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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. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
GOOD HOPE MEDICAL FOUNDATION

A Employer identification number
95-0782640

Number and street (or P O box number if mail is not delivered to street address) 625 FAIR OAKS AVE | Room/suite

B Telephone number (see instructions)
(626) 796-2226

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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 30,975,910

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	37,666	37,666	37,666	
4	Dividends and interest from securities	540,891	540,891	540,891	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,734,679			
b	Gross sales price for all assets on line 6a 27,255,321				
7	Capital gain net income (from Part IV, line 2)		5,734,679		
8	Net short-term capital gain			518,268	
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)	1,482	1,482		
12	**Total.** Add lines 1 through 11	6,314,718	6,314,718	1,096,825	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	12,228	6,114		6,114
c	Other professional fees (attach schedule)	181,091	98,591		82,500
17	Interest				
18	Taxes (attach schedule) (see instructions)	104,539	4,968		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	6,685	2,006		4,679
24	**Total operating and administrative expenses.** Add lines 13 through 23	304,543	111,679		93,293
25	Contributions, gifts, grants paid	983,074			983,074
26	**Total expenses and disbursements.** Add lines 24 and 25	1,287,617	111,679		1,076,367
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	5,027,101			
b	**Net investment income** (if negative, enter -0-)		6,203,039		
c	**Adjusted net income** (if negative, enter -0-)			1,096,825	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	728,816	223,398	223,398
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	12,044,957	21,340,730	21,340,730
	c	Investments—corporate bonds (attach schedule)	61,875	1,484,552	1,484,552
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,878,694	7,866,174	7,866,174
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	31,168	61,056	61,056
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	27,745,510	30,975,910	30,975,910
Liabilities	17	Accounts payable and accrued expenses	7,630	19,850	
	18	Grants payable	163,074	199,661	
	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 ▶)	64,231	101,669	
	23	**Total liabilities** (add lines 17 through 22)	234,935	321,180	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	23,565,627	26,269,542	
	25	Temporarily restricted	2,832,023	3,272,263	
	26	Permanently restricted	1,112,925	1,112,925	
		Foundations that do not follow SFAS 117, 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			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	27,510,575	30,654,730	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	27,745,510	30,975,910	

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	27,510,575
2	Enter amount from Part I, line 27a	2	5,027,101
3	Other increases not included in line 2 (itemize) ▶	3	163,074
4	Add lines 1, 2, and 3	4	32,700,750
5	Decreases not included in line 2 (itemize) ▶	5	2,046,020
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	30,654,730

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				

	(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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	5,734,679
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	518,268

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 page 18 of 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	1,176,583	25,422,512	0 04628
2011	1,357,020	26,687,649	0 05085
2010	1,226,488	25,614,230	0 04788
2009	1,115,446	22,891,079	0 04873
2008	1,340,722	26,563,609	0 05047

2	**Total** of line 1, column (d)	2	0 24421
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 04884
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	29,160,072
5	Multiply line 4 by line 3	5	1,424,236
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	62,030
7	Add lines 5 and 6	7	1,486,266
8	Enter qualifying distributions from Part XII, line 4	8	1,076,367

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	124,061
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	124,061
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	124,061
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 28,000		
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	28,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	2,100
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	98,161
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** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶WHITTIER TRUST COMPANY Telephone no ▶(626) 441-5188

Located at ▶625 FAIR OAKS AVENUE 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 ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
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		No
	See 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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here.	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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).		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*.		3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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?		4b		No

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)?	**5b**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
See Additional Data Table				

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 ▶

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
METROPOLITAN WEST CAPITAL MANAGEMENT LLC 610 NEWPORT CENTER DRIVE STE 1000 NEWPORT BEACH, CA 92660	INVESTMENT COUNSELOR	51,488
LEE SPERLING HISAMUNE AC 550 NORTH BRAND BLVD STE 525 GLENDALE, CA 91203	AUDITING AND TAX	12,080
WHITTIER TRUST COMPANY 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	ADMINISTRATIVE	129,603
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 CHILDREN'S HOSPITAL LOS ANGELES - Support MyVOICE AdolescentTransition Program	200,000
2 METHODIST HOSPITAL OF SOUTHERN CALIFORNIA - Homeless Respite Care Program	100,000
3 MLK COMMUNITY HEALTH FOUNDATION - Matching grant to support the planning& first-stage pilot for the MLK-UCLAPhysician Network	100,000
4 WILMINGTON COMMUNITY CLINIC - General Operating for infrastructureenhancements, additional staffing,outreach efforts and hours and programexpansion	100,000

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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	28,922,246
b	Average of monthly cash balances	1b	681,888
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	29,604,134
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	
3	Subtract line 2 from line 1d	3	29,604,134
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	444,062
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,160,072
6	**Minimum investment return.** Enter 5% of line 5	6	1,458,004

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	1,458,004
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 124,061		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	124,061
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,333,943
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,333,943
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	1,333,943

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	1,076,367
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	1,076,367
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,076,367

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					1,333,943
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.					
c From 2010.					
d From 2011.	8,623				
e From 2012.					
f Total of lines 3a through e.		8,623			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,076,367					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2013 distributable amount.					1,076,367
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).)*		8,623			8,623
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					248,953
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					
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)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

JULIE LYTLE NESBIT
625 FAIR OAKS AVE 360
SOUTH PASADENA, CA 91030

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

NO SPECIAL FORMATS REQUIRED BY THE FOUNDATION

c Any submission deadlines

NONE

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

NONE

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 Additional Data Table				
Total . . . . ▶ **3a**				983,074
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	37,666	
4 Dividends and interest from securities. . . .			14	540,891	
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.			14	1,482	
8 Gain or (loss) from sales of assets other than inventory					5,734,679
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). .				580,039	5,734,679

13 **Total.** Add line 12, columns (b), (d), and (e). 13 6,314,718

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
348	THE INCOME GENERATED BY THE INTEREST AND DIVIDEND FROM SECURITIES, AND THE SALE OF SECURITIES IS THE SOLE MEANS TO ACCOMPLISH THE FOUNDATION'S GOAL OF PROVIDING MEDICAL SERVICES TO PERSONS WITH LIMITED FINANCIAL RESOURCES AND TO TRAIN PHYSICIANS AND MEDICAL STUDENTS

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2014-05-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Frank M Saito CPA				P00190659
Firm's name ▶ LEE SPERLING HISAMUNEAC			Firm's EIN ▶	
Firm's address ▶ 550 NORTH BRAND BLVD STE 525 GLENDALE, CA 91203			Phone no (818) 507-6645	

Form 990PF Part VIII Line 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
ROBERT E TRANQUADA MD 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		
J PATRICK WHALEY 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	SECRETARY 2 00	0		
THOMAS HUDNUT 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Treasurer/CFO 2 00	0		
HOWARD KAHN 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		
MICHAEL SEGAL 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		
PHILIP V SWAN 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		
THOMAS WACHTELL 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		
ERNEST A BRYANT III 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		
LYNN YONEKURA 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		
JOHN QUINN 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	President 2 00	0		
CYNTHIA TRIBULL 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		
ALEXANDER LI 625 FAIR OAKS AVE 360 SOUTH PASADENA, CA 91030	Director 2 00	0		

Form 990PF Part XV Line 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*				
HUNTINGTON MEMORIAL HOSPITAL 100 WEST CALIFORNIA PASADENA, CA 91109	NONE	PAID	DISPENSARY SERVICES TO UNINSURED OR UNDERINSURED PATIENTS	163,074
HEAR CENTER 301 E DEL MAR BLVD PASADENA, CA 91101	NONE	PAID	PROVIDE FREE HEARING AND SPEECH SCREENINGS FOR CHILDREN AND SENIORS	20,000
ALL INCLUSIVE COMMUNITY HEALTH CENTER 1311 SAN FERNANDO BLVD BURBANK, CA 91504	NONE	PAID	FOR CORE OPERATING SUPPORT	20,000
CARE HARBOR 5855 GREEN VALLEY CIRCLE SUITE 204 CULVER CITY, CA 90230	NONE	PAID	TO EXPAND AND ENHANCE FREE CARE FOR UNINSURED, UNDERINSURED AND UNEMPLOYED INDIVIDUALS AND FAMILIES IN LOS ANGELES COUNTY AND BEYOND	80,000
CHILDRENS HOSPITAL LOS ANGELES 4650 SUNSET BLVD MAILSTOP 29 LOS ANGELES, CA 90027	NONE	PAID	TO SUPPORT MYVOICE ADOLESCENT TRANSITION PROGRAM	200,000
METHODIST HOSPITAL OF SOUTHERN CA 300 WEST HUNTINGTON DR ARCADIA, CA 91007	NONE	PAID	FOR HOMELESS RESPITE CARE PROGRAM	100,000
MLK COMMUNITY HEALTH FOUNDATION 555 S FLOWER ST STE 2710 LOS ANGELES, CA 90071	NONE	PAID	MATCH GRANT TO SUPORT THE PLANNING & FIRST-STAGE PILOT FOR THE MLK-UCLA PHYSICIAN NETWORK	100,000
SABAN COMMUNITY CLINIC 8405 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	PAID	TO SUPPORT THE IMPLEMENTATION COST OF THE CLINIC'S ELECTRONIC HEALTH RECORDS SYSTEM	100,000
URDC HUMAN SERVICES CORPORATION PO BOX 41274 PASADENA, CA 91114	NONE	PAID	FOR PRIMARY HEALTHCARE PROGRAM SUPPORT FOR UNINSURED INDIVIDUALS AND FAMILIES IN SAN GABRIEL VALLEY	50,000
WESTSIDE NEIGHBORHOOD CLINIC 1436 WEST 23RD ST LONG BEACH, CA 90810	NONE	PAID	TO REPLENISH MEDICAL STAFFING LEVELS FOR 0 50 FULL-TIME EQUIVALENT NURSE PRACTITIONER	50,000
WILMINGTON COMMUNITY CLINIC 1009 NORTH AVALON BLVD WILMINGTON, CA 90744	NONE	PAID	GENERAL OPERATING FOR INFRASTRUCTURE ENHANCEMENTS, ADDITIONAL STAFFING, OUTREACH EFFORTS AND HOURS AND PROGRAM EXPANSION	100,000
Total . . . . ▶ **3a**				983,074

TY 2013 Accounting Fees Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING / BOOKKEEPING	12,228	6,114	0	6,114

TY 2013 Contractor Compensation Explanation

Name: GOOD HOPE MEDICAL FOUNDATION
EIN: 95-0782640
Software ID: 13000170
Software Version: 2013v3.1

Contractor	Explanation
LEE SPERLING HISAMUNE AC	AUDITING AND TAX
METROPOLITAN WEST CAPITAL MANAGEMENT LLC	PAID FOR INVESTMENT COUNSELOR SERVICES
WHITTIER TRUST COMPANY	FOUNDATION ADMINISTRATION INCLUDING GRANTS AND ACCOUNTING, PLUS INVESTMENT ADVISORY.

TY 2013 Investments Corporate Bonds Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
UNITED AIRLINES PASS THRU CTF SER 1991-B	37,530	37,530
FEDERAL HOME LOAN BANKS	240,660	240,660
ABBOTT LABS BONDS	323,031	323,031
BEAR STEARNS COS INC BONDS	217,774	217,774
DUPONT E I DE NEMOURS & CO BONDS	327,483	327,483
ORACLE CORP BONDS	316,638	316,638
BONDS - ACCRUED INTEREST PURCHASED	21,436	21,436

TY 2013 Investments Corporate Stock Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON AND PF STOCKS (SEE STATEMENT 19)	21,340,730	21,340,730

TY 2013 Investments - Other Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INTERMEDIATE BD FD AMER	FMV	2,424,659	2,424,659
PIMCO FDS PAC INVT MGMT SER LOW DURATION	FMV	1,141,732	1,141,732
PIMCO FDS PAC INVT MGMT SER TOTAL RETRN	FMV	2,972,511	2,972,511
PIMCO ETF TR ENHAN SHRT MAT	FMV	999,522	999,522
AMERICA MOVIL SAB DE CV NOTE	FMV	327,750	327,750

TY 2013 Other Assets Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	26,148	61,056	61,056

TY 2013 Other Decreases Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
ACCRUED CONTRIBUTION - CURRENT YEAR	199,661
UNREALIZED LOSS IN ASSET VALUES	1,846,359

TY 2013 Other Expenses Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,663	1,099		2,564
MISCELLANEOUS	3,022	907		2,115

TY 2013 Other Income Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	1,482	1,482	

TY 2013 Other Increases Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
ACCRUED DISTRIBUTION PAID	163,074

TY 2013 Other Liabilities Schedule

Name: GOOD HOPE MEDICAL FOUNDATION
EIN: 95-0782640
Software ID: 13000170
Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAX LIABLITY	64,231	36,114
FEDERAL EXCISE TAX PAYABLE		65,555

TY 2013 Other Professional Fees Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	82,500	0	0	82,500
ADVISORY FEES	98,591	98,591	0	0

TY 2013 Taxes Schedule

Name: GOOD HOPE MEDICAL FOUNDATION

EIN: 95-0782640

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,968	4,968		
TAXES - FEDERAL	99,571			

FEDERAL STATEMENT

For the Account of:
GOOD HOPE MEDICAL FOUNDATION

GOOD HOPE MEDICAL FOUNDATION
[illegible]

Account Number: ***52 00 5134 0 0Y***
Date: ***DECEMBER 31, 2013***

STATEMENT 1[illegible]
FORM 990-PF, PART II, LINES 10B
INVESTMENT - CORPORATE STOCK

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	PREFERRED STOCK					
11,810	CITIGROUP INC DEP SHS 1/1000 J	25 940	299,974 00	306,351 40	21,034	6 87
13,200	GOLDMAN SACHS GROUP INC DEP 1/1000 PFD J	22 290	300,300 00	294,228 00	18,150	6 17
11,870	MORGAN STANLEY DEP SHS 1/1000 E	26 100	300,311 00	309,807 00	21,140	6 82
10,940	US BANCORP DEL DEP SHS REP G	27 370	299,974 80	299,427 80	16,410	5 48
12,000	WELLS FARGO & CO NEW DEP 1/1000 PFD A	25 720	300,000 00	308,640 00	19,872	6 44
	STOCK		**1,500,559.80**	**1,518,454.20**	**96,606**	**6.36**
	US LARGE CAP EQUITIES					
1,850	ACE LTD SHS	103 530	174,613 55	191,530 50	4,662	2 43
7,057	AT&T INC	35 160	241,561 11	248,124 12	12,985	5 23
3,925	ABBOTT LABS	38 330	90,757 75	150,445 25	3,454	2 30
3,925	ABBVIE INC	52 810	102,858 58	207,279 25	6,280	3 03
918	AMAZON COM INC	398 790	291,675 04	366,089 22	0	0 00
3,396	AMERICAN ELEC PWR INC	46 740	148,019 41	158,729 04	6,792	4 28
2,556	AMERICAN EXPRESS CO	90 730	195,371 69	231,905 88	2,352	1 01
1,943	AMERICAN TOWER CORP NEW	79 820	144,458 36	155,090 26	2,254	1 45
1,986	APACHE CORP	85 940	171,431 12	170,676 84	1,589	0 93
1,023	APPLE COMPUTER INC	561 020	281,217 25	573,923 46	12,481	2 17

For the Account of:
GOOD HOPE MEDICAL FOUNDATION

Whittier
INVESTMENT & WEALTH MANAGEMENT

Account Number: *52 00 5134 0 0Y*
Date: *DECEMBER 31, 2013*

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,583	BERKSHIRE HATHAWAY INC DEL CL B NEW	118 560	182,512 46	187,680 48	0	0 00
482	BLACKROCK INC CL A	316 470	131,032 04	152,538 54	3,239	2 12
2,854	CVS CORP	71 570	165,645 59	204,260 78	3,139	1 54
2,484	CAPITAL ONE FINL CORP	76 610	171,453 38	190,299 24	2,981	1 57
2,998	CATERPILLAR INC DEL	90 810	251,632 45	272,248 38	7,195	2 64
991	CELGENE CORP	168 968	148,348 54	167,447 29	0	0 00
3,022	CHEVRON CORP	124 910	372,760 68	377,478 02	12,088	3 20
4,304	CISCO SYS INC	22 430	102,348 69	96,538 72	2,927	3 03
4,549	CITIGROUP INC COM NEW	52 110	221,793 32	237,048 39	182	0 08
1,912	DEVON ENERGY CORP NEW	61 870	113,572 23	118,295 44	1,683	1 42
3,055	DISNEY WALT CO COM DISNEY	76 400	143,839 48	233,402 00	2,627	1 13
3,517	DU PONT E I DE NEMOURS & CO	64 970	209,054 00	228,499 49	6,331	2 77
3,449	EMERSON ELEC CO	70 180	225,180 38	242,050 82	5,932	2 45
3,874	EXXON MOBIL CORP	101 200	337,224 34	392,048 80	9,762	2 49
3,416	FIFTH THIRD BANCORP	21 030	61,760 26	71,838 48	1,640	2 28
10,348	FORD MOTOR COMPANY	15 430	178,492 65	159,669 64	4,139	2 59
6,216	GENERAL ELECTRIC CO	28 030	150,657 81	174,234 48	5,470	3 14
2,538	GILEAD SCIENCES INC	75 100	159,001 64	190,603 80	0	0 00
706	GOLDMAN SACHS GROUP INC	177 260	114,077 97	125,145 56	1,553	1 24
324	GOOGLE INC CL A	1120 710	293,304 67	363,110 04	0	0 00
2,911	HONEYWELL INTL INC	91 370	204,312 86	265,978 07	5,240	1 97
5,521	INTEL CORP	25 955	136,974 91	143,297 55	4,969	3 47
945	INTERNATIONAL BUSINESS MACHS	187 570	78,237 00	177,253 65	3,591	2 03
8,626	J P MORGAN CHASE & CO	58 480	338,613 35	504,448 48	13,112	2 60
2,541	JOHNSON & JOHNSON	91 590	220,828 15	232,730 19	6,708	2 88

For the Account of:
GOOD HOPE MEDICAL FOUNDATION

Whittier
INVESTMENT & WEALTH MANAGEMENT

Account Number: *52 00 5134 0 0Y*
Date: *DECEMBER 31, 2013*

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,631	KRAFT FOODS GROUP INC	53 910	86,410 38	87,927 21	3,425	3 90
4,833	LORILLARD INC	50 680	216,269 98	244,936 44	10,633	4 34
3,204	LOWE'S COS	49 550	153,438 60	158,758 20	2,307	1 45
1,680	MCKESSON CORP	161 400	215,599 94	271,152 00	1,613	0 59
2,777	MERCK & CO INC	50 050	132,119 39	138,988 85	4,221	3 04
3,237	MICROSOFT CORP	37 410	106,392 74	121,096 17	3,625	2 99
4,871	MONDELEZ INTL INC CL A	35 300	155,531 03	171,946 30	2,728	1 59
1,734	NIKE INC CL B	78 640	121,327 98	136,361 76	1,665	1 22
2,754	NORFOLK SOUTHERN CORP	92 830	223,838 12	255,653 82	5,728	2 24
989	OCCIDENTAL PETE CORP DEL	95 100	76,835 52	94,053 90	2,532	2 69
6,500	ORACLE CORP	38 260	80,997 15	248,690 00	3,120	1 25
2,384	PAYCHEX INC	45 530	99,188 00	108,543 52	3,338	3 07
2,570	PEPSICO INC	82 940	164,541 15	213,155 80	5,834	2 74
6,529	PFIZER INC	30 630	186,461 71	199,983 27	6,790	3 40
3,247	PROCTER & GAMBLE CO	81 410	252,829 93	264,338 27	7,812	2 96
1,507	QUALCOMM INC	74 250	79,261 36	111,894 75	2,110	1 89
2,858	SCHLUMBERGER LTD	90 110	182,481 53	257,534 38	3,573	1 39
2,460	STARBUCKS CORP	78 390	189,755 54	192,839 40	2,558	1 33
2,021	TJX COS INC NEW	63 730	126,081 10	128,798 33	1,172	0 91
1,979	3M CO	140 250	238,170 08	277,554 75	6,768	2 44
3,543	TIME WARNER INC COM NEW	69 720	95,174 82	247,017 96	4,074	1 65
970	UNITEDHEALTH GROUP INC	75 300	69,906 93	73,041 00	1,086	1 49
1,465	VISA INC COM CL A	222 680	283,870 71	326,226 20	2,344	0 72
1,120	VMWARE INC CL A COM	89 710	96,865 38	100,475 20	0	0 00
3,041	WAL MART STORES INC	78 690	226,280 81	239,296 29	5,717	2 39
932	WELLPOINT INC	92 390	78,443 08	86,107 48	1,398	1 62

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
6,860	WELLS FARGO & CO NEW	45 400	285,091 31	311,444 00	8,232	2 64
1,758	YUM BRANDS INC	75 610	127,314 36	132,922 38	2,602	1 96
	TOTAL US LARGE CAP EQUITIES		**10,905,101.34**	**13,162,677.78**	**264,362**	**2.01**
	US SMALL AND MID-CAP EQUITIES					
4,554	AMERICAN WTR WKS CO INC NEW	42 260	186,925 76	192,452 04	5,100	2 65
1,166	DAVITA HEALTHCARE PARTNERS	63 370	67,922 18	73,889 42	0	0 00
3,132	DONALDSON INC	43 460	118,978 73	136,116 72	1,754	1 29
4,309	MYLAN INC	43 400	165,325 13	187,010 60	0	0 00
8,840	MIDCAP SPDR TR UNIT SER 1	244 200	2,001,952 70	2,158,728 00	23,028	1 07
980	SIGMA ALDRICH CORP	94 010	83,794 80	92,129 80	843	0 91
3,007	XILINX INC	45 920	140,484 63	138,081 44	3,007	2 18
	TOTAL US SMALL AND MID-CAP EQUITIES		**2,765,383.93**	**2,978,408.02**	**33,732**	**1.13**
	FOREIGN EQUITIES					
1,905	BHP BILLITON LTD SPONSORED ADR	68 200	129,120 90	129,921 00	4,420	3 40
30,615	VGRD FTSE ALL WORLD ETF	50 730	1,503,441 42	1,553,098 95	41,330	2 66
48,570	VANGUARD EMERGING MARKET EQUITY ETF	41 140	2,004,050 01	1,998,169 80	54,641	2 73
	TOTAL FOREIGN EQUITIES		**3,636,612.33**	**3,681,189.75**	**100,391**	**2.73**
	TOTAL EQUITIES		[illegible]	[illegible]		

GOOD HOPE MEDICAL FOUNDATION
EXCERPT FROM MINUTE OF
BOARD OF DIRECTORS MEETING
ON DECEMBER 11, 2013

ATTACHMENT TO FORM 990-PF
PART VII-A, LINE 3

Governance Update

Mr Whaley proposed two resolutions regarding governance and the Board unanimously approved as follows:

> RESOLVED, that Section 6 of Article VI of the Bylaws of the corporation be and is hereby amended by changing "Investment Committee" to read "Investment and Finance Committee."

> RESOLVED, that pursuant to Section 12 of Article IV, the corporation shall contact directors by e-mail sent to those directors who have provided written consent to the corporation.

MUSICK, PEELER & GARRETT LLP
ATTORNEYS AT LAW

J PATRICK WHALEY
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LOS ANGELES
ORANGE COUNTY
SAN DIEGO
SAN FRANCISCO
SANTA BARBARA
WESTLAKE VILLAGE

FILE NO 34088 000

December 16, 2013

Ms. Julie Lytle Nesbit
Senior Vice President & Executive Director
Philanthropic Services
Whittier Trust
625 South Fair Oaks Avenue
Suite 360
South Pasadena, California 91030

Dear Julie:

The two resolutions regarding governance adopted at the meeting on Wednesday should read:

> RESOLVED, that Section 6 of Article VI of the Bylaws of the corporation be and is hereby amended by changing "Investment Committee" to read "Investment and Finance Committee."
>
> RESOLVED, that, pursuant to Section 12 of Article IV, the corporation shall contact directors by e-mail sent to those directors who have provided written consent to the corporation.

Julie, I am enclosing a form of written consent that should be obtained from each director who desires to be contacted by e-mail. I am also enclosing a consent that I have executed

Finally, I am enclosing a copy of my resume.

Sincerely yours,

J. Patrick Whaley
for MUSICK, PEELER & GARRETT LLP

JPW:jl
Enclosures

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