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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation ELLEN BROWNING SCRIPPS FOUNDATION C/O E. DOUGLAS DAWSON		A Employer identification number 95-1644633
Number and street (or P.O. box number if mail is not delivered to street address) 6121 TERRYHILL DRIVE	Room/suite	B Telephone number 858-212-3311
City or town, state, and ZIP code LA JOLLA, CA 92037		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,912,049. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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					
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	432,999.	432,999.	432,999.	STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	93,453.				
	b Gross sales price for all assets on line 6a	8,015,589.				
	7 Capital gain net income (from Part IV, line 2)		93,453.			
	8 Net short-term capital gain			N/A		
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11	526,452.	526,452.	432,999.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 2	6,434.	6,434.	6,434.	1,609.
	c Other professional fees	STMT 3	178,369.	178,369.	178,369.	44,592.
	17 Interest					
	18 Taxes					
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses		10.	10.	10.	3.
	24 Total operating and administrative expenses. Add lines 13 through 23		184,813.	184,813.	184,813.	46,204.
	25 Contributions, gifts, grants paid		1,163,144.			1,163,144.
26 Total expenses and disbursements. Add lines 24 and 25		1,347,957.	184,813.	184,813.	1,209,348.	
27 Subtract line 26 from line 12.		<821,505.>				
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)			341,639.			
c Adjusted net income (if negative, enter -0-)				248,186.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		365,666.	132,551.	132,551.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 5		5,521,087.	2,937,390.	3,002,143.
	b	Investments - corporate stock STMT 6		5,210,777.	4,485,203.	6,601,477.
	c	Investments - corporate bonds STMT 7		876,253.	2,576,231.	2,531,172.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		4,878,281.	5,903,538.	6,644,706.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		16,852,064.	16,034,913.	18,912,049.	
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				
	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		2,934,203.	2,117,052.		
30	Total net assets or fund balances		16,852,064.	16,034,913.		
31	Total liabilities and net assets/fund balances		16,852,064.	16,034,913.		

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	16,852,064.
2	Enter amount from Part I, line 27a	2	<821,505.>
3	Other increases not included in line 2 (itemize) ▶ TAX COST ADJUSTMENTS	3	4,354.
4	Add lines 1, 2, and 3	4	16,034,913.
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	16,034,913.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 8,015,589.		7,922,136.	93,453.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			93,453.

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	93,453.
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). If (loss), enter -0- in Part I, line 8	{ }	3	9,794.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,173,588.	19,266,021.	.060915
2010	2,196,512.	20,007,712.	.109783
2009	35,976.	18,862,225.	.001907
2008	1,170,550.	18,279,302.	.064037
2007	1,451,432.	23,380,427.	.062079

2 Total of line 1, column (d)	2	.298721
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	.059744
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,354,181.
5 Multiply line 4 by line 3	5	1,156,296.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,416.
7 Add lines 5 and 6	7	1,159,712.
8 Enter qualifying distributions from Part XII, line 4	8	1,209,348.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,416.
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	3,416.
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	3,416.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,939.	
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	3,939.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	523.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 523. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► HELEN E. WRIGHT, E. A. Telephone no. ► 858-324-0041 Located at ► 10921 VIA BRESCIA #1010, SAN DIEGO, CA ZIP+4 ► 92129-1663			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

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

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.

(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
PAUL K. SCRIPPS	TRUSTEE			
5360 JACKSON DR SUITE 206				
LA MESA, CA 91942-6003	0.00	0.	0.	0.
DEBORAH M. GODDARD	TRUSTEE			
P.O. BOX 2005				
RANCHO SANTA FE, CA 92067	0.00	0.	0.	0.
ROXANNE DAVIS GREENE	TRUSTEE			
10850 MCBROOM ST				
SUNLAND, CA 91040	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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, Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000

(b) Type of service

(c) Compensation

NONE

▶

0

Total number of donors receiving over \$2,000 for professional services	
Part IX-A	Summary of Direct Charitable Activities

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Amount

1	N/A	
2		
	All other program-related investments See instructions.	
3		
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	19,014,845.
b	Average of monthly cash balances	1b	634,070.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,648,915.
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	19,648,915.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	294,734.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,354,181.
6	Minimum investment return. Enter 5% of line 5	6	967,709.

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	967,709.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,416.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,416.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	964,293.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	964,293.
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	964,293.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,209,348.
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	1,209,348.
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	5	3,416.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,205,932.

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.

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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				964,293.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				1,023,589.
e From 2011				216,139.
f Total of lines 3a through e	1,239,728.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,209,348.				
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				964,293.
e Remaining amount distributed out of corpus	245,055.			
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:	1,484,783.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,484,783.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				1,023,589.
d Excess from 2011				216,139.
e Excess from 2012				245,055.

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:

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 Paid during the year				
PLEASE SEE ATTACHED SCHEDULE OF DONATIONS				1,163,144.
Total			▶ 3a	1,163,144.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee <i>Paul K. Griffin</i>		Date 14 Nov 2013			Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	HELEN E. WRIGHT EA		<i>Helen E Wright</i>		11/14/13		P00006049
	Firm's name ▶ HELEN E. WRIGHT EA					Firm's EIN ▶	
	Firm's address ▶ 10921 VIA BRESCIA #1010 SAN DIEGO, CA 92129-1663					Phone no.	

Form **990-PF** (2012)

NOTICE

The annual report of The Ellen Browning Scripps Foundation for the year ended June 30, 2013 is available at the trustee's office, 5360 Jackson Drive, Suite 206, La Mesa, California 91942-6003, for inspection during regular business hours by any citizen who requests it within 180 days after the date of publication of this notice. The Principal Trustee's of the Foundation are Paul K. Scripps, Deborah M. Goddard and Roxanne Davis Greene.

THE ELLEN BROWNING SCRIPPS FOUNDATION

PROOF OF PUBLICATION OF NOTICE

OF AVAILABILITY OF ANNUAL REPORT

The notice required by Section 6104(d) was published on November 7, 2013 in The San Diego Daily Transcript. A copy of the notice is annexed hereto.


Paul K. Scripps

CERTIFICATE OF PUBLICATION

Helen E. Wright
10921 Via Brescia #1010
San Diego CA 92129-1663

IN THE MATTER OF Ellen Browning Scripps

NOTICE

The annual report of The Ellen Browning Scripps Foundation for the year ended June 30, 2013 is available at the trustee's office, 5360 Jackson Drive, Suite 206, La Mesa, California 91942-6003, for inspection during regular business hours by any citizen who requests it within 180 days after the date of publication of this notice. The Principal Trustees of the Foundation are Paul K. Scripps, Deborah M. Goddard and Roxanne Davis Greene.
Pub Nov 7-00115652

CASE NO.

I, Cathy L. Krueger, am a citizen of the United States and a resident of the county aforesaid; I am over the age of eighteen years, and not party to or interested in the above entitled matter. I am the principal clerk of the San Diego Daily Transcript, a newspaper of general circulation, printed and published daily, except on Saturdays and Sundays, in the City of San Diego, County of San Diego and which newspaper has been adjudged a newspaper of general circulation by the Superior Court of the County of San Diego, State of California, under the date of January 23, 1909, Decree No. 14894; and the

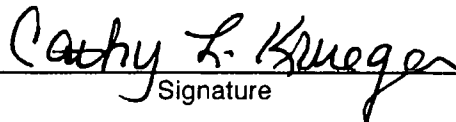
Annual Report

is a true and correct copy of which the annexed is a printed copy and was published in said newspaper on the following date(s), to wit:

November 7

I certify under penalty of perjury that the forgoing is true and correct.

Dated at San Diego, California this November 7, 2013


Signature

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	COLUMBIA SMALL CAP IND FD S/T CAP GN DIST	P		06/26/13
b	PIMCO COMMODITY REAL RET FD S/T CAP GN DIST	P		12/13/12
c	COBURN FAIR FUND LITIGATION PROCEEDS	P		11/13/12
d	CARDINAL HEALTH INC LITIGATION PROCEEDS	P		05/07/13
e	950 SHS ADOBE SYS INC	P	07/11/08	10/02/12
f	107 SHS ALEXION PHARMACEUTICALS INC	P	VARIOUS	04/23/13
g	22 SHS ALEXION PHARMACEUTICALS INC	P	10/22/10	04/24/13
h	227 SHS ALEXION PHARMACEUTICALS INC	P	VARIOUS	04/24/13
i	29 SHS ALEXION PHARMACEUTICALS INC	P	10/22/10	05/15/13
j	7 SHS ALLERGAN INC	P	05/15/13	06/10/13
k	19 SHS AMAZON COM INC	P	04/19/12	08/01/12
l	34 SHS AMAZON COM INC	P	VARIOUS	01/08/13
m	6 SHS AMAZON COM INC	P	05/28/13	06/10/13
n	26 SHS APPLE INC	P	08/13/12	06/25/13
o	12 SHS BAIDU INC	P	VARIOUS	01/08/13

(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 755.			755.
b 2,721.			2,721.
c 28.			28.
d 18.			18.
e 30,875.		37,228.	<6,353.>
f 9,805.		10,167.	<362.>
g 1,978.		737.	1,241.
h 20,409.		20,420.	<11.>
i 3,018.		972.	2,046.
j 700.		727.	<27.>
k 4,401.		3,648.	753.
l 9,005.		6,275.	2,730.
m 1,691.		1,615.	76.
n 10,395.		16,316.	<5,921.>
o 1,211.		1,576.	<365.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 755.
b			** 2,721.
c			** 28.
d			** 18.
e			<6,353.>
f			** <362.>
g			1,241.
h			** <11.>
i			2,046.
j			** <27.>
k			** 753.
l			** 2,730.
m			** 76.
n			** <5,921.>
o			<365.>

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

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	38 SHS BAIDU INC	P	04/19/12	01/08/13
b	1 SH BAIDU INC	P	08/22/11	06/10/13
c	40 SHS BAIDU INC	P	VARIOUS	06/19/13
d	75,000 BANK NEW YORK INC NOTE	P	01/22/09	04/01/13
e	1000 SHS BHP BILLITON LTD	P	03/23/10	08/30/12
f	110 SHS BHP BILLITON LTD	P	VARIOUS	05/07/13
g	26 SHS BIOGEN IDEC INC	P	VARIOUS	08/01/12
h	42 SHS BIOGEN IDEC INC	P	04/26/11	01/08/13
i	26 SHS BIOGEN IDEC INC	P	VARIOUS	01/08/13
j	39 SHS BIOGEN IDEC INC	P	VARIOUS	02/15/13
k	40 SHS BIOGEN IDEC INC	P	VARIOUS	04/23/13
l	91 SHS BIOGEN IDEC INC	P	VARIOUS	06/19/13
m	17 SHS BRISTOL MYERS SQUIBB CO	P	07/24/12	08/13/12
n	180 SHS BRISTOL MYERS SQUIBB CO	P	07/24/12	06/25/13
o	38 SHS CELGENE CORP	P	05/22/12	04/03/13

(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 3,833.		5,544.	<1,711.>
b 103.		129.	<26.>
c 3,800.		5,154.	<1,354.>
d 75,000.		74,988.	12.
e 64,914.		79,385.	<14,471.>
f 9,579.		8,625.	954.
g 3,756.		3,296.	460.
h 6,084.		4,300.	1,784.
i 3,767.		3,674.	93.
j 6,576.		3,946.	2,630.
k 8,490.		4,019.	4,471.
l 18,848.		8,871.	9,977.
m 536.		591.	<55.>
n 8,126.		6,260.	1,866.
o 4,375.		2,658.	1,717.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <1,711.>
b			<26.>
c			<1,354.>
d			12.
e			<14,471.>
f			** 954.
g			** 460.
h			1,784.
i			** 93.
j			2,630.
k			4,471.
l			9,977.
m			** <55.>
n			** 1,866.
o			** 1,717.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

** (SHORT-TERM)

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	71 SHS CELGENE CORP	P	VARIOUS	04/23/13
b	90 SHS CHEVRON	P	07/24/12	03/11/13
c	33 SHS CHEVRON	P	07/24/12	03/12/13
d	319 SHS CHIPOTLE MEXICAN GRILL INC	P	VARIOUS	10/24/12
e	31 SHS CHIPOTLE MEXICAN GRILL INC	P	09/17/12	10/24/12
f	15 SHS CHUBB CORP	P	06/25/12	08/13/12
g	87 SHS COGNIZANT TECH SOLUTIONS	P	VARIOUS	09/17/12
h	70 SHS COGNIZANT TECH SOLUTIONS	P	VARIOUS	10/01/12
i	59 SHS COGNIZANT TECH SOLUTIONS	P	12/05/11	10/01/12
j	COLUMBIA MID CAP VALUE FD L/T CAP GN DIST	P		06/21/13
k	COLUMBIA SMALL CAP INDEX FD L/T CAP GN DIST	P		12/13/12
l	COLUMBIA SMALL CAP INDEX FD L/T CAP GN DIST	P		06/25/13
m	1885 SHS DEVON ENERGY CORP NEW	P	11/20/08	07/23/12
n	63 SHS DIAGEO PLC	P	07/24/12	03/15/13
o	125 SHS DIAGEO PLC	P	VARIOUS	03/18/13

(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 8,958.		4,955.	4,003.
b 10,678.		9,560.	1,118.
c 3,919.		3,505.	414.
d 21,609.		23,073.	<1,464.>
e 7,361.		10,760.	<3,399.>
f 1,083.		1,055.	28.
g 6,027.		6,483.	<456.>
h 4,956.		4,721.	235.
i 4,177.		4,135.	42.
j 2,458.			2,458.
k 12,358.			12,358.
l 16,294.			16,294.
m 108,294.		121,387.	<13,093.>
n 7,648.		6,451.	1,197.
o 15,168.		12,396.	2,772.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 4,003.
b			** 1,118.
c			** 414.
d			<1,464.>
e			** <3,399.>
f			** 28.
g			<456.>
h			235.
i			** 42.
j			2,458.
k			12,358.
l			16,294.
m			<13,093.>
n			** 1,197.
o			** 2,772.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

** (SHORT-TERM)

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 56 SHS DIAGEO PLC	P	06/25/12	03/19/13
b 325 SHS DIAMOND OFFSHORE DRILLING INC	P	08/30/12	06/11/13
c 168 SHS DOVER CORP	P	06/25/12	03/11/13
d 29 SHS EDWARDS LIFESCIENCES CORP	P	10/01/12	06/10/13
e 1870 SHS EMC CORP	P	09/14/10	05/14/13
f 416 SHS EMC CORP	P	VARIOUS	05/14/13
g 1105 SHS ENTERGY CORP NEW	P	12/05/06	08/30/12
h 19 SHS EOG RES INC	P	09/14/10	01/08/13
i 68 SHS EOG RES INC	P	VARIOUS	01/08/13
j 4 SHS EOG RES INC	P	09/14/10	06/10/13
k 1180 SHS EXELON CROP	P	10/26/04	09/20/12
l 8 SHS EXXON MOBIL CORP	P	07/24/12	08/13/12
m 128 SHS FACEBOOK INC	P	01/08/13	06/10/13
n 200,000 FEDERAL FARM CR BKS BDS	P	VARIOUS	12/07/12
o 300,000 FEDERAL FARM CR BKS BD	P	01/04/11	02/21/13

(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 6,875.		5,527.	1,348.
b 21,974.		21,519.	455.
c 12,408.		8,811.	3,597.
d 2,011.		3,133.	<1,122.>
e 43,089.		38,648.	4,441.
f 9,586.		11,090.	<1,504.>
g 75,129.		98,364.	<23,235.>
h 2,356.		1,748.	608.
i 8,431.		6,627.	1,804.
j 529.		368.	161.
k 41,737.		47,010.	<5,273.>
l 703.		677.	26.
m 3,130.		3,721.	<591.>
n 200,000.		203,835.	<3,835.>
o 300,000.		306,210.	<6,210.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 1,348.
b			** 455.
c			** 3,597.
d			** <1,122.>
e			** 4,441.
f			** <1,504.>
g			** <23,235.>
h			** 608.
i			** 1,804.
j			** 161.
k			** <5,273.>
l			** 26.
m			** <591.>
n			** <3,835.>
o			** <6,210.>

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

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	85,000 FEDERAL HOME LN BKS	P	03/06/07	05/08/13
b	90,000 FEDERAL HOME LN BKS	P	03/06/07	05/14/13
c	70,000 FEDERAL HOME LN MTG CORP	P	09/14/10	04/24/13
d	75,000 FEDERAL HOME LN MTG CORP	P	09/14/10	05/03/13
e	75,000 FEDERAL HOME LN MTG CORP	P	09/14/10	05/08/13
f	85,000 FEDERAL HOME LN MTG CORP	P	03/06/07	05/17/13
g	50,000 FEDERAL HOME LN MTG CORP	P	12/07/12	05/22/13
h	100,000 FEDERAL HOME LN MTG CORP	P	03/06/07	06/18/13
i	2494.32 FEDERAL NAT'L MTG ASSN	P	04/24/13	04/30/13
j	4469.39 FEDERAL NAT'L MTG ASSN	P	04/24/13	05/31/13
k	4443.98 FEDERAL NAT'L MTG ASSN	P	04/24/13	06/30/13
l	72 SHS FMC TECHNOLOGIES INC	P	VARIOUS	05/15/13
m	389 SHS FOSSIL INC	P	VARIOUS	09/13/12
n	43 SHS FOSSIL INC	P	05/08/12	09/14/12
o	103 SHS FRANKLIN RES INC	P	VARIOUS	08/01/12

(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	86,274.	84,903.	1,371.
b	91,308.	89,902.	1,406.
c	80,750.	75,397.	5,353.
d	86,355.	80,783.	5,572.
e	86,282.	80,783.	5,499.
f	90,927.	84,523.	6,404.
g	49,749.	50,265.	<516.>
h	106,650.	99,467.	7,183.
i	2,494.	2,635.	<141.>
j	4,469.	4,722.	<253.>
k	4,444.	4,695.	<251.>
l	4,040.	3,738.	302.
m	32,645.	41,377.	<8,732.>
n	3,738.	3,368.	370.
o	11,690.	12,139.	<449.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,371.
b			1,406.
c			5,353.
d			5,572.
e			5,499.
f			6,404.
g			** <516.>
h			7,183.
i			** <141.>
j			** <253.>
k			** <251.>
l			** 302.
m			** <8,732.>
n			** 370.
o			** <449.>

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	64 SHS FRANKLIN RES INC	P	VARIOUS	10/01/12
b	11 SHS FRANKLIN RES INC	P	10/26/10	05/28/13
c	3 SHS FRANKLIN RES INC	P	10/26/10	06/10/13
d	1200 SHS FREEPORT-MCMORAN COPPER & GOLD	P	09/24/09	06/11/13
e	118 SHS F5 NETWORKS INC	P	VARIOUS	11/02/12
f	183 SHS F5 NETWORKS INC	P	VARIOUS	11/02/12
g	149 SHS F5 NETWORKS INC	P	09/27/11	11/05/12
h	33 SHS F5 NETWORKS INC	P	08/01/12	11/05/12
i	92 SHS GALLAGHER ARTHUR J & CO	P	07/24/12	10/11/12
j	74 SHS GALLAGHER ARTHUR J & CO	P	VARIOUS	10/12/12
k	154 SHS GALLAGHER ARTHUR J & CO	P	06/25/12	10/15/12
l	55 SHS GALLAGHER ARTHUR J & CO	P	06/25/12	10/16/12
m	171 SHS GILEAD SCIENCES INC	P	03/07/13	04/23/13
n	96 SHS GILEAD SCIENCES INC	P	VARIOUS	05/15/13
o	158 SHS GLAXOSMITHKLINE PLC	P	06/25/12	01/03/13

(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 8,070.		7,474.	596.
b 1,827.		1,280.	547.
c 451.		349.	102.
d 36,571.		41,205.	<4,634.>
e 9,789.		11,404.	<1,615.>
f 15,181.		18,410.	<3,229.>
g 12,498.		11,843.	655.
h 2,768.		3,103.	<335.>
i 3,341.		3,210.	131.
j 2,674.		2,560.	114.
k 5,565.		5,295.	270.
l 1,996.		1,891.	105.
m 9,087.		7,696.	1,391.
n 5,406.		4,278.	1,128.
o 6,943.		7,248.	<305.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			596.
b			547.
c			102.
d			<4,634.>
e			<1,615.>
f			** <3,229.>
g			655.
h			** <335.>
i			** 131.
j			** 114.
k			** 270.
l			** 105.
m			** 1,391.
n			** 1,128.
o			** <305.>

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	400 SHS GLAXOSMITHKLINE PLC	P	VARIOUS	01/04/13
b	79 SHS GLAXOSMITHKLINE PLC	P	07/24/12	01/07/13
c	2 SHS GOOGLE INC	P	09/14/10	10/01/12
d	9 SHS GOOGLE INC	P	04/19/12	10/01/12
e	7 SHS GOOGLE INC	P	09/14/10	05/15/13
f	1 SH GOOGLE INC	P	09/14/10	06/10/13
g	372 SHS HEINZ H J CO	P	VARIOUS	03/07/13
h	9 SHS HOME DEPOT INC	P	06/25/12	08/13/12
i	353 SHS INTEL CORP	P	06/25/12	02/07/13
j	95 SHS INTERCONTINENTAL EXCHANGE INC	P	VARIOUS	09/17/12
k	100 SHS INTERCONTINENTAL EXCHANGE INC	P	08/09/11	09/18/12
l	51 SHS INTERCONTINENTAL EXCHANGE INC	P	VARIOUS	09/19/12
m	10275 SHS ISHARES MSCI EMERGING MARKETS	P	12/02/10	04/12/13
n	1030 SHS JPMORGAN CHASE & CO	P	12/05/06	10/23/12
o	JOHN HANCOCK FDS III GRWTH L/T CAP GN DIST	P		12/18/12

(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 17,690.		18,209.	<519.>
b 3,493.		3,540.	<47.>
c 1,516.		964.	552.
d 6,821.		5,481.	1,340.
e 6,343.		3,374.	2,969.
f 889.		481.	408.
g 26,968.		19,945.	7,023.
h 476.		465.	11.
i 7,326.		9,198.	<1,872.>
j 13,340.		10,419.	2,921.
k 14,025.		10,927.	3,098.
l 7,094.		5,556.	1,538.
m 429,280.		482,206.	<52,926.>
n 42,718.		48,325.	<5,607.>
o 31,072.			31,072.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <519.>
b			** <47.>
c			552.
d			** 1,340.
e			2,969.
f			408.
g			** 7,023.
h			** 11.
i			** <1,872.>
j			2,921.
k			3,098.
l			1,538.
m			<52,926.>
n			<5,607.>
o			31,072.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 100,000 JOHN HANCOCK FDS III INTL GRWTH FD		P	07/31/08	06/18/13
b 82 SHS LAS VEGAS SANDS CORP		P	11/01/11	01/08/13
c 82 SHS LAS VEGAS SANDS CORP		P	10/01/12	01/08/13
d 58 SHS LAS VEGAS SANDS CORP		P	10/01/12	01/25/13
e 59 SHS LAS VEGAS SANDS CORP		P	VARIOUS	01/30/13
f 177 SHS LAS VEGAS SANDS CORP		P	VARIOUS	01/30/13
g 22 SHS LAS VEGAS SANDS CORP		P	08/19/11	05/15/13
h 156 SHS LAS VEGAS SANDS CORP		P	VARIOUS	05/15/13
i 17 SHS LAS VEGAS SANDS CORP		P	08/19/11	06/10/13
j 45 SHS LAUDER ESTEE COS INC		P	02/28/11	02/21/13
k 23 SHS LAUDER ESTEE COS INC		P	02/28/11	05/28/13
l 5 SHS LAUDER ESTEE COS INC		P	01/05/11	06/10/13
m 87 SHS LAUDER ESTEE COS INC		P	VARIOUS	06/13/13
n 116 SHS LAUDER ESTEE COS INC		P	01/06/11	06/14/13
o 223 SHS LIMITED BRANDS INC		P	VARIOUS	10/17/12

(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 100,000.		97,330.	2,670.
b 4,166.		3,870.	296.
c 4,166.		3,798.	368.
d 3,056.		2,686.	370.
e 3,016.		2,665.	351.
f 9,048.		8,130.	918.
g 1,283.		914.	369.
h 9,095.		6,702.	2,393.
i 990.		706.	284.
j 2,849.		2,118.	731.
k 1,650.		1,083.	567.
l 340.		207.	133.
m 5,924.		3,596.	2,328.
n 7,887.		4,710.	3,177.
o 10,887.		9,421.	1,466.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,670.
b			296.
c			** 368.
d			** 370.
e			351.
f			** 918.
g			369.
h			** 2,393.
i			284.
j			731.
k			567.
l			133.
m			2,328.
n			3,177.
o			** 1,466.

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 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). If (loss), enter "-0-" in Part I, line 8 }	3	

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 13 SHS LINKEDIN CORP		P	10/01/12	01/08/13
b 131 SHS LINKEDIN CORP		P	VARIOUS	02/08/13
c 27 SHS LINKEDIN CORP		P	05/09/12	02/28/13
d 19 SHS LINKEDIN CORP		P	05/09/12	03/01/13
e 64 SHS LINKEDIN CORP		P	05/09/12	03/07/13
f 7 SHS LINKEDIN CORP		P	05/09/12	06/10/13
g 259 SHS LULULEMON ATHLETICA INC		P	VARIOUS	03/21/13
h 74 SHS LULULEMON ATHLETICA INC		P	01/08/13	03/21/13
i 425 SHS LULULEMON ATHLETICA INC		P	09/14/10	03/22/13
j 85 SHS MCKESSON CORP		P	08/11/11	07/05/12
k 63 SHS MCKESSON CORP		P	08/11/11	08/01/12
l 323 SHS MCKESSON CORP		P	VARIOUS	10/01/12
m 71 SHS MCKESSON CORP		P	VARIOUS	10/02/12
n 21 SHS MERCK & CO INC		P	07/24/12	08/13/12
o 60 SHS MEREDITH CORP		P	06/25/12	03/15/13

(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 1,433.		1,532.	<99.>
b 19,721.		15,067.	4,654.
c 4,543.		3,032.	1,511.
d 3,159.		2,134.	1,025.
e 11,112.		7,188.	3,924.
f 1,217.		787.	430.
g 16,755.		7,115.	9,640.
h 4,787.		5,268.	<481.>
i 26,761.		9,343.	17,418.
j 8,044.		6,709.	1,335.
k 5,633.		4,974.	659.
l 27,815.		24,910.	2,905.
m 6,089.		5,264.	825.
n 930.		896.	34.
o 2,173.		1,898.	275.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <99.>
b			** 4,654.
c			** 1,511.
d			** 1,025.
e			** 3,924.
f			** 430.
g			** 9,640.
h			** <481.>
i			** 17,418.
j			** 1,335.
k			** 659.
l			** 2,905.
m			** 825.
n			** 34.
o			** 275.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	94 SHS MEREDITH CORP	P	06/25/12	03/18/13
b	89 SHS MEREDITH CORP	P	VARIOUS	03/19/13
c	2 SHS MEREDITH CORP	P	07/24/12	03/20/13
d	63 SHS MICHAEL KORS HLDGS LTD	P	03/13/12	02/14/13
e	25 SHS MICHAEL KORS HLDGS LTD	P	04/23/13	05/28/13
f	3 SHS MICHAEL KORS HLDGS LTD	P	04/23/13	06/10/13
g	20 SHS MICROSOFT CORP	P	06/25/12	08/13/12
h	21 SHS MONSANTO CO	P	01/25/13	06/10/13
i	NATIXIS FDS TR IV AEW REAL L/T CAP GN DIST	P		12/19/12
j	NATIXIS FDS TR IV AEW REAL L/T CAP GN DIST	P		04/10/13
k	130 SHS NORFOLK SOUTHERN CORP	P	VARIOUS	11/12/12
l	50,000 NOVARTIS CAP CORP NT	P	03/10/10	09/20/12
m	60,000 NOVARTIS CAP CORP NT	P	03/10/10	04/24/13
n	29 SHS NOVO-NORDISK AS	P	VARIOUS	07/05/12
o	24 SHS NOVO-NORDISK AS	P	09/14/10	07/06/12

(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 3,393.		2,973.	420.
b 3,233.		2,770.	463.
c 73.		62.	11.
d 3,873.		3,072.	801.
e 1,547.		1,353.	194.
f 187.		162.	25.
g 605.		597.	8.
h 2,227.		2,172.	55.
i 16,598.			16,598.
j 4,913.			4,913.
k 7,593.		9,080.	<1,487.>
l 50,443.		50,122.	321.
m 60,000.		60,147.	<147.>
n 4,266.		4,376.	<110.>
o 3,514.		2,246.	1,268.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 420.
b			** 463.
c			** 11.
d			** 801.
e			** 194.
f			** 25.
g			** 8.
h			** 55.
i			16,598.
j			4,913.
k			** <1,487.>
l			321.
m			<147.>
n			** <110.>
o			1,268.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2 SHS NOVO-NORDISK AS	P	04/19/12	07/06/12
b 56 SHS NOVO-NORDISK AS	P	09/14/10	10/01/12
c 62 SHS NOVO-NORDISK AS	P	09/14/10	02/15/13
d 38 SHS NOVO-NORDISK AS	P	09/14/10	02/19/13
e 19 SHS NOVO-NORDISK AS	P	09/14/10	02/21/13
f 300 SHS NUCOR CORP	P	VARIOUS	09/06/12
g 375 SHS PENN WEST PETE LTD	P	VARIOUS	11/07/12
h 21 SHS PFIZER INC	P	07/24/12	08/13/12
i 16 SHS PHILIP MORRIS INTL INC	P	07/24/12	08/13/12
j 60 SHS PHILIP MORRIS INTL INC	P	07/24/12	06/25/13
k PIMCO COMMODITY REAL RET FD L/T CAP GN DIST	P		12/12/12
l 44464.01 SHS PIMCO COMMODITY REAL RETURN FD	P	VARIOUS	04/22/13
m 11535.99 SHS PIMCO COMMODITY REALRETURN FD	P	VARIOUS	04/22/13
n 6659.86 SHS PIMCO COMMODITY REALRETURN FD	P	12/27/12	06/11/13
o 250 SHS PNC FINL SVCS GROUP INC	P	07/23/12	06/11/13

(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 293.		301.	<8.>
b 8,879.		5,240.	3,639.
c 10,590.		5,801.	4,789.
d 6,556.		3,556.	3,000.
e 3,279.		1,779.	1,500.
f 11,348.		10,936.	412.
g 4,002.		4,726.	<724.>
h 497.		490.	7.
i 1,476.		1,405.	71.
j 5,177.		5,267.	<90.>
k 1,105.			1,105.
l 277,900.		323,339.	<45,439.>
m 72,100.		82,373.	<10,273.>
n 39,759.		44,288.	<4,529.>
o 17,972.		14,571.	3,401.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <8.>
b			3,639.
c			4,789.
d			3,000.
e			1,500.
f			** 412.
g			** <724.>
h			** 7.
i			** 71.
j			** <90.>
k			1,105.
l			<45,439.>
m			** <10,273.>
n			** <4,529.>
o			** 3,401.

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 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). If (loss), enter "-0-" in Part I, line 8 }	3

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	13 SHS PRECISION CASTPARTS CORP	P	12/14/10	08/01/12
b	16 SHS PRECISION CASTPARTS CORP	P	VARIOUS	02/21/13
c	4 SHS PRECISION CASTPARTS CORP	P	03/04/13	06/10/13
d	3900 SHS RIO TINTO PLC	P	VARIOUS	10/02/12
e	11 SHS ROYAL DUTCH SHELL PLC	P	07/24/12	08/13/12
f	38 SHS SALESFORCE COM INC	P	VARIOUS	08/01/12
g	30 SHS SALESFORCE COM INC	P	VARIOUS	09/17/12
h	57 SHS SALESFORCE COM INC	P	VARIOUS	12/14/12
i	36 SHS SALESFORCE COM INC	P	09/14/10	01/08/13
j	110 SHS SEMPRA ENERGY	P	VARIOUS	01/08/13
k	100,000 SHELL INTL FIN B V NT	P	01/27/11	03/25/13
l	3460 SHS SPDR S&P 500 ETF TR	P	06/21/12	07/24/12
m	250 SHS STANLEY BLACK & DECKER INC	P	06/22/12	06/11/13
n	250 SHS TARGET CORP	P	06/22/12	06/11/13
o	3438.79 SHS THORNBURG INTL VALUE FD	P	07/31/08	06/18/13

(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 1,988.		1,821.	167.
b 2,909.		2,207.	702.
c 878.		745.	133.
d 184,015.		191,483.	<7,468.>
e 776.		741.	35.
f 4,740.		5,250.	<510.>
g 4,748.		3,890.	858.
h 9,492.		7,106.	2,386.
i 6,063.		4,250.	1,813.
j 7,809.		7,529.	280.
k 100,000.		101,734.	<1,734.>
l 463,401.		461,080.	2,321.
m 19,991.		15,418.	4,573.
n 17,558.		14,425.	3,133.
o 100,000.		98,246.	1,754.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			167.
b			702.
c			** 133.
d			<7,468.>
e			** 35.
f			** <510.>
g			** 858.
h			2,386.
i			1,813.
j			** 280.
k			<1,734.>
l			** 2,321.
m			** 4,573.
n			** 3,133.
o			1,754.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

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	15 SHS TJX COS INC NEW	P	04/23/13	06/10/13
b	176 SHS UNITED TECHNOLOGIES CORP	P	06/25/12	09/06/12
c	10275 SHS VANGUARD FTSE EMERGING MKTS ETF	P	04/12/13	06/11/13
d	94 SHS VERIZON COMMUNICATIONS INC	P	03/12/13	06/25/13
e	37 SHS VISA INC	P	08/01/12	12/14/12
f	51 SHS VISA INC	P	VARIOUS	01/08/13
g	13 SHS VISA INC	P	08/01/12	01/08/13
h	3 SHS VISA INC	P	09/20/11	06/10/13
i	69 SHS YUM BRANDS INC	P	10/01/12	04/25/13
j	69 SHS YUM BRANDS INC	P	VARIOUS	05/15/13
k	98 SHS YUM BRANDS INC	P	02/03/12	06/13/13
l	160 SHS YUM BRANDS INC	P	VARIOUS	06/13/13
m	46 SHS YUM BRANDS INC	P	02/03/12	06/14/13
n	150 SHS 3M CO	P	06/26/12	06/11/13
o	65,000 UST NOTE	P	VARIOUS	07/25/12

(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 758.		709.	49.
b 13,945.		13,013.	932.
c 407,654.		435,352.	<27,698.>
d 4,702.		4,493.	209.
e 5,422.		4,739.	683.
f 8,029.		4,940.	3,089.
g 2,047.		1,666.	381.
h 549.		281.	268.
i 4,676.		4,632.	44.
j 4,839.		4,616.	223.
k 7,008.		6,308.	700.
l 11,442.		10,415.	1,027.
m 3,283.		2,961.	322.
n 16,566.		12,961.	3,605.
o 67,747.		68,939.	<1,192.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 49.
b			** 932.
c			** <27,698.>
d			** 209.
e			** 683.
f			** 3,089.
g			** 381.
h			** 268.
i			** 44.
j			** 223.
k			** 700.
l			** 1,027.
m			** 322.
n			** 3,605.
o			** <1,192.>

- 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 }
- 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).
If (loss), enter "-0-" in Part I, line 8 }

** (SHORT-TERM)

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	50,000 UST NOTE	P	09/08/08	09/12/12
b	325,000 UST NOTE	P	VARIOUS	09/20/12
c	60,000 UST NOTE	P	09/08/08	10/17/12
d	125,000 UST NOTE	P	09/08/08	01/03/13
e	110,000 UST NOTE	P	09/27/11	04/09/13
f	75,000 UST NOTE	P	12/21/11	04/09/13
g	125,000 UST NOTE	P	10/07/11	04/18/13
h	320,000 UST NOTE	P	VARIOUS	04/19/13
i	225,000 UST NOTE	P	VARIOUS	04/23/13
j	250,000 UST NOTE	P	VARIOUS	04/24/13
k	75,000 UST NOTE	P	VARIOUS	05/02/13
l	150,000 UST NOTE	P	VARIOUS	05/03/13
m	75,000 UST NOTE	P	09/19/08	05/08/13
n	75,000 UST NOTE	P	03/05/10	05/17/13
o	35,000 UST NOTE	P	09/22/08	05/22/13

(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 51,869.		52,844.	<975.>
b 341,992.		339,732.	2,260.
c 62,006.		63,412.	<1,406.>
d 128,154.		132,109.	<3,955.>
e 125,018.		121,468.	3,550.
f 79,154.		76,300.	2,854.
g 132,197.		125,625.	6,572.
h 369,529.		334,565.	34,964.
i 252,021.		247,745.	4,276.
j 277,862.		264,269.	13,593.
k 85,304.		81,813.	3,491.
l 166,992.		157,111.	9,881.
m 86,774.		79,459.	7,315.
n 81,753.		75,478.	6,275.
o 35,975.		36,484.	<509.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<975.>
b			** 2,260.
c			<1,406.>
d			<3,955.>
e			3,550.
f			2,854.
g			6,572.
h			34,964.
i			4,276.
j			13,593.
k			3,491.
l			9,881.
m			7,315.
n			6,275.
o			<509.>

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 }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).
If (loss), enter "-0-" in Part I, line 8

2

3

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 COLUMBIA MID CAP GROWTH FD L/T CAP GN DIST		P		12/07/12
b 19540.41 SHS COLUMBIA MID CAP GROWTH FD		P	10/31/07	06/20/13
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 14,970.			14,970.
b 566,281.		612,592.	<46,311.>
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14,970.
b			<46,311.>
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	93,453.
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). If (loss), enter "-0-" in Part I, line 8 }	3	9,794.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA MM INT	537.	0.	537.
TOTAL DIV & INT INC-SEE ATTACHED SCHEDULE	432,462.	0.	432,462.
TOTAL TO FM 990-PF, PART I, LN 4	432,999.	0.	432,999.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING/TAX PREPARATION FEES	6,434.	6,434.	6,434.	1,609.	
TO FORM 990-PF, PG 1, LN 16B	6,434.	6,434.	6,434.	1,609.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FIDUCIARY FEES	39,869.	39,869.	39,869.	9,967.	
MANAGEMENT FEES	138,500.	138,500.	138,500.	34,625.	
TO FORM 990-PF, PG 1, LN 16C	178,369.	178,369.	178,369.	44,592.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FTB FILING FEE	10.	10.	10.	3.	
TO FORM 990-PF, PG 1, LN 23	10.	10.	10.	3.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U. S. TREASURY NOTES	X		2,937,390.	3,002,143.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,937,390.	3,002,143.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,937,390.	3,002,143.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORPORATE STOCK			4,485,203.	6,601,477.
TOTAL TO FORM 990-PF, PART II, LINE 10B			4,485,203.	6,601,477.

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORPORATE BONDS			2,576,231.	2,531,172.
TOTAL TO FORM 990-PF, PART II, LINE 10C			2,576,231.	2,531,172.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-MUTUAL FUNDS, COMMODITIES, ETC.	COST	5,903,538.	6,644,706.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,903,538.	6,644,706.

ELLEN BROWNING SCRIPPS FOUNDATION
STATEMENT OF INCOME & DISTRIBUTIONS

Fiscal Year Ending June 30
2013 2012

ORDINARY INCOME & OUTGO

INCOME FROM DIVIDENDS AND INTEREST

DIVIDENDS:

Abbott Labs	\$ 3,161.77
Abbvie, Inc.	2,208.40
Accenture PLC CL A Ireland	891.00
Ace LTD Switzerland	127.40
Allergan, Inc.	97.15
Altria Group, Inc.	698.28
American Electric Power Co.	495.90
American Express Co.	258.20
Amgen, Inc.	492.42
Apple, Inc.	482.85
AT&T, Inc.	1,950.22
Automatic Data Processing, Inc.	392.15
Baxter Int'l, Inc.	466.48
Becton Dickinson & Co.	387.00
BHP Billiton Ltd.	319.20
Blackrock, Inc. CL A	1,071.78
Boeing Co.	458.42
Bristol Myers Squibb Co.	1,425.07
Chevron Corp.	1,560.50
Chubb Corp.	555.66
Cisco Systems, Inc.	158.61
CME Group, Inc.	765.70
CMS Energy Corp.	324.72
Coach, Inc.	270.00
Coca Cola Co.	632.00
Columbia Convertible Sec. Fund	12,793.69
Columbia Mid Cap Value Fund	5,706.16
Columbia Short Term Bond Fund	277.31
Columbia Small Cap Index Fund	12,579.16
Cullen/Frost Bankers, Inc.	485.00
Deere & Co.	429.00
Diageo PLC SDR UK	690.00
Diamond Offshore Drilling, Inc.	853.14
Dominion Res., Inc. VA New	309.58

Fiscal Year Ending June 30	
2013	2012

Dover Corp.	471.80
Duke Energy Corp.	180.54
DU Pont EI DE Nemours & Co.	729.06
Emerson Electric Co.	717.82
Entergy Corp. New	917.15
EOG Res., Inc.	290.79
Exelon Corp.	619.50
Exxon Mobil Corp.	7,558.08
Fastenal Co.	218.00
Franklin Res., Inc.	1,467.29
Freeport-McMoran Copper & Gold	1,500.00
Gallagher Arthur J & Co.	213.52
General Electric Co.	4,078.80
GlaxoSmithKline PLC	705.07
Heinz H J Co.	383.16
Home Depot, Inc.	1,071.68
Honeywell Int'l., Inc.	565.68
International Business Machines	8,641.50
Intel Corp.	1,259.78
Ishares Dow Jones US Home Constr. Inc.	168.90
Ishares MSCI Australia Index Fund	2,968.40
Ishares MSCI Brazil Free Index Fund	1,106.59
Ishares MSCI CDA Index Fund	915.47
Ishares MSCI Emerging Mkts Index Fund	2,841.66
Ishares MSCI Indonesia INV MKT IND Fund	148.21
Ishares MSCI Mexico INV MKT Index Fund	506.36
Ishares MSCI Hong Kong Index Fund	528.03
Ishares MSCI South Korea Index Fund	524.97
Ishares S&P Global Infrastr. Fund	2,909.49
Ishares S&P Latin Amer 40 Index Fund	1,518.67
Ishares TR Dow Jones US Real Estate Fund	3,272.67
JP Morgan Chase & Co.	6,172.20
John Hancock Int'l. Growth Fund	13,619.30
Johnson Controls, Inc.	114.48
Johnson & Johnson	5,333.70
Kimberly Clark Corp.	1,639.68
Kinder Morgan, Inc. DEL	744.60
KLA-TENCOR Corp.	223.20
Kraft Foods, Inc.	735.00
Las Vegas Sands Corp.	5,687.10
Lauder Estee Cos, Inc. CL A	826.38
Limited Brands, Inc.	278.75
Lyondellbasell Industries NV CL A	58.65
Macy's, Inc.	110.40
Market Vectors ETF Agribusiness	4,422.60
Marsh & McLennan Cos., Inc.	202.86
McDonalds Corp.	909.02
McKesson Corp.	187.20
Meredith Corp.	287.26

Fiscal Year Ending June 30
2013 2012

Merck & Co, Inc.	974.08
Metlife, Inc.	225.60
Microsoft Corp.	1,198.83
Mondelez Int'l, Inc.	234.00
Monsanto Co.	183.00
Natxis FDS TR IV AEW Real Estate Fund	3,057.26
Nestle SA SPONS Switzerland	973.59
Nextera Energy, Inc.	405.72
Nordstrom, Inc.	197.22
Norfolk Southern Corp.	130.00
Novartis A G SPONS Switzerland	606.62
Novo-Nordisk AS ADR Denmark	545.92
Nucor Corp.	73.73
Occidental Pete Corp.	3,836.20
Parker Hannifin Corp.	198.90
Pepsico, Inc.	872.00
Penn West Pete LTD Canada	170.59
Pfizer, Inc.	1,521.70
Philip Morris Int'l, Inc.	1,540.20
Phillips 66	39.69
Pimco Commodity Real Return Fund	5,537.38
Pimco CommoditiesPlus Strategy Fund	504.43
PNC FINlSVCS Group, Inc.	778.40
Praxair, Inc.	2,725.50
Precision Castparts Corp.	31.56
Price T Rowe Group, Inc.	483.12
Proctor & Gamble Co.	1,489.84
Qualcomm, Inc.	1,031.85
Raytheon Co.	597.80
Rio Tinto PLC Spons. UK	2,885.61
Royal Dutch Shell PLC	1,899.70
RPM Int'l, Inc.	360.43
Schlumberger LTD	1,222.83
Sempra Energy	424.80
Sherwin Williams Co.	306.16
Smucker J M Co.	936.00
SPDR S&P ETF TR Unit Ser 1	7,831.86
Stanley Black & Decker, Inc.	490.00
Target Corp.	360.00
TE Connectivity LTD Switzerland	352.00
Texas Instruments, Inc.	308.85
Thornburg Int'l. Value Fund	6,983.18
3M Co.	367.50
Time Warner, Inc.	525.60
TJX Cos, Inc. New	499.99
Union Pacific Corp.	220.80
United Parcel Service, Inc. CL B	89.90

Fiscal Year Ending June 30

2013 2012

United Technologies Corp.	8,536.48
US Bancorp DEL	552.45
Verizon Communications, Inc.	6,936.82
V F Corp.	120.06
Viacom, Inc.	86.08
Visa, Inc.	470.58
Wal-Mart Stores, Inc.	333.12
Waste MGMT, Inc. DEL	371.52
Wells Fargo & Co. New	5,824.17
Westar Energy, Inc.	356.00
Wisconsin Energy Corp.	261.12
WisdomTree Japan Hedged Equity Fund	555.46
YUM Brands, Inc.	<u>4,922.27</u>

Total Dividends	\$ 229,881.01
Less Foreign Tax	<u>-503.85</u>
Net Dividends	\$ 229,377.16

Fiscal Year Ending June 30
2013 2012

INTEREST:

Bank of America Money Market	\$	537.38
Bank New York Note 04/01/13		3,375.00
Caterpillar, Inc. Note 05/27/21		1,462.50
Duke Energy Carolinas LLC Note 06/15/21		1,462.50
General Electric Co. Note 02/01/13		2,900.00
JPMorgan Chase & Co. Note 03/01/16		2,242.50
Merck & Co., Inc. Note 02/01/13		3,000.00
Metlife, Inc. Note 06/15/15		2,000.00
Novartis CAP Corp. Note 04/24/13		1,538.47
Pepsico, Inc. Note 06/01/18		1,875.00
Pfizer, Inc. Note 03/01/18		4,650.00
Proctor & Gamble Co. Note 08/15/16		1,450.00
Shell Int'l. FIN BV Note 03/25/13		1,875.00
Wal-Mart Stores, Inc. Note 04/15/17		5,375.00
Westpac BKG Corp. Australia NT 02/27/15		4,200.00
Federal Farm CR BKS BD 12/07/12		1,875.00
Federal Farm CR BKS BD 02/21/13		5,250.00
Federal Farm CR BKS BD 02/27/14		1,687.50
FHLB Cons. Bond 09/16/13		19,291.88
FHLB Cons. Bond 10/18/13		2,175.00
Federal Home Loan MTG NT 01/15/15		21,274.38
Federal Home Loan MTG NT 03/27/19		9,163.02
Federal Home Loan MTG NT 08/01/19		1,460.07
Federal Nat'l. MTG NT 09/16/14		3,750.00
Federal Nat'l. MTG NT 05/27/15		500.00
Federal Nat'l. MTG NT 04/11/16		4,156.25
Federal Nat'l. MTG NT 09/01/27		909.44
U.S. Treasury Notes		<u>112,058.98</u>

Total Gross Interest	\$	221,494.87
Less Interest Purchased		<u>-17,873.44</u>
Net Interest	\$	203,621.43

Fiscal Year Ending June 30

2013 2012

Short-Term Capital Gains	\$ 6,271.76	
See Tax Return for Detail		
Long-Term Capital Gains/Losses	<11,195.86>	
See Tax Return for Detail		
Short-Term Capital Gain Distributions		
See Tax Return for Detail	3,476.00	
Long-Term Capital Gain Distributions		
See Tax Return for Detail	94,854.95	
Coburn Fair Fund Securities		
Litigation - Short Term		
Capital Gain 11/13/12	27.86	
Cardinal Health, Inc. Securities		
Litigation - Short Term		
Capital Gain 05/07/13	<u>18.38</u>	
Total Gain or Loss	\$ <u>93,453.09</u>	
TOTAL INCOME	\$ 526,451.68	

EXPENSES:

Net Fiduciary Fees	\$ 39,869.36	
Accounting & Tax Preparation	6,433.34	
California Filing Fee	10.00	
E. Douglas Dawson Mgmt. Fees	\$ <u>138,500.00</u>	\$ <u>184,812.70</u>

NET INCOME AFTER EXPENSES	\$ <u>341,638.98</u>	\$ <u>264,611.40</u>
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ELLEN BROWNING SCRIPPS FOUNDATION
SCHEDULE B

EDUCATION:

Bishop's School La Jolla, CA 92037 - Ellen Browning Scripps Scholarship Fund	\$ 30,000.00	FYE 6-30-13
Francis Parker School 6501 Linda Vista Road San Diego, CA 92111	17,029.00	FYE 6-30-13
Gillespie School 7380 Girard Ave. La Jolla, CA 92037	10,000.00	FYE 6-30-13
Knox College Galesburg, Illinois 61401	30,000.00	FYE 6-30-13
La Jolla Country Day School La Jolla, CA 92037	13,500.00	FYE 6-30-13
Scripps College 1030 Columbia Avenue Claremont, CA 91711	<u>16,398.00</u>	FYE 6-30-13
Total Education	\$ 116,927.00	

HEALTH:

Culbertson Memorial Hospital 238 South Congress Rushville, IL 62681	\$ 10,000.00	FYE 6-30-13
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Rady Children's Hospital 3020 Children's Way San Diego, CA 92123	12,500.00	FYE 6-30-13
Scripps Clinic/Scripps Green La Jolla, CA 92037	100,000.00	FYE 6-30-13
Scripps Memorial Hospital La Jolla, CA 92037	100,000.00	FYE 6-30-13
Scripps Research Institute La Jolla, CA 92037	<u>25,000.00</u>	FYE 6-30-13
Total Health	\$ 247,500.00	

OTHER:

ARCS Foundation, Inc. San Diego, CA 92101	\$ 15,000.00	FYE 6-30-13
Athenaeum Music & Arts Library (La Jolla Lib. Assoc.) La Jolla, CA 92037	20,000.00	FYE 6-30-13
Boy Scouts of America San Diego, CA	20,000.00	FYE 6-30-13
Community Campership Council, Inc. 7510 Clairemont Mesa Blvd. San Diego, CA 92117	7,967.00	FYE 6-30-13
Elderhelp of San Diego 4069 30th Street San Diego, CA	15,000.00	FYE 6-30-13
The Elizabeth Hospice 150 West Center Street Escondido, CA 92025	30,000.00	FYE 6-30-13
Escondido Humane Society 3450 E. Valley Parkway Escondido, CA 92025	23,478.00	FYE 6-30-13

Girl Scouts of America 1231 Upas Street San Diego, CA 92103	20,000.00	FYE 6-30-13
Helen Woodward Animal Center 6461 El Apajo Box 64 Rancho Santa Fe, CA 92067	20,000.00	FYE 6-30-13
Home Start 5505 Texas St., # 203 San Diego, CA 92108	10,000.00	FYE 6-30-13
Horseless Carriage Foundation, Inc. 502 Fergus San Diego, CA 92114	40,000.00	FYE 6-30-13
I Love A Clean San Diego 4891 Pacific Highway, Suite 115 San Diego, CA 92110	15,000.00	FYE 6-30-13
Inter American Press Association 1801 S. W. 3 rd Avenue Miami, FL 33129	10,000.00	FYE 6-30-13
La Jolla Library 7555 Draper Avenue La Jolla, CA 92037	20,000.00	FYE 6-30-13
La Jolla Playhouse P. O. Box 12039 La Jolla, CA 92039	20,000.00	FYE 6-30-13
La Jolla Recreation Center 615 Prospect Street La Jolla, CA 92037	20,000.00	FYE 6-30-13
La Jolla Women's Club 7791 Draper Street La Jolla, CA 92037	15,272.00	FYE 6-30-13
Maritime Museum Association 1306 North Harbor Drive San Diego, CA 92101	50,000.00	FYE 6-30-13

Project Wildlife 8400 Magnolia Ave., Suite K Santee, CA 92071	12,500.00	FYE 6-30-13
Puget Sound Blood Center 921 Terry Avenue Seattle, WA 98101-1256	50,000.00	FYE 6-30-13
Rancho Costal Humane Society 389 Requeza St. Encinitas, CA 92024	20,000.00	FYE 6-30-13
Ronald McDonald House & Camp Charities Oakbrook, IL	32,500.00	FYE 6-30-13
Rushville Phoenix Opera House P. O. Box 15 Rushville, IL 62681-0015	15,000.00	FYE 6-30-13
Saint Vincent De Paul Center San Diego, CA 92103	30,000.00	FYE 6-30-13
San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	5,000.00	FYE 6-30-13
San Diego History Center 1649 El Prado Suite 3 San Diego, CA 92101	10,000.00	FYE 6-30-13
San Diego Humane Society 887 Sherman San Diego, CA 92110	21,000.00	FYE 6-30-13
San Diego Museum of Man Balboa Park San Diego, CA 92103	10,000.00	FYE 6-30-13
San Diego Natural History Museum P.O. Box 1390 San Diego, CA 92112	10,000.00	FYE 6-30-13

San Diego Opera Association 1200 Third Avenue, FL 18 San Diego, CA 92101-4112	10,000.00	FYE 6-30-13
San Diego Symphony Foundation 1245 7 th Avenue San Diego, CA 92101-4302	10,000.00	FYE 6-30-13
San Diego Zoological Society P.O. Box 551 San Diego, CA 92112	100,000.00	FYE 6-30-13
Scripps Institute of Oceanography La Jolla, CA 92037	15,000.00	FYE 6-30-13
Schuyler County Community Center Rushville, IL 62681	15,000.00	FYE 6-30-13
Schuyler County Museum Rushville, IL 62681	15,000.00	FYE 6-30-13
Search Dog Foundation 501 E. Ojai Avenue Ojai, CA 93023	5,000.00	FYE 6-30-13
The New Children's Museum 200 W. Island Avenue San Diego, CA 92101	10,000.00	FYE 6-30-13
Torrey Pines Association P. O. Box 345 La Jolla, CA 92038	6,000.00	FYE 6-30-13
Western States Trail Association 701 High Street Suite 228C Auburn, CA 95603	10,000.00	FYE 6-30-13

YMCA - La Jolla, CA
8355 Cliffridge Avenue
La Jolla, CA 92037

15,000.00

FYE 6-30-13

Total Other

\$ 798,717.00

TOTAL ALL

\$1,163,144.00

ELLEN BROWNING SCRIPPS FOUNDATION
SCHEDULE A

	<u>Book Value</u>	<u>Market Value</u>
<u>CASH OR CASH EQUIVALENT</u>		
Bank of America Money Market	\$ 132,551	\$ 132,551
	\$ 132,551	\$ 132,551
<u>CORPORATE BONDS</u>		
AT&T, Inc. NT Dated 02/01/2008, 5.500% Due 02/01/2018 \$75,000	\$ 88,632	85,782
Alabama Power Co. NT Dated 01/18/2006, 5.200% Due 01/15/2016 \$80,000	89,451	88,015
Anheuser Busch INVEV Worldwide, Inc. NT Dated 07/16/2012, 1.375% Due 07/15/2017 \$85,000	86,159	83,657
Bank of New York, Inc. NT Dated 12/09/2010, 2.500% Due 01/15/2016 \$85,000	89,024	87,934
Bank Montreal NT Canada Dated 01/11/2012, 2.500% Due 01/11/2017 \$85,000	88,832	87,131
BB&T Corp. NT Dated 03/22/2012, 2.150% Due 03/22/2017 \$85,000	87,886	85,139
Berkshire Hathaway, Inc. NT Dated 01/31/2012, 3.400% Due 01/31/2022 \$80,000	85,714	80,246
BP CAP MKTS PLC NT UK Dated 10/01/2010, 3.125% Due 10/01/2015 \$80,000	84,645	83,614

	<u>Book Value</u>	<u>Market Value</u>
Caterpillar, Inc. NT Dated 05/27/2011, 3.900% Due 05/27/2021 \$75,000	84,411	78,487
Cisco Systems, Inc. NT Dated 02/17/2009, 4.950% Due 02/15/2019 \$75,000	88,887	85,445
Deere John Cap Corp. NT Dated 04/17/2012, 2.250% Due 04/17/2019 \$80,000	83,237	79,901
Diageo CAP PLC NT Dated 05/11/2012, 1.500% Due 05/11/2017 \$85,000	86,340	84,233
Duke Energy Carolinas LLC Bond Dated 05/19/2011, 3.900% Due 06/15/2021 \$75,000	83,590	79,588
General Electric Cap Corp. NT Dated 01/09/2012, 2.900% Due 01/09/2017 \$100,000	100,811	103,377
JPMorgan Chase & Co. NT Dated 02/24/2011, 3.450% Due 03/01/2016 \$65,000	68,555	67,801
Merck & Co., Inc. NT Dated 06/25/2009, 4.00% Due 06/30/2015 \$75,000	81,545	79,883
Metlife, Inc. NT Dated 06/23/2005, 5.00% Due 06/15/2015 \$80,000	87,074	85,822
Novartis Cap Corp. NT Dated 03/16/2010, 4.400% Due 04/24/2020 \$75,000	87,779	83,282
Oracle Corp. NT Dated 07/15/2011, 3.875% Due 07/15/2020 \$80,000	90,334	85,359
Pepsico, Inc. NT Dated 05/28/2008, 5.000% Due 06/01/2018 \$75,000	88,403	84,901

	<u>Book Value</u>	<u>Market Value</u>
Pfizer, Inc.		
NT Dated 02/19/2003, 4.650%		
Due 03/01/2018 \$100,000	97,365	111,770
PNC FDG Corp.		
NT Dated 02/08/2015, 5.125%		
Due 02/08/2020 \$75,000	88,720	82,408
Procter & Gamble Co.		
NT Dated 8/15/2011, 1.450%		
Due 08/15/2016 \$100,000	100,057	101,241
Royal BK CDA		
NT Canada Dated 01/14/2013, 1.500%		
Due 01/16/2018 \$85,000	86,050	83,048
Simon PPTY Group LP		
NT Dated 03/13/2012, 2.150%		
Due 09/15/2017 \$85,000	88,429	85,281
Verizon Communications, Inc.		
NT Dated 11/03/2011, 2.000%		
Due 11/01/2016 \$85,000	87,842	86,612
Wal-Mart Stores, Inc.		
NT Dated 04/05/2007, 5.375%		
Due 04/05/2017 \$100,000	102,916	113,929
Wells Fargo & Co.		
NT Dated 03/29/2011, 4.600%		
Due 04/01/2021 \$75,000	86,975	81,728
Westpac BKG Corp. Note Australia		
NT Dated 08/27/2009, 4.200%		
Due 02/27/2015 \$100,000	<u>106,568</u>	<u>105,558</u>
Total Corporate Bonds	\$ 2,576,231	\$ 2,531,172

	<u>Book Value</u>	<u>Market Value</u>
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CORPORATE STOCKS

Abbott Labs - 2,602 shs. Com.	\$ 67,002	\$ 90,758
Abbvie, Inc. - 2,943 shs. Com.	85,495	121,664
Accenture PLC Ireland - 550 shs. CL A	31,208	39,578
Ace LTD Switzerland - 159 shs. Com.	12,339	14,227
Alexion Pharmaceuticals, Inc. - 361 shs. Com.	11,503	33,299
Allergan, Inc. - 529 shs. Com.	37,166	44,563
Altria Group, Inc. - 529 shs. Com.	18,172	18,510
Amazon.Com, Inc. - 252 shs. Com.	38,589	69,978
American Electric PWR, Inc. - 261 shs. Com.	10,426	11,688
American Express Co. - 351 shs. Com.	19,644	26,241
Amgen, Inc. - 345 shs. Com.	27,274	34,038
Apple, Inc. - 35 shs. Com.	21,933	13,879
AT&T, Inc. - 1,195 shs. Com.	41,613	42,303
Automatic Data Processing, Inc. - 310 shs. Com.	16,856	21,347
Baidu, Inc. Cayman Islands - 553 shs. Com.	52,979	52,315
Baxter Int'l, Inc. - 250 shs. Com.	13,924	17,318
Becton Dickinson & Co. - 200 shs. Com.	14,582	19,766
Biogen IDEC, Inc. - 168 shs. Com.	15,776	36,154
Blackrock, Inc. - 198 shs. CL A	34,153	50,856
Boeing, Inc. - 303 shs, Com.	22,518	31,039
Bristol Myers Squibb Co. - 981 shs. Com.	33,567	43,841
Celgene Corp. - 644 shs. Com.	35,705	75,335

	<u>Book Value</u>	<u>Market Value</u>
Chevron Corp. -		
332 shs. Com.	34,163	39,289
Chubb Corp. -		
441 shs. Com.	30,868	37,331
Cisco Systems, Inc. -		
1,129 shs. Com.	25,202	27,474
CME Group, Inc. -		
247 shs. Com.	13,030	18,760
CMS Energy Corp. -		
328 shs. Com.	7,694	8,912
Coach, Inc. -		
300 shs. Com.	17,216	17,127
Coca Cola Co. -		
800 shs. Com.	30,278	32,088
Cognizant Technology Solutions -		
833 shs. CL A	53,074	52,179
Cullen/Frost Bankers, Inc. -		
250 shs. Com.	13,906	16,693
Deere & Co. -		
300 shs. Com.	22,378	24,375
Dominion Res, Inc. -		
142 shs. Com.	7,564	8,068
Dover Corp. -		
211 shs. Com.	10,870	16,386
Du Pont E I DE Nemours & Co. -		
419 shs. Com.	20,447	21,998
Duke Energy Corp. -		
118 shs. Com.	7,667	7,965
Edwards Lifesciences Corp. -		
800 shs. Com.	74,157	53,760
Emerson Electric Co. -		
514 shs. Com.	24,830	28,034
EOG Res., Inc. -		
380 shs. Com.	34,547	50,038
Exxon Mobil Corp. -		
3,228 shs. Com.	70,155	291,650
Facebook, Inc. -		
2,803 shs. CL A	66,732	69,739
FMC Technologies, Inc. -		
1,472 shs. Com.	55,060	81,961
Fastenal Co. -		
838 shs. Com.	40,483	38,372
Fifth Third Bancorp -		
653 shs. Com.	11,669	11,787

	<u>Book Value</u>	<u>Market Value</u>
Franklin Res, Inc. - 327 shs. Com.	36,340	44,479
General Electric Co. - 5,665 shs. Com.	6,425	131,371
Gilead Sciences, Inc. - 1,433 shs. Com.	48,579	73,470
Google, Inc. CL A - 65 shs. Com.	31,327	57,224
Home Depot, Inc. - 788 shs. Com.	40,585	61,046
Honeywell Int'l, Inc. - 353 shs. Com.	19,304	28,007
Intel Corp. - 1,135 shs. Com.	29,088	27,501
International Business Machines - 2,469 shs. Com.	220,524	471,851
J. P. Morgan Chase & Co. - 4,682 shs. Com.	171,197	247,163
Johnson & Johnson - 2,242 shs. Com.	153,811	192,498
Kimberly Clark Corp. - 262 shs. Com.	21,440	25,451
Kinder Morgan, Inc. Del - 510 shs. Com.	16,356	19,457
KLA-Tencor Corp. - 279 shs. Com.	15,773	15,549
Kraft Foods, Inc. - 300 shs. Com.	12,345	16,761
Las Vegas Sands Corp. - 903 shs. Com.	36,548	47,796
Lauder Estee Cos., Inc. - 508 shs. Com.	20,384	33,411
Linkedin Corp. - 327 shs. Com.	35,541	58,304
Lyondellbasell Industries NV, Inc. - 194 shs. CL A	12,385	12,854
Macy's, Inc. - 184 shs. Com.	6,268	8,832
Market Vectors ETF TR Agribusiness - 4,550 shs. Com.	195,931	232,915
Marsh & McLennan Cos., Inc. - 441 shs. Com	15,159	17,605
McDonald's Corp. - 302 shs. Com.	26,643	29,898

	<u>Book Value</u>	<u>Market Value</u>
Merck & Co., Inc. - 761 shs. Com.	30,995	35,348
Metlife, Inc. - 188 shs. Com.	5,734	8,603
Michael Kors Hldgs, Ltd. - 1,331 shs. Com.	63,729	82,549
Microsoft Corp. - 1,347 shs. Com.	39,864	46,532
Mondelez Int'l, Inc. - 900 shs. Com.	22,836	25,677
Monsanto Co. - 546 shs. Com.	54,175	53,945
Nestle SA Spons ADR - 450 shs. Com.	28,046	29,464
Nextera Energy, Inc. - 161 shs. Com.	10,914	13,118
Nordstrom, Inc. - 173 shs. Com.	8,514	10,370
Novartis A G Spons ADR - 250 shs. Com.	14,099	17,678
Novo-Nordisk A S ADR Denmark - 202 shs. Com.	20,626	31,304
Occidental Pete Corp. DEL - 1,750 shs. Com.	104,042	156,153
Parker Hannifin Corp. - 117 shs. Com.	8,772	11,162
Pepsico, Inc. - 400 shs. Com.	27,708	32,716
Pfizer, Inc. - 1,649 shs. Com.	35,919	46,188
Phillip Morris Int'l, Inc. - 544 shs. Com.	46,292	47,121
Philips 66 - 127 shs. Com.	8,179	7,482
PNC Fin'l Services Group, Inc. - 310 shs. Com.	18,042	22,605
Praxair, Inc. - 1,185 shs. Com.	55,312	136,465
Precision Castparts Corp. - 285 shs. Com.	40,069	64,413
Price T Rowe Group, Inc. - 198 shs. Com.	11,857	14,494
Priceline.Com. Inc. - 93 shs. Com.	34,711	76,880
Proctor & Gamble Co. - 782 shs. Com.	49,510	60,206
Qualcomm, Inc. - 996 shs. Com.	46,041	60,846
Red Hat, Inc. - 1,143 shs. Com.	58,510	54,658

	<u>Book Value</u>	<u>Market Value</u>
Raytheon Co. -		
326 shs. Com. New	17,978	21,555
Royal Dutch Shell PLC SPONS -		
528 shs. Com.	34,591	33,686
RPM Int'l, Inc. -		
440 shs. Com.	11,462	14,054
Salesforce.Com, Inc. -		
1,518 shs. Com.	45,440	57,957
Schlumberger LTD -		
1,075 shs. Com.	68,563	77,035
Sempra Energy -		
160 shs. Com.	10,683	13,082
Sherwin Williams Co. -		
172 shs. Com.	22,143	30,375
Smucker J M Co. -		
450 shs. Com.	34,130	46,418
TE Connectivity Ltd. Switzerland -		
400 shs. Com.	12,486	18,216
Texas Instruments, Inc. -		
489 shs. Com.	14,223	17,042
Time Warner, Inc. -		
480 shs. Com.	17,796	27,754
TJX Cos., Inc. New -		
1,820 shs. Com.	78,987	91,109
United Parcel SVC, Inc. -		
249 shs. Com.	21,459	21,534
United Technologies Corp. -		
3,945 shs. Com.	169,839	366,641
US Bancorp DEL New -		
769 shs. Com.	24,559	27,799
V F Corp. -		
46 shs. Com.	7,775	8,881
Verizon Communications, Inc. -		
3,554 shs. Com.	114,973	178,901
Vertex Pharmaceuticals, Inc. -		
425 shs. Com.	34,863	34,026
VISA, Inc. -		
340 shs. Com.	31,184	62,135
VMWARE, Inc. -		
742 shs. Com.	55,702	49,707
Wal-Mart Stores, Inc. -		
192 shs. Com.	13,343	14,302
Waste MGMT, Inc. DEL -		
258 shs. Com.	8,334	10,405
Wells Fargo & Co. New -		
6,213 shs. Com.	157,296	256,411

	<u>Book Value</u>	<u>Market Value</u>
Westar Energy, Inc. - 356 shs. Com.	10,576	11,377
Wisconsin Energy Corp. - 204 shs. Com.	8,030	8,362
YUM Brands, Inc. - 3,470 shs. Com.	<u>107,925</u>	<u>240,610</u>
 Total Corporate Stocks	 \$ 4,485,203	 \$ 6,601,477

U.S. GOVERNMENT & AGENCY ISSUES

Federal Farm Credit Banks		
1.125% due 02/27/2014 \$150,000	\$ 152,493	150,899
Federal Home Loan Banks		
4.500% due 09/16/13 \$225,000	220,913	227,043
Federal Home Loan Banks		
3.625% due 10/18/2013 \$60,000	62,906	60,617
Federal Home Loan Mortgage Corp.		
4.500% due 01/15/2015 \$215,000	210,049	228,747
Federal Home Loan Mortgage Corp.		
1.250% due 08/01/2019 \$150,000	150,794	143,039
Federal Nat'l Mortgage Assn.		
3.000% due 09/16/2014 \$125,000	133,111	129,194
Federal Nat'l Mortgage Assn.		
0.500% due 05/27/2015 \$200,000	200,874	200,326
Federal Nat'l Mortgage Assn.		
2.375% due 04/11/2016 \$175,000	185,507	182,970
Federal Nat'l Mortgage Assn.		
3.000% due 09/01/2027 \$176,172	186,137	181,563
United States Treasury Note		
4.000% due 02/15/2014 \$140,000	145,934	143,357
United States Treasury Note		
1.250% due 04/15/2014 \$140,000	142,680	141,187
United States Treasury Note		
3.125% due 10/31/2016 \$50,000	50,319	53,789
United States Treasury Note		
4.500% due 05/15/2017 \$150,000	158,919	169,887
United States Treasury Note Ser-B		
3.500% due 02/15/2018 \$30,000	32,653	33,012
United States Treasury Note		
3.875% due 05/15/2018 \$220,000	223,189	246,468
United States Treasury Note		
3.750% due 11/15/2018 \$205,000	206,570	229,167

	<u>Book Value</u>	<u>Market Value</u>
United States Treasury Note 2.750% due 02/15/2019 \$115,000	108,195	122,404
United States Treasury Note 1.500% due 03/31/2019 \$60,000	61,680	59,667
United States Treasury Note 3.500% due 05/15/2020 \$75,000	80,476	82,975
United States Treasury Note 2.125% due 08/15/2021 \$50,000	50,250	49,796
United States Treasury Note 2.000% Due 02/15/2022 \$60,000	61,603	58,682
United States Treasury Note 1.625% Due 11/15/2022 \$115,000	<u>112,138</u>	<u>107,354</u>

Total U.S. Government &
Agency Issues

\$ 2,937,390

\$ 3,002,143

MUTUTAL FUNDS

Columbia Convertible Securities Fund 28,338.483 shs. Class Z Shares	\$ 399,084	465,035
Columbia Mid Cap Value Fund 40,502.889 shs. Class Z Shares	426,736	688,144
Columbia Small Cap Index Fund 41,766.713 shs. Class Z Shares	636,405	843,270
Ishares Inc. MSCI Australia ETF 3,315.000 shs.	52,079	74,853
Ishares Inc. MSCI Brazil Capped ETF 2,165.000 shs.	115,832	94,957
Ishares Inc. MSCI CDA ETF 2,430.000 shs.	53,411	63,545
Ishares MSCI Emerging Markets ETF 10,500.000 shs.	413,700	404,250
Ishares MSCI Emerging MKTS MIN VOL ETF 1,000.000 shs.	59,345	57,110
Ishares MSCI Indonesia ETF 2,500.000 shs	75,845	77,925
Ishares MSCI Hong Kong ETF 4,005.000 shs.	54,308	73,392

	<u>Book Value</u>	<u>Market Value</u>
Ishares MSCI Mexico Capped ETF 2,910.000 shs.	106,593	189,872
Ishares MSCI South Korea Index Fund 1,440 shs.	74,862	76,608
Ishares S&P Global Infrastructure Index Fund 3,715.000 shs.	106,806	130,731
Ishares S&P Latin Amer 40 Index Fund 3,075.000 shs.	107,010	113,037
Ishares US Home Construction ETF 2,000.000 shs.	41,222	44,760
Ishares US Real Estate ETF 4,000.000 shs.	267,513	265,720
John Hancock FDS III Int'l Growth Fund 1 22,446.091 shs.	490,896	487,305
Natixis FDS TR IV AEW Real Estate FD CL Y 16,009.508 shs	300,000	295,536
Prudential Jennison Mid-Cap Growth Fund Inc. 12,184.633 shs. Class Z Shares	425,000	432,067
SPDR S&P 500 ETF TR. - 3,500 shs. Com.	474,410	561,470
Thornburg Int'l Value Fund Class 1 16,409.884 shs.	468,830	460,790
Wisdomtree Japan Hedged Equity Fund 2,250.000 shs. CL I	<u>102,425</u>	<u>102,623</u>
Total Mutual Funds	\$ 5,252,312	\$ 6,003,000

Book ValueMarket ValueCOMMODITIES

Pimco Commodities Plus Strategy Fund 33,718.690 shs.	350,000	343,931
SPDR Gold Trust 2,500.000 shs.	<u>301,226</u>	<u>297,775</u>
Total Commodities	<u>651,226</u>	<u>641,706</u>
GRAND TOTAL OF ASSETS	<u>\$16,034,913</u>	<u>\$18,912,049</u>