



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year **2013** or tax year beginning , **2013**, and ending , **20**

Name of foundation SEMLOH FOUNDATION C/O WHITTIER TRUST		A Employer identification number 80-0319514
Number and street (or P O box number if mail is not delivered to street address) 625 FAIR OAKS AVENUE	Room/suite 360	B Telephone number (see instructions) (562) 590-9535
City or town, state or province, country, and ZIP or foreign postal code SOUTH PASADENA, CA 91030		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
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,208,391.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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) (see instructions))		(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 (attach schedule)		3,908,520.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		69,204.	69,204.		ATCH 1
4 Dividends and interest from securities		283,867.	283,867.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,315,707.			
b Gross sales price for all assets on line 6a 5,819,288.					
7 Capital gain net income (from Part IV, line 2)			3,315,707.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		7,577,298.	3,668,778.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		5,410.			5,410.
c Other professional fees (attach schedule) *		168,132.	29,186.		124,352.
17 Interest. ATCH 4.		561.	561.		
18 Taxes (attach schedule) (see instructions) ATCH 5.		15,493.	3,991.		
19 Depreciation (attach schedule) and depletion.					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		189,596.	33,738.		129,762.
25 Contributions, gifts, grants paid		422,338.			422,338.
26 Total expenses and disbursements. Add lines 24 and 25		611,934.	33,738.	0	552,100.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		6,965,364.			
b Net investment income (if negative, enter -0-)			3,635,040.		
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 29 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,210,121.	904,819.	904,819.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 49,464.			49,464.	49,464.
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			3,219.	3,219.
	10 a	Investments - U.S. and state government obligations (attach schedule)	1,344,363.	1,618,361.	1,235,849.	
	b	Investments - corporate stock (attach schedule)	7,212,307.	10,282,973.	13,408,765.	
	c	Investments - corporate bonds (attach schedule)	553,281.	1,222,950.	1,606,275.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,320,072.	14,081,786.	17,208,391.		
Liabilities	17	Accounts payable and accrued expenses		34,316.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 6)		46,899.		
23	Total liabilities (add lines 17 through 22)	0	81,215.			
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	10,320,072.	14,000,571.		
	30	Total net assets or fund balances (see instructions)	10,320,072.	14,000,571.		
31	Total liabilities and net assets/fund balances (see instructions)	10,320,072.	14,081,786.			

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	10,320,072.
2	Enter amount from Part I, line 27a	2	6,965,364.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,285,436.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	3,284,865.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,000,571.

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 SEE PART IV SCHEDULE					
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					
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					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	3,315,707.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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	512,999.	11,036,655.	0.046481
2011	374,679.	10,900,342.	0.034373
2010	262,093.	10,276,123.	0.025505
2009	468,000.	10,670,700.	0.043858
2008		5,368,250.	
2 Total of line 1, column (d)			2 0.150217
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.030043
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 15,295,719.
5 Multiply line 4 by line 3			5 459,529.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 36,350.
7 Add lines 5 and 6			7 495,879.
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			8 552,100.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	36,350.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	36,350.
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	36,350.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,284.	
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	7,284.	
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	29,066.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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 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

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 NONE				
14	The books are in care of WHITTIER TRUST COMPANY Telephone no. 626-403-3283 Located at 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA ZIP+4 91030			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. 15			
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?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4b	X

Form 990-PF (2013)

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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No**5b**

X

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No**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? ☐ Yes ☒ No**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 9		145,932.

Total number of others receiving over \$50,000 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.

	Expenses
1 NOT APPLICABLE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2013)

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	13,713,631.
b	Average of monthly cash balances	1b	1,815,018.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,528,649.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,528,649.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	232,930.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,295,719.
6	Minimum investment return. Enter 5% of line 5	6	764,786.

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	764,786.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	36,350.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	36,350.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	728,436.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	728,436.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	728,436.

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	552,100.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	552,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	36,350.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	515,750.

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				728,436.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			515,316.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ <u>552,100.</u>				
a Applied to 2012, but not more than line 2a			515,316.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				36,784.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				691,652.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(i)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

C Qualifying distributions from Part XII, line 4 for each year listed .

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i). . . .

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

C "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942

(3) Largest amount of support from an exempt organization.

(4) Gross investment income .

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

BARBARA HOLMES

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i>					
ATCH 10					

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	69,204.	
4 Dividends and interest from securities				14	283,867.	
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	3,315,707.	
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)					3,668,778.	
13 Total. Add line 12, columns (b), (d), and (e)					13	3,668,778.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

**Sign
Here**

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


Signature of officer or trustee

5/8/2014
Date

► Secretary
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Anita Lee

Preparer's signature _____

OK

Date _____

515/14

Check <input type="checkbox"/>	self-employed
--------------------------------	---------------

PTIN

P00006585

Firm's name ► HOLTHOUSE CARLIN & VAN TRIGT LLP

Firm's address ► 100 OCEANGATE, SUITE 800

LONG BEACH, CA

90802

Firm's EIN ▶ 95-4345526

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100	101	102	103	104	105	106	107	108	109	110	111	112	113	114	115	116	117	118	119	120	121	122	123	124	125	126	127	128	129	130	131	132	133	134	135	136	137	138	139	140	141	142	143	144	145	146	147	148	149	150	151	152	153	154	155	156	157	158	159	160	161	162	163	164	165	166	167	168	169	170	171	172	173	174	175	176	177	178	179	180	181	182	183	184	185	186	187	188	189	190	191	192	193	194	195	196	197	198	199	200	201	202	203	204	205	206	207	208	209	210	211	212	213	214	215	216	217	218	219	220	221	222	223	224	225	226	227	228	229	230	231	232	233	234	235	236	237	238	239	240	241	242	243	244	245	246	247	248	249	250	251	252	253	254	255	256	257	258	259	260	261	262	263	264	265	266	267	268	269	270	271	272	273	274	275	276	277	278	279	280	281	282	283	284	285	286	287	288	289	290	291	292	293	294	295	296	297	298	299	300	301	302	303	304	305	306	307	308	309	310	311	312	313	314	315	316	317	318	319	320	321	322	323	324	325	326	327	328	329	330	331	332	333	334	335	336	337	338	339	340	341	342	343	344	345	346	347	348	349	350	351	352	353	354	355	356	357	358	359	360	361	362	363	364	365	366	367	368	369	370	371	372	373	374	375	376	377	378	379	380	381	382	383	384	385	386	387	388	389	390	391	392	393	394	395	396	397	398	399	400	401	402	403	404	405	406	407	408	409	410	411	412	413	414	415	416	417	418	419	420	421	422	423	424	425	426	427	428	429	430	431	432	433	434	435	436	437	438	439	440	441	442	443	444	445	446	447	448	449	450	451	452	453	454	455	456	457	458	459	460	461	462	463	464	465	466
---	---	---	---	---	---	---	---	---	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----

Phone no 562-590-9535

562-590-9535

Schedule B

(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**SEMLOH FOUNDATION
C/O WHITTIER TRUST**Employer identification number**

80-0319514

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **SEMLOH FOUNDATION**
C/O WHITTIER TRUST

Employer identification number
80-0319514

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FRED AND BARBARA HOLMES 625 FAIR OAKS AVENUE SUITE 360 SOUTH PASADENA, CA 91030	\$ 3,908,520.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number	80-0319514
--------------------------------	------------

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> 1 </u>	<u>99,000 SHARES OF BONANZA CREEK ENERGY,</u> <u>INC.</u> ----- ----- -----	\$ <u> 3,908,520.</u>	<u> 03/15/2013 </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	----- ----- ----- -----	\$ -----	-----

Name of organization SEMLOH FOUNDATION
C/O WHITTIER TRUST

Employer identification number
80-0319514

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

► Attach to Form 1041, Form 5227, or Form 990-T.

► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

► Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust **SEMLOH FOUNDATION**
C/O WHITTIER TRUST

Employer identification number
80-0319514

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	724,980.	613,282.		111,698.
SHORT-TERM CAPITAL GAIN DIVIDENDS				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				5,537.
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				-92.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ►				117,143.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	5,083,455.	1,890,299.		3,193,156.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				1,834.
13 Capital gain distributions.				3,574.
14 Gain from Form 4797, Part I.				
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ►				3,198,564.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		117,143.
18 Net long-term gain or (loss):			
a Total for year	18a		3,198,564.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	18b		309.
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		3,315,707.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000	20	()
---	-----------	-----

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-. . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950.	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36 Enter the smaller of line 32 or line 35.	36		
37 Multiply line 36 by 15%. ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . .	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . .	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

SEMLOH FOUNDATION

Social security number or taxpayer identification number

80-0319514

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	ST WHITTIER TRUST - 005118 (SEE STMT A)			317,821.	312,850.			4,971.
	ST WHITTIER TRUST - 825118 (SEE STMT B)			407,159.	300,432.			106,727.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				724,980.	613,282.			111,698.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SEMLOH FOUNDATION

80-0319514

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	LT WHITTIER TRUST - 005118 (SEE STMT A)			4,902,789.	1,737,943.			3,164,846.
	LT WHITTIER TRUST - 825118 (SEE STMT B)			180,666.	152,356.			28,310.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				5,083,455.	1890299.			3193156.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					5,537.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-92.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,834.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,574.	
317,821.		ST WHITTIER TRUST - 005118 (SEE STMT A) 312,850.					VAR 4,971.	VAR
4,902,789.		LT WHITTIER TRUST - 005118 (SEE STMT A) 1,737,943.					VAR 3,164,846.	VAR
407,159.		ST WHITTIER TRUST - 825118 (SEE STMT B) 300,432.					VAR 106,727.	VAR
180,666.		LT WHITTIER TRUST - 825118 (SEE STMT B) 152,356.					VAR 28,310.	VAR
TOTAL GAIN(LOSS)							<u>3,315,707.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST # 005118	69,162.	69,162.
K-1 INTEREST INCOME	42.	42.
TOTAL	<u>69,204.</u>	<u>69,204.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST # 005118	195,322.	195,322.
WHITTIER TRUST # 825118	88,545.	88,545.
TOTAL	<u>283,867.</u>	<u>283,867.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	145,932.	29,186.	102,152.
CONSULTING	22,200.		22,200.
TOTALS	<u>168,132.</u>	<u>29,186.</u>	<u>124,352.</u>

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	561.	561.
TOTALS	<u>561.</u>	<u>561.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	11,502.	
FOREIGN TAXES	3,886.	3,886.
STATE FILING FEES	105.	105.
TOTALS	<u>15,493.</u>	<u>3,991.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED EXCISE TAXES	46,899.
TOTALS	<u>46,899.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT	3,015.
DONATED STOCK HELD AT DONOR'S BASIS	3,281,850.
TOTAL	<u>3,284,865.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

BARBARA HOLMES
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030

PRESIDENT/TRUSTEE
2.00

JULIE LYTLIE NESBIT
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030

SECRETARY/TREASURER
2.00

PAUL HANCOCK
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030

TRUSTEE
2.00

KELLY LOPEZ
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030

TRUSTEE
2.00

HALEY TOBIN
625 FAIR OAKS AVENUE
360
SOUTH PASADENA, CA 91030

TRUSTEE
2.00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

CFO/TRUSTEE

2.00

LISA DELGADO
625 FAIR OAKS AVENUE
360

SOUTH PASADENA, CA 91030

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WHITTIER TRUST 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	TRUSTEE FEE	145,932.
TOTAL COMPENSATION		<u>145,932.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARICOPA USD 955 STANISLAUS STREET MARICOPA, CA 93252-9779	NONE 170(B)(1)(A)(VI)	SCHOLARSHIP SUPPORT	2,500.
TAFT UNION HIGH SCHOOL 701 7TH STREET TAFT, CA 93268-2319	NONE 170(B)(1)(A)(VI)	SCHOLARSHIP SUPPORT	28,000.
COLLINGA HIGH SCHOOL 750 VAN NESS STREET COLLINGA, CA 93210-1541	NONE 170(B)(1)(A)(II)	SCHOLARSHIP/PROGRAM SUPPORT	2,000.
YOUTH FOR CHRIST OF KERN COUNTY 2131 CALIFORNIA AVENUE BAKERSFIELD, CA 93304-1106	NONE 509(A)(2)	PROGRAM SUPPORT	72,500.
COURT APPOINTED SPECIAL ADVOCATES OF KERN COUNTY 2000 24TH STREET, SUITE 130 BAKERSFIELD, CA 93301	NONE 170(B)(1)(A)(VI)	SUPPORT CASE MANAGEMENT FOR VOLUNTEERS PROGRAM	45,000.
ACRES OF LOVE INC. 31920 DEL OBISPO ST. SUITE 175 SAN JUAN CAPISTRANO, CA 92675	NONE 170(B)(1)(A)(VI)	SPECIAL NEEDS AND EMERGENCY MEDICAL FUND	45,338.

ATTACHMENT 10

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CHILDREN'S AIDS ART PROGRAMME 100 SOUTH STREE SUITE 110 SAUSALITO, CA 94965	NONE	170 (B) (1) (A) (VI)	EMERGENCY MEDICAL EDUCATION PROGRAM	10,000.
DISCOVER THE WORLD P.O. BOX 90275 PASADENA, CA 91109-0275	NONE	509 (A) (2)	ORPHANAGE/EMERGENCY RELIEF/SPONSORSHIP PROGRAM	192,000.
R.M. PYLES BOYS CAMP 27211 HENRY MAYO DRIVE VALENCIA, CA 91355-1009	NONE	170 (B) (1) (A) (VI)	SCHOLARSHIP	25,000.
TOTAL CONTRIBUTIONS PAID				422,338.

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

WHITTIER TRUST - 005118

5,537.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

5,537.

LONG-TERM CAPITAL GAIN DIVIDENDS

Semloh Foundation
Schedule D
FEIN: 90-0319514

2013 Schedule of Realized Gains/Losses

SHORT-TERM TRANSACTIONS

635.00	CONSOLIDATED EDISON INCCOM 209115104	1	10/08/12	06/20/13	35,771.66	38,178.30	0.00	-2,406.64
590.00	DUKE ENERGY CORP NEWCOM NEW 26441C204	1	10/08/12	06/20/13	38,757.19	38,509.24	0.00	247.95
695.00	HOME DEPOT INCCOM 437076102	1	10/08/12	06/20/13	51,828.37	43,061.92	0.00	8,766.45
1945.00	US BANCORP DELDEP SHS REP G 902973817	1	05/16/12	03/27/13	53,918.27	50,044.85	0.00	3,873.42
1335.00	VODAFONE GROUP PLC NEWSPONS ADR NEW 92857W209	1	10/08/12	06/20/13	36,920.52	38,848.50	0.00	-1,927.98
4025.00	ZIONS BANCORPORATIONDEP 1/40TH SR C 989701503	1	04/23/13	09/16/13	100,625.00	104,207.25	0.00	-3,582.25

Total SHORT-TERM TRANSACTIONS 317,821.01 312,850.06 0.00 4,970.95

LONG-TERM TRANSACTIONS

25000.00	BONANZA CREEK ENERGY INCCOM 097793103	1	05/31/09	03/20/13	972,830.69	158,250.00	0.00	814,580.69
35000.00		1	05/31/09	03/25/13	1,314,868.02	221,550.00	0.00	1,093,318.02
38000.00		1	05/31/09	03/26/13	1,454,854.39	240,540.00	0.00	1,214,314.39
	Security Total:				3,742,553.10	620,340.00	0.00	3,122,213.10
10000.00	ESCONDIDO CALIF JT PWRSS.53* DUE 09/01/2018 29634DEH3	1	04/13/11	09/03/13	10,000.00	10,000.00	0.00	0.00

Semloh Foundation
Schedule D
FEIN: 90-0319514

2013 Schedule of Realized Gains/Losses

LONG-TERM TRANSACTIONS

200000.00	GENERAL ELECTRIC CONOTE 5.000* 2/01/13 369604AY9	1	01/15/10	02/01/13	200,000.00	200,000.00	0.00	0.00
150000.00	HOUSEHOLD FIN CORP INT NT BEMTV 0.880*12/10/13 44181EZ24	1	01/19/10	12/10/13	150,000.00	150,000.00	0.00	0.00
50.00	ISHARES 1-3 YRGLOBAL CREDIT 464288646	1	12/16/09	02/15/13	5,276.38	5,220.41	0.00	55.97
200.00		1	12/17/09	02/15/13	21,105.53	20,909.79	0.00	195.74
750.00		1	11/19/09	02/15/13	79,145.73	78,360.00	0.00	785.73
	Security Total:				105,527.64	104,490.20	0.00	1,037.44
500.00	ISHARES SILVER TRUSTISHARES 46428QI09	1	07/12/10	10/29/13	10,829.81	8,799.80	0.00	2,030.01
1000.00		1	08/11/10	10/29/13	21,659.62	17,549.90	0.00	4,109.72
	Security Total:				32,489.43	26,349.70	0.00	6,139.73
249.01	KRAFT FOODS GROUP INCCOM 50076QI06	1	08/11/10	06/20/13	13,268.80	7,772.00	0.00	5,496.80
516.99		1	09/23/11	06/20/13	27,548.32	18,351.78	0.00	9,196.54
	Security Total:				40,817.12	26,123.78	0.00	14,693.34
10000.00	MIAMI-DADE CNTY FLA EDL FACS6.1* DUE 04/01/2015 59333AJX0	1	04/15/11	04/01/13	10,000.00	10,000.00	0.00	0.00
750.00	MONDELEZ INTL INCCL A 609207I05	1	08/11/10	06/20/13	21,517.20	14,433.73	0.00	7,083.47
2229.00		1	09/23/11	06/20/13	63,949.11	48,787.57	0.00	15,161.54
	Security Total:				85,466.31	63,221.30	0.00	22,245.01

Semloh Foundation
Schedule D
FEIN: 90-0319514

2013 Schedule of Realized Gains/Losses

LONG-TERM TRANSACTIONS

100000.00	MORGAN STANLEY D W DISC SRMTWTF 6.000% 9/27/25 61745EK59	1	10/27/10	03/27/13	100,000.00	100,000.00	0.00	0.00
250.00	MORGAN STANLEY EM MKTS DM DECOM 617477104	1	04/01/10	10/29/13	3,634.09	3,755.00	0.00	-120.91
500.00		1	10/20/09	10/29/13	7,268.17	7,620.00	0.00	-351.83
750.00		1	09/30/09	10/29/13	10,902.26	10,650.00	0.00	252.26
1250.00		1	10/01/10	10/29/13	18,170.43	21,547.96	0.00	-3,377.53
1565.00		1	04/29/10	10/29/13	22,749.38	24,914.49	0.00	-2,165.11
	Security Total:				62,724.33	68,487.45	0.00	-5,763.12
125.00	POWERSHS DB MULTI SECT COMMDB AGRICULT FD 73936B408	1	12/17/09	10/29/13	3,162.46	3,306.25	0.00	-143.79
175.00		1	10/29/09	10/29/13	4,427.44	4,762.25	0.00	-334.81
200.00		1	02/25/10	10/29/13	5,059.93	5,044.00	0.00	15.93
500.00		1	07/12/11	10/29/13	12,649.83	16,415.00	0.00	-3,765.17
1100.00		1	05/16/12	10/29/13	27,829.62	29,571.74	0.00	-1,742.12
	Security Total:				53,129.28	59,099.24	0.00	-5,969.96
1100.00	POWERSHS DB MULTI SECT COMMDB OIL FUND 73936B507	1	05/16/12	10/29/13	30,040.48	27,816.89	0.00	2,223.59
50.00	SPDR GOLD TRUSTGOLD SHS 78463V107	1	10/29/09	10/29/13	6,492.89	5,135.50	0.00	1,357.39
50.00		1	01/20/10	10/29/13	6,492.89	5,449.50	0.00	1,043.39
50.00		1	04/01/10	10/29/13	6,492.89	5,507.50	0.00	985.39
50.00		1	01/07/10	10/29/13	6,492.89	5,543.97	0.00	948.92

Semloh Foundation
Schedule D
FEIN: 90-0319514

2013 Schedule of Realized Gains/Losses

LONG-TERM TRANSACTIONS

100.00	SPDR GOLD TRUSTGOLD SHS(Con't)	1	07/12/10	10/29/13	12,985.77	11,722.94	0.00	1,262.83
	78463V107							
300.00		1	07/12/11	10/29/13	38,957.31	45,942.00	0.00	-6,984.69
	Security Total:				77,914.64	79,301.41	0.00	-1,386.77
140000.00	TAOS N M MUN SCH DIST2.75% DUE	1	11/30/09	09/01/13	140,000.00	140,000.00	0.00	0.00
	9/1/13							
	876014FR7							
50.00	3M CO	1	10/20/09	06/20/13	5,474.40	3,801.50	0.00	1,672.90
	88579Y101							
110.00		1	09/30/09	06/20/13	12,043.69	8,077.30	0.00	3,966.39
	Security Total:				17,518.09	11,878.80	0.00	5,639.29
1500.00	WELLS FARGO & CO NEWDEP SHS	1	12/29/10	03/27/13	44,608.99	40,834.05	0.00	3,774.94
	SER J							
	949746879							

Total LONG-TERM TRANSACTIONS

4,902,789.41 1,737,942.82 0.00 3,164,846.59

Semloh Foundation
Schedule D
FEIN: 90-0319514

2013 Schedule of Realized Gains & Losses

SHORT-TERM TRANSACTIONS

205.00	AMERICAN EXPRESS COCOM 025816109	1	12/04/12	07/25/13	15,511.98	11,441.48	0.00	4,070.50
302.00	AMERICAN TOWER CORP NEWCOM 03027X100	1	10/08/12	01/31/13	22,991.95	21,903.21	0.00	1,088.74
1075.00	BANK OF AMERICA CORPORATIONCOM 060505104	1	12/04/12	07/25/13	15,861.13	10,609.39	0.00	5,251.74
4940.00		1	10/08/12	07/25/13	72,887.44	46,040.31	0.00	26,847.13
	Security Total:				88,748.57	56,649.70	0.00	32,098.87
30.00	BERKSHIRE HATHAWAY INC DELCL B NEW 084670702	1	10/08/12	01/31/13	2,907.13	2,712.30	0.00	194.83
326.00	BOEING COCOM 097023105	1	10/08/12	07/25/13	34,803.18	23,060.33	0.00	11,742.85
85.00	CELGENE CORPCOM 151020104	1	10/08/12	07/25/13	11,918.49	6,825.50	0.00	5,092.99
1275.00	COMCAST CORP 20030N101	1	10/08/12	09/18/13	56,666.89	46,295.25	0.00	10,371.64
195.00	EXXON MOBIL CORPCOM 30231G102	1	10/08/12	01/31/13	17,532.08	18,080.32	0.00	-548.24
3081.00	FORD MOTOR COMPANY 345370860	1	10/08/12	07/25/13	52,068.30	31,025.37	0.00	21,042.93
2.00	GOOGLE INCCL A 38259P508	1	12/04/12	07/25/13	1,776.25	1,378.20	0.00	398.05

Semloh Foundation
Schedule D
FEIN: 90-0319514

2013 Schedule of Realized Gains & Losses

SHORT-TERM TRANSACTIONS

226 00	KRAFT FOODS GROUP INCCOM 50076Q106	1	12/04/12	07/25/13	12,854.66	10,293.75	0.00	2,560.91
213.00		1	12/04/12	09/18/13	11,814.90	9,701.64	0.00	2,113.26
	Security Total:				24,669.56	19,995.39	0.00	4,674.17
133.00	PROCTER & GAMBLE COCOM 742718109	1	10/08/12	09/18/13	10,678.39	9,207.17	0.00	1,471.22
219.00	QUALCOMM INCCOM 747525103	1	10/08/12	07/25/13	13,899.71	13,470.69	0.00	429.02
307.00	STARBUCKS CORPCOM 855244109	1	10/08/12	09/18/13	23,761.38	14,997.01	0.00	8,764.37
71.00	WELLPOINT INCCOM 94973VI07	1	10/08/12	07/25/13	6,098.79	4,390.51	0.00	1,708.28
530 00	WELLS FARGO & CO NEWCOM 949746101	1	10/08/12	07/25/13	23,126.63	18,999.49	0.00	4,127.14

Total SHORT-TERM TRANSACTIONS

407,159.28 300,431.92 0.00 106,727.36

LONG-TERM TRANSACTIONS

79.00	AMERICAN EXPRESS COCOM 025816109	1	07/12/11	07/25/13	5,977.79	4,198.06	0.00	1,779.73
4.00	APPLE COMPUTER INCCOM 037833100	1	03/31/10	07/25/13	1,755.57	942.20	0.00	813.37
40.00		1	06/15/10	07/25/13	17,555.69	10,332.40	0.00	7,223.29
	Security Total:				19,311.26	11,274.60	0.00	8,036.66

Semloh Foundation
Schedule D
FEIN: 90-0319514

2013 Schedule of Realized Gains & Losses

LONG-TERM TRANSACTIONS

37.00	BERKSHIRE HATHAWAY INC DELCL B NEW 084670702	1	06/15/10	01/31/13	3,585.46	2,792.76	0.00	792.70
100.00		1	07/12/10	01/31/13	9,690.42	7,927.90	0.00	1,762.52
	Security Total:				13,275.88	10,720.66	0.00	2,555.22
75.00	BOEING COCOM 097023105	1	07/12/11	07/25/13	8,006.87	5,415.00	0.00	2,591.87
77.00	CELGENE CORPCOM 151020104	1	02/25/10	07/25/13	10,796.75	4,566.87	0.00	6,229.88
60.00	DIAGEO P L CSPNSRD ADR NEW 25243Q205	1	01/15/10	01/31/13	7,164.44	4,165.20	0.00	2,999.24
145.00		1	12/29/10	01/31/13	17,314.08	10,844.32	0.00	6,469.76
	Security Total:				24,478.52	15,009.52	0.00	9,469.00
310.00	E M C CORP MASSCOM 268648102	1	07/12/11	07/25/13	8,279.95	8,447.50	0.00	-167.55
400.00		1	12/29/10	07/25/13	10,683.81	9,207.68	0.00	1,476.13
825.00		1	07/12/10	07/25/13	22,035.37	16,292.25	0.00	5,743.12
	Security Total:				40,999.13	33,947.43	0.00	7,051.70
28.00	EXXON MOBIL CORPCOM 30231G102	1	11/19/09	01/31/13	2,517.42	2,094.91	0.00	422.51
50.00	GENERAL ELECTRIC COCOM 369604103	1	04/01/10	07/25/13	1,230.48	913.00	0.00	317.48
62.00		1	01/15/10	07/25/13	1,525.79	1,021.14	0.00	504.65
430.00		1	03/31/10	07/25/13	10,582.11	7,855.24	0.00	2,726.87
	Security Total:				13,338.38	9,789.38	0.00	3,549.00

Semloh Foundation
Schedule D
FEIN: 90-0319514

2013 Schedule of Realized Gains & Losses

LONG-TERM TRANSACTIONS

46.00	INTERNATIONAL BUSINESS MACHSCOM 459200101	1	01/20/10	07/25/13	9,059.08	6,005.30	0.00	3,053.78
5.00	TEVA PHARMACEUTICAL INDS LTDADR 881624209	1	04/01/10	10/31/13	186.96	318.55	0.00	-131.59
100.00		1	10/20/09	10/31/13	3,739.17	5,131.80	0.00	-1,392.63
100.00		1	12/17/09	10/31/13	3,739.17	5,249.00	0.00	-1,509.83
100.00		1	01/07/10	10/31/13	3,739.17	5,642.00	0.00	-1,902.83
100.00		1	02/17/10	10/31/13	3,739.17	5,772.99	0.00	-2,033.82
150.00		1	11/19/09	10/31/13	5,608.76	7,960.50	0.00	-2,351.74
150.00		1	02/25/10	10/31/13	5,608.76	9,039.00	0.00	-3,430.24
175.00		1	01/15/10	10/31/13	6,543.56	10,220.00	0.00	-3,676.44
	Security Total:				32,904.72	49,333.84	0.00	-16,429.12
Total LONG-TERM TRANSACTIONS					180,665.80	152,355.57	0.00	28,310.23
Grand Total:					587,825.08	452,787.49	0.00	135,037.59