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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 07-01-2012, and ending 06-30-2013

Name of foundation: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION. A Employer identification number: 20-3510478. B Telephone number: (310) 473-7575. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 85,246,710. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	10,405	11,467	11,467	
	2 Savings and temporary cash investments	1,303,510	3,393,620	3,393,627	
	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 page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)	904,031 <input checked="" type="checkbox"/>	1,202,986	1,131,504	
	b Investments—corporate stock (attach schedule)	43,942,739 <input checked="" type="checkbox"/>	43,779,143	80,143,826	
	c Investments—corporate bonds (attach schedule)	0 <input checked="" type="checkbox"/>	598,650	566,286	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	46,160,685	48,985,866	85,246,710		
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
	29 Retained earnings, accumulated income, endowment, or other funds	46,160,685	48,985,866		
30 Total net assets or fund balances (see page 17 of the instructions)	46,160,685	48,985,866			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	46,160,685	48,985,866			

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	46,160,685
2	Enter amount from Part I, line 27a	2	2,825,181
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	48,985,866
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	48,985,866

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 Additional Data Table			
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	See Additional Data Table			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	3,988,876
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	

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 page 18 of 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	4,173,083	59,982,106	0.069572
2010	12,004,288	64,713,797	0.185498
2009	5,519,329	57,707,649	0.095643
2008	38,014	58,088,475	0.000654
2007	8,007,135	78,025,402	0.102622
2	Total of line 1, column (d).		2 0.453989
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 0.090798
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 76,650,530
5	Multiply line 4 by line 3.		5 6,959,715
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 53,955
7	Add lines 5 and 6.		7 7,013,670
8	Enter qualifying distributions from Part XII, line 4.		8 2,131,028

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 page 18 of the 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	107,909
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	107,909
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	107,909
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	80,220
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	80,220
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	27,689
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 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ <u>0</u> (2) On foundation managers \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of SHUWARGER COMPANY LLP Telephone no (310) 473-7575 Located at 11075 SANTA MONICA BLVD 150 LOS ANGELES CA ZIP +4 90025			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/>			<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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A			

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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
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			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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	76,215,368
b	Average of monthly cash balances.	1b	1,602,429
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	77,817,797
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	77,817,797
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,167,267
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	76,650,530
6	Minimum investment return. Enter 5% of line 5.	6	3,832,527

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	3,832,527
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	107,909
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	107,909
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,724,618
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,724,618
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,724,618

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	2,131,028
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,131,028
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	2,131,028

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				3,724,618
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	4,171,979			
b From 2008.				
c From 2009.	2,666,145			
d From 2010.	8,810,604			
e From 2011.	1,201,900			
f Total of lines 3a through e.	16,850,628			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,131,028</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				2,131,028
e Remaining amount distributed out of corpus		0		
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	1,593,590			1,593,590
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,257,038			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	2,578,389			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,678,649			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.	2,666,145			
c Excess from 2010.	8,810,604			
d Excess from 2011.	1,201,900			
e Excess from 2012.				

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

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

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

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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

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 of the person to whom applications should be addressed
b The form in which applications should be submitted and information and materials they should include
c Any submission deadlines
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> LOUISVILLE HIGH SCHOOL 22300 MULHOLLAND DRIVE WOODLAND HILLS, CA 91364	N/A	PUBLIC	GENERAL PURPOSE	100,000
NEVADA MUSEUM OF ART 160 WEST LIBERTY STREET RENO, NV 89501	N/A	PUBLIC	GENERAL PURPOSE	500,000
ST JOHN'S HEALTH CENTER FOUNDATION 2121 SANTA MONICA BLVD SANTA MONICA, CA 904042091	N/A	PUBLIC	GENERAL PURPOSE	1,500,000
Total				3a 2,100,000
b <i>Approved for future payment</i>				
Total				3b 0

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

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [] Yes [x] No

Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: ***** Date: 2013-08-20 Title: *****

Paid Preparer Use Only Print/Type preparer's name: ROBERT SHUWARGER, Preparer's Signature: ROBERT SHUWARGER, Date: 2013-08-20, Check if self-employed: [x], PTIN: P00085984, Firm's name: SHUWARGER & COMPANY LLP, Firm's address: 11075 SANTA MONICA BL 150 LOS ANGELES, CA 90025, Firm's EIN: 95-4507699, Phone no: (310) 473-7575

TY 2012 Accounting Fees Schedule

Name: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION

EIN: 20-3510478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	61,400	30,700		30,700

**TY 2012 Investments Corporate
Bonds Schedule**

Name: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION

EIN: 20-3510478

Name of Bond	End of Year Book Value	End of Year Fair Market Value
500,000 GENERAL ELEC CAP CORP 6/15/22	598,650	566,286

TY 2012 Investments Corporate Stock Schedule

Name: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION

EIN: 20-3510478

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,301 SHS PFIZER	91,697	120,471
28,000 SHS BARCLAYS BANK PLC AMERICAN DEP SHRS SRS 5 8.125%	700,005	709,240
28,000 SHS FNMA PRFD SERIES T	700,005	208,320
8,000 SHS ING GROUP NV 7.375% PFD	200,005	199,840
586 SHS CARDINAL HEALTH INC	22,934	27,658
371 SHS AMERICAN EXPRESS CO	14,184	27,735
790 SHS CAPITAL ONE FINL CORP	39,244	49,619
670 SHS ENSCO PLC CL A	28,620	38,939
47 SHS LIFEPOINT HOSPITALS INC	1,183	2,294
1,483 SHS FULTON FINANCIAL CORP	13,858	17,024
518 SHS JPMORGAN CHASE & CO	23,318	27,344
507 SHS NEUSTAR INC CLASS A	8,861	24,680
235 SHS VERIZON COMMUNICATIONS	6,736	11,829
55 SHS DOMINION RESOURCES INC	2,405	3,124
1,015 SHS TE CONNECTIVITY LTD REG SHS	26,440	46,222
545 SHS DEVON ENERGY CORP	39,615	28,274
1,315 SHS INTEL CORP	28,289	31,861
1,295 SHS JOHNSON CTLS INC	38,617	46,347
685 SHS QUEST DIAGNOSTICS INC	38,515	41,531
865 SHS TIDEWATER INC	43,897	49,279
5,550 SHS ABB LTD SPONSORED ADR	107,781	120,213
770 SHS ASTRAZENECA PLC SPONSORED ADR	35,174	36,421
1,850 SHS BAE SYS PLC SPONSORED ADR	35,021	42,987
1,280 SHS BAYER AG SPONSORED ADR	87,859	136,316
1,620 SHS BOC HONG KONG HLDGS LTD SPONSORED ADR	96,989	99,627
1,040 SHS BRITISH AMERN TOB PLC SPONSORED ADR	105,747	107,058
4,180 SHS CANADIAN OIL SANDS LTD	87,991	77,164
5,820 SHS DEUTSCHE POST AG SPONS ADR	105,226	144,458
2,160 SHS HSBC HLDGS PLC SPONS ADR	96,487	112,104
6,080 SHS MTN GROUP LTD SPONSORED ADR	105,427	112,693

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000 SHS NESTLE SA SPONSORED ADR REPSTG	121,656	130,952
2,220 SHS NOVARTIS AG SPONSORED ADR	121,486	156,976
6,030 SHS RECKITT BENCKISER GROUP PLC ADR	65,242	85,017
2,830 SHS ROCHE HLDGS LTD SPONSORED ADR	128,668	175,726
1,480 SHS ROYAL DUTCH SHELL PLC SPONSORED ADR	104,621	98,080
3,280 SHS SANOFI SPONS ADR	122,167	168,953
1,170 SHS SIEMENS A G SPONSORED ADR	106,886	118,533
3,470 SHS SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR	87,826	103,146
3,320 SHS TESCO PLC SPON ADR	52,788	50,062
735 SHS TOTAL S A SPONSORED ADR	35,168	35,795
3,130 SHS UNILEVER NV NEW YORK SHS	105,262	123,040
3,270 SHS UNITED OVERSEAS BK LTD SPON ADR	96,465	102,410
4,100 SHS VODAFONE GROUP PLC SPON ADR	113,816	117,855
4,350 SHS ZURICH INS GROUP LTD SPONSORED ADR	97,517	112,639
215 SHS CONOCOPHILLIPS	7,973	13,008
712 SHS EXXON MOBIL CORPORATION	44,576	64,329
179 SHS PHILLIPS 66	4,186	10,545
333 SHS ALTRIA GROUP INC	9,012	11,652
1,333 SHS CAMPBELL SOUP CO	43,356	59,705
223 SHS CHURCH & DWIGHT	9,689	13,761
501 SHS GENERAL MILLS INC	13,937	24,314
339 SHS DAVITA INC	25,934	40,951
480 SHS JOHNSON & JOHNSON	28,184	41,213
348 SHS MEDNAX, INC	22,862	31,870
682 SHS TECHNE CORP	43,609	47,113
1,070 SHS HOME DEPOT	52,230	82,893
670 SHS TARGET CORP	33,012	46,136
978 SHS EQUIFAX INC	37,877	57,634
139 SHS APPLE INC	25,850	55,118
454 SHS INTERNATIONAL BUSINESS MACHINES CORP	49,889	86,764

Name of Stock	End of Year Book Value	End of Year Fair Market Value
745 SHS PITNEY-BOWES	16,719	10,937
312 SHS INVESCO LIMITED	7,758	9,922
31 SHS WHITE MOUNTAINS GROUP INC	16,760	17,823
133 SHS AMERICAN FINANCIAL GROUP INC	5,304	6,505
171 SHS GOLDMAN SACHS GROUP INC	18,676	25,864
717 SHS MORGAN STANLEY GROUP INC	13,116	17,516
729 SHS VALLEY NATIONAL BANCORP	13,264	6,904
847 SHS WELLS FARGO & CO	27,647	34,956
958 SHS WESTAR ENERGY INC	26,504	30,618
730 SHS BUNGE LIMITED SHS	40,527	51,662
1,074 SHS ENDURANCE SPECIALTY HOLDINGS LTD	41,651	55,257
808 SHS FRESH DELMONTE PRODUCE INC	21,818	22,527
1,135 SHS WILLIS GROUP HLDGS PUBLIC LTD CO	40,038	46,285
325 SHS TE CONNECTIVITY LTD REG SHS	12,444	14,801
1,657 SHS ROYAL CARIBBEAN CRUISES LTD	53,739	55,244
383 SHS AGCO CORP DEL	16,613	19,223
1,915 SHS AMTI INC	32,254	45,290
1,582 SHS ARCHER DANIELS MIDLAND CO L	48,882	53,646
11,908 SHS AURICO GOLD INC	70,519	52,038
630 SHS AVNET INC	19,217	21,168
1,105 SHS BB & T CORP	30,435	37,437
1,980 SHS BANK OF NEW YORK MELLON CORP	46,938	55,539
1,165 SHS BENCHMARK ELECTRONICS INC	18,782	23,417
2,233 SHS BOSTON PRIVATE FINL HLDGS INC	22,309	23,759
270 SHS CAPITAL ONE FINL CORP	13,996	16,959
725 SHS CARDINAL HEALTH INC	31,089	34,220
1,820 SHS CISCO SYSTEMS INC	32,363	44,290
655 SHS DARDEN RESTAURANTS INC	30,683	33,064
385 SHS DEVON ENERGY CORP	22,505	19,974
615 SHS DUN & BRADSTREET CORP	49,248	59,932

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,169 SHS FIRST INTST BANCSYSTEM INC	30,952	44,963
1,146 SHS GUESS INC	29,778	35,560
936 SHS HARMAN INTL INDS INC	40,735	50,731
686 SHS HESS CORP	39,203	45,612
1,728 SHS HOSPIRA INC	57,293	66,200
385 SHS HUMANA INC	27,323	32,486
685 SHS INTEL CORP	15,924	16,598
3,495 SHS JETBLUE AIRWAYS CORP	21,141	21,984
300 SHS JOHNSON CTLS INC	8,607	10,737
1,421 SHS KBR INC	43,218	46,183
1,276 SHS KNIGHT TRANSPORTATION	20,883	21,462
652 SHS KOHLS CORP	29,767	32,933
508 SHS LSB INDUSTRIES INC	16,754	15,448
383 SHS MANPOWER GROUP	14,468	20,988
1,024 SHS MARATHON OIL CORP	26,193	35,410
664 SHS MASTEC INC	11,752	21,846
701 SHS MOSAIC CO	35,912	37,721
651 SHS PNC FINL SVCS GROUP INC	38,465	47,471
1,335 SHS PFIZER INC	19,817	37,393
598 SHS PRINCIPAL FINL GROUP INC	21,445	22,395
101 SHS QUEST DIAGNOSTICS INC	5,783	6,124
1,377 SHS RTI INTL METALS INC	32,081	38,157
10,333 SHS RF MICRO DEVICES INC	52,118	55,230
716 SHS RYDER SYS INC	29,288	43,526
3,600 SHS SOUTHWEST AIRLS CO	30,238	46,404
355 SHS TIDEWATER INC	17,896	20,224
837 SHS TITAN MACHY INC	18,673	16,430
1,360 SHS URS CORP	57,323	64,219
322 SHS UNITED STATIONERS INC	10,856	10,803
730 SHS UNIVERSAL FST PRODS INC	24,200	29,142

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,225 SHS WASHINGTON FED INC	20,801	23,128
2,120 SHS RIOCAN REAL ESTATE INVESTMENT TR UNIT	58,827	50,794
4,026 SHS ISHARES TR CORE S&P 500 ETF	616,396	647,703
6,756 SHS ISHARES TR RUSSELL 2000 INDEX FUND	661,358	655,332
5,146 SHS PROSHARES TR PROSHARES ULTRA S&P500	354,878	394,853
6,684 SHS PROSHARES TR PROSHARES ULTRA RUSSELL 2000	407,978	400,372
2,053 SHS AES CORP	24,860	24,615
179 SHS ALEXION PHARMACEUTICALS INC.	8,684	16,511
1,403 SHS ARROW ELECTRONICS	56,541	55,910
392 SHS AT&T INC	10,950	13,877
809 SHS AVNET INC	23,795	27,182
541 SHS CHEVRON CORP	53,131	64,022
2,184 SHS CLEAR CHANNEL OUTDOOR HOLDINGS INCORPORATED	17,033	16,293
892 SHS COCA COLA CO	19,493	35,778
606 SHS COMMERCE BANCSHARES INC	18,550	26,391
777 SHS COMMUNITY HEALTH SYSTEMS INC	37,575	36,426
1,038 SHS COMPUTER SCIENCES CORP	46,113	45,433
121 SHS COPA HOLDINGS SA	11,262	15,866
289 SHS CORE LABORATORIES N V	25,075	43,830
588 SHS CORRECTIONS CORP OF AMERICA	9,751	19,916
221 SHS COVIDIEN PLC	10,019	13,888
109 SHS CROWN CASTLE INTL CORP	6,544	7,891
15 SHS CST BRANDS INC	335	462
1,549 SHS D R HORTON INC	28,279	32,963
3,241 SHS DEAN FOODS CO	27,879	32,475
2,451 SHS E*TRADE FINANCIAL CORPORATION	26,910	31,030
906 SHS GANNET CO	19,626	22,161
464 SHS GATX CORP	13,431	22,008
1,334 SHS GENERAL ELECTRIC COMPANY	28,111	30,935
725 SHS GNC HOLDINGS INCORPORATED	28,435	32,052

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,562 SHS GOLAR LNG LIMITED	55,047	49,812
1,638 SHS GOODYEAR TIRE & RUBBER CO	20,366	25,060
17 SHS GOOGLE INC	11,720	14,966
1,166 SHS HARSCO CORP	24,032	27,040
2,001 SHS HERTZ GLOBAL HOLDINGS INC	45,023	49,625
135 SHS HUBBELL INCORPORATED CLASS B	10,799	13,365
922 SHS HUNTINGTON INGALLS INDUSTRIES WI	49,567	52,075
3,821 SHS ISHARES MSCI EAFE VALUE ETF	190,880	184,860
1,727 SHS ISHARES RUSSELL 2000 GROWTH ETF	195,125	192,578
5,093 SHS ISHARES S&P 500 GROWTH ETF	298,317	427,863
1,545 SHS JABIL CIRCUIT INC	29,837	31,487
1,380 SHS JARDEN CORPORATION	55,266	60,375
248 SHS JDS UNIPHASE CORP	3,775	3,569
663 SHS JOHN WILEY & SONS INC	26,407	26,580
946 SHS KBR INC	26,544	30,745
121 SHS KILROY REALTY CORPORATION REAL ESTATE INVESTMENT TRUST	6,355	6,414
317 SHS KINDER MORGAN INCORPORATED	11,070	12,094
367 SHS KROGER COMPANY	8,018	12,676
631 SHS LENNAR CORP	19,757	22,741
1,105 SHS MASCO CORP	22,272	21,536
5,085 SHS MFA FINANCIAL INC	40,927	42,968
1,382 SHS MYLAN INC	39,949	42,883
876 SHS ORACLE CORPORATION	24,630	26,902
862 SHS OSHKOSH CORPORATION	33,817	32,730
1,603 SHS OWENS ILLINOIS INC	42,599	44,547
1,584 SHS PFIZER INC	37,113	44,368
336 SHS PPG INDUSTRIES	39,922	49,194
2,165 SHS PULTE GROUP INC	37,700	41,070
4,914 SHS R R DONNELLEY & SONS CO	56,702	68,845
169 SHS REGENERON PHARMACEUTICALS INC	22,297	38,005

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,531 SHS RPM INTERNATIONAL INC	40,727	48,900
203 SHS SALES FORCE.COM INC.	7,639	7,751
400 SHS SLM CORP	6,643	9,144
630 SHS TENET HEALTHCARE CORP	30,457	29,043
626 SHS U S BANCORP DEL	15,453	22,630
425 SHS UNITED RENTALS INC	13,757	21,212
1,087 SHS URS CORP	52,680	51,328
142 SHS VALERO ENERGY CORP	3,723	4,937
1,478 SHS VALIDUS HOLDINGS LTD	51,525	53,385
258 SHS WAL MART STORES INC	13,393	19,218
755 SHS WESCO INTERNATIONAL INCORPORATED	46,865	51,310
1,816 SHS WEYERHAEUSER CO	43,330	51,738
510 SHS WHITEWAVE FOODS COMPANY	8,307	8,288
51,040.193 SHS WILMINGTON LARGE-CAP STRATEGY FUND INSTITUTIONAL SHARES	603,245	762,482
444,462.719 SHS WILMINGTON MULTI-MANAGER INTERNATIONAL FUND INSTITUTIONAL SH	3,437,416	3,040,125
11,669.86 SHS WILMINGTON SMALL-CAP STRATEGY FUND INSTITUTIONAL SHARES	150,521	147,740
1,743 SHS WINDSTREAM CORPORATION	18,737	13,439
100.9596 SHS ZOETIS INC	2,505	3,119
27,918.645 SHS RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND 1	252,943	250,430
1,717 SHS ISHARES COHEN & STEERS REIT ETF	110,168	138,425
30,387.779 SHS WILMINGTON MULTI-MANAGER REAL ASSET FUND INSTITUTIONAL SHARE	422,212	431,810
8,000 SHS BANK OF AMERICA PER SERIES J 7.25%	200,003	203,600
690,000 SHS SNAP ON INC	25,971,600	61,672,200
20,000 SHS DOUBLELINE INCOME SOLUTIONS FD	500,000	464,200
ACCRUED DIVIDENDS	0	4,798
2,270 SHS BAE SYS PLC SPONSORED ADR	45,035	52,746
730 SHS BHP BILLITON LTD SPONSORED ADR	52,918	42,092
3,588 SHS COMPANHIA ENERGETICA DE MINAS GERAIS ADR	65,748	32,184
2,820 SHS GDF SUEZ SPON ADR	64,463	55,148
2,545 SHS GLAXOSMITHKLINE PLC SPONS ADR	116,257	127,174

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,145 SHS IMPERIAL TOBACCO GROUP PLC	81,106	79,189
5,800 SHS ISRAEL CHEMICALS LTD ADR	73,440	57,246
4,950 SHS KIRIN HLDGS CO LTD SPONSORED ADR	78,014	77,438
5,230 SHS MANULIFE FINL CORP	78,990	83,785
6,550 SHS MUNICH RE GROUP ADR	94,320	120,389
1,200 SHS LUKOIL CO SPOND ADR SHS	80,276	69,102
2,540 PERUSAHAAN PERSEROAN PERSERO P.T.	87,732	108,560
325 SHS PETROCHINA CO LTD SPONS ADR	46,704	35,968
4,560 SHS SMITHS GROUP PLC SPONS ADR	78,569	90,461
2,420 SHS SATOIL ASA SPONSORED ADR	63,912	50,070
3,350 SHS TAIWAN SEMICONDUCTOR MFG CO SPONSORED ADR	49,712	61,372
915 SHS TOTAL S A SPONSORED ADR	45,887	44,561

**TY 2012 Investments Government
Obligations Schedule**

Name: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION

EIN: 20-3510478

**US Government Securities - End of
Year Book Value:** 1,202,986

**US Government Securities - End of
Year Fair Market Value:** 1,131,504

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2012 Other Expenses Schedule

Name: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION

EIN: 20-3510478

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES-FRANCHISE TAX BOARD	10	0		10
FILING FEES-REGISTRY OF CHARITABLE TRUSTS	150	0		150
BANK CHARGE	337	169		168

TY 2012 Other Income Schedule

Name: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION

EIN: 20-3510478

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	53	53	53

TY 2012 Other Professional Fees Schedule

Name: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION

EIN: 20-3510478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	159,607	159,607		0

TY 2012 Taxes Schedule

Name: TARBLE FOUNDATION FKA LOUISE A TARBLE FOUNDATION

EIN: 20-3510478

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	16,650	16,650		0
EXCISE	77,000	0		0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-024935			
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-020974			
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-020974			
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-024943			
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-024943			
PUBLICLY TRADED SECURITIES-WILMINGTON TRUST #074627-000			
PUBLICLY TRADED SECURITIES-WILMINGTON TRUST #074627-000			
PUBLICLY TRADED SECURITIES-MERRILL LYNCH #7HR-02203			
PUBLICLY TRADED SECURITIES-MERRILL LYNCH #7HR-02203			
PUBLICLY TRADED SECURITIES-MERRILL LYNCH #7HR-02203			
ADJUSTMENT-WASH SALE			
ADJUSTMENT-WASH SALE			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,477,173		11,312,072	165,101
194,436		176,665	17,771
853,119		654,281	198,838
657,592		659,916	-2,324
8		14	-6
1,814,946		1,690,445	124,501
2,144,136		1,731,366	412,770
699,750		713,280	-13,530
201,952		200,003	1,949
5,017,979		1,934,395	3,083,584
190			190
32			32

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			165,101
			17,771
			198,838
			-2,324
			-6
			124,501
			412,770
			-13,530
			1,949
			3,083,584
			190
			32