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## Return of Private Foundation

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

► Do not enter Social Security numbers on this form as it may be made public.  
► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

BCM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

8152 PAINTER AVE

A Employer identification number

26-2667384

B Telephone number

562/696-0338

City or town, state or province, country, and ZIP or foreign postal code

WHITTIER, CA 90602-3757

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name changeH Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year **\$ 52,655,514.** (Part I, column (d) must be on cash basis) J Accounting method:  Cash  Accrual  
(from Part II, col (c), line 16)  Other (specify)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 ► 

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	10.	10.		STATEMENT 1
4	Dividends and interest from securities	1,076,910.	1,076,910.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,942,328.			
b	Gross sales price for all assets on line 6a	18,782,528.			
7	Capital gain net income (from Part IV, line 2)		1,942,328.		
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				
12	Total Add lines 1 through 11	3,019,248.	3,019,248.	RECEIVED	150,000.
13	Compensation of officers, directors, trustees, etc	150,000.	0.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3	2,688.		
b	Accounting fees	STMT 4	30,510.		
c	Other professional fees	STMT 5	106,156.	96,896.	OGDEN, UT 9,260.
17	Interest				
18	Taxes	STMT 6	192.	0.	192.
19	Depreciation and depletion		312.	0.	
20	Occupancy		11,394.	0.	11,394.
21	Travel, conferences, and meetings		2,300.	0.	2,300.
22	Printing and publications				
23	Other expenses	STMT 7	7,666.	0.	7,666.
24	Total operating and administrative expenses	Add lines 13 through 23	311,218.	96,896.	214,010.
25	Contributions, gifts, grants paid		2,647,521.		2,647,521.
26	Total expenses and disbursements	Add lines 24 and 25	2,958,739.	96,896.	2,861,531.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements		60,509.		
b	Net investment income (if negative, enter -0-)			2,922,352.	
c	Adjusted net income (if negative, enter -0-)				N/A

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

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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	End of year
			(a) Book Value	(b) Book Value
Assets	1	Cash - non-interest-bearing	58,454.	64,746.
	2	Savings and temporary cash investments		
	3	Accounts receivable ►		
		Less: allowance for doubtful accounts ►		
	4	Pledges receivable ►		
		Less allowance for doubtful accounts ►		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons		
	7	Other notes and loans receivable ►		
		Less allowance for doubtful accounts ►		
	8	Inventories for sale or use	19,200.	29,920.
	9	Prepaid expenses and deferred charges		
	10a	Investments - U.S. and state government obligations		
	b	Investments - corporate stock	28,791,864.	32,962,232.
	c	Investments - corporate bonds	15,275,771.	11,119,093.
Liabilities	11	Investments - land, buildings, and equipment basis ►		
		Less accumulated depreciation ►		
	12	Investments - mortgage loans		
	13	Investments - other		
	14	Land, buildings, and equipment: basis ►	3,401.	
		Less accumulated depreciation	STMT 11 ► 3,128.	585.
	15	Other assets (describe ► )		273.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	44,145,874.	44,176,264.
	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	44,905,240.	44,905,240.
	29	Retained earnings, accumulated income, endowment, or other funds	<759,366.>	<728,976.>
30	Total net assets or fund balances	44,145,874.	44,176,264.	
	31	Total liabilities and net assets/fund balances	44,145,874.	44,176,264.

## 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	44,145,874.
2	Enter amount from Part I, line 27a	2	60,509.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	44,206,383.
5	Decreases not included in line 2 (itemize) ►	5	30,119.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,176,264.

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## BCM FOUNDATION

## 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 SCHWAB-SEE ATTACHED SCHEDULE			P	VARIOUS	VARIOUS
b SCHWAB-SEE ATTACHED SCHEDULE			P	VARIOUS	VARIOUS
c WASH SALE LOSS DISALLOWED			P	VARIOUS	VARIOUS
d WASH SALE LOSS DISALLOWED			P	VARIOUS	VARIOUS
e TCW CLASS ACTION SETTLEMENT			P		
f CAPITAL GAINS DIVIDENDS					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,763,343.		4,675,748.	87,595.		
b 13,543,604.		12,164,452.	1,379,152.		
c 149.			149.		
d 2,825.			2,825.		
e 20.			20.		
f 472,587.			472,587.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			87,595.		
b			1,379,152.		
c			149.		
d			2,825.		
e			20.		
f			472,587.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2		1,942,328.	
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	

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	<b>SEE ATTACHED STATEMENT</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					
b					
c					
d					
e	18,782,528.	16,840,200.	1,942,328.		
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					
b					
c					
d					
e			1,942,328.		
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	1,942,328.	
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) (col. (b) divided by col. (c))
2012	2,693,836.	44,820,429.	.060103
2011	2,728,963.	46,932,627.	.058146
2010	1,747,817.	44,314,762.	.039441
2009	4,285.	5,157,140.	.000831
2008			

2 Total of line 1, column (d)

2 .158521

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 .039630

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 48,605,523.

5 Multiply line 4 by line 3

5 1,926,237.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 29,224.

7 Add lines 5 and 6

7 1,955,461.

8 Enter qualifying distributions from Part XII, line 4

8 2,861,531.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	29,224.
Date of ruling or determination letter: _____			
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			
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	29,224.	
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	29,224.	
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	29,920.	
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	29,920.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	696.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	11	0.	

**Part VII-A Statements Regarding Activities**

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?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1a	X
1c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ 0. (2) On foundation managers. ► \$ _____ 0.	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____ 0.	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	3	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? <i>If "Yes," attach a conformed copy of the changes</i>	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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?	N/A	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	6	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>CA</b>	7	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► BCM FOUNDATION	Telephone no. ► 562/696-0338
Located at ► 8152 PAINTER AVE., STE. 201, WHITTIER, CA ZIP+4 ► 90602		
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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16 Yes X No

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? If "Yes," did it have excess business holdings in 2013 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 2013)	<input type="checkbox"/> Yes	X No
3b		
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 2013?	4a	X
4b		X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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?

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

 Yes  No Yes  No Yes  No Yes  No

N/A

5b

N/A

 Yes No Yes X No

6b

X

 Yes X No

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES D. SHEPARD 8152 PAINTER AVE, STE 201 WHITTIER, CA 90602	TRUSTEE 40.00	75,000.	0.	0.
KAREN P. SHEPARD 8152 PAINTER AVE, STE 201 WHITTIER, CA 90602	TRUSTEE 40.00	75,000.	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

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**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
NONE		

Total number of others receiving over \$50,000 for professional services ►

0

**Part IX-A** **Summary of Direct Charitable Activities**

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

1 N/A	Expenses
	0.
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.

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	49,067,608.
b	Average of monthly cash balances	1b	278,101.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	49,345,709.
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	49,345,709.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	740,186.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,605,523.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	2,430,276.

**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	2,430,276.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	29,224.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	29,224.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,401,052.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,401,052.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,401,052.

**Part XII****Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	2,861,531.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	2,861,531.
b	Cash distribution test (attach the required schedule)	5	29,224.
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	2,832,307.
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		
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4		

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,401,052.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,512,964.			
b From 2009				
c From 2010				
d From 2011	420,672.			
e From 2012	512,589.			
f Total of lines 3a through e	2,446,225.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,861,531.			0.	
a Applied to 2012, but not more than line 2a				
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 2013 distributable amount				2,401,052.
e Remaining amount distributed out of corpus	460,479.			
5 Excess distributions carryover applied to 2013 (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:	2,906,704.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2012. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	1,512,964.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	1,393,740.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	420,672.			
d Excess from 2012	512,589.			
e Excess from 2013	460,479.			



## Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE SCHEDULE ATTACHED				2,647,521.
<b>Total</b>				► 3a 2,647,521.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments					14 10.	
4 Dividends and interest from securities					14 1,076,910.	
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 1,942,328.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			0.		3,019,248.	0.
13 Total Add line 12, columns (b), (d), and (e)					13 3,019,248.	

**13 Total** Add line 12, columns (b), (d), and (e)  
(See worksheet in line 13 instructions to verify calculations.)

## **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)
N/A	

**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.		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

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

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

Sign  
Here

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

5/13/14  
Date

Date \_\_\_\_\_

► TRUSTEE

Title

<b>Paid Preparer Use Only</b>	Print or type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	ALICE C. CLARNO	<i>Alice C. Clarno</i>	5-12-14		P00040992
	Firm's name ► ALICE C. CLARNO, EA, ATA			Firm's EIN ► 95-3754294	
Firm's address ► 1801 S MYRTLE AVE STE H MONROVIA, CA 91016			Phone no. (626)359-7065		

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

SOURCE	AMOUNT
WELLS FARGO BANK	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	1,549,497.	472,587.	1,076,910.
TOTAL TO FM 990-PF, PART I, LN 4	1,549,497.	472,587.	1,076,910.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCKENNA, LONG & ALDRIDGE	2,688.	0.		2,688.
TO FM 990-PF, PG 1, LN 16A	2,688.	0.		2,688.

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALICE C. CLARNO, EA	18,510.	0.		18,510.
DOUGHERTY & CO	12,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 16B	30,510.	0.		30,510.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JULIE MORADI	9,000.	0.		9,000.
SCHWAB INVESTMENT SERVICES	96,896.	96,896.		0.
OTHER PROFESSIONAL FEES	260.	0.		260.
TO FORM 990-PF, PG 1, LN 16C	106,156.	96,896.		9,260.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRY OF CHARITABLE TRUSTS	150.	0.		150.
FRANCHISE TAX BOARD	10.	0.		10.
LA COUNTY REGISTRAR-RECORDER	32.	0.		32.
TO FORM 990-PF, PG 1, LN 18	192.	0.		192.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE DUES & MEMBERSHIPS	766.	0.		766.
	6,900.	0.		6,900.
TO FORM 990-PF, PG 1, LN 23	7,666.	0.		7,666.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
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DESCRIPTION	AMOUNT
IRS - ESTIMATED TAX PENALTY	232.
PRIOR YR TAX ADJUSTMENT	29,887.
TOTAL TO FORM 990-PF, PART III, LINE 5	30,119.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
-------------	-----------------	-------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	32,962,232.	40,838,571.
TOTAL TO FORM 990-PF, PART II, LINE 10B	32,962,232.	40,838,571.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	11,119,093.	11,722,004.
TOTAL TO FORM 990-PF, PART II, LINE 10C	11,119,093.	11,722,004.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNISHINGS	268.	245.	23.
FURNISHINGS	2,853.	2,603.	250.
FURNISHINGS	280.	280.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,401.	3,128.	273.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

## NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAMES D. SHEPARD  
8152 PAINTER AVE, STE.201  
WHITTIER, CA 90602

## TELEPHONE NUMBER

562/696-0338

## FORM AND CONTENT OF APPLICATIONS

NO UNSOLICITED GRANT APPLICATIONS, BUT WILL REVIEW 2-3 PG CONCEPT PAPERS.  
INCLUDE PROGRAM DESCRIPTION & BACKGROUND INFO ON ORGANIZATION. FOR MORE  
INFORMATION EMAIL JBCM1897@GMAIL.COM.

## ANY SUBMISSION DEADLINES

## RESTRICTIONS AND LIMITATIONS ON AWARDS

## 2013 DEPRECIATION AND AMORTIZATION REPORT

## FORM 990-PF PAGE 1

## 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1FURNISHINGS	112509SL	5.00	17		268.		134.	134.	84.			27.
2FURNISHINGS	120709SL	5.00	17		2,853.		1,427.	1,426.	891.			285.
3FURNISHINGS	080311SL	5.00	17		280.		280.					0.
* TOTAL 990-PF PG 1					3,401.		1,841.	1,560.	975.			312.
DEPR												

## Capital Gains Report

1/1/13 Through 12/31/13

Page 1

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
SHORT TERM						
Vanguard Value Index	6,300 714	10/3/12	1/16/13	150,000 00	145,479 86	4,520 14
Vanguard Total Bond	1,356,588	2/29/12	2/19/13	14,895 23	14,570 45	324 78
Vanguard Total Bond	235 102	3/30/12	2/19/13	2,581 40	2,525 12	56 28
Vanguard Total Bond	235 102	3/30/12	2/19/13	2,581 40	2,525 12	56 28
Vanguard Total Bond	1,271 511	3/30/12	2/19/13	13,961 09	13,656 68	304.41
Vanguard Total Bond	1,201 014	4/30/12	2/19/13	13,187 04	12,899 51	287 53
Vanguard Total Bond	1,178 066	5/31/12	2/19/13	12,935 07	12,653 03	282 04
Vanguard Total Bond	1,129,427	6/29/12	2/19/13	12,401.02	12,130 63	270 39
Vanguard Total Bond	1,110 902	7/31/12	2/19/13	12,197 62	11,931 66	265 96
Vanguard Total Bond	1,081 070	8/31/12	2/19/13	11,870 07	11,611 25	258 82
Vanguard Total Bond	1,025 021	9/28/12	2/19/13	11,254 65	11,009.25	245.40
Vanguard Total Bond	595 658	10/31/12	2/19/13	6,540 28	6,397 67	142.61
Vanguard Total Bond	525.060	11/30/12	2/19/13	5,765 12	5,639 41	125.71
Vanguard Total Bond	516.527	12/21/12	2/19/13	5,671 43	5,547 77	123.66
Vanguard Total Bond	798 269	12/21/12	2/19/13	8,764 93	8,573 82	191.11
Vanguard Total Bond	529 021	12/31/12	2/19/13	5,808.61	5,681 96	126.65
Vanguard Total Bond	528 202	1/31/13	2/19/13	5,799 62	5,673 16	126.46
Pimco Incm Inst	12,993 701	10/3/12	5/29/13	165,000 00	160,198 82	4,801 18
Vanguard Developed Mkts Index	6,588 274	10/3/12	5/29/13	200,000 00	181,407 65	18,592 35
JPMorgan Mortgage-Backed Sec	786 621	6/29/12	6/10/13	8,998 88	8,922 65	76 23
JPMorgan Mortgage-Backed Sec	836 890	7/31/12	6/10/13	9,573 96	9,492 85	81 11
JPMorgan Mortgage-Backed Sec	731 776	8/31/12	6/10/13	8,371 46	8,300 54	70 92
JPMorgan Mortgage-Backed Sec	731 650	9/28/12	6/10/13	8,370 02	8,299 11	70 91
JPMorgan Mortgage-Backed Sec	708 429	10/31/12	6/10/13	8,104 37	8,035 72	68 65
JPMorgan Mortgage-Backed Sec	683 186	11/30/12	6/10/13	7,815 59	7,749.38	66 21
JPMorgan Mortgage-Backed Sec	871 300	12/31/12	6/10/13	9,967 60	9,883 16	84 44
JPMorgan Mortgage-Backed Sec	637 668	1/31/13	6/10/13	7,294 87	7,233 07	61 80
JPMorgan Mortgage-Backed Sec	103,625	2/19/13	6/10/13	1,185,464 33	1,175,421 65	10,042 68
JPMorgan Mortgage-Backed Sec	888 563	2/28/13	6/10/13	10,165 09	10,078 98	86 11
JPMorgan Mortgage-Backed Sec	855 598	3/28/13	6/10/13	9,787 97	9,705 05	82.92
JPMorgan Mortgage-Backed Sec	855.893	4/30/13	6/10/13	9,791 35	9,708 40	82 95
JPMorgan Mortgage-Backed Sec	553 321	5/31/13	6/10/13	6,329 95	6,276 32	53.63
Pimco Incm Inst	115,949	10/3/12	6/20/13	1,425,000 00	1,429,714 51	-4,714 51
Prud Jennison Small Co Cl Z	3,176 577	8/8/12	6/20/13	83,606 66	56,815 91	26,790.75
Prud Jennison Small Co Cl Z	3,962 131	10/3/12	6/20/13	104,282 23	70,866 24	33,415 99
Prud Jennison Small Co Cl Z	626 587	11/21/12	6/20/13	16,491 60	11,207 07	5,284.53
Ishares Core US Bond Market	3,683 000	6/10/13	10/1/13	393,847 17	399,355 10	-5,507 93
Ishares Core US Bond Market	3,683 000	6/10/13	10/2/13	394,308 64	399,355 10	-5,046 46
Ishares Core US Bond Market	1,484 000	6/10/13	10/3/13	158,936 41	160,913 10	-1,976 69
Ishares Core US Bond Market	2,200 000	6/11/13	10/3/13	235,620 01	238,300 94	-2,680 93
TOTAL SHORT TERM				4,763,342.74	4,675,747.67	87,595.07
LONG TERM						
DFA Intl Small Company	7,646 483	4/27/10	1/16/13	125,000 00	117,542 61	7,457 39
Vanguard Intl Growth Fund	2,779 419	1/11/11	1/16/13	175,000 00	168,063 65	6,936 35
Vanguard Total Bond	86,437 350	10/13/11	2/19/13	949,075 52	928,381 57	20,693 95
Vanguard Total Bond	956 725	10/31/11	2/19/13	10,504 77	10,275 72	229.05
Vanguard Total Bond	1,249 214	11/30/11	2/19/13	13,716 27	13,417 20	299 07
Vanguard Total Bond	1,395 484	12/22/11	2/19/13	15,322 31	14,988.22	334 09
Vanguard Total Bond	900 312	12/22/11	2/19/13	9,885 36	9,669 81	215 55
Vanguard Total Bond	155,388	12/27/11	2/19/13	1,706,153 75	1,668,952 22	37,201 53
Vanguard Total Bond	1,311 085	12/30/11	2/19/13	14,395 61	14,081 73	313 88
Vanguard Total Bond	1,558 666	1/31/12	2/19/13	17,114 03	16,740 87	373 16
Allianz Agic Convertible Fd	14,682.545	5/3/11	3/19/13	450,000 00	426,239 23	23,760 77

## Capital Gains Report

1/1/13 Through 12/31/13

Page 2

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Touchstone Sands Cap Instl Gr	15,364,246	3/24/10	3/19/13	275,000 00	183,731 20	91,268 80
Touchstone Sands Cap Instl Gr	7,291,044	3/24/10	4/4/13	132,180 02	87,188 94	44,991 08
Touchstone Sands Cap Instl Gr	14,772,938	5/18/10	4/4/13	267,819.98	176,660 13	91,159 85
Vanguard Intl Growth Fund	7,977,345	1/11/11	4/4/13	500,000 00	482,367 63	17,632 37
Allianz Agic Convertible Fd	10,700,703	5/3/11	5/20/13	350,000 00	310,707 78	39,292 22
Prud Jennison Small Co Cl Z	11,026,093	5/20/10	5/20/13	300,000 00	197,211 49	102,788.51
JPMorgan Mortgage-Backed Sec	87,494,465	4/27/10	5/29/13	1,008,800 28	992,424 31	16,375 97
JPMorgan Mortgage-Backed Sec	1,303,289	4/30/10	5/29/13	15,026.76	14,782 83	243 93
JPMorgan Mortgage-Backed Sec	1,030,680	5/28/10	5/29/13	11,883 61	11,690.70	192 91
JPMorgan Mortgage-Backed Sec	907,570	6/30/10	5/29/13	10,464 17	10,294 30	169 87
JPMorgan Mortgage-Backed Sec	1,075,749	7/30/10	5/29/13	12,403 25	12,201 91	201.34
JPMorgan Mortgage-Backed Sec	969,509	8/31/10	5/29/13	11,178 32	10,996 86	181 46
JPMorgan Mortgage-Backed Sec	1,012,198	9/30/10	5/29/13	11,670 52	11,481 07	189 45
JPMorgan Mortgage-Backed Sec	16,647,682	10/21/10	5/29/13	191,945.70	188,829 82	3,115 88
JPMorgan Mortgage-Backed Sec	1,105,757	10/29/10	5/29/13	12,749 24	12,542 28	206 96
JPMorgan Mortgage-Backed Sec	984,526	11/30/10	5/29/13	11,351 46	11,167 19	184 27
JPMorgan Mortgage-Backed Sec	1,037,205	12/31/10	5/29/13	11,958 84	11,764 72	194 12
JPMorgan Mortgage-Backed Sec	3,974,363	1/11/11	5/29/13	45,823 91	45,080 05	743 86
JPMorgan Mortgage-Backed Sec	973,838	1/31/11	5/29/13	11,228 23	11,045 96	182 27
JPMorgan Mortgage-Backed Sec	999,069	2/28/11	5/29/13	11,519 14	11,332 15	186 99
JPMorgan Mortgage-Backed Sec	962,252	3/31/11	5/29/13	11,094 65	10,914 54	180 11
JPMorgan Mortgage-Backed Sec	1,025,949	4/29/11	5/29/13	11,829.06	11,637 04	192 02
JPMorgan Mortgage-Backed Sec	1,001,530	5/31/11	5/29/13	11,547 52	11,360 06	187 46
JPMorgan Mortgage-Backed Sec	987,421	6/30/11	5/29/13	11,384 84	11,200 03	184.81
JPMorgan Mortgage-Backed Sec	36,959,680	7/21/11	5/29/13	426,140 50	419,222 92	6,917.58
Templeton Global Total Return	768,615	10/21/10	5/29/13	10,575 40	9,990.20	585 20
Templeton Global Total Return	488,856	11/15/10	5/29/13	6,726 19	6,353 99	372 20
Templeton Global Total Return	19,456,192	11/17/10	5/29/13	267,698 41	252,885 08	14,813 33
Primcap Odyssey Stock	5,275,316	11/19/09	5/29/13	100,000 00	66,590 04	33,409 96
JPMorgan Mortgage-Backed Sec	68,299,096	7/21/11	6/10/13	781,336.29	774,717 19	6,619 10
JPMorgan Mortgage-Backed Sec	1,296,662	7/29/11	6/10/13	14,833 71	14,708 05	125 66
JPMorgan Mortgage-Backed Sec	32,718,154	8/26/11	6/10/13	374,293 11	371,122 28	3,170 83
JPMorgan Mortgage-Backed Sec	1,356,201	8/31/11	6/10/13	15,514.83	15,383 40	131 43
JPMorgan Mortgage-Backed Sec	1,427,460	9/30/11	6/10/13	16,330 03	16,191 69	138.34
JPMorgan Mortgage-Backed Sec	1,395,025	10/31/11	6/10/13	15,958 98	15,823 78	135.20
JPMorgan Mortgage-Backed Sec	1,301,522	11/30/11	6/10/13	14,889 31	14,763.17	126 14
JPMorgan Mortgage-Backed Sec	27,530,599	12/27/11	6/10/13	314,947.89	312,279 80	2,668 09
JPMorgan Mortgage-Backed Sec	1,375,066	12/30/11	6/10/13	15,730 65	15,597 38	133 27
JPMorgan Mortgage-Backed Sec	1,208,415	1/31/12	6/10/13	13,824.17	13,707 06	117 11
JPMorgan Mortgage-Backed Sec	1,194,004	2/29/12	6/10/13	13,659 31	13,543 60	115 71
JPMorgan Mortgage-Backed Sec	1,035,454	3/30/12	6/10/13	11,845 51	11,745 16	100 35
JPMorgan Mortgage-Backed Sec	898,273	4/30/12	6/10/13	10,276 17	10,189 12	87 05
JPMorgan Mortgage-Backed Sec	836,017	5/31/12	6/10/13	9,563 97	9,482 95	81 02
DFA Emerging Mkts Core	28,059,484	2/15/12	6/20/13	500,000 00	560,079 53	-60,079 53
Prud Jennison Small Co Cl Z	42,464,416	5/20/10	6/20/13	1,117,652 12	759,513 89	358,138 23
Prud Jennison Small Co Cl Z	4,392,453	11/17/10	6/20/13	115,608 19	78,562 93	37,045.26
Prud Jennison Small Co Cl Z	106,067	11/18/10	6/20/13	2,791 66	1,897 10	894 56
Prud Jennison Small Co Cl Z	10,201,765	1/11/11	6/20/13	268,507 74	182,467 65	86,040 09
Prud Jennison Small Co Cl Z	9,860,637	7/21/11	6/20/13	259,529 34	176,366 27	83,163 07
Prud Jennison Small Co Cl Z	269,115	11/18/11	6/20/13	7,083 04	4,813 36	2,269 68
JP Morgan Exch Traded Nt Aler	4,450,000	5/3/11	6/20/13	197,561 38	169,776 52	27,784 86
JP Morgan Exch Traded Nt Aler	4,270,000	5/3/11	6/21/13	189,220 86	162,909.15	26,311 71
JP Morgan Exch Traded Nt Aler	180,000	5/4/11	6/21/13	7,976 52	6,718 59	1,257 93
JP Morgan Exch Traded Nt Aler	4,450,000	5/4/11	6/24/13	193,501 27	166,098 43	27,402 84
Dodge & Cox Global Stk Fund	14,474,323	9/26/11	8/7/13	155,000 00	115,569 23	39,430 77
Touchstone Sands Cap Instl Gr	11,095,661	5/18/10	8/7/13	225,000 00	132,685 92	92,314 08
Vanguard Intl Growth Fund	1,121,711	1/11/11	8/7/13	75,000 00	67,826 71	7,173 29
DFA Emerging Mkts Core	34,852,909	2/15/12	8/26/13	635,000 00	695,679 26	-60,679.26
Touchstone Sands Cap Instl Gr	9,674,119	5/18/10	10/29/13	225,000 00	127,110 41	97,889 59

## Capital Gains Report

1/1/13 Through 12/31/13

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Vanguard Intl Growth Fund	2,730.648	1/11/11	10/29/13	200,000.00	165,114.61	34,885.39
				<b>TOTAL LONG TERM</b>	<b>13,543,603.67</b>	<b>12,164,452.24</b>
				<b>OVERALL TOTAL</b>	<b>18,306,946.41</b>	<b>16,840,199.91</b>

# BCM FOUNDATION

2013

Company	Tax Status	Amount Funded	Date Closed	Purpose
<b>Aquarium of the Pacific</b>				
100 Aquarium Way Long Beach CA 90802	Public Charity	\$45,000.00	5/21/2013	Aquarium Scholarship Fund
<b>Assistance League Whittier</b>				
P.O. Box 386 Whittier CA 90608	public charity	\$10,000.00	10/28/2013	Operation School Bell
<b>Belmont Shore Rugby Club</b>				
10900 183rd Street Suite 270 Cerritos CA 90703	public charity	\$10,000.00	4/4/2013	registration costs for 40 youth players
<b>Boys &amp; Girls Club - Challengers</b>				
5029 S. Vermont Ave. Los Angeles CA 90037	public charity	\$153,850.00	4/4/2013	special events and fundraising manager
<b>Boys &amp; Girls Club - Pomona Valley</b>				
P.O. Box 1149 Pomona CA 91766	public charity	\$35,000.00	10/28/2013	general operating support
<b>Boys &amp; Girls Club - Santa Monica</b>				
1220 Lincoln Blvd. Santa Monica CA 90401	public charity	\$45,000.00	5/21/2013	VISTA programs
<b>Boys &amp; Girls Club - Whittier</b>				
7905 Greenleaf Ave. Whittier CA 90602	Public Charity	\$300,000.00	8/6/2013	Operations/Capital Campaign
<b>Children's Nature Institute</b>				
1910 Magnolia Ave. Los Angeles CA 90007	Public Charity	\$40,000.00	1/17/2013	Environmental Education programs

Company	Tax Status	Amount Funded	Date Closed	Purpose
<b>Five Acres</b>				
760 West Mountain View Street Altadena CA 91001	Public Charity	\$50,000.00	10/28/2013	Residential Treatment Center programs
<b>Friends of the Children's Museum at La Habra</b>				
301 S Euclid St La Habra CA 90631	public charity	\$60,000.00	1/17/2013	Arts-based Education Outreach Programs
<b>Intercommunity Counseling Center</b>				
7702 Washington Ave., 1st Floor Whittier CA 90608	Public Charity	\$166,100.00	4/4/2013	Capacity building, Boys & Girls Club - Whittier, client fee assistance
<b>Interfaith Food Center</b>				
11819 Burke St. Santa Fe Springs CA 90670	Public Charity	\$275,000.00	5/21/2013	Operating Expenses and Tenant Improvement/Equipment and Moving
<b>Kidspace Children's Museum</b>				
480 N. Arroyo Blvd. Pasadena CA 91103	public charity	\$60,000.00	4/4/2013	educational programs
<b>Library Foundation of Los Angeles</b>				
630 West Fifth St. Los Angeles CA 90071	Public Charity	\$50,000.00	8/6/2013	funding Cybernauts at 3 branches through September 2014
<b>Long Beach Museum of Art</b>				
2300 East Ocean Blvd. Long Beach CA 90803	Public Charity	\$75,000.00	5/21/2013	general operating grant for 2013
<b>Los Angeles Centers for Alcohol and Drug Abuse</b>				
11015 Bloomfield Ave. Santa Fe Springs CA 90670	public charity	\$50,000.00	10/28/2013	Structural Roof Repair
<b>Los Angeles Chamber Orchestra</b>				
350 S. Figueroa St., Suite 183 Los Angeles CA 90071	public charity	\$20,000.00	4/4/2013	Meet the Music program

Company	Tax Status	Amount Funded	Date Closed	Purpose
<b>Los Angeles County High School for the Arts</b>				
1149 So. Hill Street, Suite 100 Los Angeles CA 90015	Public Charity	\$75,000.00	5/21/2013	general operating support
<b>Los Angeles Music &amp; Art School</b>				
3630 East Third St. Los Angeles CA 90063	Public Charity	\$25,000.00	8/6/2013	after-school programs
<b>Los Angeles Regional Food Bank</b>				
1734 E. 41st St. Los Angeles CA 90058-1502	Public Charity	\$150,000.00	1/17/2013	2013 Program Operating Fund
<b>Mount St. Mary's College</b>				
10 Chester Place Los Angeles CA 90007	public charity	\$5,000.00	5/21/2013	Scholarship Program
<b>Natural History Museum</b>				
900 Exposition Blvd. Los Angeles CA 90007	Public Charity	\$25,000.00	5/21/2013	Musuem's School Visits Program
<b>Pilgrim Place</b>				
660 Avery Rd. Claremont CA 91711	Public Charity	\$40,000.00	1/17/2013	Expand and remodel the Therapy Center
<b>Rio Hondo Symphony</b>				
P.O. Box 495 Whittier CA 90608	Public Charity	\$12,460.00	1/17/2013	Music Enrichment Programs and the free Children's Concert
<b>Santa Fe Springs Chamber/League Youth Enrichment</b>				
12016 E Telegraph Rd Ste 100 Santa Fe Springs CA 90670	public charity	\$50,000.00	5/21/2013	CHOICES program
<b>School on Wheels, Inc.</b>				
P.O. Box 23371 Ventura CA 93002	public charity	\$75,000.00	4/4/2013	Core program funding

Company	Tax Status	Amount Funded	Date Closed	Purpose
<b>Shoes That Fit</b>				
1420 N. Claremont Blvd., Suite 204A Claremont CA 91711	Public Charity	\$5,000.00	5/21/2013	Back-To-School shoe project
<b>Southern California Grantmakers</b>				
1000 North Alameda St. #230 Los Angeles CA 90012	public charity	\$15,000.00	1/17/2013	general operating support
<b>United Peace Officers Against Crime</b>				
P.O. Box 2084 Walnut CA 91789	public charity	\$40,000.00	10/28/2013	sponsor kids to camp
<b>Whittier Area First Day Coalition</b>				
12426 Whittier Blvd. Whittier CA 90602	Public Charity	\$175,000.00	10/28/2013	general operating funds
<b>Whittier Area Literacy Council, Inc.</b>				
12911 Hadley St. Whittier CA 90608	public charity	\$35,053.00	8/6/2013	program coordinator's position and utility expenses
<b>Whittier College - CEC</b>				
13406 E. Philadelphia St. Whittier CA 90608-0634	public charity	\$400,058.00	4/4/2013	Fifth Dimension and CEC Programs
<b>Whittier Rio Hondo AIDS Project</b>				
9200 Colima Rd., Suite 104 Whittier CA 90605	Public Charity	\$75,000.00	1/17/2013	core operating support
<b>Total</b>	<b><u>\$2,647,521.00</u></b>			