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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection**For calendar year 2012 or tax year beginning****06/01, 2012, and ending****05/31, 2013**

Name of foundation ROBERT R. SPRAGUE FOUNDATION		A Employer identification number 95-7052355
Number and street (or P O box number if mail is not delivered to street address) C/O GIBSON, DUNN & CRUTCHER, ATTN: WILLIAM STINEHART, JR., 2029 CENTURY PARK EAST	Room/suite 4000	B Telephone number (see instructions) (310) 552-8557
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) ▶ \$ 12,967,366.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)
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		13.	13.		ATCH 1
4 Dividends and interest from securities		291,573.	272,757.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-11,606.			
b Gross sales price for all assets on line 6a		360,503.			
7 Capital gain net income (from Part IV, line 2)					
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)		-6.	-6.		
12 Total. Add lines 1 through 11		279,974.	272,764.		
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) ATCH. 4		4,500.	2,250.		2,250.
c Other professional fees (attach schedule) *		68,324.	34,162.		34,162.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH. 6		7,856.	3,746.		10.
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 7		7,658.	3,792.		3,866.
24 Total operating and administrative expenses. Add lines 13 through 23		88,338.	43,950.		40,288.
25 Contributions, gifts, grants paid		361,800.			361,800.
26 Total expenses and disbursements Add lines 24 and 25		450,138.	43,950.	0	402,088.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-170,164.			
b Net investment income (if negative, enter -0-)			228,814.		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	775,324.	810,381.	810,381.
	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), **	1,112,659.	907,341.	941,440.
	b	Investments - corporate stock (attach schedule)	6,256,371.	6,246,042.	9,629,610.
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	1,449,332.	1,459,758.	1,585,935.
	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)	9,593,686.	9,423,522.	12,967,366.	
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 ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	9,478,322.	9,593,686.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	115,364.	-170,164.	
	30	Total net assets or fund balances (see instructions)	9,593,686.	9,423,522.	
	31	Total liabilities and net assets/fund balances (see instructions)	9,593,686.	9,423,522.	

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	9,593,686.
2	Enter amount from Part I, line 27a	2	-170,164.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,423,522.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,423,522.

**ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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) 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	-11,606.	
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	104,720.	11,017,058.	0.009505
2010	90,495.	10,357,437.	0.008737
2009	1,166,180.	9,547,960.	0.122139
2008	1,174,481.	9,967,238.	0.117834
2007	516,834.	11,937,093.	0.043296
2 Total of line 1, column (d)			2 0.301511
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 0.060302
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 11,833,083.
5 Multiply line 4 by line 3			5 713,559.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,288.
7 Add lines 5 and 6			7 715,847.
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			8 402,088.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	4,576.
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	4,576.
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	4,576.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,257.	
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	4,257.	
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	319.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		N/A
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address N/A				
14	The books are in care of WILLIAM STINEHART, JR. Telephone no 310-552-8557			
	Located at SAME AS MAILING ADDRESS ZIP+4 			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 			X

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

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

		Yes	No
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <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? <input type="checkbox"/> 1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <input type="checkbox"/> 3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 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? <input type="checkbox"/> 4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 ☒ Nob 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** **N/A**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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** **X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** **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 10		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		

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.

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

1	NOT APPLICABLE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,214,391.
b	Average of monthly cash balances	1b	798,891.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,013,282.
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	12,013,282.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,199.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,833,083.
6	Minimum investment return. Enter 5% of line 5	6	591,654.

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	591,654.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,576.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,576.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	587,078.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	587,078.
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	587,078.

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	402,088.
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	402,088.
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	402,088.

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				587,078.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			41,693.	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
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 ▶ \$ <u>402,088.</u>				
a Applied to 2011, but not more than line 2a			41,693.	
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				360,395.
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				226,683.
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> ATCH 11				
Total			▶ 3a	361,800.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[illegible]

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER INT'L FUND A K-1	13.	13.
TOTAL	<u>13.</u>	<u>13.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST, NOMINEE	245,761.	245,761.
WHITTIER TRUST - US GOVERNMENT OBLIG	3,383.	3,383.
WHITTIER TRUST - MUNICIPAL BONDS	18,816.	
WHITTIER INT'L FUND A - K-1 DIVIDENDS	23,613.	23,613.
TOTAL	<u>291,573.</u>	<u>272,757.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM WHITTIER INT'L FUND A	-6.	-6.
TOTALS	-6.	-6.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WHITTIER TRUST	4,500.	2,250.		2,250.
TOTALS	<u>4,500.</u>	<u>2,250.</u>		<u>2,250.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TRUSTEE FEES	68,324.	34,162.	34,162.
TOTALS	<u>68,324.</u>	<u>34,162.</u>	<u>34,162.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE TAX - WHITTIER INT'L	9.	9.	
STATE TAX - WHITTIER TRUST	10.		10.
FOREIGN TAXES - WHITTIER INT'L	3,140.	3,140.	
FOREIGN TAXES - WHITTIER TRUST	597.	597.	
FEDERAL TAX PAYMENT	4,100.		
TOTALS	7,856.	3,746.	10.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WHITTIER INT'L FND A K-1 ADMIN FILING FEE	7,583. 75.	3,792.	3,791. 75.
TOTALS	7,658.	3,792.	3,866.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8		
DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREASURY NTS (SEE SCH B-1)	402,050.	403,126.
US OBLIGATIONS TOTAL	402,050.	403,126.
STATE MUNICIPAL BONDS (SEE SCH B-1)	505,291.	538,314.
STATE OBLIGATIONS TOTAL	505,291.	538,314.
US AND STATE OBLIGATIONS TOTAL	907,341.	941,440.

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WHITTIER INT'L FUND A	642,286.	716,825.
BOND & EQUITY FUNDS	777,542.	830,800.
DJ AIG COMM IDX	39,930.	38,310.
(SEE SCH B-1)		
TOTALS	<u>1,459,758.</u>	<u>1,585,935.</u>

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98

MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2013



WhittierTrust

INVESTMENT & WEALTH MANAGEMENT

Summary of Assets

FEIN: 95-7052355

	Percent of Market	Investment Cost Basis	Total Market Value	Est Annual Income	Current Yield
CASH	.00	0.00	0.00		
CASH EQUIVALENTS					
MISC CASH EQUIV-TAXABLE	6.25	810,380.78	810,380.78	0	0.00
TOTAL CASH EQUIVALENTS	6.25	<u>810,380.78</u>	<u>810,380.78</u>	0	0.00
FIXED INCOME SECURITIES					
U S GOVT AGENCY OBLIGATIONS	3.11	402,050.12	403,126.00	4,500	1.12
MUNICIPAL BONDS&NOTES TAXABLE	4.15	505,290.71	538,314.00	21,017	3.90
FIXED INCOME TAXABLE	6.41	777,542.00	830,800.00	33,884	4.08
TOTAL FIXED INCOME SECURITIES	13.67	<u>1,684,882.83</u>	<u>1,772,240.00</u>	59,401	3.35
ALTERNATIVES					
ALTERNATIVE-PUBLIC	.30	39,930.00	38,310.00	0	0.00
TOTAL ALTERNATIVES	.30	<u>39,930.00</u>	<u>38,310.00</u>	0	0.00
EQUITIES					
US LARGE CAP EQUITIES	55.45	4,589,320.87	7,190,529.01	171,093	2.38
US SMALL AND MID-CAP EQUITIES	11.24	814,036.49	1,457,760.49	24,950	1.71
FOREIGN EQUITIES	7.57	842,684.40	981,320.00	27,026	2.75
TOTAL EQUITIES	79.79	<u>6,246,041.76</u>	<u>9,629,609.50</u>	237,288	2.29

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2013



Review of Assets

FEIN: 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH		0.00	0.00		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
225,838 34	BLACKROCK TREAS INC		225,838 34	225,838 34	0	0 00
584,542 44	BLACKROCK TREAS		584,542 44	584,542 44	0	0 00
	TOTAL MISC CASH EQUIV-TAXABLE		810,380.78	810,380.78	0	0.00
	TOTAL CASH EQUIVALENTS		810,380.78	810,380.78	0	0.00
	FIXED INCOME SECURITIES					
	U.S. GOVT AGENCY OBLIGATIONS					
200,000	FEDERAL HOME LOAN BANKS DEB 0 850% 12/30/13	100 391	200,551 46	200,782 00	1,700	0 85
200,000	FEDERAL HOME LOAN BANKS DEB 1 400% 9/29/14	101 172	201,498 66	202,344 00	2,800	1 38
	TOTAL U.S. GOVT AGENCY OBLIGATIONS		402,050.12	403,126.00	4,500	1.12
	MUNICIPAL BONDS&NOTES TAXABLE					
100,000	HAMPTON ROADS SANTN DIST VA 4 505% DUE 11/1/17	110 947	101,658 29	110,947 00	4,505	4 06
100,000	KENTUCKY ST PPTY & BLDGS 5 02% DUE 10/01/2014	105 716	102,593 77	105,716 00	5,020	4 75
100,000	MILWAUKEE CNTY WIS BUILD 3 875% DUE 8/1/16	108 908	100,568 21	108,908 00	3,875	3 56
100,000	NEW YORK NY CITY TRAN FIN 4 366% DUE 8/1/17	111 531	100,470 44	111,531 00	4,366	3 91
100,000	SOUTH CORRECTIONAL ENTITY 3 251% DUE 1/1/14	101 212	100,000 00	101,212 00	3,251	3 21
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		505,290.71	538,314.00	21,017	3.90
	FIXED INCOME TAXABLE - BOND & EQUITY FUNDS					
3,000	ISHARES LEHMAN AGGREGATE BONDS	109 110	320,489 00	327,330 00	8,055	2 46
1,000	ISHARES INVEST GRADE CORP BONDS	117 850	103,480 00	117,850 00	4,523	3 84

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2013



Review of Assets

FEIN: 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,000	ISHARES TR HIGH YLD CORP	92 920	81,110 00	92,920 00	6,025	6 48
1,000	ISHARES GLOBAL INTERMEDIATE CREDIT INDEX	110 090	101,953 00	110,090 00	3,329	3 02
4,500	ETF HIGH YIELD BONDS	40 580	170,510 00	182,610 00	11,952	6 55
TOTAL FIXED INCOME TAXABLE - BOND & EQUITY FUNDS			<u>777,542.00</u>	<u>830,800 00</u>	33,884	4.08
ALTERNATIVES						
ALTERNATIVE-PUBLIC						
1,000	DJ AIG COMM IDX	38 310	39,930 00	38,310 00	0	0 00
TOTAL ALTERNATIVES			<u>39,930.00</u>	<u>38,310.00</u>	0	0.00
EQUITIES						
US LARGE CAP EQUITIES						
1,500	AT&T INC	34 990	47,865 00	52,485 00	2,700	5 14
1,500	ALCOA INC	8 500	57,139.20	12,750 00	180	1 41
1,500	ALTRIA GROUP INC	36 100	30,057 75	54,150 00	2,640	4 88
2,000	AMERICAN EXPRESS CO	75 710	107,720 00	151,420 00	1,840	1 22
1,500	AMGEN INC	100 530	48,627 83	150,795 00	2,820	1 87
1,000	ANADARKO PETE CORP	87 470	19,503 75	87,470 00	360	0 41
2,000	BANK OF AMERICA CORPORATION	13 660	81,300 00	27,320 00	80	0 29
1,500	BOEING CO	99 020	85,020 00	148,530 00	2,910	1 96
1,000	BRISTOL MYERS SQUIBB CO	46 010	25,210 00	46,010 00	1,400	3 04
1,500	CATERPILLAR INC DEL	85 800	112,264 00	128,700 00	3,120	2 42
2,000	CHEVRON CORP	122 750	109,120 00	245,500 00	8,000	3 26
3,600	CISCO SYS INC	24 115	98,831.25	86,814 00	2,448	2 82
4,000	COCA COLA CO	39 990	92,335 00	159,960 00	4,480	2 80
1,000	COLGATE PALMOLIVE CO	57 840	51,464 90	57,840 00	1,360	2 35

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98

MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2013



Review of Assets

FEIN: 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
2,500	DISNEY WALT CO COM DISNEY	63 080	68,396 58	157,700 00	1,875	1 19
1,500	DU PONT E I DE NEMOURS & CO	55 790	70,725 00	83,685 00	2,700	3 23
1,000	DUKE ENERGY CORP NEW COM NEW	66 930	54,472 98	66,930 00	3,060	4 57
1,600	E M C CORP MASS	24 760	48,200 90	39,616 00	640	1 62
3,000	EXXON MOBIL CORP	90 470	142,764 53	271,410 00	7,560	2 79
1,000	FEDEX CORP	96 340	45,382 50	96,340 00	560	0 58
3,000	GENERAL ELECTRIC CO	23 320	91,948 80	69,960 00	2,280	3 26
335	GOLDMAN SACHS GROUP INC	162 080	53,490 15	54,296 80	670	1 23
1,500	HERSHEY CO	89 110	48,187 50	133,665 00	2,520	1 89
2,000	HEWLETT PACKARD CO	24 420	73,043 94	48,840 00	1,162	2 38
2,000	HOME DEPOT INC	78 660	75,900 00	157,320 00	3,120	1 98
2,000	HONEYWELL INTL INC	78 460	77,735 00	156,920 00	3,280	2 09
3,000	INTEL CORP	24 280	97,385 00	72,840 00	2,700	3 71
2,000	INTERNATIONAL BUSINESS MACHS	208 020	176,084 65	416,040 00	7,600	1 83
455	ISHARES S&P 500 INDEX	164 300	61,660 37	74,756 50	1,415	1 89
3,000	ISHARES RUSSELL 1000 GROWTH	74 290	151,366 00	222,870 00	3,363	1 51
2,000	J P MORGAN CHASE & CO	54 590	77,165 00	109,180 00	3,040	2 78
2,000	JOHNSON & JOHNSON	84 180	122,239 00	168,360 00	5,280	3 14
499	KRAFT FOODS GROUP INC	55 130	16,788 67	27,509 87	998	3 63
1,300	MCDONALDS CORP	96 570	54,203 50	125,541 00	4,004	3 19
3,038	MERCK & CO INC	46 700	147,648 03	141,874 60	4,618	3 25
4,000	MICROSOFT CORP	34 900	107,608 13	139,600 00	3,680	2 64
1,500	MONDELEZ INTL INC CL A	29 475	31,117 85	44,212 50	780	1 76
1,500	PEPSICO INC	80 770	58,886 25	121,155 00	3,405	2 81
4,623	PFIZER INC	27 230	106,014 28	125,884 29	4,438	3 53

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98

MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2013



Review of Assets

FEIN: 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,500	PHILIP MORRIS INTL INC	90 910	68,492 25	136,365 00	5,100	3 74
1,975	PROCTER & GAMBLE CO	76 760	109,187 50	151,601 00	4,752	3 13
6,500	SPDR TR S&P 500	163 445	741,775 82	1,062,392 50	20,690	1 95
1,500	SPECTRA ENERGY CORP	30 570	39,268 17	45,855 00	1,830	3 99
3,000	STARBUCKS CORP	63 140	25,514 40	189,420 00	2,520	1 33
1,400	TARGET CORP	69 500	46,117 75	97,300 00	2,016	2 07
1,500	3M CO	110 270	121,287 00	165,405 00	3,810	2 30
125	TIME WARNER CABLE INC	95 510	16,292 52	11,938 75	325	2 72
1,500	TRAVELERS COMPANIES, INC	83 720	81,712 50	125,580 00	3,000	2 39
2,500	US BANCORP DEL COM NEW	35 060	54,683 32	87,650 00	1,950	2 22
2,000	UNITED TECHNOLOGIES CORP	94 900	46,740 00	189,800 00	4,280	2 26
1,065	VERIZON COMMUNICATIONS	48 480	33,684 75	51,631 20	2,194	4 25
1,500	WAL MART STORES INC	74.840	80,592 60	112,260 00	2,820	2 51
5,600	WELLS FARGO & CO NEW	40 550	99,099 00	227,080 00	6,720	2 96
TOTAL US LARGE CAP EQUITIES			4,589,320.87	7,190,529.01	171,093	2.38
US SMALL AND MID-CAP EQUITIES						
18	FAIRPOINT COMMUNICATIONS INC		150 49	150 49	0	0 00
5,000	ISHARES S&P MIDCAP 400 INDEX	118 330	298,179 50	591,650 00	7,720	1 30
5,500	ISHARES RUSSELL 2000 VALUE	86 320	293,136 50	474,760 00	10,434	2 20
4,000	ISHARES RUSSELL 2000 INDEX	97 800	222,570 00	391,200 00	6,796	1 74
TOTAL US SMALL AND MID-CAP EQUITIES			814,036 49	1,457,760 49	24,950	1.71
FOREIGN EQUITIES						
6,000	ISHARES MSCI EMERGING MKTS	41 195	215,957 55	247,170 00	4,470	1 81
9,000	ISHARES MSCI EAFE INDEX FUND	60 070	467,239 30	540,630 00	15,831	2 93
1,000	ROYAL DUTCH SHELL PLC SPONS ADR A	66 370	46,892 50	66,370 00	3,060	4 61

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES
 Account Number: 52 00 8431 0 0F
 Date: MAY 31, 2013



Review of Assets

FEIN: 95-753355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
2,000	SPDR MSCI ACWI X U S	32 990	63,940 00	65,980 00	2,030	3 08
1,500	UNILEVER N V N Y SHS NEW	40 780	48,655 05	61,170 00	1,635	2 67
	TOTAL FOREIGN EQUITIES		842,684.40	981,320.00	27,026	2.75
					14,219	1 98
	TOTAL EQUITIES		6,246,041.76	9,629,609.50	237,288	2.29

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

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

MARGARET L SPRAGUE
101 BAYSIDE PLACE
CORONA DEL MAR, CA 92625

OFFICER AS NEEDED
As Req'd

0 0 0

WILLIAM STINEHART JR.
2029 CENTURY PARK E., SUITE 4000
LOS ANGELES, CA 90067

OFFICER AS NEEDED
As Req'd

0 0 0

GRAND TOTALS

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DC IRVINE FOUNDATION 4199 CAMPUS DRIVE IRVINE, CA 92697	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	10,000.
AMERICAN RED CROSS 601 N. GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000.
THE WOODEN FLOOR 1810 NORTH MAIN STREET SANTA ANA, CA 92706-2727	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	4,000.
SECOND HARVEST FOOD BANK OF ORANGE COUNTY 1847 PORT MARGATE PLACE NEWPORT BEACH, CA 92660	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000.
HONG HOSPITAL FOUNDATION 4870 BARRANCA PARKWAY IRVINE, CA 92604	NONE TAX-EXEMPT		QUALIFIED CHARITABLE PURPOSE	150,000.
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE HOLLYWOOD, CA 90027	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

THE GUIBORD CENTER
514 W ADAMS BLVD
LOS ANGELES, CA 90007

QUALIFIED CHARITABLE PURPOSE

10,000.

ORANGE COUNTY MUSEUM OF ART
850 SAN CLEMENTE DRIVE
NEWPORT BEACH, CA 92660

QUALIFIED CHARITABLE PURPOSE

5,000.

CHOC CHILDREN'S FOUNDATION
455 S. MAIN ST.
ORANGE, CA 92868-3874

QUALIFIED CHARITABLE PURPOSE

150,000.

HARVARD-WESTLAKE SCHOOL
700 NORTH FARING ROAD
LOS ANGELES, CA 90077

QUALIFIED CHARITABLE PURPOSE

25,000.

SEGERSTROM CENTER FOR THE ARTS
600 TOWN CENTER DRIVE
COSTA MESA, CA 92626

QUALIFIED CHARITABLE PURPOSE

4,800.

TOTAL CONTRIBUTIONS PAID

361,800.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME

MISCELLANEOUS INCOME/LOSS

18 -6.

TOTALS

-6.

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)	
361,622.		WHITTIER TRUST - LT PROPERTY TYPE: SECURITIES 372,109.				P	VARIOUS -10,487.	VARIOUS
1,342.		WHITTIER TRUST - CAPITAL GAIN DIVIDENDS PROPERTY TYPE: SECURITIES				P	VARIOUS 1,342.	VARIOUS
-456.		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES				P	VARIOUS -456.	VARIOUS
-3,324.		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES				P	VARIOUS -3,324.	VARIOUS
1,319.		BASIS ADJUSTMENT PROPERTY TYPE: SECURITIES				P	VARIOUS 1,319.	VARIOUS
<u>360,503</u>								
TOTAL GAIN (LOSS)							<u>-11,606.</u>	