Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 09/01 **, 2012, and ending** 08/31, 20 13

Name of foundation: BUNDY FOUNDATION

A Employer identification number: 94-6659802

Number and street (or P.O. box number if mail is not delivered to street address): PO BOX 45174

Room/suite:

B Telephone number (see instructions): 949- 553-7177

City or town, state, and ZIP code: SAN FRANCISCO, CA 94145-0174

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 8,635,075.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	191,628.	190,925.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	189,184.			
	b	Gross sales price for all assets on line 6a 1,448,386.				
	7	Capital gain net income (from Part IV, line 2)		189,184.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,587.			STMT 2
	12	**Total.** Add lines 1 through 11	383,399.	380,109.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	106,841.	80,131.		26,710.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	1,006.	NONE	NONE	1,006.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	3,168.	2,574.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 5	12.	2.		10.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	111,027.	82,707.	NONE	27,726.
	25	Contributions, gifts, grants paid	381,038.			381,038.
	26	**Total expenses and disbursements** Add lines 24 and 25	492,065.	82,707.	NONE	408,764.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-108,666.			
	b	**Net investment income** (if negative, enter -0-)		297,402.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	355,456.	435,982.	435,982.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 6	2,081,078.	2,029,923.	2,639,813.
c	Investments - corporate bonds (attach schedule) STMT 7	1,278,319.	1,000,856.	816,181.
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 8	4,577,856.	4,716,258.	4,743,099.
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,292,709.	8,183,019.	8,635,075.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	8,292,709.	8,183,019.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	8,292,709.	8,183,019.	
31	**Total liabilities and net assets/fund balances** (see instructions)	8,292,709.	8,183,019.	

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	8,292,709.
2	Enter amount from Part I, line 27a	2	-108,666.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,184,043.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME TIMING DIFF	5	1,024.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,183,019.

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			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,448,386.		1,259,202.	189,184.
b				
c				
d				
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				189,184.
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	189,184.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	420,117.	8,179,647.	0.051361
2010	393,817.	8,537,759.	0.046127
2009	364,573.	7,903,344.	0.046129
2008	490,176.	7,311,422.	0.067042
2007	505,060.	9,995,501.	0.050529

2	**Total** of line 1, column (d)	2	0.261188
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052238
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,619,470.
5	Multiply line 4 by line 3	5	450,264.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,974.
7	Add lines 5 and 6	7	453,238.
8	Enter qualifying distributions from Part XII, line 4	8	408,764.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	5,948.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	5,948.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	5,948.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,188.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,188.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	4,760.
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** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ UNION BANK, N.A. Telephone no. ▶ (949)553-7177
Located at ▶ PO BOX 45174, SAN FRANCISCO, CA ZIP+4 ▶ 94101

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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?	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? ☐ Yes ☒ 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.) STMT 9	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	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? ☐ 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? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UNION BANK, N.A. PO BOX 45174, SAN FRANCISCO, CA 94145-0174	CO-TRUSTEE 20	71,227.	-0-	-0-
DOUGLAS NOSEWORTHY 6239 E. 5TH STREET, LONG BEACH, CA 90803	CO-TRUSTEE 20	35,614.		

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	8,242,708.
b	Average of monthly cash balances	1b	508,023.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	8,750,731.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	8,750,731.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	131,261.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,619,470.
6	**Minimum investment return.** Enter 5% of line 5	6	430,974.

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	430,974.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,948.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,948.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	425,026.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	425,026.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	425,026.

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	408,764.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	408,764.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	408,764.

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.

94-6659802

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				425,026.
2	Undistributed income, if any, as of the end of 2012.				
a	Enter amount for 2011 only			381,038.	
b	Total for prior years 20 10 ,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2012.				
a	From 2007 ... NONE				
b	From 2008 ... NONE				
c	From 2009 ... NONE				
d	From 2010 ... NONE				
e	From 2011 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 408,764.				
a	Applied to 2011, but not more than line 2a			381,038.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				27,726.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				397,300.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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 ▶ [X] 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 SALK INSTITUTE FOR BIOLOGICAL STUDIES 10010 NORTH PINES RD LA JOLLA CA 92037	NONE	EXEMPT	CHARITABLE	100,000.
BRAILLE INSTITUTE ATTN: RICHARD PATTERSON 741 N. VERMONT AVENUE LOS ANGELES CA 90029-3	NONE	EXEMPT	CHARITABLE	20,000.
JOHN TRACY CLINIC 806 WEST ADAMS BOULEVARD LOS ANGELES CA 9000	NONE	EXEMPT	CHARITABLE	30,000.
JULES STEIN EYE INSTITUTE 100 STEIN OKAZA - UCLA LOS ANGELES CA 90095-	NONE	EXEMPT	CHARITABLE	99,971.
THE SCRIPPS RESEARCH INSTITUTE 10550 NORTH TORREY PINES LA JOLLA CA 92037	NONE	EXEMPT	CHARITABLE	50,034.
HOUSE RESEARCH INSTITUTE 2100 W THIRD STREET LOS ANGELES CA 90057	NONE	EXEMPT	CHARITABLE	50,033.
BLIND CHILDRENS LEARNING CENTER 18542-B VANDERLIP AVE SANTA ANA CA 92705	NONE	EXEMPT	CHARITABLE	25,000.
JUNIOR BLIND 5300 ANGELES VISTA BLVD LOS ANGELES CA 90043	NONE	EXEMPT	CHARITABLE	6,000.
Total . . . . . . ▶ 3a				381,038.
b Approved for future payment				
NONE				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	191,628.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	189,184.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b FEDERAL TAX REFUND			1	2,587.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				383,399.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 383,399.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

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.

Signature of officer or trustee | Date: 11/01/2013 | Title

VICE PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN		11/01/2013		P00353001

Firm's name ▶ KPMG LLP | Firm's EIN ▶ 13-5565207

Firm's address ▶ 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004 | Phone no. 800-810-2207

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	661.	661.
FOREIGN DIVIDENDS	25,063.	25,063.
NONDIVIDEND DISTRIBUTIONS	703.	
DOMESTIC DIVIDENDS	69,875.	69,875.
OTHER INTEREST	365.	365.
CORPORATE INTEREST	28,650.	28,650.
FOREIGN INTEREST	1,822.	1,822.
NONQUALIFIED FOREIGN DIVIDENDS	5,015.	5,015.
NONQUALIFIED DOMESTIC DIVIDENDS	59,474.	59,474.
TOTAL	191,628.	190,925.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		2,587.
	TOTALS	2,587.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,006.			1,006.
TOTALS	1,006.	NONE	NONE	1,006.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	676.	676.
FEDERAL ESTIMATES - PRINCIPAL	594.	
FOREIGN TAXES ON QUALIFIED FOR	1,789.	1,789.
FOREIGN TAXES ON NONQUALIFIED	109.	109.
TOTALS	3,168.	2,574.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CA FILING FEE	10.		10.
OTHER ALLOCABLE EXPENSES	2.	2.	
TOTALS	12.	2.	10.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORP STOCK		2,081,078.	2,029,923.	2,639,813.
	TOTALS	2,081,078.	2,029,923.	2,639,813.

BUNDY FOUNDATION 94-6659802

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE OBLIGATION		1,278,319.	1,000,856.	816,181.
	TOTALS	1,278,319.	1,000,856.	816,181.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED ASSET STMT	C	4,577,856.	4,716,258.	4,743,099.
TOTALS		4,577,856.	4,716,258.	4,743,099.

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
==

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY UNDISTRIBUTED INCOME FROM PRIOR YEARS.

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Holdings - Reporting as of Trade Date
Account 6700014820 - BUNDY FOUNDATION

As of: 31-Aug-2013

Asset Type	Asset Name	CUSIP	ISIN	Shares/Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Cash & Cash Equivalents	CASH			535 3900	$1 0000 USD	31-Aug-2013	$535 39 USD	$535 39 USD	$0 00 USD
Cash & Cash Equivalents	REICH & TANG DAILY INCM MM CL F #150	23380W56S	US23380W5647	435,446 8800	$1 0000 USD	31-Aug-2013	$435,446 88 USD	$435,446 88 USD	$0 00 USD
Funds	ABSOLUTE STRATEGIES CL I (CLOSED)102	34984T600	US34984T6001	9,084 0000	$11 2200 USD	30-Aug-2013	$100,004 44 USD	$101 922 48 USD	$1,918 04 USD
Funds	AQR MGD FUTURES STRATEGY CL I #113	00203H859	US00203H8593	2,112 0000	$10 1200 USD	30-Aug-2013	$20,021 76 USD	$21,373 44 USD	$1,351 68 USD
Funds	ARBITRAGE FD CL I #1000	03875R205	US03875R2058	1,528 0000	$12 8000 USD	30-Aug-2013	$20,016 80 USD	$19,558 40 USD	($458 40) USD
Funds	DODGE & COX INTL STOCK FD #1048	256206103	US2562061034	14,944 0000	$37 5500 USD	30-Aug-2013	$694,937 84 USD	$561,147 20 USD	($133,790 64) USD
Funds	EATON VANCE FLTG RT & HI INCM I #904	277911541		22,346 0000	$8 9900 USD	30-Aug-2013	$199,996 70 USD	$200,890 54 USD	$893 84 USD
Funds	EATON VANCE GLBL MACR ABSOL RET I#88	277923728	US2779237286	16,224 0000	$9 4600 USD	30-Aug-2013	$160,043 28 USD	$153,479 04 USD	($6,564 24) USD
Funds	EATON VANCE LARGE CAP VALUE I #223	277905642	US2779056421	4,279 0000	$22 2300 USD	30-Aug-2013	$89,415 46 USD	$95,122 17 USD	$5,706 71 USD
Funds	HIGHMARK BOND FD FID (CLOSED) #489	431114305	US4311143055	27,699 0000	$11 0400 USD	30-Aug-2013	$305,244 72 USD	$305,796 96 USD	$552 24 USD
Funds	HIGHMARK INTL OPPOR FID(CLOSED)#2211	431112341	US4311123412	40,000 0000	$7 2100 USD	30-Aug-2013	$384,800 00 USD	$288,400 00 USD	($96,400 00) USD
Funds	HIGHMARK SM CAP CORE FID(CLOSED)2214	431112465	US4311124659	27,859 6130	$24 3800 USD	30-Aug-2013	$721,477 80 USD	$679,217 36 USD	($42,260 44) USD
Funds	HIGHMARK VALUE FD FID (CLOSED) #871	431114677	US4311146777	11,073 0000	$17 7300 USD	30-Aug-2013	$200,226 13 USD	$196,324 29 USD	($3,901 84) USD
Funds	ISHARES S&P MID-CAP 400 GROWTH ETF	464287606	US4642876068	1,135 0000	$131 6900 USD	30-Aug-2013	$65,817 32 USD	$149,468 15 USD	$83,650 83 USD
Funds	ISHARES S&P-MD CAP 400 VAL ETF	464287705	US4642877058	1,927 0000	$103 5400 USD	30-Aug-2013	$102,636 34 USD	$199,521 58 USD	$96,885 24 USD
Funds	MFS INTL GROWTH FD CL I #886	55273E848	US55273E8488	7,550 0000	$28 4700 USD	30-Aug-2013	$200,489 09 USD	$214,948 50 USD	$14,459 41 USD
Funds	NUVEEN REAL ESTATE SECS FD CL I #818	670678507		3,939 0000	$20 7900 USD	30-Aug-2013	$84,294 60 USD	$81,891 81 USD	($2 402 79) USD
Funds	PAYDEN LOW DURATION FD #972	704329200	US7043292009	29,628 8440	$10 1200 USD	30-Aug-2013	$295,363 06 USD	$299,843 90 USD	$4,480 84 USD
Funds	PIMCO HIGH YIELD,INSTL #108	693390841	US6933908419	24,963 0000	$9 4300 USD	30-Aug-2013	$224,767 31 USD	$235,401 09 USD	$10,633 78 USD
Funds	PIMCO TOTAL RETURN INSTL #35	693390700	US6933907007	9,141 0000	$10 6500 USD	30-Aug-2013	$99,728 31 USD	$97,351 65 USD	($2,376 66) USD
Funds	T ROWE PRICE GROWTH STOCK FD #40	741479109	US7414791092	7,696 0000	$43 9900 USD	30-Aug-2013	$250,538 41 USD	$338,547 04 USD	$88,008 63 USD
Funds	VNGRD ST TERM INVMT GRADE ADM #539	922031836		47,220 0000	$10 6500 USD	30-Aug-2013	$496,438 27 USD	$502,893 00 USD	$6,454 73 USD
Equities	3M CO	88579Y101	US88579Y1010	392 0000	$113 5800 USD	30-Aug-2013	$34,217 68 USD	$44,523 36 USD	$10,305 68 USD
Equities	ACCENTURE PLC IRELAND SHS CLASS A	G1151C101	IE00B4BNMY34	200 0000	$72 2500 USD	30-Aug-2013	$8,163 80 USD	$14,450 00 USD	$6,286 20 USD
Equities	AMERICAN TOWER CORP	03027X100	US03027X1000	500 0000	$69 4900 USD	30-Aug-2013	$29,976 95 USD	$34,745 00 USD	$4,768 05 USD
Equities	ANALOG DEVICES INC	032654105	US0326541051	1,700 0000	$46 2800 USD	30-Aug-2013	$65,143 20 USD	$78,676 00 USD	$13,532 80 USD
Equities	APPLE COMPUTER INC	037833100	US0378331005	200 0000	$487 2160 USD	30-Aug-2013	$81,524 98 USD	$97 443 20 USD	$15,918 22 USD

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Holdings - Reporting as of Trade Date
Account: 6700014820 - BUNDY FOUNDATION

As of: 31-Aug-2013

Asset Type	Asset Name	CUSIP	ISIN	Shares/Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	AUTOMATIC DATA PROCESSING INC	053015103	US0530151036	500 0000	$71 1600 USD	30-Aug-2013	$28,412 95 USD	$35,580 00 USD	$7,167 05 USD
Equities	AVERY DENNISON CORP	053611109	US0536111091	601 0000	$42 7600 USD	30-Aug-2013	$38,313 75 USD	$25,698 76 USD	($12,614 99) USD
Equities	BANK AMER CORP	060505104	US0605051046	1,200 0000	$14 1200 USD	30-Aug-2013	$21,680 17 USD	$16,944 00 USD	($4,736 17) USD
Equities	BHP BILLITON LIMITED	088606108	US0886061086	200 0000	$63 2800 USD	30-Aug-2013	$14,389 98 USD	$12,656 00 USD	($1,733 98) USD
Equities	BLACKROCK INC	09247X101	US09247X1019	500 0000	$260 3200 USD	30-Aug-2013	$96,750 00 USD	$130,160 00 USD	$33,410 00 USD
Equities	BROADCOM CORP-CL A	111320107	US1113201073	700 0000	$25 2600 USD	30-Aug-2013	$21,673 85 USD	$17,682 00 USD	($3,991 85) USD
Equities	CENTURYLINK INC COM	156700106	US1567001060	100 0000	$33 1200 USD	30-Aug-2013	$3,842 99 USD	$3,312 00 USD	($530 99) USD
Equities	CHEVRON CORP COMMON STOCK	166764100	US1667641005	800 0000	$120 4300 USD	30-Aug-2013	$17,104 00 USD	$96,344 00 USD	$79,240 00 USD
Equities	CISCO SYS INC	17275R102	US17275R1023	1,000 0000	$23 3100 USD	30-Aug-2013	$22,160 00 USD	$23,310 00 USD	$1,150 00 USD
Equities	COCA-COLA CO	191216100	US1912161007	1,260 0000	$38 1800 USD	30-Aug-2013	$32,873 40 USD	$48,106 80 USD	$15 233 40 USD
Equities	COVIDIEN PLC	G2554F113	IE00B68SQD29	500 0000	$59 4000 USD	30-Aug-2013	$20,391 52 USD	$29,700 00 USD	$9,308 48 USD
Equities	CST BRANDS INC COM	12646R105	US12646R1059	66 0000	$29 5000 USD	30-Aug-2013	$3,791 42 USD	$1,947 00 USD	($1,844 42) USD
Equities	DANAHER CORP	235851102	US2358511028	500 0000	$65 5200 USD	30-Aug-2013	$23,895 85 USD	$32,760 00 USD	$8,864 15 USD
Equities	DELL INC COM	24702R101	US24702R1014	707 0000	$13 7700 USD	30-Aug-2013	$18,466 84 USD	$9,735 39 USD	($8,731 45) USD
Equities	DICKS SPORTING GOODS INC	253393102	US2533931026	500 0000	$46 4100 USD	30-Aug-2013	$22,547 83 USD	$23,205 00 USD	$657 17 USD
Equities	DISNEY (WALT) COMPANY HOLDING CO	254687106	US2546871060	500 0000	$60 8300 USD	30-Aug-2013	$19,053 95 USD	$30,415 00 USD	$11,361 05 USD
Equities	DOLLAR TREE STORES	256746108	US2567461080	400 0000	$52 7000 USD	30-Aug-2013	$16,698 98 USD	$21,080 00 USD	$4,381 02 USD
Equities	DONALDSON INC	257651109	US2576511099	1,000 0000	$35 2400 USD	30-Aug-2013	$34,263 96 USD	$35,240 00 USD	$976 04 USD
Equities	DOW CHEM CO	260543103	US2605431038	1,000 0000	$37 4000 USD	30-Aug-2013	$40,247 50 USD	$37,400 00 USD	($2,847 50) USD
Equities	DU PONT E I DE NEMOURS & CO	263534109	US2635341090	500 0000	$56 6200 USD	30-Aug-2013	$23,035 00 USD	$28,310 00 USD	$5,275 00 USD
Equities	E M C CORP MASS	268648102	US2686481027	500 0000	$25 7800 USD	30-Aug-2013	$10,867 95 USD	$12,890 00 USD	$2,022 05 USD
Equities	ECOLAB INC	278865100	US2788651006	500 0000	$91 3500 USD	30-Aug-2013	$28,892 95 USD	$45,675 00 USD	$16,782 05 USD
Equities	EXXON MOBIL CORP	30231G102	US30231G1022	500 0000	$87 1600 USD	30-Aug-2013	$7,565 00 USD	$43,580 00 USD	$36,015 00 USD
Equities	GENERAL ELEC CO	369604103	US3696041033	1,646 0000	$23 1400 USD	30-Aug-2013	$13,137 82 USD	$38,088 44 USD	$24,950 62 USD
Equities	GOLDMAN SACHS GROUP INC	38141G104	US38141G1040	200 0000	$152 1300 USD	30-Aug-2013	$31,392 00 USD	$30,426 00 USD	($966 00) USD
Equities	GRAINGER W W INC	384802104	US3848021040	200 0000	$247 3500 USD	30-Aug-2013	$37,433 79 USD	$49,470 00 USD	$12,036 21 USD
Equities	HARTFORD FINL SVCS GROUP INC	416515104	US4165151048	500 0000	$29 6000 USD	30-Aug-2013	$34,135 00 USD	$14,800 00 USD	($19,335 00) USD

UnionBank®

Holdings - Reporting as of Trade Date

Account. 6700014820 - BUNDY FOUNDATION

As of: 31-Aug-2013

Asset Type	Asset Name	CUSIP	ISIN	Shares/Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	HCP INC	40414L109	US40414L1098	500 0000	$40 7300 USD	30-Aug-2013	$22,604 75 USD	$20,365 00 USD	($2,239 75) USD
Equities	HUNT J B TRANS SVCS INC	445658107	US4456581077	200 0000	$72 0000 USD	30-Aug-2013	$9,092 98 USD	$14,400 00 USD	$5,307 02 USD
Equities	INTERNATIONAL BUSINESS MACHS CORP	459200101	US4592001014	200 0000	$182 2700 USD	30-Aug-2013	$18,484 50 USD	$36,454 00 USD	$17,969 50 USD
Equities	JOHNSON & JOHNSON	478160104	US4781601046	539 0000	$86 4100 USD	30-Aug-2013	$31,822 56 USD	$46,574 99 USD	$14,752 43 USD
Equities	JPMORGAN CHASE & CO	46625H100	US46625H1005	1,086 0000	$50 5300 USD	30-Aug-2013	$18,752 58 USD	$54,875 58 USD	$36,123 00 USD
Equities	KIMBERLY CLARK CORP	494368103	US4943681035	500 0000	$93 4800 USD	30-Aug-2013	$30,790 00 USD	$46,740 00 USD	$15,950 00 USD
Equities	KRAFT FOODS GROUP INC	50076Q106	US50076Q1067	266 0000	$51 7700 USD	30-Aug-2013	$8,601 42 USD	$13,770 82 USD	$5,169 40 USD
Equities	LEGGETT & PLATT INC	524660107	US5246601075	1,000 0000	$28 9200 USD	30-Aug-2013	$26,878 50 USD	$28,920 00 USD	$2,041 50 USD
Equities	LILLY ELI & CO	532457108	US5324571083	600 0000	$51 4000 USD	30-Aug-2013	$31,668 00 USD	$30,840 00 USD	($828 00) USD
Equities	LINEAR TECHNOLOGY CORP	535678106	US5356781063	1,500 0000	$38 3300 USD	30-Aug-2013	$47,829 40 USD	$57,495 00 USD	$9,665 60 USD
Equities	MALLINCKRODT PUB LTD CO	G5785G107	IE00BBGT3753	62 0000	$43 6500 USD	30-Aug-2013	$2,008 08 USD	$2,706 30 USD	$698 22 USD
Equities	MCDONALDS CORP	580135101	US5801351017	500 0000	$94 3600 USD	30-Aug-2013	$43,839 95 USD	$47,180 00 USD	$3,340 05 USD
Equities	MERCK & CO COM	58933Y105	US58933Y1055	1,000 0000	$47 2900 USD	30-Aug-2013	$35,880 00 USD	$47,290 00 USD	$11,410 00 USD
Equities	METLIFE INC COM	59156R108	US59156R1086	500 0000	$46 1900 USD	30-Aug-2013	$28,115 00 USD	$23,095 00 USD	($5,020 00) USD
Equities	MICROCHIP TECHNOLOGY INC	595017104	US5950171042	1,000 0000	$38 8100 USD	30-Aug-2013	$29,461 14 USD	$38,810 00 USD	$9,348 86 USD
Equities	MICROSOFT CORP	594918104	US5949181045	1,000 0000	$33 4000 USD	30-Aug-2013	$26,840 00 USD	$33,400 00 USD	$6,560 00 USD
Equities	MONDELEZ INTL INC CL A	609207105	US6092071058	800 0000	$30 6700 USD	30-Aug-2013	$16,065 02 USD	$24,536 00 USD	$8,470 98 USD
Equities	OCCIDENTAL PETE CORP	674599105	US6745991058	500 0000	$88 2100 USD	30-Aug-2013	$47,536 61 USD	$44,105 00 USD	($3,431 61) USD
Equities	PAYCHEX INC	704326107	US7043261079	200 0000	$38 6800 USD	30-Aug-2013	$6,620 00 USD	$7,736 00 USD	$1,116 00 USD
Equities	PEPSICO INC	713448108	US7134481081	400 0000	$79 7300 USD	30-Aug-2013	$26,507 96 USD	$31,892 00 USD	$5,384 04 USD
Equities	PETSMART INC	716768106	US7167681060	500 0000	$70 4300 USD	30-Aug-2013	$25,671 70 USD	$35,215 00 USD	$9,543 30 USD
Equities	PFIZER INC	717081103	US7170811035	2,600 0000	$28 2100 USD	30-Aug-2013	$14,222 00 USD	$73,346 00 USD	$59,124 00 USD
Equities	PHILIP MORRIS INTL COM	718172109	US7181721090	500 0000	$83 4400 USD	30-Aug-2013	$27,845 00 USD	$41,720 00 USD	$13,875 00 USD
Equities	PRAXAIR INC	74005P104	US74005P1049	200 0000	$117 4000 USD	30-Aug-2013	$18,725 00 USD	$23,480 00 USD	$4,755 00 USD
Equities	PROCTER & GAMBLE CO	742718109	US7427181091	800 0000	$77 8900 USD	30-Aug-2013	$54,153 86 USD	$62,312 00 USD	$8,158 14 USD
Equities	QUALCOMM INC	747525103	US7475251036	600 0000	$66 2800 USD	30-Aug-2013	$32,511 76 USD	$39,768 00 USD	$7,256 24 USD
Equities	RAYONIER INC (REIT)	754907103	US7549071030	600 0000	$55 2400 USD	30-Aug-2013	$17,883 79 USD	$33,144 00 USD	$15,260 21 USD

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Holdings - Reporting as of Trade Date
Account. 6700014820 - BUNDY FOUNDATION

As of: 31-Aug-2013

Asset Type	Asset Name	CUSIP	ISIN	Shares/Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	ROYAL DUTCH SHELL PLC-ADR A	780259206	US7802592060	500 0000	$64 5900 USD	30-Aug-2013	$36,800 68 USD	$32,295 00 USD	($4,505 68) USD
Equities	SALLY BEAUTY HLDGS INC	79546E104	US79546E1047	200 0000	$26 1300 USD	30-Aug-2013	$4,214 98 USD	$5,226 00 USD	$1,011 02 USD
Equities	SCHLUMBERGER LTD	806857108	AN8068571086	500 0000	$80 9400 USD	30-Aug-2013	$29,995 00 USD	$40,470 00 USD	$10,475 00 USD
Equities	SEADRILL LIMITEDSHS	G7945E105	BMG7945E1057	500 0000	$46 2600 USD	30-Aug-2013	$18,534 95 USD	$23,130 00 USD	$4,595 05 USD
Equities	TARGET CORP	87612E106	US87612E1064	200 0000	$63 3100 USD	30-Aug-2013	$11,836 00 USD	$12,662 00 USD	$826 00 USD
Equities	TOTAL S A ADR	89151E109	US89151E1091	600 0000	$55 3100 USD	30-Aug-2013	$30,113 98 USD	$33,186 00 USD	$3,072 02 USD
Equities	UGI CORP NEW	902681105	US9026811052	400 0000	$39 2000 USD	30-Aug-2013	$11,619 60 USD	$15,680 00 USD	$4,060 40 USD
Equities	UNITED PARCEL SERVICE CL B	911312106	US9113121068	800 0000	$85 5800 USD	30-Aug-2013	$58,859 92 USD	$68,464 00 USD	$9,604 08 USD
Equities	US BANCORP	902973304	US9029733048	500 0000	$36 1300 USD	30-Aug-2013	$13,690 98 USD	$18,065 00 USD	$4,374 02 USD
Equities	VALERO ENERGY CORP COM	91913Y100	US91913Y1001	600 0000	$35 5300 USD	30-Aug-2013	$40,410 74 USD	$21,318 00 USD	($19,092 74) USD
Equities	VERIZON COMMUNICATIONS	92343V104	US92343V1044	1,018 0000	$47 3800 USD	30-Aug-2013	$23,678 71 USD	$48,232 84 USD	$24,554 13 USD
Equities	WASTE MGMT INC DEL	94106L109	US94106L1098	673 0000	$40 4400 USD	30-Aug-2013	$24,765 51 USD	$27,216 12 USD	$2,450 61 USD
Equities	WELLS FARGO & CO COM	949746101	US9497461015	600 0000	$41 0800 USD	30-Aug-2013	$14,418 00 USD	$24,648 00 USD	$10,230 00 USD
Equities	WEYERHAEUSER CO COM	962166104	US9621661043	800 0000	$27 3800 USD	30-Aug-2013	$14,619 93 USD	$21,904 00 USD	$7,284 07 USD
Equities	WISCONSIN ENERGY CORP	976657106	US9766571064	1,000 0000	$41 0400 USD	30-Aug-2013	$23,615 85 USD	$41,040 00 USD	$17,424 15 USD
Equities	YUM BRANDS INC	988498101	US9884981013	500 0000	$70 0200 USD	30-Aug-2013	$17,633 40 USD	$35,010 00 USD	$17,376 60 USD
Equities	ZIMMER HLDGS INC COM	98956P102	US98956P1021	591 0000	$79 0900 USD	30-Aug-2013	$52,658 10 USD	$46,742 19 USD	($5,915 91) USD
Corporate Obligations	AT & T INC 2 400% 8/15/16	00206RAY8	US00206RAY80	100,000 0000	102 826%	30-Aug-2013	$104,098 00 USD	$102,826 00 USD	($1,272 00) USD
Corporate Obligations	DEERE JOHN CAP MTNS 1 850% 9/15/16	24422ERF8	US24422ERF87	100,000 0000	101 937%	30-Aug-2013	$102,418 00 USD	$101,937 00 USD	($481 00) USD
Corporate Obligations	ESC TRIBUNE CO 0 000% 12/08/08	896ESCAN0	US896ESCAN04	250,000 0000			$170,029 38 USD		
Corporate Obligations	IBM CORP NT 1 250% 2/06/17	459200HC8	US459200HC88	100,000 0000	98 884%	30-Aug-2013	$99,718 00 USD	$98,884 00 USD	($834 00) USD
Corporate Obligations	PEPSICO INC NTS 3 100% 1/15/15	713448BM9	US713448BM92	100,000 0000	103 351%	30-Aug-2013	$106,280 00 USD	$103,351 00 USD	($2,929 00) USD
Corporate Obligations	PRAXAIR INC NTS 3 250% 9/15/15	74005PAV6	US74005PAV67	100,000 0000	105 035%	30-Aug-2013	$107,355 00 USD	$105,035 00 USD	($2,320 00) USD
Corporate Obligations	RIO TINTO BDS 2 000% 3/22/17	76720AAB2	US76720AAB26	100,000 0000	99 634%	30-Aug-2013	$100,949 00 USD	$99,634 00 USD	($1,315 00) USD
Corporate Obligations	TEVA PHARMA FIN III 3 000% 6/15/15	88166CAA6	US88166CAA62	100,000 0000	103 436%	30-Aug-2013	$105,702 00 USD	$103,436 00 USD	($2,266 00) USD
Corporate Obligations	WAL MART STORES NTS 3 000% 2/03/14	931142CN1	US931142CN14	100,000 0000	101 078%	30-Aug-2013	$104,307 00 USD	$101,078 00 USD	($3,229 00) USD

Subtotals

UnionBank®

Holdings - Reporting as of Trade Date

Account. 6700014820 - BUNDY FOUNDATION

As of: 31-Aug-2013

Asset Type	Asset Name	CUSIP	ISIN	Shares/Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Cash & Cash Equivalents							$435,982 27 USD	$435,982 27 USD	$0 00 USD
Funds							$4,716 257 64 USD	$4,743,098 60 USD	$26,840 96 USD
Equities							$2,029,922 95 USD	$2,639,812 79 USD	$609,889 84 USD
Corporate Obligations							$1,000,856 38 USD	$816,181 00 USD	($14,646 00) USD
Total							**$8,183,019.24 USD**	**$8,635,074.66 USD**	**$622,084.80 USD**