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

2012

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

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

Name of foundation WALLIS FOUNDATION		A Employer identification number 95-6027469
Number and street (or P.O. box number if mail is not delivered to street address) 1880 CENTURY PARK EAST		B Telephone number (310) 277-3633
Room/suite 950		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code LOS ANGELES, CA 90067		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ▶ \$ 17,769,480.	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, column (d) must be on cash basis.)		

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,112.	4,112.		STATEMENT 1
	4 Dividends and interest from securities	316,895.	316,895.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	379,690.			
	b Gross sales price for all assets on line 6a 29,041,523.				
	7 Capital gain net income (from Part IV, line 2)		379,690.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	443,043.	443,043.		STATEMENT 3
	12 Total. Add lines 1 through 11	1,143,740.	1,143,740.		
	13 Compensation of officers, directors, trustees, etc	48,000.	20,000.		24,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	8,188.	2,712.		1,055.
	b Accounting fees STMT 5	98,000.	74,620.		6,580.
	c Other professional fees STMT 6	183,433.	99,433.		94,000.
	17 Interest				
	18 Taxes STMT 7	5,685.	685.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,125.	4,063.		4,062.
	22 Printing and publications				
	23 Other expenses STMT 8	64,890.	104.		2,181.
	24 Total operating and administrative expenses. Add lines 13 through 23	416,321.	201,617.		131,878.
	25 Contributions, gifts, grants paid	3,894,000.			3,894,000.
	26 Total expenses and disbursements. Add lines 24 and 25	4,310,321.	201,617.		4,025,878.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-3,166,581.			
	b Net investment income (if negative, enter -0-)		942,123.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	179,326.	2,546,490.	2,546,490.
	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 9	11,205,804.	7,187,910.	7,152,459.
	b	Investments - corporate stock STMT 10	4,070,894.	2,589,639.	3,390,172.
	c	Investments - corporate bonds STMT 11	3,083,861.	3,348,548.	3,346,968.
11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 12	339,193.	40,000.	39,182.	
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶ STATEMENT 13)	3,185.	3,095.	1,294,209.	
16	Total assets (to be completed by all filers)	18,882,263.	15,715,682.	17,769,480.	
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	18,882,263.	15,715,682.		
30	Total net assets or fund balances	18,882,263.	15,715,682.		
31	Total liabilities and net assets/fund balances	18,882,263.	15,715,682.		

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	18,882,263.
2	Enter amount from Part I, line 27a	2	-3,166,581.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,715,682.
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	15,715,682.

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 PUBLICLY TRADED SECURITIES		P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 29,041,523.		28,661,833.	379,690.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			379,690.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 379,690.
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 N/A

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	4,132,580.	19,876,148.	.207917
2010	4,102,426.	24,880,783.	.164883
2009	4,370,057.	28,840,295.	.151526
2008	4,126,201.	29,892,955.	.138033
2007	4,129,502.	35,219,912.	.117249
2 Total of line 1, column (d)			2 .779608
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 .155922
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 18,329,148.
5 Multiply line 4 by line 3			5 2,857,917.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,421.
7 Add lines 5 and 6			7 2,867,338.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 4,025,878.

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	9,421.
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	9,421.
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	9,421.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,330.
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	5,330.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	62.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,153.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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) SEE STATEMENT 14
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of MANN, GELON, GLODNEY & AUGENSTEIN Telephone no. 310-277-3633 Located at 1880 CENTURY PARK EAST #950, LOS ANGELES, CA ZIP+4 90067
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
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.)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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 the answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
MICHAEL SACK 1880 CENTURY PARK EAST, 950 LOS ANGELES, CA 90067	CFO/DIRECTOR 5.00	16,000.	0.	0.
JEFFREY GLASSMAN 1880 CENTURY PARK EAST, 950 LOS ANGELES, CA 90067	SEC 'Y/DIRECTOR 5.00	16,000.	0.	0.
BETH WALLIS 1880 CENTURY PARK EAST, 950 LOS ANGELES, CA 90067	PRESIDENT/DIRECTOR 5.00	16,000.	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, Foundation Managers, Highly 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
MANN, GELON, GLODNEY & AUGENSTEIN, A.P.C. - 1880 CENTURY PARK E #950, LOS ANGELES, CA	ACCOUNTING, TAX & GRANT ADMN SERVICES	168,000.
JP MORGAN CHASE BANK, N.A. - 2029 CENTURY PARK EAST FLOOR 39, LOS ANGELES, CA 90067	INVESTMENT MANAGEMENT	99,433.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,661,690.
b	Average of monthly cash balances	1b	651,365.
c	Fair market value of all other assets	1c	1,295,217.
d	Total (add lines 1a, b, and c)	1d	18,608,272.
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	18,608,272.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	279,124.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,329,148.
6	Minimum investment return. Enter 5% of line 5	6	916,457.

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	916,457.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,421.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,421.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	907,036.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	907,036.
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	907,036.

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	4,025,878.
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	4,025,878.
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	9,421.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,016,457.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				907,036.
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	2,396,838.			
b From 2008	2,652,179.			
c From 2009	2,949,770.			
d From 2010	2,887,027.			
e From 2011	3,152,721.			
f Total of lines 3a through e	14,038,535.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 4,025,878.				
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				907,036.
e Remaining amount distributed out of corpus	3,118,842.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,157,377.			
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	2,396,838.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	14,760,539.			
10 Analysis of line 9:				
a Excess from 2008	2,652,179.			
b Excess from 2009	2,949,770.			
c Excess from 2010	2,887,027.			
d Excess from 2011	3,152,721.			
e Excess from 2012	3,118,842.			

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		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year			THE FOUNDATION'S PURPOSE OF ALL	
			CONTRIBUTIONS IS TO AID AND PROMOTE	
			CHARITABLE, EDUCATIONAL, SCIENTIFIC	
SEE ATTACHED STATEMENT OF CONTRIBUTIONS	N/A	PUBLIC	AND RELIGIOUS PROJECTS.	3,894,000.
Total				▶ 3a 3,894,000.
b Approved for future payment			NONE	
Total				▶ 3b 0.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2012 and before 7/1/2012	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{366}$	22	\$	\$	\$
23 Number of days on line 20 after 08/30/2012 and before 10/1/2012	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{366}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2012 and before 1/1/2013	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{366}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2012 and before 4/1/2013	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2013 and before 7/1/2013	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times 3\%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2013 and before 10/01/2013	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times 3\%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2013 and before 1/1/2014	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times 3\%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2013 and before 2/16/2014	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times 3\%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38		\$	62.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY INVESTMENTS - CASH ACCOUNT	1.
FIDELITY INVESTMENTS - CERTIFICATES OF DEPOSIT	4,011.
FIRST REPUBLIC BANK - GRANT	65.
FIRST REPUBLIC BANK - OPERATING	5.
JP MORGAN CHASE	30.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,112.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3M CO	2,796.	0.	2,796.
ABERDEEN ASIA PACIFIC	13,691.	0.	13,691.
ACCENTURE LTD	1,580.	0.	1,580.
ALTRIA GROUP INC	1,024.	0.	1,024.
AMERICAN EXPRESS	725.	0.	725.
AMERISOURCEBERGEN	934.	0.	934.
ASTRAZENECA PLC	1,007.	0.	1,007.
AT&T INC	951.	0.	951.
AUTO DATA PROCESSING	1,427.	0.	1,427.
BANK OF NEW YORK MELLON	1,883.	0.	1,883.
BCE INC.	199.	0.	199.
BOEING CO	378.	0.	378.
BRISTOL MYERS SQUIBB	269.	0.	269.
CHEVRON CORP	591.	0.	591.
CINTAS CORP	752.	0.	752.
CISCO SYSTEMS	268.	0.	268.
COMERICA INC.	1,127.	0.	1,127.
CONOCOPHILLIPS	901.	0.	901.
CORPORATE SECURITIES	96,431.	0.	96,431.
COVIDIEN LIMITED	1,062.	0.	1,062.
DANONE SPONS	1,290.	0.	1,290.
DEVON ENERGY	972.	0.	972.
DIAGEO PLC	391.	0.	391.
DIAMOND OFFSHORE DRILLING	201.	0.	201.
DODGE & COX INTL	3,871.	0.	3,871.
DOMINION RESOURCES INV	468.	0.	468.
EDGEWOOD GROWTH FUND	1,129.	0.	1,129.
EI DU PONT DE NEMOURS & CO	522.	0.	522.
ELI LILLY & CO	711.	0.	711.
EXPEDITORS	791.	0.	791.
GENERAL ELECTRIC	616.	0.	616.
GENUINE PARTS CO	496.	0.	496.

GLAXOSMITHKLINE	2,861.	0.	2,861.
HCP, INC.	616.	0.	616.
HEALTH CARE REIT	471.	0.	471.
HJ HEINZ CO	644.	0.	644.
HSBC HOLDINGS	706.	0.	706.
ILLINOIS TOOL WORKS	1,688.	0.	1,688.
INGERSOLL-RAND PLC	-1.	0.	-1.
INTEL CORP	567.	0.	567.
INTEREST - OID	5,126.	0.	5,126.
IVY GLOBAL NATURAL RESOURCE	1,717.	0.	1,717.
JOHNSON & JOHNSON	653.	0.	653.
JP MORGAN CHASE	351.	0.	351.
JP MORGAN PRIME	1.	0.	1.
KIMBERLY-CLARK CORP	3,095.	0.	3,095.
KOHL'S CORP	272.	0.	272.
KRAFT FOODS	453.	0.	453.
MERCK AND CO	839.	0.	839.
METLIFE INC.	65.	0.	65.
MFS INTL VALUE	1,193.	0.	1,193.
MICROSOFT CORP	1,884.	0.	1,884.
MONDELEZ INTL	57.	0.	57.
MONSANTO CO	626.	0.	626.
NESTLE'S S A	1,514.	0.	1,514.
NEXTERA ENERGY INC	616.	0.	616.
OMNICON GROUP	1,562.	0.	1,562.
PACCAR INC.	1,150.	0.	1,150.
PHILIP MORRIS INT	694.	0.	694.
PREMIUM AMORTIZATION	-4,231.	0.	-4,231.
RAYTHEON CO	723.	0.	723.
ROYAL DUTCH SHELL PLC	835.	0.	835.
SCHLUMBERGER LTD	688.	0.	688.
STAPLES	401.	0.	401.
SYSCO CORP	2,580.	0.	2,580.
TE CONNECTIVITY LTD	1,612.	0.	1,612.
THE TRAVELERS CO	422.	0.	422.
TIME WARNER INC	1,166.	0.	1,166.
U.S. AND FOREIGN GOVERNMENT SECURITIES	138,955.	0.	138,955.
UNILEVER NV	542.	0.	542.
VERIZON COMM	605.	0.	605.
VODAFONE GROUP	985.	0.	985.
WAL-MART STORES INC.	1,642.	0.	1,642.
WILLIS GROUP HOLDINGS	1,096.	0.	1,096.
TOTAL TO FM 990-PF, PART I, LN 4	316,895.	0.	316,895.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FILM RIGHTS ROYALTIES	443,043.	443,043.	
TOTAL TO FORM 990-PF, PART I, LINE 11	443,043.	443,043.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	8,188.	2,712.		1,055.
TO FM 990-PF, PG 1, LN 16A	8,188.	2,712.		1,055.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND ACCOUNTING FEES	84,000.	67,200.		0.
CPA FIRM FINANCIAL AUDIT FEES	14,000.	7,420.		6,580.
TO FORM 990-PF, PG 1, LN 16B	98,000.	74,620.		6,580.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT ADMINISTRATION FEES	84,000.	0.		94,000.
INVESTMENT MANAGEMENT FEES	99,433.	99,433.		0.
TO FORM 990-PF, PG 1, LN 16C	183,433.	99,433.		94,000.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	685.	685.		0.
FEDERAL EXCISE TAXES	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,685.	685.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	105.	0.		0.
FREIGHT AND DELIVERY	1,194.	0.		944.
BANK CHARGES	104.	104.		0.
RETIREMENT DISABILITY PAYMENTS	60,000.	0.		0.
INSURANCE	2,250.	0.		0.
DUES AND SUBSCRIPTIONS	695.	0.		695.
PRINTING AND STATIONERY	542.	0.		542.
TO FORM 990-PF, PG 1, LN 23	64,890.	104.		2,181.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	FAIR MARKET VALUE
U.S. GOVERNMENT BONDS	X		5,481,180.
U.S. AGENCIES	X		1,461,742.
STATE AND MUNICIPAL OBLIGATIONS - SEE ATTACHED STMT		X	244,988.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,942,922.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			244,988.
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,187,910.

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS-SEE ATTACHED STMT	2,589,639.	3,390,172.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,589,639.	3,390,172.

FORM 990-PF	CORPORATE BONDS		STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED STMT	3,348,548.	3,346,968.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,348,548.	3,346,968.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT	FMV	0.	0.
FOREIGN GOV'T NOTES - SEE ATTACHED STMT	COST	40,000.	39,182.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,000.	39,182.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	3,185.	3,095.	44,209.
FILM RIGHTS	0.	0.	1,250,000.
TO FORM 990-PF, PART II, LINE 15	3,185.	3,095.	1,294,209.

FORM 990-PF

EXPLANATION CONCERNING PART VII-A, LINE 12

STATEMENT 14

EXPLANATION

THE FOUNDATION TREATED THE FOLLOWING GRANTS TO DONOR ADVISED FUNDS AS QUALIFYING EXPENDITURES BASED UPON THE FACT THAT EACH DONOR FUND ORGANIZATION REQUIRES THAT ALL DONOR ADVISED DISBURSEMENTS QUALIFY AS CHARITABLE DONATIONS UNDER IRC SEC 170(C)(2)(B):
CALIFORNIA COMMUNITY FOUNDATION-WALLIS FOUNDATION GLASSMAN FUND - \$300,000
SAN FRANCISCO FOUNDATION-SACK/WALLIS FUND - \$150,000
COMMUNITY FOUNDATION OF SANTA CRUZ COUNTY-WALLIS FOUNDATION - \$300,000.

WALLIS FOUNDATION

Charitable Contributions

7/1/12 - 6/30/13

Organization	Date	Amount
Planned Parenthood of Santa Barbara, Ventura and San Luis Obispo Counties, Inc. 518 Garden Street Santa Barbara, CA 93101-1606	07/18/12	10,000.00
Wright State University Foundation, Inc. 1640 Colonel Glenn Highway Dayton, OH 45435	07/18/12	20,000.00
American Friends of the Tel Aviv University 9911 W. Pico Blvd. # 1010 Los Angeles, CA 90035	07/23/12	100,000.00
American Jewish University 15600 Mulholland Drive Los Angeles, CA 90077	07/23/12	50,000.00
Art Center College of Design 1700 Lida Street Pasadena, CA 91103	07/23/12	25,000.00
Augusta Levy Learning Center PO Box 6711 - 99 North Maine Street Wheeling, WV 26003	07/23/12	25,000.00
Beit T'Shuvah 8831 Venice Blvd. Los Angeles, CA 90034-3740	07/23/12	50,000.00
Boys and Girls Club of San Fernando Valley 11251 Glenoaks Blvd. Pasadena, CA 91331	07/23/12	20,000.00
California Community Foundation - Wallis Foundation Glassman Fund 445 S. Figueroa Street, Suite 3400 Los Angeles, CA 90071	07/23/12	100,000.00
Center for Asian Americans United for Self Empowerment, Inc. 260 S. Los Robles Avenue #118 Pasadena, CA 91101	07/23/12	15,000.00
Childhelp, Inc. 1872 Parkview Circle Costa Mesa, CA 92627	07/23/12	5,000.00
Friends of the Expo Center 3980 Bill Robertson Lane, Suite 203 Los Angeles, CA 90037	07/23/12	10,000.00
Jewish Federation - Council of Greater Los Angeles Goldsmith Center - 6505 Wilshire Blvd. Los Angeles, CA 90048	07/23/12	5,000.00

Organization	Date	Amount
Jewish Vocational Service 6505 Wilshire Blvd., Suite 200 Los Angeles, CA 90048	07/23/12	5,000.00
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	07/23/12	10,000.00
Los Angeles Philharmonic Association 151 S. Grand Avenue Los Angeles, CA 90012-3042	07/23/12	55,000.00
Los Angeles Sports & Entertainment Commission 333 S. Hope Street, 18th Floor Los Angeles, CA 90071	07/23/12	25,000.00
Music Center of Los Angeles County, The 135 North Grand Avenue, #422 Los Angeles, CA 90012	07/23/12	3,000.00
New York University 25 West 4th Street, Fourth Floor New York, NY 10012	07/23/12	5,000.00
Sheriff's Youth Foundation 4700 Ramona Blvd., 4th Floor Monterey Park, CA 91754-2169	07/23/12	15,000.00
St. Joseph Center 204 Hampton Drive Venice, CA 90291	07/23/12	10,000.00
The Harold Pump Foundation 13636 Ventura Blvd., Suite 416 Sherman Oaks, CA 91423	07/23/12	25,000.00
UCLA Foundation - Athletics Development PO Box 24044 Los Angeles, CA 90024	07/23/12	15,000.00
UCLA Foundation - Athletics Department B-100 Royce Hall, PO Box 951529 Los Angeles, CA 90095	07/23/12	5,000.00
USC - Athletic Department 3501 Watt Way, 203A Los Angeles, CA 90089-0602	07/23/12	20,000.00
West Coast Sports Medicine Foundation 1200 Rosecrans Avenue #101 Manhattan Beach, CA 90266	07/23/12	20,000.00
Aids Emergency Fund 12 Grace Street, Suite 300 San Francisco, CA 94103	08/10/12	10,000.00

Organization	Date	Amount
American Conservatory Theatre 30 Grant Avenue San Francisco, CA 94108-5800	08/10/12	10,000.00
Asian Art Museum Foundation of San Francisco 200 Larkin Street San Francisco, CA 94102	08/10/12	50,000.00
Autry National Center of the American West 4700 Western Heritage Way Los Angeles, CA 90027-1462	08/10/12	5,000.00
Cal Performances 101 Zellerbach Hall, #4800, University of California Berkeley, CA 94720	08/10/12	15,000.00
California Academy of Sciences 55 Music Concourse Dr. San Francisco, CA 94118-4501	08/10/12	25,000.00
California Food Policy Advocates 436 14th St., #1220 San Francisco, CA 94612	08/10/12	20,000.00
California Pacific Medical Center Foundation - Coming Home Hospice P.O. Box 7999 San Francisco, CA 94120-7999	08/10/12	10,000.00
Cazadero Performing Arts Camp P.O. Box 7908 Berkeley, CA 94707	08/10/12	5,000.00
Children's Hospital Los Angeles 4650 Sunset Blvd., Suite 29 Los Angeles, CA 90027	08/10/12	10,000.00
City Arts & Lectures, Inc. 1955 Sutter Street San Francisco, CA 94115	08/10/12	25,000.00
Classical Public Radio Network, LLC 201 Third Street, Suite 1200 San Francisco, CA 94103	08/10/12	25,000.00
Community Awareness & Treatment Service 1171 Mission Street San Francisco, CA 94103	08/10/12	5,000.00
Community Hospice of Northeast Florida, Inc. 4266 Sunbeam Road Jacksonville, FL 32257	08/10/12	10,000.00
Community Music Center 544 Capp Street San Francisco, CA 94110	08/10/12	10,000.00

Organization	Date	Amount
Corporation of the Fine Arts Museums of San Francisco - General Purposes Golden Gate Park, 50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501	08/10/12	30,000.00
Desert Aids Project P.O. Box 2890 Palm Springs, CA 92263-2890	08/10/12	50,000.00
Gary Sinise Charitable Foundation 12001 Ventura Place, Suite 201 Studio City, CA 91604	08/10/12	5,000.00
International Foundation for Electoral Systems 1850 K Street, NW, 5th Floor Washington, DC 20005	08/10/12	5,000.00
Jewish Homes for the Aging of Greater L.A. 7150 Tampa Avenue Reseda, CA 91335	08/10/12	50,000.00
L.A.'s Best 200 N. Spring Street, M120 Los Angeles, CA 90012	08/10/12	10,000.00
Los Angeles Chamber Orchestra Society, Inc. 350 S. Figueroa Street, # 183 Los Angeles, CA 90071	08/10/12	1,000.00
Music Academy of the West 1070 Fairway Road Santa Barbara, CA 93108-2899	08/10/12	20,000.00
Pacific Pride Foundation, Inc. 126 E. Haley #A11 Santa Barbara, CA 93101-2342	08/10/12	25,000.00
Philharmonia Baroque Orchestra 180 Redwood Street #200 San Francisco, CA 94102	08/10/12	75,000.00
Positive Resource Center 785 Market Street, 10th Floor San Francisco, CA 94103	08/10/12	25,000.00
Princeton University 330 Alexander Street Princeton, NJ 08540	08/10/12	5,000.00
Project Open Hand 730 Polk Street San Francisco, CA 94109	08/10/12	30,000.00
Russian River Chamber Music Society 401 Center Street, Suite 100 Healdsburg, CA 95448	08/10/12	5,000.00

Organization	Date	Amount
Saint Anthony Dining Room 150 Golden Gate Avenue San Francisco, CA 94102	08/10/12	30,000.00
SAMOHI Alumni Association PO Box 5592 Santa Monica, CA 90409-5592	08/10/12	5,000.00
San Francisco Aids Foundation 1035 Market Street, Suite 400 San Francisco, CA 94103	08/10/12	5,000.00
San Francisco Ballet 455 Franklin Street San Francisco, CA 94102	08/10/12	50,000.00
San Francisco Classical Voice 201 Third Street, Suite 1200 San Francisco, CA 94103	08/10/12	5,000.00
San Francisco Conservatory of Music 50 Oak Sreet San Francisco, CA 94102	08/10/12	15,000.00
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107	08/10/12	30,000.00
San Francisco Performances 500 Sutter Street #710 San Francisco, CA 94102	08/10/12	60,000.00
San Francisco Zoological Society 1 Zoo Road San Francisco, CA 94132-1098	08/10/12	15,000.00
Santa Barbara Education Foundation 1330 State Street, Suite 203 Santa Barbara, CA 93101	08/10/12	35,000.00
Yeshiva Gedolah of Los Angeles 5444 Olympic Blvd. Los Angeles, CA 90036	08/10/12	5,000.00
Yolo Basin Foundation P.O. Box 943 Davis, CA 95617	08/10/12	25,000.00
Young Audiences of Northern California 125-A Stillman Street San Francisco, CA 94107	08/10/12	1,000.00
California Community Foundation - Wallis Foundation Glassman Fund 445 S. Figueroa Street, Suite 3400 Los Angeles, CA 90071	08/17/12	200,000.00

Organization	Date	Amount
San Francisco Foundation / Sack-Wallis Fund 225 Bush Street, #500 San Francisco, CA 94104-4224	08/17/12	150,000.00
Community Foundation of Santa Cruz County -Wallis Foundation - Santa Cruz County 7807 Soquel Drive Aptos, CA 95003	08/17/12	300,000.00
AIDS Housing Santa Barbara (Sarah House) P.O. Box 20031 Santa Barbara, CA 93120	08/17/12	45,000.00
Carpinteria Valley Arts Council PO Box 597 Carpinteria, CA 93014	08/17/12	30,000.00
Casa Esperanza Homeless Center PO Box 24116 Santa Barbara, CA 93121	08/17/12	40,000.00
Casa Serena, Inc. 1515 Bath Street Santa Barbara, CA 93101	08/17/12	15,000.00
Children's Creative Project 3970 La Colina Road, #9 Santa Barbara, CA 93110	08/17/12	10,000.00
Community Arts Music Association 2060 Alameda Padre Serra, Suite 201 Santa Barbara, CA 93103	08/17/12	10,000.00
Community Memorial Healthcare Foundation 147 North Brent Street Ventura, CA 93003-2854	08/17/12	40,000.00
Discovery Arts 1938 N. Batavia Street, Suite B Orange, CA 92865	08/17/12	15,000.00
Friends of VADA at Santa Barbara High School PO Box 4426 Santa Barbara, CA 93140	08/17/12	15,000.00
Rehabilitation Hospital Foundation 2415 De La Vina Street Santa Barbara, CA 93105	08/17/12	25,000.00
Santa Barbara Channel Keeper 714 Bond Avenue Santa Barbara, CA 93103	08/17/12	10,000.00
Santa Barbara Historical Museum 136 East De La Guerra Street Ventura, CA 93101	08/17/12	10,000.00

Organization	Date	Amount
Santa Barbara Maritime Museum 113 Harbor Way #190 Santa Barbara, CA 93109	08/17/12	10,000.00
Santa Barbara Neighborhood Clinics 1900 State Street, Suite G Santa Barbara, CA 93101	08/17/12	25,000.00
Angel Flight West, Inc. 3237 Donald Douglas Loop S. Santa Monica, CA 90405	08/14/12	7,500.00
Anti Defamation League 1528 Chapala Street #301 Santa Barbara, CA 93101	08/14/12	10,000.00
Boys & Girls Club of Santa Barbara 632 E. Canon Perdido Santa Barbara, CA 93103	08/14/12	10,000.00
Exceptional Minds 13400 Riverside Drive, Suite 211 Sherman Oaks, CA 91423	08/14/12	10,000.00
Jewish Homes for the Aging of Greater L.A. 7150 Tampa Avenue Reseda, CA 91335	08/14/12	10,000.00
Los Angeles Junior Chamber of Commerce 244 S. San Pedro Street, #210 Los Angeles, CA 90012	08/14/12	1,000.00
Loyola Marymount University - Law School 919 Albany Street Los Angeles, CA 90015-1211	08/14/12	12,500.00
Rape Foundation, The 1223 Wilshire Blvd., Suite 410 Santa Monica, CA 90403	08/14/12	10,000.00
RX for Reading PO Box 491190 Los Angeles, CA 90049	08/14/12	50,000.00
Western Sonoma County Swimmers 7400 Willow Street Sebastopol, CA 95472	08/14/12	5,000.00
RX for Reading PO Box 491190 Los Angeles, CA 90049	09/28/12	50,000.00
St. Mark's School Altadena, Inc. 1050 East Altadena Drive Altadena, CA 91001	09/28/12	2,500.00

Organization	Date	Amount
California Hospital Medical Center Foundation 1401 S. Grand Avenue Los Angeles, CA 90015	10/05/12	5,500.00
Cedar-Sinai Medical Center 8700 Beverly Blvd. #2416 Los Angeles, CA 90048	10/05/12	5,000.00
UNLV Foundation 4505 Maryland Parkway, Box 450030 / Mail Stop 0030 Las Vegas, NV 89154-0001	10/05/12	5,000.00
West Side Food Bank 1710 22nd Street Santa Monica, CA 90404	10/05/12	5,000.00
California Institute of Technology 1200 E. California Blvd. Pasadena, CA 91125	10/11/12	100,000.00
Hospice of Santa Cruz County 940 Disc Drive Scotts Valley, CA 95066-4544	10/11/12	20,000.00
Pets Are Wonderful Support/LA 1150 South Hope Street, Suite A Los Angeles, CA 90015	10/11/12	5,000.00
Pets Are Wonderful Support/LA 1150 South Hope Street, Suite A Los Angeles, CA 90015	10/11/12	45,000.00
Second Harvest Food Bank Santa Cruz County 800 Ohlone Parkway Watsonville, CA 95076-7005	10/11/12	25,000.00
U.C. Santa Cruz Foundation 1156 High Street Santa Cruz, CA 95064	10/11/12	50,000.00
University of Hawaii Foundation 2444 Dole Street, Bachmann 105 Honolulu, HI 96822-2330	10/11/12	25,000.00
Visiting Nurse & Hospice Care of Santa Barbara 222 East Canon Perdido Street Santa Barbara, CA 93101	10/11/12	25,000.00
Hypertropic Cardlomyopathy Research Foundation, Inc. PO Box 292 Rye, NY 10580	10/30/12	5,000.00
Los Angeles Junior Chamber of Commerce 244 S. San Pedro Street, #210 Los Angeles, CA 90012	10/30/12	5,000.00

Organization	Date	Amount
Los Angeles Police Foundation 515 S. Flower Street, St# 1680 Los Angeles, CA 90071	10/30/12	25,000.00
New Community Jewish High School 7353 Valley Circle Blvd. West Hills, CA 91304	10/30/12	10,000.00
University of Southern California - Athletics Department 3501 Watt Way, 203A Los Angeles, CA 90089-0602	10/30/12	10,000.00
Women's Guild Cedar-Sinai Medical Center 8700 Beverly Blvd., Suite 2416 Los Angeles, CA 90048	10/30/12	10,000.00
Pasadena Tournament of Roses Foundation 391 S. Orange Grove Blvd. Pasadena, CA 91105	11/12/12	5,000.00
Humane Society of the United States 700 Professional Drive Gaithersburg, MD 20790	12/13/12	10,000.00
Santa Barbara Zoological Foundation 500 Niños Drive Santa Barbara, CA 93103	12/13/12	10,000.00
American Friends of the Hebrew University 11500 West Olympic Blvd., suite 512 Los Angeles, CA 90064	12/17/12	10,000.00
Marianne Frostig Center of Educational Therapy 971 N. Altadena Drive Pasadena, CA 91107	12/17/12	2,500.00
Tony La Russa's Animal Rescue Foundation 2890 Mitchell Drive Walnut Creek, CA 94598	12/17/12	25,000.00
University of Southern California - School of Architecture Watt Hall, 850 West 37th Street, Suite 204 Los Angeles, CA 90089-8884	12/17/12	10,000.00
Vision Mexico 1530 Wilson Blvd., Suite 860 Arlington, VA 22209	12/17/12	5,000.00
American Bach Soloists 44 Page Street #504 San Francisco, CA 94102-5973	02/08/13	5,000.00
Asian Art Museum Foundation of San Francisco 200 Larkin Street San Francisco, CA 94102	02/08/13	10,000.00

Organization	Date	Amount
Berkeley Repertory Theatre 2025 Addison Street Berkeley, CA 94704	02/08/13	25,000.00
Berkeley Symphony Orchestra 1942 University Avenue #207 Berkeley, CA 94704	02/08/13	5,000.00
Chanticleer 44 Page Street #604 San Francisco, CA 94102	02/08/13	5,000.00
Coleman Advocates for Children & Youth 459 Vienna Street San Francisco, CA 94112	02/08/13	5,000.00
Corporation of the Fine Arts Museums of San Francisco - Computer Imaging Project Golden Gate Park, 50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501	02/08/13	50,000.00
Friends & Foundation of the San Francisco Public Library 391 Grove St. San Francisco, CA 94102	02/08/13	10,000.00
Friends of the Urban Forest 1007 General Kennedy Avenue, P.O. Box 29456 San Francisco, CA 94129-0456	02/08/13	5,000.00
General Assistance Advocacy Project 276 Golden Gate Avenue San Francisco, CA 94102	02/08/13	5,000.00
Glide Foundation 330 Ellis Street San Francisco, CA 94102	02/08/13	30,000.00
Haight Ashbury Free Medical Clinic P.O. Box 29917 San Francisco, CA 94129	02/08/13	15,000.00
Hebrew Home for Aged Disabled 302 Silver Avenue San Francisco, CA 94112-1596	02/08/13	10,000.00
Larkin Street Youth Services 1138 Sutter Street San Francisco, CA 94109	02/08/13	5,000.00
Los Angeles Opera Company 135 North Grand Avenue Los Angeles, CA 90012	02/08/13	20,000.00
Magic Theatre Fort Mason Center, 38 Fort Mason San Francisco, CA 94123	02/08/13	5,000.00

Organization	Date	Amount
Merola Opera Program War Memorial Opera House, 301 Van Ness Avenue San Francisco, CA 94102	02/08/13	10,000.00
Metropolitan Opera Association, Inc., The Lincoln Center New York, NY 10023	02/08/13	50,000.00
Museum of Performance & Design Veterans Building, 4th Floor, 401 Van Ness Avenue San Francisco, CA 94102	02/08/13	5,000.00
NARAL Pro-Choice America Foundation 1156 15th Street, N.W. #700 Washington, DC 20005	02/08/13	5,000.00
Northern California Public Broadcasting 2601 Mariposa Street San Francisco, CA 94110-1400	02/08/13	20,000.00
Planned Parenthood Shasta/Diablo 2185 Pacheco Street Concord, CA 94520	02/08/13	5,000.00
River Garden Hebrew Home 11401 Old St. Augustine Road Jacksonville, FL 32258	02/08/13	10,000.00
San Francisco Opera Association War Memorial Opera House, 301 Van Ness Avenue San Francisco, CA 94102	02/08/13	50,000.00
San Francisco Symphony Davies Symphony Hall, 201 Van Ness Avenue San Francisco, CA 94102	02/08/13	50,000.00
Shakespeare San Francisco P.O. Box 460937 San Francisco, CA 94146-0937	02/08/13	5,000.00
Shanti Project 730 Polk Street, Third Floor San Francisco, CA 94109	02/08/13	5,000.00
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	02/14/13	10,000.00
Tony La Russa's Animal Rescue Foundation 2890 Mitchell Drive Walnut Creek, CA 94598	02/14/13	1,500.00
Young Musicians Foundation 195 South Beverly Drive #414 Beverly Hills, CA 90212	02/14/13	10,000.00

Organization	Date	Amount
Pacific Primary 1501 Grove Street San Francisco, CA 94117	02/22/13	1,000.00
Elkhorn Slough Foundation PO Box 267 Moss Landing, CA 95039	03/20/13	100,000.00
Native Animal Rescue 1855 17th Avenue Santa Cruz, CA 95062	03/20/13	35,000.00
Ohio Bird Sanctuary P.O. Box 453 Bellville, OH 44813	03/20/13	15,000.00
Santa Barbara Museum of Art 1130 State Street Santa Barbara, CA 93101-2746	03/20/13	50,000.00
Cabrillo College Foundation - Stroke Center 6500 Soquel Drive Aptos, CA 95003	05/17/13	25,000.00
Conservation Research & Education Opportunities 6044 1st Avenue NW Seattle, WA 98107-2007	05/17/13	50,000.00
Foundation for Santa Barbara City College, The 721 Cliff Drive Santa Barbara, CA 93109-2394	05/17/13	10,000.00
Casa Esperanza Homeless Center PO Box 24116 Santa Barbara, CA 93121	05/13/13	25,000.00
Dog Adoption & Welfare Group P.O. Box 92210 Santa Barbara, CA 93190-2210	05/13/13	25,000.00
Save the Redwoods League 114 Sansome St., # 1200 San Francisco, CA 94104	05/13/13	25,000.00
TOTAL DISTRIBUTED		\$ 3,894,000.00

WALLIS FOUNDATION
 FORM 199, EIN: 95-6027469
 CORPORATE STOCKS & FUNDS
 06/30/13

SYMBOL	STOCK NAME	Y/E NO OF SHARES	BEGINNING YEAR BOOK VALUE	Y/E BOOK VALUE	Y/E FMV
MO	ALTRIA GROUP INC	530	16,439.50	11,315.50	16,544.70
AZN	ASTRAZENECA PLC	350	23,817.07	17,366.61	18,555.00
T	AT&T INC	480	22,303.54	15,293.88	18,992.00
BCE	BCE INC.	350	0.00	15,511.02	14,357.00
BA	BOEING CO	190	12,152.19	8,551.54	19,463.60
BMY	BRISTOL MYERS SQUIBB	0	17,798.70	0.00	0.00
CVX	CHEVRON CORP	155	18,345.47	12,925.22	18,342.70
CSCO	CISCO SYSTEMS	690	0.00	14,193.43	18,791.15
COP	CONOCOPHILLIPS	315	18,153.50	12,171.46	19,057.50
DEO	DIAGEO PLC	120	19,904.66	9,186.77	13,794.00
DO	DIAMOND OFFSHORE	205	0.00	14,055.85	14,101.95
D	DOMINION RESOURCES	205	11,799.59	8,638.98	11,648.10
DD	DUPONT DE NEMOURS & CO	295	14,460.64	9,920.68	15,487.50
LLY	ELI LILLY & CO	310	29,894.00	15,341.90	15,227.20
GE	GENERAL ELECTRIC	700	34,845.00	21,210.00	18,233.00
GPC	GENUINE PARTS CO	205	13,571.80	8,974.90	18,004.35
HNZ	HJ HEINZ CO	0	20,104.50	0.00	0.00
HCP	HCP, INC	370	17,797.89	11,578.51	16,812.80
HCN	HEALTH CARE REIT INC	270	20,176.53	13,607.22	18,098.10
HBC	HSBC HOLDINGS	245	17,877.14	11,104.87	12,715.50
INTC	INTEL CORP	700	12,234.60	13,916.95	18,961.00
JNJ	JOHNSON & JOHNSON	240	20,325.27	13,380.07	20,606.40
JPM	JP MORGAN CHASE	240	14,166.34	10,959.75	12,669.80
KMB	KIMBERLY-CLARK CORP	145	17,158.40	8,885.60	14,085.30
KFT	KRAFT FOODS INC	148	20,422.80	5,085.80	8,157.02
MRK	MERK AND CO	450	18,760.49	14,941.99	20,902.50
MET	METLIFE INC	315	0.00	12,583.88	14,414.40
MSFT	MICROSOFT CORP	615	14,736.34	13,475.35	21,245.18
NEE	NEXTERA ENERGY	235	15,939.84	11,705.87	19,147.80
PM	PHILIP MORRIS INTL	190	13,770.00	10,485.20	16,457.80
RTN	RAYTHEON CO	315	21,478.20	16,495.57	20,827.80
RDS	ROYAL DUTCH SHELL	255	22,664.72	18,443.77	18,898.85
TRV	THE TRAVELERS CO	200	9,956.20	7,964.96	15,984.00
UN	UNILEVER NV	380	16,153.80	10,769.20	14,937.80
VZ	VERIZON COMMUNICATIONS	0	17,033.34	0.00	0.00
VOD	VODAFONE GROUP	600	15,978.66	13,845.30	17,247.00
MMM	3M CO	145	11,620.49	8,424.85	15,855.75
CAN	ACCENTURE LTD.	775	49,880.09	31,187.29	55,789.00
AXP	AMERICAN EXPRESS	625	32,978.84	15,788.26	46,725.00
ABC	AMERISOURCEBERGEN	800	45,455.08	22,321.40	44,684.00
ADP	AUTO DATA PROCESSING	0	42,047.53	0.00	0.00
BK	BANK OF NEW YORK MELLON	2,175	93,318.27	50,343.88	61,008.75
BRKB	BERKSHIRE HATHAWAY	700	70,339.67	41,408.82	78,344.00
CTAS	CINTAS CORP	825	38,873.97	22,071.06	37,570.50
CMA	COMERICA INC	1,275	65,052.28	33,818.26	60,783.25
COV	COVIDIEN PLC NEW	850	55,972.83	41,328.77	53,414.00
DANO	DANONE SPONS ADR	2,725	0.00	36,478.88	40,847.75
DVN	DEVON ENERGY CORP	1,075	78,125.24	62,906.35	55,771.00
DEO	DIAGEO PLC	0	25,951.97	0.00	0.00
EXPD	EXPEDITORS INTL	1,125	55,048.13	42,214.23	42,795.00
GSK	GLAXOSMITHKLINE	900	60,020.35	37,977.34	44,973.00
ITW	ILLINOIS TOOL WORKS	950	51,189.52	44,138.56	65,711.50
IR	INGERSOLL-RAND PLC	0	52,522.56	0.00	0.00
KMB	KIMBERLY-CLARK CORP	0	55,264.14	0.00	0.00
KSS	KOHL'S CORP	0	46,782.53	0.00	0.00
MSFT	MICROSOFT CORP	1,125	51,951.16	31,445.95	38,883.13
MON	MONSANTO CO	0	27,866.98	0.00	0.00
NSRG	NESTLÉ S A	575	38,978.96	23,769.73	37,648.70
OMC	OMNICOM GROUP	925	58,387.60	38,659.06	58,154.75
PCAR	PACCAR INC.	725	0.00	29,437.79	38,903.50
POT	POTASH CORP	1,375	0.00	57,949.53	52,428.75
SLB	SCHLUMBERGER LTD	725	43,725.67	45,181.98	51,953.50
SPLS	STAPLES INC.	0	56,732.10	0.00	0.00
SY	SYSCO CORP	1,175	78,713.22	30,718.82	40,138.00
TEL	TE CONNECTIVITY LTD	1,275	43,711.78	27,438.89	58,063.50
TWX	TIME WARNER INC	800	36,170.09	21,484.16	48,256.00
WMT	WAL-MART STORES INC	725	73,893.11	37,045.39	54,005.25
WSH	WILLIS GROUP	750	42,309.85	26,401.14	30,585.00
MMM	3M CO	850	75,417.35	54,423.94	92,947.50
EGFI	EDGEWOOD GROWTH FUND	38,581.019	504,873.08	326,855.51	584,887.74
JETI	ARTIO INTL EQUITY FUND	0.000	115,413.86	0.00	0.00
DODF	DODGE & COX INTL	3,940.776	247,923.45	154,911.90	143,877.73
IGNI	IVY GLOBAL NATL RESOURCE	12,234.983	388,487.86	239,682.93	207,749.67
MINI	MFS INTL VALUE	2,318.821	0.00	62,979.18	73,508.83
AAPI	ABERDEEN ASIA PACIFIC	48,789.224	688,893.49	476,080.58	565,221.19
	TOTAL	141,835.803	4,070,893.56	2,589,639.41	3,380,171.64

WALLIS FOUNDATION
FORM 990, EIN: 95-6027469
CORPORATE BONDS
06/30/13

	MATURETY VALUE	COST	TOTAL CMV
DAIMLERCHRYSLER	55,000.00	60,884.10	58,222.85
AMERICA MOVIL SA	65,000.00	71,951.75	68,846.80
ANHEUSER-BUSCH INBEV	20,000.00	20,658.20	20,968.80
PRUDENTIAL FIN	40,000.00	39,974.80	42,960.40
BANK OF NOVA SCOTIA	55,000.00	54,929.60	57,309.45
WELLS FARGO & COMPNAV	50,000.00	49,856.00	50,289.50
KINDER MORGAN	55,000.00	60,893.35	59,010.05
ENTERPRISE PRODUCTS OPERATIONS	55,000.00	59,558.95	58,740.00
CITIGROUP INC.	25,000.00	26,732.25	25,470.00
WALGREEN CO	40,000.00	39,950.80	40,040.40
CATERPILLAR FINANCIAL	75,000.00	74,938.25	75,441.00
JOHN DEERE CAPITAL	35,000.00	34,990.55	35,187.60
PLAINS ALL AMER PIPELINE	40,000.00	43,072.80	42,622.40
CANADIAN IMPERIAL BANK	40,000.00	39,988.00	40,035.60
DCP MIDSTREAM BANK	45,000.00	44,964.90	46,741.50
GENERAL ELEC CAP	45,000.00	44,966.25	46,182.60
GENERAL ELECTRIC	35,000.00	34,887.65	34,808.90
TRANS-CANADA PIPELINE	65,000.00	64,884.95	64,409.15
ONEOK PARTNERS	45,000.00	44,973.00	46,705.50
GOLDMAN SACHS GP GS	40,000.00	39,922.00	41,778.40
AT&T INC.	35,000.00	34,977.25	34,595.40
CATERPILLAR FINANCIAL	25,000.00	24,969.00	24,803.50
DIRECTV HLDG	50,000.00	49,905.50	52,558.00
ROYAL BANK OF CANADA	50,000.00	49,969.00	49,642.50
BANK OF NOVA SCOTIA	50,000.00	49,997.00	49,803.50
XEROX CORP	44,000.00	49,897.28	49,001.04
BANK OF AMERICA	44,853.30	44,853.30	48,878.50
NBCUNIVERSAL MEDIA	55,000.00	57,721.40	57,567.95
WALMART	60,000.00	59,778.60	63,363.60
AT&T INC	35,000.00	34,936.30	36,576.75
EXPRESS SCRIPTS	55,000.00	55,794.20	57,351.25
PHILIP MORRIS	45,000.00	44,692.20	46,782.90
TOYOTA MOTOR CREDIT	40,000.00	39,983.60	39,660.00
BARRICK GOLD CORP	55,000.00	56,888.50	54,240.45
METLIFE INC	35,000.00	41,390.85	39,968.25
CITIGROUP INC	50,000.00	51,019.20	52,798.00
TORONTO DOMINION BANK	35,000.00	34,869.45	36,281.35
CAPITAL ONE FINANCIAL	40,000.00	39,899.60	41,690.80
ROYAL BANK OF CANADA	35,000.00	36,582.35	36,239.35
BANK OF AMERICA	45,000.00	52,012.85	50,636.70
RIO TINTO FIN	25,000.00	24,850.00	25,516.75
VERIZON COMMUNICATIONS	45,000.00	44,717.85	45,877.95
TEVA PHARMACEUT FIN	40,000.00	39,966.40	41,244.00
UNITEDHEALTH GROUP INC	45,000.00	44,603.10	45,762.75
CITIGROUP INC.	60,000.00	65,295.60	64,205.40
BANK OF MONTREAL	90,000.00	94,297.50	92,335.50
RABOBANK NEDERLAND	35,000.00	35,621.35	36,522.15
BERKSHIRE HATHAWAY INC	45,000.00	44,997.75	45,405.90
DUKE REALTY LP	40,000.00	44,332.80	44,188.40
MORGAN STANLEY	60,000.00	61,831.35	64,877.60
GENERAL ELEC CAP	30,000.00	29,960.70	30,352.20
TIME WARNER CABLE	40,000.00	46,450.44	44,258.80
GLAXOSMITHKLINE	25,000.00	24,910.25	24,897.25
AMERICAN INTL	35,000.00	36,910.55	38,679.55
TOTAL CAPITAL INTL	35,000.00	34,934.55	34,583.50
ANHEUSER-BUSCH	30,000.00	29,913.60	29,527.50
GOLDMAN SACHS	10,000.00	11,524.20	11,303.70
ONEOK PARTNERS	15,000.00	14,956.95	14,784.20
TOYOTA MOTOR CREDIT	45,000.00	44,973.90	43,607.25
ORACLE CORP	50,000.00	49,913.50	48,592.00
VERIZON COMMUNICATIONS	15,000.00	14,888.20	14,508.15
AETNA INC.	35,000.00	34,831.65	34,010.55
GENERAL ELEC CAP	25,000.00	24,987.75	24,446.75
AMAZON.COM INC	30,000.00	29,853.80	29,039.10
AT&T INC.	25,000.00	24,998.75	24,378.00
METLIFE INC.	20,000.00	20,085.86	19,673.80
BANK OF AMERICA	30,000.00	29,954.70	28,971.60
WELLS FARGO & COMPNAV	35,000.00	35,084.35	34,048.35
GOLDMAN SACHS GROUP	40,000.00	40,053.70	39,208.40
CONAGRA FOODS INC	30,000.00	30,000.00	29,494.20
VENTAS REALTY	65,000.00	64,830.35	63,058.45
MORGAN STANLEY	35,000.00	34,975.15	33,420.10
GOLDMAN SACHS	30,000.00	30,000.00	29,758.70
APPLE INC	75,000.00	75,000.00	74,848.25
AMERICAN EXPRESS	60,000.00	60,000.00	59,773.80
BB&T CORP	35,000.00	35,000.00	34,997.90
DUKE ENERGY GROUP	20,000.00	19,978.20	19,869.00
CHEVRON CORP	35,000.00	35,000.00	34,714.75
TOTAL CORPORATE NOTES	3,268,853.30	3,348,548.26	3,346,967.79

WALLIS FOUNDATION
FORM 990, EIN: 95-6027469
STATE & MUNICIPAL OBLIGATIONS
06/30/13

	MATURITY VALUE	COST	TOTAL CMV
UNIVERSITY NOTRE DAME	105,000.00	105,000.00	105,599.55
GREATER ORLANDO A.A.	95,000.00	95,000.00	95,681.15
GEORGIA POWER	45,000.00	44,987.85	47,348.55
TOTAL STATE & MUNICIPAL OBLIGATIONS	<u>245,000.00</u>	<u>244,987.85</u>	<u>248,629.25</u>

WALLIS FOUNDATION
FORM 990, EIN: 95-6027469
FOREIGN GOVERNMENT NOTES
06/30/13

	MATURITY VALUE	COST	TOTAL CMV
BP CAPITAL MARKETS	40,000.00	40,000.00	39,182.40
TOTAL FOREIGN GOV'T NOTES	40,000.00	40,000.00	39,182.40