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**

**For calendar year 2012, or tax year beginning** 7/01 **, 2012, and ending** 6/30 , 2013

THE WHARTON FOUNDATION, INC.
1001 ARBOLADO ROAD
SANTA BARBARA, CA 93103-2037

A Employer identification number 36-6130748

B Telephone number (see the instructions) (805) 845-8861

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, column (c), line 16) ► $ 3,208,362.

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 (att sch) | | | | |
| | 2 Ck ► [X] if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 6. | 6. | | |
| | 4 Dividends and interest from securities | 79,785. | 79,785. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | 165,999. | | | |
| | b Gross sales price for all assets on line 6a 1,129,154. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 165,999. | | |
| | 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/(loss) (att sch) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 **Total.** Add lines 1 through 11 | 245,790. | 245,790. | 0. | |
| OPERATING AND ADMINISTRATIVE EXPENSES | 13 Compensation of officers, directors, trustees, etc | 44,000. | 4,400. | | 28,600. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach sch) SEE ST 1 | 4,300. | 860. | | 3,440. |
| | c Other prof fees (attach sch) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instrs) SEE STM 2 | 6,371. | 3,068. | | 2,324. |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) SEE STATEMENT 3 | 37,183. | 22,910. | | 14,123. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 91,854. | 31,238. | | 48,487. |
| | 25 Contributions, gifts, grants paid STMT 4 | 145,177. | | | 145,177. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 237,031. | 31,238. | 0. | 193,664. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a **Excess of revenue over expenses and disbursements** | 8,759. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 214,552. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 0. | |

RECEIVED FEB 05 2014 OGDEN, UT IRS-OSC

SCANNED FEB 13 2014



914 12

**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 | 3,110. | 34,457. | 34,457. |
| | 2 Savings and temporary cash investments | | | |
| | 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 sch) ► | | | |
| | 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) | | | |
| | b Investments — corporate stock (attach schedule) | | | |
| | 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) STATEMENT 5 | 2,889,995. | 2,859,214. | 3,173,655. |
| | 14 Land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| | 15 Other assets (describe ► SEE STATEMENT 6) | 250. | 250. | 250. |
| | 16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I) | 2,893,355. | 2,893,921. | 3,208,362. |
| **LIABILITIES** | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ► ) | 8,193. | | |
| | 23 **Total liabilities** (add lines 17 through 22) | 8,193. | 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 ► [X] and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 2,885,162. | 2,893,921. | |
| | 30 **Total net assets or fund balances** (see instructions) | 2,885,162. | 2,893,921. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 2,893,355. | 2,893,921. | |

**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 | 2,885,162. |
| 2 | Enter amount from Part I, line 27a | 2 | 8,759. |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 2,893,921. |
| 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 | 2,893,921. |

## 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 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---|---|---|---|---|
| 1a | NORTHERN TRUST-DETAILS AVAIL. UPON REQU. | P | VARIOUS | VARIOUS |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 1,129,154. | | 963,155. | 165,999. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|---|---|---|---|
| a | | | | 165,999. |
| 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 | 165,999. |
| 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 (column (b) divided by column (c)) |
|---|---|---|---|
| 2011 | 159,078. | 3,156,536. | 0.050396 |
| 2010 | 144,932. | 3,269,880. | 0.044323 |
| 2009 | 122,269. | 3,024,118. | 0.040431 |
| 2008 | 89,122. | 3,081,986. | 0.028917 |
| 2007 | 189,416. | 3,581,015. | 0.052895 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.216962 |
| 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 | 0.043392 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 3,240,910. |
| 5 | Multiply line 4 by line 3 | 5 | 140,630. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,146. |
| 7 | Add lines 5 and 6 | 7 | 142,776. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 193,664. |

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)

| | | | |
|---|---|---|---|
| 1 a | 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 instrs) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b | 1 | 2,146. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 2,146. |
| 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 | 2,146. |
| 6 | Credits/Payments: | | |
| a | 2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a 1,360. | | |
| 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 | 1,360. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached | 8 | 6. |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► | 9 | 792. |
| 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 |
|---|---|---|---|---|
| 1 a | 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 the instructions for definition)? | 1b | | X |
| | *If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes* | 3 | | X |
| 4 a | 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 | 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* | 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, column (c), and Part XV* | 7 | X | |
| 8 a | 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 ► JEAN PETTITT Telephone no. ► (805) 845-8861

Located at ► 1001 ARBOLADO ROAD SANTA BARBARA CA ZIP + 4 ► 93103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ► | | | |

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

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

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1 a | 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)? | | 1 b | N/A | |
| | 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? | | 1 c | | 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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ | ☐ Yes ☒ No | | | |
| 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 ) | | 2 b | N/A | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ | | | | |
| 3 a | 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.)* | | 3 b | N/A | |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4 a | | 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? | | 4 b | | 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 | N/A |
| Organizations relying on a current notice regarding disaster assistance check here ► ☐ | | | |
| **c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A | ☐ Yes ☐ No | | |
| *If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)* | | | |
| **6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | ☐ Yes ☒ No | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 6b | X (No) |
| *If 'Yes' to 6b, file Form 8870* | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | ☐ Yes ☒ No | | |
| **b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | | 7b | |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| SEE STATEMENT 7 | | 44,000. | 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 ► 0

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

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

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

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 N/A | |
| 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 N/A | |
| 2 | |
| All other program-related investments See instructions | |
| 3 | |
| **Total.** Add lines 1 through 3 ► | 0. |

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

| | | | | |
|---|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes | | | |
| a | Average monthly fair market value of securities | | 1a | 3,228,042. |
| b | Average of monthly cash balances | | 1b | 62,222. |
| c | Fair market value of all other assets (see instructions) | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | 1d | 3,290,264. |
| 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 | 3,290,264. |
| 4 | Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | | 4 | 49,354. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 3,240,910. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 162,046. |

## 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 | 162,046. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a 2,146. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI ) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 2,146. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | 3 | 159,900. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | |
| 5 | Add lines 3 and 4 | | 5 | 159,900. |
| 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 | 159,900. |

## 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 | 193,664. |
| 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 | 193,664. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 2,146. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 191,518. |

**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 | | | | 159,900. |
| 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 — 11,521. | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 — 3,901. | | | | |
| f **Total** of lines 3a through e | 15,422. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 193,664. | | | | |
| 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 | | | | 159,900. |
| e Remaining amount distributed out of corpus | 33,764. | | | |
| 5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 49,186. | | | |
| 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) | 11,521. | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 37,665. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 — 3,901. | | | | |
| e Excess from 2012 — 33,764. | | | | |

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ► ☐ 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

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| **Total** | | | ► **3a** | |
| **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 | | | 14 | 6. | |
| 4 Dividends and interest from securities | | | 14 | 79,785. | |
| 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 | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 165,999. | |
| 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) | | | | 245,790. | |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 245,790.

(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 ) |
|---|---|
| N/A | |

## 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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

| | | Yes | No |
|---|---|---|---|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1 a (1) | | X |
| (2) Other assets | 1 a (2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1 b (1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1 b (2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1 b (3) | | X |
| (4) Reimbursement arrangements | 1 b (4) | | X |
| (5) Loans or loan guarantees | 1 b (5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1 b (6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 c | | 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 | | | |

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

b If 'Yes,' complete the following schedule

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

**Sign Here**

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

W. Pettit | 1/28/14 | PRESIDENT

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 |
|---|---|---|---|---|
| DAVID R. ALVARADO | DAVID R. ALVARADO | 1/15/14 | | P00146534 |

Firm's name ► PERI & ALVARADO CPAS, INC. Firm's EIN ► 77-0052443

Firm's address ► 360 S. HOPE AVENUE, SUITE C300
SANTA BARBARA, CA 93105 Phone no (805) 563-1049

**STATEMENT 1**
**FORM 990-PF, PART I, LINE 16B**
**ACCOUNTING FEES**

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING AND TAX PREPARATION | $ 4,300. | $ 860. | | $ 3,440. |
| TOTAL | $ 4,300. | $ 860. | $ 0. | $ 3,440. |

**STATEMENT 2**
**FORM 990-PF, PART I, LINE 18**
**TAXES**

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| CA FILING FEES | $ 85. | | | |
| FEDERAL EXCISE TAX | 2,710. | $ 2,710. | | |
| PAYROLL TAX | 3,576. | 358. | | $ 2,324. |
| TOTAL | $ 6,371. | $ 3,068. | $ 0. | $ 2,324. |

**STATEMENT 3**
**FORM 990-PF, PART I, LINE 23**
**OTHER EXPENSES**

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| BOARD MEETINGS | $ 4,478. | $ 896. | | $ 3,582. |
| DUES AND SUBSCRIPTIONS | 1,000. | 200. | | 800. |
| GRANT RESCIND - PY | -1,000. | | | -1,000. |
| INSURANCE | 1,409. | | | 1,409. |
| INVESTMENT FEES | 21,754. | 21,754. | | |
| OFFICE SUPPLIES | 98. | | | 98. |
| PAYROLL PROCESSING | 599. | 60. | | 389. |
| POSTAGE AND DELIVERY | 84. | | | 84. |
| PROGRAM DEVELOPMENT | 7,262. | | | 7,262. |
| SITE VISITS | 1,499. | | | 1,499. |
| TOTAL | $ 37,183. | $ 22,910. | $ 0. | $ 14,123. |

**STATEMENT 4**
**FORM 990-PF, PART I, LINE 25**
**CONTRIBUTIONS, GIFTS, AND GRANTS**

CASH GRANTS AND ALLOCATIONS

| | |
|---|---|
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND |
| DONEE'S NAME: | FDTN FOR SBCC RUNNING START |
| DONEE'S ADDRESS: | SANTA BARBARA, CA |
| RELATIONSHIP OF DONEE: | NONE |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY |

**STATEMENT 4 (CONTINUED)**
**FORM 990-PF, PART I, LINE 25**
**CONTRIBUTIONS, GIFTS, AND GRANTS**

| | | |
|---|---|---|
| AMOUNT GIVEN: | | $ 10,000. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | FNDN ROUNDTABLE PTSHP FOR EXCELLENCE | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 1,000. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | JUST COMMUNITIES | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 10,000. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | UC FDTN GEVIRTZ GRAD. SCH. OF EDUC. | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 3,000. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | SANTA BARBARA MUSEUM OF NATURAL HISTORY | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 10,000. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | SANTA BARBARA SCHOOL DIST. SCIENCE INITI | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 42,000. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | STRIVE CARPINTERIA | |
| DONEE'S ADDRESS: | CARPINTERIA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 1,000. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | UC FDTN UCSB-ADELANTE MATHEMATICS | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |

**STATEMENT 4 (CONTINUED)**
**FORM 990-PF, PART I, LINE 25**
**CONTRIBUTIONS, GIFTS, AND GRANTS**

| | | |
|---|---|---|
| AMOUNT GIVEN: | | $ 17,000. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | UNITED WAY OF TREASURE VALLEY-TVE | |
| DONEE'S ADDRESS: | BOISE, ID | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 30,402. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | UC REGENTS LAWRENCE HALL OF SCIENCE | |
| DONEE'S ADDRESS: | BERKELEY, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 2,700. |
| CLASS OF ACTIVITY: | BOARD DESIGNATED FUND | |
| DONEE'S NAME: | JR TTEE FD U OF WASH. COLLEGE OF EDUC. | |
| DONEE'S ADDRESS: | SEATTLE, WA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 6,000. |
| CLASS OF ACTIVITY: | TRUSTEE FUND | |
| DONEE'S NAME: | ANTI-DEFAMATION LEAGUE EDUC. PROGRAMS | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 1,000. |
| CLASS OF ACTIVITY: | TRUSTEE FUND | |
| DONEE'S NAME: | BOISE PUBLIC SCHOOLS FDTN | |
| DONEE'S ADDRESS: | BOISE, ID | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 1,000. |
| CLASS OF ACTIVITY: | TRUSTEE FUND | |
| DONEE'S NAME: | GRAND CANYON YOUTH | |
| DONEE'S ADDRESS: | FLAGSTAFF, AZ | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 1,000. |
| CLASS OF ACTIVITY: | TRUSTEE FUND | |
| DONEE'S NAME: | MOUNTAIN VIEW PARENT NURSERY | |
| DONEE'S ADDRESS: | MOUNTAIN VIEW, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |

**STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

| | | |
|---|---|---|
| AMOUNT GIVEN: | | $ 1,000. |
| | | |
| CLASS OF ACTIVITY: | TRUSTEE FUND | |
| DONEE'S NAME: | UNIV. OF NEBRASKA SCHOLARSHIP FUND | |
| DONEE'S ADDRESS: | LINCOLN, NE | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 1,000. |
| | | |
| CLASS OF ACTIVITY: | MATCHING FUND | |
| DONEE'S NAME: | NATIONAL MS SOCIETY GREATER WASHINGTON | |
| DONEE'S ADDRESS: | SEATTLE, WA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 75. |
| | | |
| CLASS OF ACTIVITY: | MATCHING FUND | |
| DONEE'S NAME: | ROMANIA LEADERSHIP MINISTRIES | |
| DONEE'S ADDRESS: | WHEATON, IL | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 3,000. |
| | | |
| CLASS OF ACTIVITY: | MATCHING FUND | |
| DONEE'S NAME: | SANTA BARBARA GENEALOGY SOCIETY | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 3,000. |
| | | |
| CLASS OF ACTIVITY: | MATCHING FUND | |
| DONEE'S NAME: | SANSUM MEDICAL RESEARCH INSTITUTE | |
| DONEE'S ADDRESS: | SANTA BARBARA, CA | |
| RELATIONSHIP OF DONEE: | NONE | |
| ORGANIZATIONAL STATUS OF DONEE: | PUBLIC CHARITY | |
| AMOUNT GIVEN: | | 1,000. |
| | TOTAL | $ 145,177. |

**STATEMENT 5**
**FORM 990-PF, PART II, LINE 13**
**INVESTMENTS - OTHER**

| OTHER INVESTMENTS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| SEE STATEMENT A ATTACHED | COST | $ 2,859,214. | $ 3,173,655. |
| | TOTAL | $ 2,859,214. | $ 3,173,655. |

**STATEMENT 6**
**FORM 990-PF, PART II, LINE 15**
**OTHER ASSETS**

| | | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| DUE FROM GOVT | | $ 250. | $ 250. |
| | TOTAL | $ 250. | $ 250. |

**STATEMENT 7**
**FORM 990-PF, PART VIII, LINE 1**
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED | COMPEN-SATION | CONTRI-BUTION TO EBP & DC | EXPENSE ACCOUNT/ OTHER |
|---|---|---|---|---|
| J.W. PETTITT<br>C/O 1001 ARBOLADO ROAD<br>SANTA BARBARA, CA 93103 | PRESIDENT<br>30.00 | $ 44,000. | $ 0. | $ 0. |
| S.D. PETTITT<br>C/O 1001 ARBOLADO RD.<br>SANTA BARBARA, CA 93103 | DIRECTOR<br>2.00 | 0. | 0. | 0. |
| K. SCHAFER<br>C/O 1001 ARBOLADO RD.<br>SANTA BARBARA, CA 93103 | DIRECTOR<br>2.00 | 0. | 0. | 0. |
| J. EDWARDS<br>C/O 1001 ARBOLADO RD.<br>SANTA BARBARA, CA 93103 | TREASURER<br>5.00 | 0. | 0. | 0. |
| E.W. PETERSON<br>C/O 1001 ARBOLADO RD.<br>SANTA BARBARA, CA 93103 | DIRECTOR<br>2.00 | 0. | 0. | 0. |
| J. MEISEL<br>C/O 1001 ARBOLADO RD.<br>SANTA BARBARA, CA 93103 | SECRETARY<br>2.00 | 0. | 0. | 0. |

**STATEMENT 7 (CONTINUED)**
**FORM 990-PF, PART VIII, LINE 1**
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED | COMPEN-SATION | CONTRI-BUTION TO EBP & DC | EXPENSE ACCOUNT/ OTHER |
|---|---|---|---|---|
| W. PETTITT<br>C/O 1001 ARBOLADO RD.<br>SANTA BARBARA, CA 93103 | VICE PRESIDENT<br>2.00 | $ 0. | $ 0. | $ 0. |
| | TOTAL | $ 44,000. | $ 0. | $ 0. |

**STATEMENT 8**
**FORM 990-PF, PART XV, LINE 2A-D**
**APPLICATION SUBMISSION INFORMATION**

| | |
|---|---|
| NAME OF GRANT PROGRAM: | |
| NAME: | THE WHARTON FOUNDATION, INC. |
| CARE OF: | MS. JEAN PETTITT |
| STREET ADDRESS: | 1001 ARBOLADO ROAD |
| CITY, STATE, ZIP CODE: | SANTA BARBARA, CA 93103 |
| TELEPHONE: | (805) 845-8861 |
| E-MAIL ADDRESS: | |
| FORM AND CONTENT: | LETTER, VIA MAIL, FAX OR EMAIL, DESCRIBING THE PROJECT AND IT'S COST, AMOUNT OF FUNDS REQUESTED, GENERAL BACKGROUND OF THE ORGANIZATION AND THE PURPOSE AND OBJECTIVES OF THE PROJECT TO BE FUNDED. COPY OF MOST RECENT IRS LETTER OF TAX EXEMPT STATUS MUST BE INCLUDED. |
| SUBMISSION DEADLINES: | JANUARY |
| RESTRICTIONS ON AWARDS: | NONE |

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/13

*Portfolio Statement*
30 JUN 2013

Account number [redacted]
Account Name WHARTON FOUNDATION



# Asset Detail - Base Currency

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **Australia - USD** | | | | | | | |
| ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108<br>BHP | | | | | | | |
| 200 00 | 57 6600000 | 0 00 | 11,532 00 | 14,675 93 | - 3,143 93 | 0 00 | - 3,143 93 |
| Total USD | | 0 00 | 11,532 00 | 14,675 93 | - 3,143 93 | 0 00 | - 3,143 93 |
| Total Australia | | 0 00 | 11,532 00 | 14,675 93 | - 3,143 93 | 0 00 | - 3,143 93 |
| **United States - USD** | | | | | | | |
| AMERICAN EXPRESS CO CUSIP 025816109 | | | | | | | |
| 455 00 | 74 7600000 | 0 00 | 34,015 80 | 21,937 73 | 12,078 07 | 0 00 | 12,078 07 |
| AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103 | | | | | | | |
| 265 00 | 41 2300000 | 0 00 | 10,925 95 | 8,857 50 | 2,068 45 | 0 00 | 2,068 45 |
| AMGEN INC COM CUSIP 031162100 | | | | | | | |
| 250 00 | 98 6600000 | 0 00 | 24,665 00 | 18,678 17 | 5,986 83 | 0 00 | 5,986 83 |
| APPLE INC COM STK CUSIP 037833100 | | | | | | | |
| 135 00 | 396 0800000 | 0 00 | 53,470 80 | 34,468 56 | 19,002 24 | 0 00 | 19,002 24 |
| C R BARD CUSIP 067383109 | | | | | | | |
| 175 00 | 108 6800000 | 0 00 | 19,019 00 | 17,239 25 | 1,779 75 | 0 00 | 1,779 75 |
| CHEVRON CORP COM CUSIP 166764100<br>CVX | | | | | | | |
| 300.00 | 118 3400000 | 0 00 | 35,502 00 | 27,529 34 | 7,972 66 | 0 00 | 7,972 66 |
| CISCO SYSTEMS INC CUSIP 17275R102 | | | | | | | |
| 1,200 00 | 24 3100000 | 0 00 | 29,172 00 | 25,072 44 | 4,099 56 | 0 00 | 4,099 56 |
| CITRIX SYS INC COM CUSIP 177376100 | | | | | | | |
| 200 00 | 60 3300000 | 0 00 | 12,066 00 | 11,697 73 | 368 27 | 0 00 | 368 27 |

**Northern Trust**

*Generated by Northern Trust from reviewed periodic data on 12 Jul 13*

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 6/30/13



# Asset Detail - Base Currency

## Equities

### Common stock

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued income/expense | Market value | Cost | Unrealized gain/loss Market | Unrealized gain/loss Translation | Total |
|---|---|---|---|---|---|---|---|
| COCA COLA CO COM CUSIP· 191216100 | | | | | | | |
| 750 00 | 40.1100000 | 210.00 | 30,082.50 | 25,422.75 | 4,659.75 | 0.00 | 4,659 75 |
| COSTCO WHOLESALE CORP NEW COM CUSIP. 22160K105 | | | | | | | |
| 275 00 | 110.5700000 | 0 00 | 30,406.75 | 20,540.17 | 9,866 58 | 0 00 | 9,866.58 |
| COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP: G2554F113 | | | | | | | |
| 200.00 | 62 8400000 | 0.00 | 12,568.00 | 9,821 78 | 2,746 22 | 0.00 | 2,746.22 |
| CVS CAREMARK CORP COM STK CUSIP 126650100<br>CVS | | | | | | | |
| 550 00 | 57 1800000 | 0 00 | 31,449 00 | 26,003 26 | 5,445.74 | 0 00 | 5,445 74 |
| DANAHER CORP COM CUSIP. 235851102 | | | | | | | |
| 645 00 | 63 3000000 | 16.12 | 40,828 50 | 20,708 61 | 20,119.89 | 0.00 | 20,119.89 |
| DU PONT E I DE NEMOURS & CO COM STK CUSIP: 263534109 | | | | | | | |
| 400.00 | 52 5000000 | 0.00 | 21,000 00 | 17,908 23 | 3,091 77 | 0 00 | 3,091.77 |
| EATON CORP PLC COM USD0.50 CUSIP G29183103 | | | | | | | |
| 350 00 | 65 8100000 | 0 00 | 23,033.50 | 18,166.96 | 4,866.54 | 0 00 | 4,866.54 |
| EMC CORP COM CUSIP 268648102<br>EMC | | | | | | | |
| 1,200 00 | 23.6200000 | 120 00 | 28,344 00 | 27,230 76 | 1,113 24 | 0 00 | 1,113.24 |
| EMERSON ELECTRIC CO COM CUSIP. 291011104 | | | | | | | |
| 375 00 | 54 5400000 | 0 00 | 20,452 50 | 21,408.75 | - 956 25 | 0 00 | - 956.25 |
| EXELON CORP COM CUSIP 30161N101 | | | | | | | |
| 600 00 | 30 8800000 | 0 00 | 18,528.00 | 22,121 85 | - 3,593 85 | 0 00 | - 3,593 85 |
| EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108 | | | | | | | |
| 450 00 | 61 6900000 | 0 00 | 27,760.50 | 23,737 85 | 4,022.65 | 0 00 | 4,022 65 |

Northern Trust

Generated by Northern Trust from reviewed periodic data on 12 Jul 13

STATEMENT A

# Asset Detail - Base Currency



| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equities*** | | | | | | | |
| **Common stock** | | | | | | | |
| EXXON MOBIL CORP COM CUSIP 30231G102 | | | | | | | |
| 475.00 | 90 3500000 | 0.00 | 42,916 25 | 36,589 93 | 6,326 32 | 0 00 | 6,326.32 |
| FRKLN RES INC COM CUSIP: 354613101 | | | | | | | |
| 180 00 | 136 0200000 | 52 20 | 24,483 60 | 18,435 60 | 6,048 00 | 0.00 | 6,048.00 |
| GENERAL ELECTRIC CO CUSIP· 369604103<br>GE | | | | | | | |
| 1,300 00 | 23 1900000 | 247.00 | 30,147 00 | 28,942.60 | 1,204 40 | 0 00 | 1,204.40 |
| GOOGLE INC CL A CL A CUSIP. 38259P508 | | | | | | | |
| 40 00 | 880 3700000 | 0 00 | 35,214.80 | 21,364.90 | 13,849.90 | 0.00 | 13,849.90 |
| HOME DEPOT INC COM CUSIP 437076102 | | | | | | | |
| 625 00 | 77 4700000 | 0 00 | 48,418 75 | 30,461.82 | 17,956 93 | 0.00 | 17,956.93 |
| INTEL CORP COM CUSIP 458140100<br>INTC | | | | | | | |
| 700.00 | 24.2200000 | 0.00 | 16,954 00 | 18,256.00 | - 1,302 00 | 0.00 | - 1,302 00 |
| INTERCONTINENTALEXCHANGE INC COM CUSIP: 45865V100 | | | | | | | |
| 125.00 | 177 7600000 | 0 00 | 22,220 00 | 16,996.75 | 5,223 25 | 0.00 | 5,223 25 |
| INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101<br>IBM | | | | | | | |
| 100 00 | 191 1100000 | 0 00 | 19,111 00 | 14,418 70 | 4,692 30 | 0 00 | 4,692.30 |
| JPMORGAN CHASE & CO COM CUSIP 46625H100<br>JPM | | | | | | | |
| 800 00 | 52.7900000 | 0 00 | 42,232.00 | 32,316.57 | 9,915 43 | 0 00 | 9,915 43 |
| MC DONALDS CORP COM CUSIP· 580135101 | | | | | | | |
| 300 00 | 99 0000000 | 0 00 | 29,700 00 | 27,724 85 | 1,975 15 | 0 00 | 1,975.15 |
| MERCK & CO INC NEW COM CUSIP: 58933Y105 | | | | | | | |
| 700 00 | 46 4500000 | 301.00 | 32,515 00 | 31,184.95 | 1,330.05 | 0 00 | 1,330 05 |

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/13

## Asset Detail - Base Currency



| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market pnce | Accrued<br>income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Unrealized gain/loss<br>Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equities*** | | | | | | | |
| **Common stock** | | | | | | | |
| METLIFE INC COM CUSIP 59156R108 | | | | | | | |
| 450 00 | 45 7600000 | 0 00 | 20,592.00 | 17,301 51 | 3,290 49 | 0 00 | 3,290 49 |
| NATIONAL OILWELL VARCO COM STK CUSIP 637071101<br>NOV | | | | | | | |
| 275 00 | 68 9000000 | 0 00 | 18,947 50 | 13,887.19 | 5,060.31 | 0.00 | 5,060.31 |
| NIKE INC CL B CUSIP. 654106103 | | | | | | | |
| 280 00 | 63 6800000 | 58 80 | 17,830.40 | 10,503 39 | 7,327.01 | 0 00 | 7,327.01 |
| NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP: H5833N103 | | | | | | | |
| 550 00 | 37 5800000 | 0 00 | 20,669 00 | 21,615 00 | - 946.00 | 0.00 | - 946 00 |
| NORFOLK SOUTHN CORP COM CUSIP. 655844108 | | | | | | | |
| 300 00 | 72 6500000 | 0 00 | 21,795 00 | 21,195 99 | 599.01 | 0 00 | 599 01 |
| NUCOR CORP COM CUSIP. 670346105 | | | | | | | |
| 250 00 | 43 3200000 | 91 87 | 10,830 00 | 11,285 10 | - 455 10 | 0.00 | - 455 10 |
| OMNICOM GROUP INC COM CUSIP 681919106 | | | | | | | |
| 400.00 | 62 8700000 | 160 00 | 25,148.00 | 18,108 19 | 7,039.81 | 0.00 | 7,039 81 |
| ORACLE CORP COM CUSIP. 68389X105<br>ORCL | | | | | | | |
| 700 00 | 30.7200000 | 0 00 | 21,504 00 | 20,684 57 | 819 43 | 0.00 | 819.43 |
| PFIZER INC COM CUSIP: 717081103 | | | | | | | |
| 1,500 00 | 28 0100000 | 0.00 | 42,015 00 | 37,109 34 | 4,905 66 | 0 00 | 4,905.66 |
| PRECISION CASTPARTS CORP COM CUSIP 740189105 | | | | | | | |
| 100 00 | 226 0100000 | 3.00 | 22,601 00 | 16,850 98 | 5,750.02 | 0.00 | 5,750.02 |
| PROCTER & GAMBLE COM NPV CUSIP 742718109 | | | | | | | |
| 200 00 | 76 9900000 | 0 00 | 15,398 00 | 12,411 26 | 2,986 74 | 0.00 | 2,986 74 |



STATEMENT A

## Asset Detail - Base Currency

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equities*** | | | | | | | |
| **Common stock** | | | | | | | |
| QUALCOMM INC COM CUSIP 747525103<br>QCOM | | | | | | | |
| 600 00 | 61.0800000 | 0 00 | 36,648 00 | 32,917.93 | 3,730 07 | 0 00 | 3,730 07 |
| SCHLUMBERGER LTD COM COM CUSIP: 806857108 | | | | | | | |
| 250.00 | 71.6600000 | 78.12 | 17,915 00 | 18,392.20 | - 477 20 | 0.00 | - 477 20 |
| SIMON PROPERTY GROUP INC COM CUSIP 828806109 | | | | | | | |
| 150 00 | 157.9200000 | 0 00 | 23,688 00 | 15,890 84 | 7,797.16 | 0 00 | 7,797.16 |
| ST JUDE MED INC COM CUSIP. 790849103 | | | | | | | |
| 400 00 | 45 6300000 | 100 00 | 18,252.00 | 17,148 03 | 1,103 97 | 0 00 | 1,103.97 |
| STARBUCKS CORP COM CUSIP 855244109 | | | | | | | |
| 400 00 | 65.4900000 | 0.00 | 26,196.00 | 20,943.00 | 5,253 00 | 0 00 | 5,253 00 |
| UNITED TECHNOLOGIES CORP COM CUSIP: 913017109 | | | | | | | |
| 180 00 | 92.9400000 | 0 00 | 16,729 20 | 10,007 65 | 6,721.55 | 0 00 | 6,721.55 |
| UNITEDHEALTH GROUP INC COM CUSIP 91324P102<br>UNH | | | | | | | |
| 400 00 | 65.4800000 | 0 00 | 26,192 00 | 16,786.23 | 9,405.77 | 0 00 | 9,405 77 |
| US BANCORP CUSIP 902973304<br>USB | | | | | | | |
| 730 00 | 36 1500000 | 167.90 | 26,389 50 | 21,064 99 | 5,324.51 | 0 00 | 5,324 51 |
| V F CORP COM CUSIP 918204108 | | | | | | | |
| 200.00 | 193.0600000 | 0 00 | 38,612.00 | 23,933 33 | 14,678 67 | 0.00 | 14,678.67 |
| VERIZON COMMUNICATIONS COM CUSIP 92343V104<br>VZ | | | | | | | |
| 300 00 | 50 3400000 | 0 00 | 15,102.00 | 11,116 73 | 3,985.27 | 0 00 | 3,985 27 |
| WALT DISNEY CO CUSIP. 254687106 | | | | | | | |
| 375.00 | 63 1500000 | 0 00 | 23,681 25 | 12,693 80 | 10,987 45 | 0 00 | 10,987.45 |

# Asset Detail - Base Currency

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>Income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equities*** | | | | | | | |
| **Common stock** | | | | | | | |
| WELLS FARGO & CO NEW COM STK CUSIP 949746101<br>WFC | | | | | | | |
| 1,035 00 | 41.2700000 | 0 00 | 42,714 45 | 30,482.39 | 12,232 06 | 0 00 | 12,232.06 |
| WHOLE FOODS MKT INC COM CUSIP 966837106 | | | | | | | |
| 500 00 | 51 4800000 | 0 00 | 25,740 00 | 13,635 13 | 12,104 87 | 0.00 | 12,104 87 |
| Total USD | | 1,606 01 | 1,422,391.50 | 1,121,209.13 | 301,182 37 | 0 00 | 301,182.37 |
| Total United States | | 1,606 01 | 1,422,391 50 | 1,121,209 13 | 301,182 37 | 0 00 | 301,182.37 |
| **Total Common Stock** | | | | | | | |
| **24,845.00** | | **1,606.01** | **1,433,923.50** | **1,135,885.06** | **298,038.44** | **0.00** | **298,038.44** |
| **Funds - common stock** | | | | | | | |
| **Emerging Markets-Region - USD** | | | | | | | |
| MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP. 665162582 | | | | | | | |
| 25,986 33 | 10.6000000 | 0.00 | 275,455 09 | 267,764 59 | 7,690 50 | 0 00 | 7,690 50 |
| MFO DFA EMERGING MARKETS VALUE CUSIP· 233203587 | | | | | | | |
| 2,987.20 | 26 2900000 | 0 00 | 78,533.48 | 89,114 00 | - 10,580.52 | 0.00 | - 10,580.52 |
| Total USD | | 0 00 | 353,988 57 | 356,878 59 | - 2,890 02 | 0.00 | - 2,890 02 |
| Total Emerging Markets Region | | 0 00 | 353,988 57 | 356,878 59 | - 2,890.02 | 0 00 | - 2,890 02 |
| **International Region - USD** | | | | | | | |
| MFB NORTHN INTL EQTY INDEX FD CUSIP. 665130209 | | | | | | | |
| 15,423 92 | 10 6800000 | 0 00 | 164,727.46 | 153,251.87 | 11,475 59 | 0.00 | 11,475 59 |
| Total USD | | 0.00 | 164,727 46 | 153,251.87 | 11,475 59 | 0.00 | 11,475.59 |

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/13



## Asset Detail - Base Currency

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued income/expense | Market value | Cost | Unrealized gain/loss Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equities*** | | | | | | | |
| **Funds - common stock** | | | | | | | |
| Total International Region | | 0 00 | 164,727.46 | 153,251.87 | 11,475.59 | 0.00 | 11,475 59 |
| **United States - USD** | | | | | | | |
| MFB NORTHERN FUNDS SMALL CAP INDEX FD CUSIP 665162723 | | | | | | | |
| 8,003 92 | 10 7300000 | 0 00 | 85,882.06 | 63,643 13 | 22,238 93 | 0.00 | 22,238 93 |
| MFB NORTHERN FUNDS SMALL CAP VALUE FD CUSIP. 665162400 | | | | | | | |
| 3,620 36 | 18 8800000 | 0 00 | 68,352 39 | 43,645.32 | 24,707 07 | 0.00 | 24,707.07 |
| Total USD | | 0 00 | 154,234.45 | 107,288.45 | 46,946.00 | 0.00 | 46,946.00 |
| Total United States | | 0.00 | 154,234.45 | 107,288 45 | 46,946.00 | 0 00 | 46,946 00 |
| **Total Funds - Common Stock** | | | | | | | |
| **56,021.73** | | **0.00** | **672,950.48** | **617,418.91** | **55,531.57** | **0.00** | **55,531.57** |
| **Funds - equities etf** | | | | | | | |
| **International Region - USD** | | | | | | | |
| MFC FLEXSHARES TR MORNINGSTAR DEVELOPED MARKETS EX US FACTOR TILT INDEX FD CUSIP. 33939L803 | | | | | | | |
| 1,650 00 | 53 7800000 | 0 00 | 88,737 00 | 94,578 00 | - 5,841 00 | 0 00 | - 5,841.00 |
| Total USD | | 0 00 | 88,737.00 | 94,578.00 | - 5,841.00 | 0.00 | - 5,841 00 |
| Total International Region | | 0.00 | 88,737.00 | 94,578 00 | - 5,841 00 | 0.00 | - 5,841 00 |
| **United States - USD** | | | | | | | |
| MFC FLEXSHARES TR MORNINGSTAR US MKT FACTOR TILT INDEX FD CUSIP: 33939L100 | | | | | | | |
| 1,000 00 | 68 6500000 | 0 00 | 68,650.00 | 68,699 80 | - 49.80 | 0 00 | - 49 80 |



STATEMENT A

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/13



## Asset Detail - Base Currency

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>Income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Unrealized gain/loss<br>Translation | Unrealized gain/loss<br>Total |
|---|---|---|---|---|---|---|---|
| ***Equities*** | | | | | | | |
| **Funds - equities etf** | | | | | | | |
| Total USD | | 0 00 | 68,650 00 | 68,699.80 | - 49 80 | 0.00 | - 49 80 |
| Total United States | | 0 00 | 68,650 00 | 68,699.80 | - 49 80 | 0.00 | - 49 80 |
| **Total Funds - Equities ETF** | | | | | | | |
| **2,650.00** | | **0.00** | **157,387.00** | **163,277.80** | **- 5,890.80** | **0.00** | **- 5,890.80** |
| **Total Equities** | | | | | | | |
| **83,516.73** | | **1,606.01** | **2,264,260.98** | **1,916,581.77** | **347,679.21** | **0.00** | **347,679 21** |

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Unrealized gain/loss<br>Translation | Unrealized gain/loss<br>Total |
|---|---|---|---|---|---|---|---|
| ***Fixed Income*** | | | | | | | |
| **Government agencies** | | | | | | | |
| **United States - USD** | | | | | | | |
| FHLMC DEB DTD 10/17/2003 4.875 | 11-15-2013 | CUSIP 3134A4UK8 | | | | | |
| 5,000 00 | 101 7841000 | 31 14 | 5,089 20 | 5,098 49 | - 9 29 | 0 00 | - 9.29 |
| Issue Date 17 Oct 03 Rate 4 875% Yield to Maturity 0.196% Maturity Date 15 Nov 13 | | | | | | | |
| FNMA NT 4.625 10-15-2013 | CUSIP. 31359MTG8 | | | | | | |
| 5,000.00 | 101 2977000 | 48 81 | 5,064.88 | 5,056 24 | 8 64 | 0 00 | 8 64 |
| Issue Date 26 Sep 03 Rate 4 625% Yield to Maturity: 0 223% Maturity Date 15 Oct 13 | | | | | | | |
| Total USD | | 79 95 | 10,154.08 | 10,154.73 | - 0 65 | 0 00 | - 0 65 |
| Total United States | | 79 95 | 10,154 08 | 10,154 73 | - 0 65 | 0.00 | - 0.65 |



STATEMENT A

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/13



# Asset Detail - Base Currency

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>Income/expense | Market value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| ***Fixed Income*** | | | | | | | |
| **Government agencies** | | | | | | | |
| **Total Government Agencies** | | | | | | | |
| **10,000 00** | | **79.95** | **10,154.08** | **10,154.73** | **- 0.65** | **0.00** | **- 0.65** |
| **Funds - government agencies** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFB NORTHN FDS SHORT BD FD CUSIP 665162368 | | | | | | | |
| 12,806 69 | 18.9900000 | 0 00 | 243,199 04 | 247,039 46 | - 3,840 42 | 0 00 | - 3,840 42 |
| MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700 | | | | | | | |
| 26,630 84 | 10 7600000 | 487 00 | 286,547.83 | 297,688 13 | - 11,140 30 | 0 00 | - 11,140 30 |
| Total USD | | 487 00 | 529,746 87 | 544,727 59 | - 14,980 72 | 0 00 | - 14,980 72 |
| Total United States | | 487.00 | 529,746 87 | 544,727 59 | - 14,980.72 | 0 00 | - 14,980 72 |
| **Total Funds - Government Agencies** | | | | | | | |
| **39,437.53** | | **487.00** | **529,746.87** | **544,727.59** | **- 14,980.72** | **0.00** | **- 14,980.72** |
| **Corporate bonds** | | | | | | | |
| **United States - USD** | | | | | | | |
| LOWES COS INC 6 1% DUE 09-15-2017 CUSIP. 548661CN5 | | | | | | | |
| 50,000 00 | 116 2473000 | 898.05 | 58,123 65 | 51,020 50 | 7,103 15 | 0 00 | 7,103 15 |
| Issue Date· 11 Sep 07 Rate 6 1% Call Date· 14 Sep 17 Call Price 100 00 Yield to Matunty 2 054% Maturity Date 15 Sep 17 | | | | | | | |
| MORGAN STANLEY 4.75% DUE 04-01-2014 CUSIP 61748AAE6 | | | | | | | |
| 5,000 00 | 102 1730000 | 59 37 | 5,108 65 | 4,955 60 | 153 05 | 0 00 | 153.05 |
| Issue Date. 30 Mar 04 Rate 4 75% Yield to Maturity· 1 848% Maturity Date. 1 Apr 14 | | | | | | | |

**Northern Trust**

*Generated by Northern Trust from reviewed periodic data on 12 Jul 13*

STATEMENT A

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/13

Portfolio Statement

## Asset Detail - Base Currency



| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| *Fixed Income* | | | | | | | |
| **Corporate bonds** | | | | | | | |
| Total USD | | 957 42 | 63,232 30 | 55,976 10 | 7,256 20 | 0 00 | 7,256.20 |
| Total United States | | 957.42 | 63,232 30 | 55,976 10 | 7,256.20 | 0 00 | 7,256 20 |
| **Total Corporate Bonds** | | | | | | | |
| **55,000.00** | | **957.42** | **63,232.30** | **55,976.10** | **7,256.20** | **0.00** | **7,256.20** |
| **Government mortgage backed securities** | | | | | | | |
| **United States - USD** | | | | | | | |
| FNMA POOL #535982 7 5% DUE 05-01-2031 REG CUSIP 31384WM72 | | | | | | | |
| 211 23 | 115 0106000 | 1 32 | 242.93 | 215 99 | 26 94 | 0.00 | 26 94 |
| Issue Date 1 May 01 Rate· 7 5% Yield to Maturity 3 004% Maturity Date 1 May 31 | | | | | | | |
| Total USD | | 1 32 | 242.93 | 215 99 | 26 94 | 0 00 | 26 94 |
| Total United States | | 1 32 | 242 93 | 215 99 | 26 94 | 0 00 | 26 94 |
| **Total Government Mortgage Backed Securities** | | | | | | | |
| **211 23** | | **1.32** | **242.93** | **215.99** | **26.94** | **0.00** | **26.94** |
| **Funds - fixed income etf** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFC ISHARES INTERMEDIATE CREDIT BOND ETF CUSIP· 464288638 | | | | | | | |
| 1,500 00 | 107.7500000 | 0 00 | 161,625 00 | 164,318 00 | - 2,693 00 | 0 00 | - 2,693 00 |
| Total USD | | 0 00 | 161,625 00 | 164,318 00 | - 2,693 00 | 0 00 | - 2,693.00 |

**Northern Trust**

*Generated by Northern Trust from reviewed periodic data on 12 Jul 13*

STATEMENT A

## Asset Detail - Base Currency

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Fixed Income*** | | | | | | | |
| **Funds - fixed income etf** | | | | | | | |
| Total United States | | 0.00 | 161,625 00 | 164,318 00 | - 2,693.00 | 0 00 | - 2,693 00 |
| **Total Funds - Fixed Income ETF** | | | | | | | |
| **1,500.00** | | **0.00** | **161,625 00** | **164,318.00** | **- 2,693.00** | **0.00** | **- 2,693.00** |
| **Total Fixed Income** | | | | | | | |
| **106,148.76** | | **1,525.69** | **765,001.18** | **775,392.41** | **- 10,391.23** | **0.00** | **- 10,391.23** |

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued<br>income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Real Estate*** | | | | | | | |
| **Funds - real estate** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP. 665162541 | | | | | | | |
| 11,592 35 | 9 1800000 | 0 00 | 106,417.77 | 126,209 21 | - 19,791 44 | 0.00 | - 19,791 44 |
| Total USD | | 0 00 | 106,417.77 | 126,209.21 | - 19,791.44 | 0 00 | - 19,791.44 |
| Total United States | | 0 00 | 106,417.77 | 126,209.21 | - 19,791 44 | 0 00 | - 19,791 44 |
| **Total Funds - Real Estate** | | | | | | | |
| **11,592.35** | | **0.00** | **106,417.77** | **126,209.21** | **- 19,791.44** | **0.00** | **- 19,791.44** |

Portfolio Statement



## Asset Detail - Base Currency

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Real Estate*** | | | | | | | |
| **Funds - real estate etf** | | | | | | | |
| **United States - USD** | | | | | | | |
| SPDR DOW JONES REIT ETF CUSIP: 78464A607 | | | | | | | |
| 500.00 | 75 9500000 | 317 84 | 37,975 00 | 41,031.00 | - 3,056.00 | 0 00 | - 3,056.00 |
| Total USD | | 317 84 | 37,975.00 | 41,031 00 | - 3,056 00 | 0.00 | - 3,056 00 |
| Total United States | | 317.84 | 37,975.00 | 41,031.00 | - 3,056 00 | 0.00 | - 3,056 00 |
| **Total Funds - Real Estate ETF** | | | | | | | |
| **500.00** | | **317.84** | **37,975.00** | **41,031.00** | **- 3,056.00** | **0.00** | **- 3,056.00** |
| **Total Real Estate** | | | | | | | |
| **12,092.35** | | **317.84** | **144,392.77** | **167,240.21** | **- 22,847.44** | **0.00** | **- 22,847.44** |

Grand total 2,859,214 39

| Description/Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>Local market price | Accrued income/expense | Market value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Cash and Cash Equivalents*** | | | | | | | |
| **Funds - short term investment** | | | | | | | |
| NORTHN INSTL FDS DIVERSIFIED ASSETS PORTFOLIO CUSIP. 665278107 | | | | | | | |
| | 1.0000000 | 0 00 | 2,096.84 | 2,096.84 | 0 00 | 0.00 | 0 00 |
| Total funds - short term investment - all currencies | | 0 00 | 2,096.84 | 2,096 84 | 0.00 | 0.00 | 0 00 |
| Total funds - short term investment - all countries | | 0.00 | 2,096 84 | 2,096 84 | 0 00 | 0.00 | 0.00 |