	51,445.19	0 00	0.00	51,445.19
07/02/2012 07/03/2012	FAMILY DLR STORES INC COM	-645.00 67.95	43,827.75	-16,209.62	0.00	27,618 13	0.00	0.00	27,618.13
	12/30/2008	-645.00	43,827.75	-16,209 62	0 00	27,618.13	0.00	0.00	27,618.13
07/02/2012 07/03/2012	FMC TECHNOLOGIES INC COM	-555.00 40.16	22,288.80	-10,736.74	0.00	11,552.06	0.00	0.00	11,552.06
	7/2/2007	-555 00	22,288.80	-10,736.74	0 00	11,552.06	0.00	0.00	11,552.06
07/02/2012 07/03/2012	HUNT J B TRANS SVCS INC COM	-1,085.00 59.13	64,156.05	-34,172 29	0.00	29,983.76	0.00	0.00	29,983.76
	8/12/2009	-755 00	44,643.15	-23,518.17	0.00	21,124.98	0.00	0.00	21,124.98
				-34,172.29	0.00	29,983.76	0.00	0.00	29,983.76
	9/16/2009	-330 00	19,512.90	-10,654.12	0.00	8,858.78	0 00	0.00	8,858.78
07/02/2012 07/03/2012	IDEXX LABS INC	-500.00 98.02	49,010.00	-17,179 61	0.00	31,830.39	0.00	0.00	31,830.39
	3/16/2009	-280.00	27,445.60	-9,024.62	0.00	18,420.98	0.00	0.00	18,420.98
				-17,179.61	0.00	31,830.39	0.00	0.00	31,830.39
	4/15/2009	-220 00	21,564.40	-8,154 99	0 00	13,409.41	0.00	0.00	13,409.41
07/02/2012 07/03/2012	MATTEL INC COM STOCK $1.00 PAR	-1,350.00 32.51	43,888.50	-24,635.07	0.00	19,253.43	0.00	0.00	19,253.43
	4/2/2008	-700.00	22,757.00	-14,639.24	0.00	8,117.76	0.00	0.00	8,117.76

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STATEMENT A.12

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par / Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
07/02/2012 07/03/2012	MATTEL INC COM STOCK $1 00 PAR	-1,350 00 32.51	43,888.50	-24,635.07	0.00	19,253 43	0.00	0.00	19,253.43
	7/7/2009	-650 00	21,131.50	-9,995.83	0.00	11,135.67	0.00	0.00	11,135.67
07/02/2012 07/03/2012	MICROS SYS INC COM	-1,170.00 51.30	60,021.00	-38,364.36	0.00	21,656.64	0.00	0.00	21,656.64
	10/8/2007	-1,070.00	54,891.00	-34,669.93	0.00	20,221.07	0.00	0.00	20,221.07
				-38,364.36	0.00	21,656.64	0.00	0.00	21,656.64
	12/21/2007	-100.00	5,130.00	-3,694 43	0.00	1,435.57	0.00	0 00	1,435.57
07/02/2012 07/03/2012	MOHAWK INDS INC COMMON STOCK	-420.00 70.05	29,421.00	-22,615.98	4,889.30	1,915.72	0.00	4,889.30	1,915.72
	3/18/2011	-155.00	10,857.75	-8,942.03	0.00	1,915.72	0.00	0 00	1,915.72
				-22,615.98	4,889.30	1,915.72	0 00	4,889.30	1,915.72
	11/28/2011	-265.00	18,563.25	-13,673.95	4,889.30	0.00	0.00	4,889.30	0.00
07/02/2012 07/03/2012	PETSMART INC COMMON STOCK	-755.00 68.06	51,385.30	-19,077 84	0.00	32,307.46	0.00	0.00	32,307.46
	4/11/2005	-255 00	17,355.30	-7,001.59	0.00	10,353.71	0.00	0.00	10,353.71
				-19,077.84	0 00	32,307.46	0 00	0.00	32,307.46
	12/5/2005	-500 00	34,030.00	-12,076.25	0 00	21,953.75	0.00	0.00	21,953.75
07/02/2012 07/03/2012	ROLLINS INC COM	-1,997.00 22 44	44,812.68	-13,715.69	0.00	31,096.99	0.00	0.00	31,096.99
	7/20/2004	-1,997.00	44,812.68	-13,715.69	0 00	31,096.99	0.00	0.00	31,096.99
07/02/2012 07/03/2012	RPM INTERNATIONAL INC	-1,160.00 27.41	31,795.60	-21,180 56	0.00	10,615.04	0.00	0.00	10,615.04
	7/20/2006	-1,160.00	31,795 60	-21,180.56	0.00	10,615.04	0.00	0.00	10,615.04
07/02/2012 07/03/2012	SBA COMMUNICATIONS CORP CL A COM	-880 00 57.79	50,855.20	-31,740.30	17,764.00	1,350.90	0.00	17,764 00	1,350.90
	1/3/2011	-80.00	4,623 20	-3,272.30	0.00	1,350.90	0.00	0.00	1,350.90

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STATEMENT A.13

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
07/02/2012 07/03/2012	SBA COMMUNICATIONS CORP CL A COM	-880.00 57.79	50,855.20	-31,740.30	17,764.00	1,350.90	0 00	17,764.00	1,350.90
	8/15/2011	-800.00	46,232.00	-28,468.00	17,764.00	0.00	0.00	17,764.00	0.00
07/02/2012 07/03/2012	SOLERA HLDGS INC COM	-1,355 00 42.19	57,187.45	-31,431.80	0.00	25,735.65	0.00	0.00	25,735.65
	5/15/2009	-800.00	33,752.00	-18,614.08	0 00	15,137.92	0.00	0.00	15,137.92
				-31,431.80	0.00	25,735 65	0.00	0.00	25,735.65
	5/27/2009	-70.00	2,953.30	-1,583.76	0.00	1,369.54	0.00	0.00	1,369.54
				-31,431.80	0.00	25,735.65	0.00	0 00	25,735.65
	6/9/2009	-485.00	20,462.15	-11,233.96	0.00	9,228.19	0.00	0.00	9,228.19
07/02/2012 07/03/2012	TRIMBLE NAV LTD COM	-1,175.00 46.92	55,131.00	-31,020.35	0.00	24,110.65	0.00	0.00	24,110.65
	2/11/2008	-1,175 00	55,131.00	-31,020.35	0 00	24,110.65	0.00	0.00	24,110.65
07/02/2012 07/03/2012	VALSPAR CORP COM	-955.00 53.07	50,681.85	-21,606.11	0 00	29,075.74	0 00	0.00	29,075.74
	7/6/2009	-955 00	50,681.85	-21,606 11	0.00	29,075.74	0.00	0.00	29,075.74
07/02/2012 '/03/2012	WASTE CONNECTIONS INC COM	-1,345.00 29 87	40,175.15	-26,176.84	0.00	13,998.31	0.00	0.00	13,998.31
	10/13/2009	-1,345 00	40,175.15	-26,176 84	0 00	13,998.31	0.00	0.00	13,998.31
07/02/2012 07/03/2012	WATSCO INC COM	-660.00 74.15	48,939.00	-23,863.15	0.00	25,075.85	0 00	0.00	25,075.85
	2/11/2008	-660.00	48,939.00	-23,863.15	0.00	25,075.85	0.00	0.00	25,075.85
Common Stock			1,318,279 66	-632,598.74	22,653.30	663,027.62	0.00	22,653.30	663,027.62
Total Sales			1,318,279 66	-632,598.74	22,653.30	663,027.62	0.00	22,653.30	663,027.62

^ Complete cost information not available.
*Generated by Northern Trust on 26 Sep 13

STATEMENT A.14

Northern Trust | *Capital Gains*
01 JUN 12 - 31 MAY 13

Consolidation Name

MUDDFDN - MUDD FOUNDATION

Trade Date / Security Description Long

Settlement Date	Acquisition Date	Shares/Par Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
Total 2690107 - Mudd Foundation - Aster			1,561,930.44	-632,598.74	22,653.30	906,678.40	0.00	22,653.30	906,678.40
Total Short Term Gain Proceeds			64,795.25						
Total Short Term Loss Proceeds			0.00						
Total Long Term Gain Proceeds			1,497,135.19						
Total Long Term Loss Proceeds			0.00						
Total Undetermined Tax Lot Proceeds			243,650.78						
'ditional Short Term Proceeds from zero G/L Transactions			0.00						
Additional Long Term Proceeds from zero G/L Transactions			0 00						
Short Term Proceeds due to REIT Re-Allocation			0 00						
Long Term Proceeds due to REIT Re-Allocation			0.00						
Total Short Term Proceeds			64,795.25						
Total Long Term Proceeds			1,497,135.19						
Total S/T translation gain/loss							0.00		
Total L/T translation gain/loss							0.00		
Total realized gains					22,653.30	906,678.40	0.00	22,653.30	906,678.40
Total realized losses					0.00	0.00	0.00	0.00	0.00
Total realized gain/loss			1,561,930.44	-632,598.74	22,653.30	906,678.40	0.00	22,653.30	906,678.40

^ Complete cost information not available.
*Generated by Northern Trust on 26 Sep 13

STATEMENT A.15

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par / Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
2697704 - Mudd Foundation - Bond Index									
Other Gain/Loss									
Funds - Corporate Bond									
12/20/2012	MFB NORTHERN FDS BD	0.00	13,323.88	0.00	13,323.88	0.00	0.00	13,323.88	0.00
12/20/2012	INDEX FD	0.00							
/20/2012	MFB NORTHERN FDS BD	0.00	20,288.12	0 00	0.00	20,288.12	0.00	0.00	20,288.12
12/20/2012	INDEX FD	0.00							
Funds - Corporate Bond			33,612.00	0.00	13,323.88	20,288.12	0.00	13,323.88	20,288.12
Total Other Gain/Loss			33,612.00	0.00	13,323.88	20,288.12	0.00	13,323.88	20,288.12
Sales									
Funds - Corporate Bond									
06/19/2012	MFB NORTHERN FDS BD	-2,750 43	30,309.70	-30,130 60	179.10	0 00	0.00	179.10	0.00
06/20/2012	INDEX FD	11.02							
	12/19/2011	-118.77	1,308.84	-1,298.97	11.87	0.00	0.00	11.87	0.00
				-30,130.60	179.10	0 00	0.00	179.10	0.00
	2/23/2012	-898.13	9,897.38	-9,816.47	80.91	0.00	0 00	80.91	0.00
				-30,130.60	179.10	0.00	0 00	179.10	0.00
	4/24/2012	-855.57	9,428.37	-9,368.41	59.96	0.00	0.00	59.96	0.00
				-30,130.60	179.10	0.00	0.00	179.10	0.00
	5/24/2012	-877.98	9,675.11	-9,648.75	26.36	0.00	0.00	26.36	0.00
07/05/2012	MFB NORTHERN FDS BD	-371.04	4,100.00	-4,092.56	7.44	0.00	0.00	7.44	0.00
07/06/2012	INDEX FD	11.05							
	6/25/2012	-371.04	4,100.00	-4,092.56	7.44	0.00	0.00	7.44	0.00
07/13/2012	MFB NORTHERN FDS BD	-1,981.98	22,000.00	-21,679.47	320.53	0.00	0.00	320.53	0.00
07/16/2012	INDEX FD	11.10							
	12/19/2011	-810 02	8,991.23	-8,845.36	145 87	0.00	0.00	145.87	0.00

^ Complete cost information not available.
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STATEMENT A.1b

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par / Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
07/13/2012 07/16/2012	MFB NORTHERN FDS BD INDEX FD	-1,981.98 11.10	22,000.00	-21,679 47	320.53	0.00	0.00	320.53	0.00
	12/19/2011	-118.30	1,313.13	-1,291.83	21.30	0.00	0.00	21.30	0.00
				-21,679.47	320.53	0.00	0 00	320.53	0.00
	1/24/2012	-497.02	5,516.93	-5,402.57	114.36	0.00	0.00	114.36	0.00
				-21,679.47	320.53	0.00	0.00	320.53	0.00
	6/25/2012	-556.64	6,178.71	-6,139.71	39.00	0 00	0.00	39.00	0.00
12/19/2012 12/20/2012	MFB NORTHERN FDS BD INDEX FD	-7,312.61 10 94	80,000.00	-80,687.10	-687.10	0 00	0.00	-687.10	0.00
	7/24/2012	-822.15	8,994.33	-9,175.15	-180.82	0.00	0.00	-180.82	0.00
				-80,687.10	-687.10	0.00	0.00	-687.10	0.00
	8/27/2012	-943.22	10,318.83	-10,450.81	-131.98	0.00	0.00	-131.98	0.00
				-80,687.10	-687.10	0.00	0.00	-687.10	0.00
	9/24/2012	-782.77	8,563.51	-8,688.70	-125.19	0.00	0.00	-125.19	0.00
				-80,687.10	-687.10	0.00	0.00	-687.10	0 00
	10/24/2012	-840.82	9,198 58	-9,316.22	-117.64	0.00	0.00	-117 64	0.00
				-80,687.10	-687.10	0.00	0.00	-687.10	0.00
	11/26/2012	-939.57	10,278.90	-10,410 43	-131.53	0.00	0.00	-131.53	0 00
				-80,687.10	-687.10	0.00	0 00	-687.10	0.00
	12/19/2012	-665.10	7,276.20	-7,276.17	0.03	0.00	0.00	0.03	0.00
				-80,687.10	-687.10	0.00	0.00	-687.10	0.00
	12/19/2012	-1,854.49	20,288.13	-20,288.12	0.01	0.00	0.00	0.01	0.00

^ Complete cost information not available.
*Generated by Northern Trust on 26 Sep 13

STATEMENT A.17

Northern Trust | *Capital Gains*

01 JUN 12 - 31 MAY 13

Consolidation Name: MUDDFDN - MUDD FOUNDATION

Trade Date / Settlement Date	Security Description Long / Acquisition Date	Shares/Par / Price	Proceeds	Cost	Short Term Realized Gain/Loss - Market	Long Term Realized Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Realized Gain/Loss - Total
12/19/2012	MFB NORTHERN FDS BD	-7,312.61	80,000.00	-80,687.10	-687.10	0.00	0.00	-687.10	0.00
12/20/2012	INDEX FD	10.94							
	12/19/2012	-464.49	5,081.52	-5,081.50	0.02	0.00	0 00	0.02	0.00
Funds - Corporate Bond			136,409.70	-136,589.73	-180.03	0.00	0.00	-180.03	0.00
Total Sales			136,409.70	-136,589.73	-180.03	0.00	0.00	-180.03	0.00
tal 2697704 - Mudd Foundation - Bond			170,021.70	-136,589.73	13,143.85	20,288.12	0.00	13,143.85	20,288.12
tal Short Term Gain Proceeds			102,379.43						
Total Short Term Loss Proceeds			47,354.15						
Total Long Term Gain Proceeds			20,288.12						
Total Long Term Loss Proceeds			0.00						
Total Undetermined Tax Lot Proceeds			33,612.00						
Additional Short Term Proceeds from zero G/L Transactions			0.00						
Additional Long Term Proceeds from zero G/L Transactions			0.00						
Short Term Proceeds due to REIT Re-Allocation			0 00						
Long Term Proceeds due to REIT Re-Allocation			0.00						
Total Short Term Proceeds			149,733.58						
Total Long Term Proceeds			20,288.12						
Total S/T translation gain/loss							0.00		
Total L/T translation gain/loss							0.00		
Total realized gains					13,831.01	20,288.12	0.00	13,831.01	20,288.12
Total realized losses					-687.16	0.00	0.00	-687.16	0.00
Total realized gain/loss			170,021.70	-136,589.73	13,143.85	20,288.12	0.00	13,143.85	20,288.12

Proceed	Cost	ST	LT	Total
1,452,281.07	1,492,904.47	1,990.56	(42,613.96)	(40,623.40)
14,195.15	-	-	14,195.15	14,195.15
177,900.14	176,564.26	1,335.88	-	1,335.88
1,086,770.87	825,785.16	9,643.81	251,341.90	260,985.71
1,561,930.44	632,598.74	22,653.30	906,678.40	929,331.70
170,021.70	136,589.73	13,143.85	20,288.12	33,431.97
4,463,099.37	3,264,442.36	48,767.40	1,149,889.61	1,198,657.01

STATEMENT A.18

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Northern Trust

Portfolio Value Detail

As of 31 MAY 13

Consolidation Name **MUDDFDN - MUDD FOUNDATION**

Security Description Long / Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Price Local / Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
ADR BP P L C SPONSORED ADR				42 910				
CUSIP 055622104	838 000	United Kingdom	0 00	35,958 58	1,135 84	34,822 74	0 00	34,822 74
AGILENT TECHNOLOGIES INC COM				45 450				
CUSIP 00846U101	400 000	United States	0 00	18,180 00	14,898 16	3,281 84	0 00	3,281 84
ALBEMARLE CORP COM				66 920				
CUSIP 012653101	445 000	United States	0 00	29,779 40	27,220.34	2,559 06	0 00	2,559 06
CAREFUSION CORP COM				36 750				
CUSIP 14170T101	1,510 000	United States	0 00	55,492.50	37,032 30	18,460.20	0 00	18,460 20
CARTER INC FORMERLY CARTER HLDGS INC TO 09/13/2003 COM				72 070				
CUSIP 146229109	1,252 000	United States	200 32	90,231 64	67,581 96	22,649 68	0 00	22,649 68
CHART INDS INC COM PAR $0 01 COM PAR $0 01				97 280				
CUSIP 16115Q308	567 000	United States	0 00	55,157 76	37,473 20	17,684 56	0 00	17,684 56
CIT GROUP INC NEW COM NEW COM NEW				46 080				
CUSIP 125581801	1,694 000	United States	0 00	78,059 52	57,571.38	20,488 14	0 00	20,488.14
COVANTA HLDG CORP COM				20 450				
CUSIP 22282E102	2,969 000	United States	0 00	60,716 05	47,141 96	13,574 09	0 00	13,574 09
DENBURY RES INC HLDG CO COM NEW				18 350				
CUSIP 247916208	3,695 000	United States	0 00	67,803 25	61,581.07	6,222 18	0 00	6,222 18
EURONET WORLDWIDE INC COM				30 500				
CUSIP 298736109	1,273 000	United States	0 00	38,826 50	23,509 25	15,317 25	0 00	15,317.25
FIRST REP BK SAN FRANCISCO CALIF NEW COM				37.160				
CUSIP 33616C100	1,206 000	United States	0 00	44,814 96	40,882 68	3,932 28	0 00	3,932 28
GENERAL CABLE CORP DEL NEW COM				35 360				
CUSIP 369300108	1,325 000	United States	0 00	46,852 00	38,897 23	7,954 77	0 00	7,954 77
HCC INS HLDGS INC COM				42 850				
CUSIP 404132102	1,993 000	United States	0 00	85,400 05	62,428 96	22,971 09	0 00	22,971 09
HEXCEL CORP NEW COM				34 770				
CUSIP 428291108	2,487 000	United States	0 00	86,472 99	61,472 96	25,000 03	0 00	25,000 03
HOST HOTELS & RESORTS INC REIT				17 790				
CUSIP 44107P104	4,347 000	United States	0 00	77,333 13	67,744.65	9,588 48	0 00	9,588 48
IDEX CORP COM				55 050				
CUSIP 45167R104	986 000	United States	0 00	54,279 30	39,812 41	14,466 89	0 00	14,466 89
JACOBS ENGR GROUP INC COM				57 010				
CUSIP 469814107	1,196 000	United States	0 00	68,183 96	43,477 47	24,706 49	0 00	24,706 49

^ Complete cost information not available.

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STATEMENT B.1

Northern Trust | **Portfolio Value Detail**
As of 31 MAY 13

Consolidation Name **MUDDFDN - MUDD FOUNDATION**

Security Description Long / Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Price Local / Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
KINDER MORGAN MGMT LLC KINDER MORGAN MANAGEMENT LLC FRACTIONAL CUSIP				0 000				
CUSIP EKE55U103	68,576 000	United States	0 00	0 00	0 00	0 00	0 00	0 00
KROGER CO , COMMON STOCK, $1 PAR				33 670				
CUSIP 501044101	2,457 000	United States	368 55	82,727 19	54,936 36	27,790 83	0 00	27,790 83
MLP KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT				83 400				
CUSIP 494550106	648 000	United States	0 00	54,043 20	48993	2,843 62	0 00	2,843 62
NEUSTAR INC CL A				48 460				
CUSIP 64126X201	1,742 000	United States	0 00	84,417 32	57,430 09	26,987 23	0 00	26,987 23
PARTNERRE HOLDING LTD COM STK				90 650				
CUSIP G6852T105	777 000	United States	0 00	70,435 05	55,832 70	14,602 35	0 00	14,602 35
PIONEER NATURAL RESOURCES CO COMMON STK				138 680				
CUSIP 723787107	533 000	United States	0 00	73,916 44	53,413 14	20,503 30	0 00	20,503 30
PVH CORP COM USD1				115 190				
CUSIP 693656100	539 000	United States	20 21	62,087 41	45,049 62	17,037 79	0 00	17,037 79
RELIANCE STL & ALUM CO COMMON STOCK				65 770				
CUSIP 759509102	1,027 000	United States	308.10	67,545 79	49,587 46	17,958 33	0 00	17,958 33
ROPER INDS INC NEW COM				124 220				
CUSIP 776696106	340 000	United States	0 00	42,234 80	34,590 21	7,644 59	0 00	7,644 59
ROSS STORES INC COM				64 300				
CUSIP 778296103	1,150 000	United States	0 00	73,945 00	71,062 88	2,882 12	0 00	2,882 12
SEI INVTS CO COM				30 610				
CUSIP 784117103	1,949 000	United States	0 00	59,658 89	35,338 49	24,320 40	0 00	24,320 40
VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK				91 120				
CUSIP 91911K102	924 000	Canada	0 00	84,194 88	44,294 15	39,900 73	0 00	39,900 73
WABTEC CORP COM				110 010				
CUSIP 929740108	658 000	United States	0 00	72,386 58	47,543 46	24,843 12	0 00	24,843 12
WADDELL & REED FINL INC CL A COMMON STOCK				46 040				
CUSIP 930059100	1,249 000	United States	0 00	57,503 96	35,927 74	21,576 22	0 00	21,576 22
WEATHERFORD INTL LTD				13 490				
CUSIP H27013103	2,798 000	United States	0 00	37,745 02	35,346 57	2,398 45	0 00	2,398 45
WESTERN UNION CO				16 380				
CUSIP 959802109	3,060 000	United States	0 00	50,122 80	51,237 25	-1,114 45	0 00	-1,114 45
Total Common Stock			**897.18**	**1,966,505.92**	**1,452,651.52^**	**513,854.40^**	**0.00^**	**513,854.40^**

^ Complete cost information not available

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STATEMENT B.2

Security Description Long / Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Price Local	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities									
Funds - Common Stock									
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS PORTFOLIO CUSIP 233203785	113,133 910	Emerging Markets	0.00	26 330	2,978,815 85	2,561,079.93	417,735 92	0 00	417,735 92
MFO DIMENSIONAL FUND ADVISORS INTERNATIONAL VALUE PORTFOLIO CUSIP 25434D203	12,653 910	International	0 00	17 480	221,190 34	280,939 20	-59,748 86	0 00	-59,748.86
MFO MERIDIAN FD INC COMMON STOCK OPEN END FUND CUSIP 589619105	41,604 590	United States	0 00	44 370	1,845,995 65	1,848,848 13	-2,852 48	0 00	-2,852.48
MFO PRIMECAP ODYSSEY FDS GROWTH FD CUSIP 74160Q103	61,924 250	United States	0 00	21 120	1,307,840 16	913,095 76	394,744 40	0 00	394,744 40
Total Funds - Common Stock			**0.00**		**6,353,842.00**	**5,603,963.02^**	**749,878.98^**	**0.00^**	**749,878.98^**
Funds - Equities ETF									
MFC SPDR INDEX SHS FDS S&P GLOBAL NAT RES ETF CUSIP 78463X541	10,800 000	United States	0 00	48 500	523,800 00	500,043 24	23,756 76	0 00	23,756 76
MFC VANGUARD SPECIALIZED PORTFOLIOS VANGUARD DIVIDEND APPRECIATION ETF CUSIP 921908844	13,389 000	United States	0 00	67 560	904,560 84	829,621 29	74,939 55	0 00	74,939 55
Total Funds - Equities ETF			**0.00**		**1,428,360.84**	**1,329,664.53**	**98,696.31**	**0.00**	**98,696.31**
Total Equities			**897.18**		**9,748,708.76**	8384072	**1,362,429.69^**	**0.00^**	**1,362,429.69^**
Fixed Income									
Funds - Corporate Bond									
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533	387,765 260	United States	0 00	10 730	4,160,721 24	3,930,190 71	230,530 53	0 00	230,530 53
MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD CUSIP 72201F516	100,147 470	United States	4,550 38	10 340	1,035,524 84	1,106,138 03	-70,613 19	0 00	-70,613 19
Total Funds - Corporate Bond			**4,550.38**		**5,196,246.08**	**5,036,328.74**	**159,917.34**	**0.00**	**159,917.34**
Total Fixed Income			**4,550.38**		**5,196,246.08**	**5,036,328.74**	**159,917.34**	**0.00**	**159,917.34**
Venture Capital and Partnerships									
Partnerships									

^ Complete cost information not available.

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STATEMENT B.3

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY BUSINESS INCOME	-225,020.	-225,020.
SEC. 988 FOREIGN CURRENCY TRANSLATION	-1,458.	-1,458.
NET RENTAL INCOME FROM DOUGLAS EMMETT PS	36,928.	36,928.
TOTALS	-189,550.	-189,550.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	16,809.	16,809.	
CUSTODIAN FEES	20,760.	10,380.	10,380.
TOTALS	37,569.	27,189.	10,380.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL TAX		24,000.		
STATE TAX		3,160.	3,010.	150.
	TOTALS	27,160.	3,010.	150.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE & ADMINISTRATION	88,494.	44,247.	44,247.
TOTALS	88,494.	44,247.	44,247.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCKS (SEE STATEMENT B.3)	8,384,072.	9,748,709.
TOTALS	8,384,072.	9,748,709.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BOND (SEE STATEMENT B.3)	5,036,329.	5,196,246.
TOTALS	5,036,329.	5,196,246.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TWEEDY BROWNE INT'L PARTNERS	2,227,520.	3,424,067.
DOUGLAS EMMETT PROPERTIES, LP	75,929.	1,743,576.
AMERICAN SECURITIES PARTNERS	132,934.	148,088.
AEW REAL ESTATE VALUE FUND	469,357.	595,969.
RAILAY CAPITAL PARTNERS	283,133.	378,438.
ASP III ALTERNATIVE INVESTMENT	16,616.	76,939.
FUND X OPPORTUNITY FUND	721,450.	770,445.
AMERICAN SECURITIES V	340,578.	573,164.
TOTALS	4,267,517.	7,710,686.

ATTACHMENT 8

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
NONDEDUCTIBLE EXPENSE FR PSHIP		299.
	TOTAL	299.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NORMAN F. SPRAGUE, III 11726 SAN VICENTE BLVD #625 LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
CARYLL S MINGST 11726 SAN VICENTE BLVD #625 LOS ANGELES, CA 90049	TRUSTEE	0	0	0
CYNTHIA S CONNOLLY 11726 SAN VICENTE BLVD #625 LOS ANGELES, CA 90049	TRUSTEE	0	0	0
WILLIAM STINEHART, JR 2029 CENTURY PARK EAST #4000 LOS ANGELES, CA 90067	TRUSTEE	0	0	0
ELIZABETH S. DAY PO BOX 1740 BANDON, OR 97411	TRUSTEE	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOS ANGELES COUNTY MUSEUM OF ART CALIFORNIA	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	32,500.
HARVEY MUDD COLLEGE CALIFORNIA	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	379,200.
GRAND TETON NATIONAL PARK FOUNDATION WYOMING	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	1,500.
NATURE CONSERVANCY OF CALIFORNIA CALIFORNIA	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	7,000.
ST. JOHN'S HEALTH CENTER FOUNDATION SANTA BARBARA	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	25,000.
OREGON COMMUNITY FOUNDATION OREGON	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	46,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHWEST OREGON COMMUNITY COLLEGE OREGON	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	55,000.
OPCC OREGON	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	8,000.
AUTRY NATIONAL CENTER LOS ANGELES	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	88,500.
GETTY CONSERVATION INSTITUTE LOS ANGELES	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	20,000.
MALBOROUGH SCHOOL CALIFORNIA	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	217,000.
BANDON COMMUNITY HEALTH CENTER OREGON	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF CALIFORNIA AT SANTA BARBARA LOS ANGELES	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	5,000.
SANTA BARBARA MUSEUM OF NATURAL HISTORY	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	100,000.
FROM PASS THRU ENTITIES SANTA MONICA	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	46.
		TOTAL CONTRIBUTIONS PAID	1,014,746.