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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation BCM FOUNDATION		A Employer identification number 26-2667384
Number and street (or P.O. box number if mail is not delivered to street address) 8152 PAINTER AVE	Room/suite 201	B Telephone number 562/696-0338
City or town, state or province, country, and ZIP or foreign postal code WHITTIER, CA 90602-3757		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 52,655,514. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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.		
13 Compensation of officers, directors, trustees, etc	150,000.	0.		150,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	2,688.	0.		2,688.
b Accounting fees STMT 4	30,510.	0.		30,510.
c Other professional fees STMT 5	106,156.	96,896.		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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LHA For Paperwork Reduction Act Notice, see instructions

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	58,454.	64,746.	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			
	9 Prepaid expenses and deferred charges	19,200.	29,920.	29,920.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	28,791,864.	32,962,232.	40,838,571.
	c Investments - corporate bonds STMT 10	15,275,771.	11,119,093.	11,722,004.
	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.	273.	273.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	44,145,874.	44,176,264.	52,655,514.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	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) ▶ SEE STATEMENT 8	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.

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			(l) 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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			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) Distribution ratio (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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	2,861,531.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	29,224.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	29,224.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	29,224.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	29,920.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments.		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	29,920.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	696.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 696. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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?		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 <input checked="" type="checkbox"/> 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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 <i>(continued)</i>
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3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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

Total number of others receiving over \$20,000 for professional services	
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.

number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	N/A
2	0.
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.

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

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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	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,605,523.
6	Minimum investment return 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	Distributable amount as adjusted 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:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,861,531.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,861,531.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	29,224.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	2,832,307.

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.

Form 990-PF (2013)

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				
a Enter amount for 2012 only			0.	
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.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,906,704.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

26-26671

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				
SEE SCHEDULE ATTACHED				2,647,521.
Total			▶ 3a	2,647,521.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

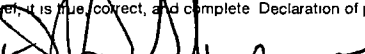
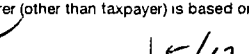
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

- | b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

Sign Here  Signature of officer or trustee	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Date 5/13/14	Title TRUSTEE			
Paid Preparer Use Only	Print type preparer's name ALICE C. CLARNO	Preparer's signature 	Date 5-12-14	Check <input checked="" type="checkbox"/> if self-employed	PTIN 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** (2013)

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	766.	0.		766.	
DUES & MEMBERSHIPS	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
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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 SUBMITTEDJAMES D. SHEPARD
8152 PAINTER AVE, STE.201
WHITTIER, CA 90602TELEPHONE NUMBER

562/696-0338

FORM AND CONTENT OF APPLICATIONSNO 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 DEADLINESRESTRICTIONS 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
1	FURNISHINGS	11/25/09	SL	5.00	17	268.		134.	134.	84.		27.
2	FURNISHINGS	12/07/09	SL	5.00	17	2,853.		1,427.	1,426.	891.		285.
3	FURNISHINGS	08/03/11	SL	5.00	17	280.		280.				0.
	* TOTAL 990-PF PG 1					3,401.		1,841.	1,560.	975.	0.	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 Agric 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
Primecap 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

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
TOTAL LONG TERM				13,543,603.67	12,164,452.24	1,379,151.43
OVERALL TOTAL				18,306,946.41	16,840,199.91	1,466,746.50

BCM FOUNDATION

2013

Company	Tax Status	Amount Funded	Date Closed	Purpose
Aquarium of the Pacific 100 Aquarium Way Long Beach CA 90802				
	Public Charity	\$45,000.00	5/21/2013	Aquarium Scholarship Fund
Assistance League Whittier P.O. Box 386 Whittier CA 90608				
	public charity	\$10,000.00	10/28/2013	Operation School Bell
Belmont Shore Rugby Club 10900 183rd Street Suite 270 Cerritos CA 90703				
	public charity	\$10,000.00	4/4/2013	registration costs for 40 youth players
Boys & Girls Club - Challengers 5029 S. Vermont Ave. Los Angeles CA 90037				
	public charity	\$153,850.00	4/4/2013	special events and fundraising manager
Boys & Girls Club - Pomona Valley P.O. Box 1149 Pomona CA 91766				
	public charity	\$35,000.00	10/28/2013	general operating support
Boys & Girls Club - Santa Monica 1220 Lincoln Blvd. Santa Monica CA 90401				
	public charity	\$45,000.00	5/21/2013	VISTA programs
Boys & Girls Club - Whittier 7905 Greenleaf Ave. Whittier CA 90602				
	Public Charity	\$300,000.00	8/6/2013	Operations/Capital Campaign
Children's Nature Institute 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
Five Acres				
760 West Mountain View Street Altadena CA 91001				
	Public Charity	\$50,000.00	10/28/2013	Residential Treatment Center programs
Friends of the Children's Museum at La Habra				
301 S Euclid St La Habra CA 90631				
	public charity	\$60,000.00	1/17/2013	Arts-based Education Outreach Programs
Intercommunity Counseling Center				
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
Interfaith Food Center				
11819 Burke St. Santa Fe Springs CA 90670				
	Public Charity	\$275,000.00	5/21/2013	Operating Expenses and Tenant Improvement/Equipment and Moving
Kidspace Children's Museum				
480 N. Arroyo Blvd. Pasadena CA 91103				
	public charity	\$60,000.00	4/4/2013	educational programs
Library Foundation of Los Angeles				
630 West Fifth St. Los Angeles CA 90071				
	Public Charity	\$50,000.00	8/6/2013	funding Cybernauts at 3 branches through September 2014
Long Beach Museum of Art				
2300 East Ocean Blvd. Long Beach CA 90803				
	Public Charity	\$75,000.00	5/21/2013	general operating grant for 2013
Los Angeles Centers for Alcohol and Drug Abuse				
11015 Bloomfield Ave. Santa Fe Springs CA 90670				
	public charity	\$50,000.00	10/28/2013	Structural Roof Repair
Los Angeles Chamber Orchestra				
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
Los Angeles County High School for the Arts				
1149 So. Hill Street, Suite 100 Los Angeles CA 90015				
	Public Charity	\$75,000.00	5/21/2013	general operating support
Los Angeles Music & Art School				
3630 East Third St. Los Angeles CA 90063				
	Public Charity	\$25,000.00	8/6/2013	after-school programs
Los Angeles Regional Food Bank				
1734 E. 41st St. Los Angeles CA 90058-1502				
	Public Charity	\$150,000.00	1/17/2013	2013 Program Operating Fund
Mount St. Mary's College				
10 Chester Place Los Angeles CA 90007				
	public charity	\$5,000.00	5/21/2013	Scholarship Program
Natural History Museum				
900 Exposition Blvd. Los Angeles CA 90007				
	Public Charity	\$25,000.00	5/21/2013	Museum's School Visits Program
Pilgrim Place				
660 Avery Rd. Claremont CA 91711				
	Public Charity	\$40,000.00	1/17/2013	Expand and remodel the Therapy Center
Rio Hondo Symphony				
P.O. Box 495 Whittier CA 90608				
	Public Charity	\$12,460.00	1/17/2013	Music Enrichment Programs and the free Children's Concert
Santa Fe Springs Chamber/League Youth Enrichment				
12016 E Telegraph Rd Ste 100 Santa Fe Springs CA 90670				
	public charity	\$50,000.00	5/21/2013	CHOICES program
School on Wheels, Inc.				
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
Shoes That Fit				
1420 N. Claremont Blvd., Suite 204A Claremont CA 91711				
	Public Charity	\$5,000.00	5/21/2013	Back-To-School shoe project
Southern California Grantmakers				
1000 North Alameda St. #230 Los Angeles CA 90012				
	public charity	\$15,000.00	1/17/2013	general operating support
United Peace Officers Against Crime				
P.O. Box 2084 Walnut CA 91789				
	public charity	\$40,000.00	10/28/2013	sponsor kids to camp
Whittier Area First Day Coalition				
12426 Whittier Blvd. Whittier CA 90602				
	Public Charity	\$175,000.00	10/28/2013	general operating funds
Whittier Area Literacy Council, Inc.				
12911 Hadley St. Whittier CA 90608				
	public charity	\$35,053.00	8/6/2013	program coordinator's position and utility expenses
Whittier College - CEC				
13406 E. Philadelphia St. Whittier CA 90608-0634				
	public charity	\$400,058.00	4/4/2013	Fifth Dimension and CEC Programs
Whittier Rio Hondo AIDS Project				
9200 Colima Rd., Suite 104 Whittier CA 90605				
	Public Charity	\$75,000.00	1/17/2013	core operating support
Total		<u>\$2,647,521.00</u>		