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

F	or c	aler	idar year 2013 or tax year beginning		, and ending		
_	Nam	ne of	foundation			A Employer identification	on number
	Αì	NN	PEPPERS FOUNDATION				
	C	/0	PEGINE GRAYSON	95-211445	5		
Ī	Numl	ber a	nd street (or P O box number if mail is not delivered to street	te B Telephone number	<u></u>		
	62	25	FAIR OAKS AVENUE		360	626441518	8
-			own, state or province, country, and ZIP or foreign p	ostal code		C If exemption application is	pending, check here
	S	UC	TH PASADENA, CA 91030			1	
G	Cl	neck	all that apply: Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organizatio	ns, check here 🕨 🗔
			Final return	Amended return		2 5	
_			Address change	Name change		Foreign organizations r check here and attach	computation
H	Cł		type of organization: X Section 501(c)(3) ex			E If private foundation s	tatus was terminated
<u> </u>	_	Se	ction 4947(a)(1) nonexempt charitable trust	Other taxable private founda		under section 507(b)(1)(A), check here
ı	Fai	r ma	arket value of all assets at end of year J Accounti	•	X Accrual	F If the foundation is in	a 60-month termination
				ther (specify)		under section 507(b)(1)(B), check here
_	>		23,500,726. (Part I, colu	mn (d) must be on cash I	oasis)		
L	Pa	rt I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment		(d) Disbursements for charitable purposes
_			necessarily equal the amounts in column (a))	expenses per books	income	income	(cash basis only)
		1	Contributions, gifts, grants, etc., received			N/A	
	i	2	Check X If the foundation is not required to attach Sch. B				
		3	Interest on savings and temporary cash investments				
		4	Dividends and interest from securities	501,294.	455,46	5.	STATEMENT 2
		5a	Gross rents				
		b	Net rental income or (loss)				
	a	6a	Net gain or (loss) from sale of assets not on line 10	759,404.			STATEMENT 1
	Revenue	b	Gross sales price for all assets on line 6a 4,421,920.				
-	ě	7	Capital gain net income (from Part IV, line 2)		803,50	6.	
<u> </u>	-	8	Net short-term capital gain				
J	-	9	Income modifications Gross sales less returns				
	-	10a	and allowances				
-	- 1	b	Less Cost of goods sold				
	- }		Gross profit or (loss)				1
			Other income	11.		0.	STATEMENT 3
) Ji —	$\overline{}$		Total Add lines 1 through 11	1,260,709.	1,258,97		
をいまいる	- 1	13	Compensation of officers, directors, trustees, etc	70,500.	14,10	0.	52,875.
7	- 1		Other employee salaries and wages				
3			Pension plans, employee benefits		_ _		
D	penses		Legal fees	10000			7 -00
	흸		Accounting fees STMT 4	10,000.	2,00	_	7,500.
	ŭ		Other professional fees STMT 5	218,794.	43,75	9.	164,096.
	[≩	17	Interest	33 040	4 20		· · · · · · · · · · · · · · · · · · ·
$\overline{}$	Ě	ដ្ឋីរ	TAXES ED STMT 6	33,940.	4,28	9.	0.
K	Ĕ.		Depreciation and depletion				
	튄	20	Occupancy 101	656.		0.	656.
	<u>ا ق</u>		Travel, @ (Interest and meetings	030.		U•	030.
•	ā		Printing and publications -Other expenses STMT 7	12,685.		0.	
				12,003.		<u> </u>	
(- હ-	51	notal operating and administrative expenses. Add lines 13 through 23	346,575.	64,14	g	225,127.
	하	25	Contributions, gifts, grants paid	905,000.	03,14		905,000.
			Total expenses and disbursements.	303,000		 	303,000.
	ļ	20	-	1,251,575.	64,14	8.	1,130,127.
-	\dashv	27	Add lines 24 and 25 Subtract line 26 from line 12	1,231,313.	04,14	·	1,130,147.
				9,134.			
			Excess of revenue over expenses and disbursements	7,134.	1,194,82	3 .	
			Net investment income (if negative, enter -0-)		1,171,02	N/A	
32	2350		Adjusted net income (if negative, enter -0-)	instructions		1 11/13	Form 000 DE (2012)

Part II Balance Sheets Attached schedules and amounts in the description column should be for each of year amounts only	Beginning of year	End of	year		
Part II Data Tice Sheets column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value		
1 Cash - non-interest-bearing	15,785.	13,018.	13,018.		
2 Savings and temporary cash investments	346,419.	110,117.	110,117.		
3 Accounts receivable ► 33,815.	,		· .		
Less allowance for doubtful accounts	60,686.	33,815.	33,815.		
4 Pledges receivable ►			<i>188</i> €		
Less allowance for doubtful accounts					
5 Grants receivable					
6 Receivables due from officers, directors, trustees, and other					
disqualified persons					
7 Other notes and loans receivable	,		8)		
Less allowance for doubtful accounts ▶					
g 8 Inventories for sale or use					
9 Prepaid expenses and deferred charges	19,126.	5,254.	5,254.		
10a Investments - U S and state government obligations			•		
b Investments - corporate stock STMT 9	14,989,224.	20,351,285.	20,351,285.		
c Investments - corporate bonds STMT 10	4,721,317.	2,987,237.	2,987,237.		
11 Investments - land, buildings, and equipment basis					
Less accumulated depreciation			•		
12 Investments - mortgage loans					
13 Investments - other			·		
14 Land, buildings, and equipment basis ►			-		
Less accumulated depreciation					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers - see the					
instructions Also, see page 1, item 1)	20,152,557.	23,500,726.	23,500,726.		
17 Accounts payable and accrued expenses	14,172.	23,500,726. 19,555.	, ster		
18 Grants payable	490,182.	250,000.			
ຊ 19 Deferred revenue	_		§ /		
20 Loans from officers, directors, trustees, and other disqualified persons			111		
Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable					
22 Other liabilities (describe ► STATEMENT 11)	32,600.	82,433.			
			. ,		
23 Total liabilities (add lines 17 through 22)	536,954.	351,988.	.A.		
Foundations that follow SFAS 117, check here			^		
and complete lines 24 through 26 and lines 30 and 31.			3		
24 Unrestricted					
25 Temporarily restricted 26 Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			* .		
26 Permanently restricted					
Foundations that do not follow SFAS 117, check here			, 103		
and complete lines 27 through 31.			N		
	0.	0.			
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
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	19,615,603.	23,148,738.	· • •		
30 Total net assets or fund balances	19,615,603.	23,148,738.			
			ŕ		
31 Total liabilities and net assets/fund balances	20,152,557.	23,500,726.	. 4 _k		
Part III Analysis of Changes in Net Assets or Fund Ba	alances				
1 Total net assets or fund balances at beginning of year - Part II, column (a), line 3					
(must agree with end-of-year figure reported on prior year's return)	,	1	19,615,603.		
2 Enter amount from Part I, line 27a	2	19,615,603. 9,134.			
3 Other increases not included in line 2 (itemize)	ATEMENT 8 $\frac{2}{3}$	3,524,001.			
	4	23,148,738.			
- 					
 Decreases not included in line 2 (itemize) Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, col 	lumn /h\ line 30	5 6	0. 23,148,738.		
v rotarnot assots or iana palanoss at snu or year time 4 minus inig 3/ - Fait II, CO	arm (b), mie 30	101	Form 990-PF (2013)		

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C/O PEGINE GRAYSON

Part IV Capital Gain	s and Lo	osses for Tax on In	vestment	Income					
		ind(s) of property sold (e g or common stock, 200 shs			P-Pi	acquired irchase onation	(c) Date (mo , d	acquired lay, yr)	(d) Date sold (mo , day, yr)
1a PUBLICLY TRAD	ED SE	CURITIES				D			
_ b	· · · · ·								
d									
e					ļ <u>.</u>				
(e) Gross sales price	(f)	Depreciation allowed (or allowable)		t or other basis xpense of sale				aın or (loss) s (f) mınus (
a 4,421,920	•		ï	3,618,41	4.				803,506.
b									
<u>C</u>									
<u>d</u>									
Complete only for assets show	wing gain in	column (h) and owned by t	he foundation	on 12/31/69			I) Gains /C	Col (h) gain	minue
· · · · · · · · · · · · · · · · · · ·	T	(j) Adjusted basis		cess of col (I)			ľ (k), buť r	not less thar	1 -0-) or
(i) F M V as of 12/31/69		as of 12/31/69		col (j), if any			Losses	(from col (h))
a								-	803,506.
b									
<u>C</u>									
<u>d</u>									
<u>e</u>					_				
2 Capital gain net income or (net	capital loss) If gain, also enter If (loss), enter -0-	in Part I, line i in Part I, line	7 7	} 2				803,506.
3 Net short-term capital gain or (· · ·	d (6)		٦				
If gain, also enter in Part I, line If (loss), enter -0- in Part I, line		c)			} ,			N/A	
Part V Qualification		Section 4940(e) for	Reduced	Tax on Net	Invest	ment Inc	come	11,711	
If section 4940(d)(2) applies, leave Was the foundation liable for the s If "Yes," the foundation does not q 1 Enter the appropriate amount	ection 4942 ualify under	tax on the distributable am section 4940(e) Do not co	mplete this pa	rt '					Yes X No
(a)	in each colu	(b)	Structions Del	ore making any er			1		(d)
Base period years Calendar year (or tax year begir	ınına in)	Adjusted qualifying dist	ributions	Net value of nor	(c) ncharitab	le-use assets	,	Distrib (col (b) div	utión ratio ided by col. (c))
2012	g,	97	1,325.		19,1	12,974		(00) (0)	.050820
2011			3,259.		15,5	56,499).		.054849
2010			3,318.			52,622			.055290
2009			8,318.			32,414			.056991
2008	l	98	9,621.		1/,6	08,630	<u> </u>	<u> </u>	.056201
2 Total of line 1, column (d)					. 6		2		.274151
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		.054830		
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5					4	2	1,514,301.		
5 Multiply line 4 by line 3					5		1,179,629.		
6 Enter 1% of net investment inc	ome (1% of	Part I, line 27b)					6		11,948.
7 Add lines 5 and 6							7		1,191,577.
8 Enter qualifying distributions fr	om Part XII,	line 4					8		1,130,127.
If line 8 is equal to or greater th See the Part VI instructions	ian line 7, ch	neck the box in Part VI, line	1b, and comp	lete that part using	g a 1% ta	x rate			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940)(b), 4940(e), or 49	48 - see i	nstru		raye 4 ns)
1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on the section 4940(d)(2) and the section 4940(d)(2).		1			
Date of ruling or determination letter (attach copy of letter if necessary-see in	l t				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here	· ·	1	2:	3.8	96.
of Part I, line 27b		-			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line	e 12 col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0	' '	2			0.
3 Add lines 1 and 2	′	3	23	3,8	96.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -C)-1	4			0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	′	5	2:	3,8	96.
6 Credits/Payments				·	
a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a	38,441.			^	
b Exempt foreign organizations - tax withheld at source 6b					
c Tax paid with application for extension of time to file (Form 8868)					•
d Backup withholding erroneously withheld 6d			~		
7 Total credits and payments Add lines 6a through 6d		7	38	3,4	41.
8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	▶	9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	▶	10	14	1,5	45.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax > 14,5	545 • Refunded ►	11			0.
Part VII-A Statements Regarding Activities					
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did i	t participate or intervene in			Yes	No
any political campaign?			1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instri	uctions for the definition)?		1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of	any materials published	or			ĺ
distributed by the foundation in connection with the activities					į
c Did the foundation file Form 1120-POL for this year?			10		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year					
(1) On the foundation ▶ \$ O . (2) On foundation managers ▶ \$	0.				İ
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax impo	sed on foundation				į
managers > \$O.					
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		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, an	ticles of incorporation, or				,
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		37 / 7	4a_		<u>X</u>
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		X
If "Yes," attach the statement required by General Instruction T				- 1	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				-	, , , °
By language in the governing instrument, or By language in the governing instrument, or				-	
 By state legislation that effectively amends the governing instrument so that no mandatory directions the governing in the representation of the properties. 	nat conflict with the state ia	IW .		х	ĺ
remain in the governing instrument?	U and (a) and Dowl VIV		7	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part I	i, coi (c), and Part XV			^	
Ra. Enter the states to which the foundation reports or with which it is registered (see instructions)				1	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			1	1	
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney Gener	ral (or decimate)			4	
of each state as required by General Instruction G? If "No," attach explanation	ai (Ui ucolyliate)		8b	х	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)((3) or 4942(I)(5) for calenc	lar	Ju .		
year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Pai			9	1	х
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their p.			10		X
, p attach a schedule listing triel in	diling andicases	Forr	n 990 -	·PF	

	······································	14455		Page 5
Pa	art VII-A Statements Regarding Activities (continued)		,	
11	'At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		_X_
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A	<u></u>	•	
14	The books are in care of ► WHITTIER TRUST COMPANY Telephone no ► (626))441-	518	88
		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	N	/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign	1		1,
	country •			
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required		•••••	<u></u>
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1:	During the year did the foundation (either directly or indirectly)			1.10
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No.	,		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	'		
	a disqualified person?	,		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X No.			
		'		
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	If the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	_		
		'		
L	of the any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			x
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	7 1b	 	<u> </u>
	Organizations relying on a current notice regarding disaster assistance check here	J		
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		ŀ	
_	before the first day of the tax year beginning in 2013?	10		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))			,
ä	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2013?	'		
-	If "Yes," list the years		-	
ľ	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			"
	statement - see instructions) N/A	<u>2b</u>		ļ
C	: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	•		1	
32	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?)	1	
t	ı If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after		1	
	May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,			
	Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b		<u> </u>
42	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	ļ	X
t	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	1	X

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Tak THE Clatements Regarding Activities for Which I	Offit 4720 Way be i	tequiled (continu	ueu)		
5a During the year did the foundation pay or incur any amount to					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Ye	es X No		
(2) Influence the outcome of any specific public election (see section 4955), o	r to carry on, directly or indire	• •			and the same
any voter registration drive?		Ye	es X No	, [000 38
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Y£	es X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?		Y6	es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f	for			1.7
the prevention of cruelty to children or animals?		Y6	es X No		4
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	ler the exceptions described i	n Regulations			1.
section 53 4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check h	ere		▶ 🔲 「		1.25
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	om the tax because it mainta	ined			
expenditure responsibility for the grant?	N	Ι/A 🔙 Υε	s No		
If "Yes," attach the statement required by Regulations section 53 4945	5-5(d)				3.*
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on				
a personal benefit contract?		Ye	es X No		- C
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		ľ	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 s	helter transaction?	Ye	s X No		***
b If "Yes," did the foundation receive any proceeds or have any net income attribu	table to the transaction?		N/A	7b	
Rart VIII. Information About Officers, Directors, Trusto		nagers, Highly	,		
Paid Employees, and Contractors	,	, , , , , , , , , , , , , , , , , , , ,	•		
List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e)	Expense ount, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	acci	owances
SEE STATEMENT 12		70,500.	0.		0.
				1	
· · · · · · · · · · · · · · · · · · ·				-	
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."		٠	
	(b) Title, and average		(d) Contributions to employee benefit plans	(e)	Expense ount, other
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation	acco	ount, other owances
NONE	dovoted to position		Compensation		011011000
None		Ì			
				 	
					
			 		
		<u> </u>	<u> </u>	ــــــــــــــــــــــــــــــــــــــ	
Total number of other employees paid over \$50,000			<u> </u>		0

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Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	lation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	er "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WHITTER TRUST COMPANY		
625 FAIR OAKS AVEN, SOUTH PASADENA, CA 91030	FIDUCIARY	218,794.
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant state number of organizations and other beneficiaries served, conferences convened, research papers pro	istical information such as the oduced, etc	Expenses
2		
3		
4		
Part IX-B Summary of Program-Related Investments		I
Describe the two largest program-related investments made by the foundation during the tax year o	n lines 1 and 2	Amount
1 N/A		
2		
All other program-related investments. See instructions		

Total. Add lines 1 through 3

C/O PEGINE GRAYSON Page 8 Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes 21,305,230. Average monthly fair market value of securities 1a 497,606. b Average of monthly cash balances 1b c Fair market value of all other assets 39,094. 1c 21,841,930. 1d d Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 2 21,841,930. 3 Subtract line 2 from line 1d 3 327,629. Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 21,514,301. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. 5 1,075,715. Minimum investment return. Enter 5% of line 5 Part XI Distributable Amount (see instructions) (Section 4942(1)(3) and (1)(5) private operating foundations and certain foreign organizations check here and do not complete this part) 1,075,715. Minimum investment return from Part X, line 6 23,896. Tax on investment income for 2013 from Part VI. line 5 Income tax for 2013 (This does not include the tax from Part VI.) 2h 23,896. Add lines 2a and 2b 2¢ 1,051,819. 3 Distributable amount before adjustments Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 5 5 Add lines 3 and 4 Deduction from distributable amount (see instructions) 6 1,051,819. Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1. 7 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes 1,130,127. a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 1a 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 Suitability test (prior IRS approval required) За b Cash distribution test (attach the required schedule) 3b 1,130,127 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

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

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5

6

income Enter 1% of Part I, line 27b

Adjusted qualifying distributions. Subtract line 5 from line 4

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				1,051,819.
2 Undistributed income, if any, as of the end of 2013				_,,
a Enter amount for 2012 only			0.	
b Total for prior years				
B rotarior prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 116,375.				
b From 2009 103,277.				
c From 2010 93,479.				
d From 2011 91,543.				
e From 2012 55,048.				
f Total of lines 3a through e	459,722.			
4 Qualifying distributions for 2013 from	100,1121		ta	
Part XII, line $4 \triangleright \$ 1, 130, 127$.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior			•	
		0.		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus	0.			
(Election required - see instructions)	0.			1,051,819.
d Applied to 2013 distributable amount	78,308.	1111 - 11 1161 , (II., 1		1,031,019.
e Remaining amount distributed out of corpus	70,300.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0 •			0.
6 Enter the net total of each column as indicated below.	-			
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	538,030.			
b Prior years' undistributed income. Subtract		1 111 11 1 111111111111111111111	111 111 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	. ' ''
line 4b from line 2b		0.		
c Enter the amount of prior years'	. , , ,,,,,,,,,		· · · · · · · · · · · · · · · · · · ·	+
undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously				
assessed	N-5 - 17-17-1 - 1 1811 - 1-1-18-18-18-18-18-18-18-18-18-18-18-18-	0.	,	, , ,
d Subtract line 6c from line 6b Taxable		^		
amount - see instructions		0.		
e Undistributed income for 2012 Subtract line			^	
4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract				
lines 4d and 5 from line 1. This amount must				0
be distributed in 2014				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	0.			
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008	116,375.			
not applied on line 5 or line 7	110,373.			
9 Excess distributions carryover to 2014.	421,655.			
Subtract lines 7 and 8 from line 6a	421,033.	· · · · · · · · · · · · · · · · · · ·		
10 Analysis of line 9				
a Excess from 2009 103,277.				
b Excess from 2010 93, 479.				
c Excess from 2011 91,543.	1			
d Excess from 2012 55,048.				
e Excess from 2013 78,308.				000 00

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Part XIV Private Operating F	oundations (see in		-A, question 9)	N/A	.14455 rage 10
1 a if the foundation has received a ruling of					
foundation, and the ruling is effective fo			•		
b Check box to indicate whether the found		-	n section	4942(j)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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 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 Info	rmation (Comple	te this part only	if the foundation	had \$5.000 or m	ore in assets
at any time during t				40,000 01 111	
1 Information Regarding Foundation		· · · · · · · · · · · · · · · · · · ·			
List any managers of the foundation why year (but only if they have contributed in NONE	o have contributed more	than 2% of the total cont ection 507(d)(2))	ributions received by the	foundation before the clo	se of any tax
b List any managers of the foundation wh	 o own 10% or more of th	e stock of a corporation (or an equally large porte	on of the ownership of a c	partnership or
other entity) of which the foundation ha			, g v p v		m - -
NONE					
2 Information Regarding Contribut Check here ☐ if the foundation of the foundation makes gifts, grants, etc	only makes contributions	to preselected charitable	organizations and does n		
a The name, address, and telephone num MARY TRAN , MTRAN@WH		• • • • • • • • • • • • • • • • • • • •	cations should be addres	ssed	
b The form in which applications should bEFOR SUBMISSION GUIDE				MARY TRAN.	
c Any submission deadlines FOR SUBMISSION GUIDE	LINES AND F	ORMAT, PLEA	SE CONTACT	MARY TRAN.	
d Any restrictions or limitations on awards GRANTS ARE MADE IN S LOS ANGELES COUNTY A	SUPPORT OF E				S IN THE
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Part XV Supplementary Information Grants and Contributions Paid During the		Payment		
Recipient	If recipient is an individual,		Pour 6 i	
Name and address (home or business)	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	or casciantal contributor			
BOYS & GIRLS CLUB OF PASADENA	NONE	PC	SUPPORT PROJECT LEARN	
3230 EAST DEL MAR BOULEVARD				
PASADENA, CA 91107				15,000
BRAILLE INSTITUTE OF AMERICA, INC. 741 NORTH VERMONT AVENUE	NONE	PC	SUPPORT CREATION OF A NEW OC REGIONAL CENTER	
LOS ANGELES, CA 90029			IN IRVINE	25,000
CALIFORNIA LUTHERAN UNIVERSITY	none	PC	ANN PEPPERS FOUNDATION	
60 WEST OLSEN ROAD			ARTS AND EDUCATIONAL	
THOUSAND OAKS, CA 91360			SERIES	25,000
CUADVAN INTURDATON				
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE	NONE	PC	SCHOLARSHIP SUPPORT	
ORANGE, CA 92866				25,000
CLAREMONT SCHOOL OF THEOLOGY	none	PC	SCHOLARSHIP SUPPORT	
1325 NORTH COLLEGE AVENUE				
CLAREMONT, CA 91711 Total SEE CO	<u> </u> ONTINUATION SHEE	 !T(S)	▶ 3a	10,000 905,000
b Approved for future payment	SNI INOZII ION BIILI		54	303,000
NONE				
	:			
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated i	business income		by section 512, 513, or 514	(e)
	(a)	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue	Business code	Amount	sion code	Amount	function income
a	_				
b				· ·	
C					
d					-
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments		-			
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	501,294.	
5 Net rental income or (loss) from real estate			1		
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	759,404.	
9 Net income or (loss) from special events		<u>-</u>			
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	11.	
b	-	<u>.</u>			
C					
d					
6					
12 Subtotal Add columns (b), (d), and (e)			0.	1,260,709.	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,260,709
(See worksheet in line 13 instructions to verify calculations)					

Part XVI-B	Relationship of Activities to	o the Accomplishment of	f 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)	
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1. Did be organization (sectly) an ordinactity engage in any of the following with any other organization of the Code (other than section 501(c)) organizations) or in section 527; relating to policical organizations? 2 Transfers from the reporting foundation to a noncharidable exempt organization of (1) Cash (2) Other assets (14(2) X (2) Other assets (1	Par	t XVII	Information Re Exempt Organ		sfers To a	and Transactions	and Relations	nips With Nonchar	itable		
the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? 1 Tariality or more than organization (1) Cash (2) Other assets 5 Other transactions (1) Sales of assets from a noncharitable exempt organization (1) Sales of assets from a noncharitable exempt organization (2) Perchase of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rembusivement arrangements (5) Loans or faran guarantees (5) Loans or faran guarantees (5) Performance of services or membership or fundrating lists, other assets, or paid employees (5) Rental of the diverse, equipment, malling lists, other assets, or paid employees (5) Rental of the diverse, organized the following schedule Column (b) should always show the fair market value of the goods, other assets, or or everces given by the reporting foundation at this foundation at the fair market value in any transaction or sharing arrangement, show in ordinary of the value of the goods, other assets, or paid employees (a) Line is (b) Amount involved (c) Name of noncharitable exempt organizations described in section 501(c) of the Color (other than section 501(c)(3) or in section 501(c) of the Color (other than section 501(c)(3) or in section 501(c) of the Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or in section 501(c) or in Color (other than section 501(c)(3) or i	1 [Did the d			of the followin	o with any other organizati	ion described in secti	on 501(c) of	,	Yes	No
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(6) Performance of services or membership or fundrasing soblotations © Sharing of facilities, equipment, mailing lists, other assets, or paid employees (I this answer to any of the above is "Ves," 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 following schedule Column (b) thould always show the fair market value of the goods, other assets, or services given by the value of the goods, other assets, or services features (a) June to (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, and sharing arrangements 2a is the foundation directly or indirectly siffulated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)) the PCC discovers that the Code (other than section 501(c)) the Code (other											X
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Common C	đ l	f the an:	swer to any of the above is	"Yes," complete the	following sche	dule Column (b) should a	lways show the fair n	narket value of the goods, ot	her asse	ts,	
(B) Amount involved (C) Name of noncharidable exempt organization (d) Description of transfers, transactions, and sharing analgements N/A 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? (a) Name of organization (b) Type of organization (c) Description of relationship N/A (d) Description of transfers, transactions, and sharing analgements Yes X No If Yes, complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship N/A (d) Description of relationship Yes X No Different for the Code (other than section 501(c)(3)) or in section 527? Yes X No Different for the Code (other than section 501(c)(3)) or in section 527? (a) Name of organization (b) Type of organization (c) Description of relationship N/A Signalized of other or trustee Signalized of other or trustee Tifferent formation of which prepare has any knowledge and statements, and to the best of my knowledge and statements, and to the bes	(or servic	es given by the reporting fo	oundation. If the fou	ndation receive	ed less than fair market val	ue in any transaction	or sharing arrangement, sh	ow in		
N/A 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? b if "Yes," complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship N/A Ves			(d) the value of the goods,	other assets, or serv	rices received						
2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Discription of relationship in the second of the Code (other than section 501(c)(3)) or in section 527?	(a) Line	e no	(b) Amount involved	(c) Name of		exempt organization	(d) Description	of transfers, transactions, and st	naring arra	ngeme	nts
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In the interverse of period of the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of period, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, the true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Victor					N/A						
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527? In the interverse of period of the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of period, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, the true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Victor											
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b if "Yes," complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of penjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and statements, and to the be							izations described		٦	177	7
(a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of penjury, 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 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 shown below (see instr.)? SECRETARY Title Primt/Type preparer's name LAUREN HAVERLOCK Firm's name ▶ YH ADVISORS, TMC. Firm's address ▶ 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647 Phone no 310-982-2804)(3)) or in sect	ion 527?			」Yes	X	J No
N/A Sign Under penalties of penjury, 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 set of officer or trustee Prim/Type preparer's name Preparer Use Only Firm's address ▶ 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647 Phone no 310-982-2804	<u>b</u> i	f "Yes," ((b) T		\ D			
Sign Here				janization		(b) Type of organization	1	c) Description of relationshi	<u>р</u>	.	
Sign Here Signature of officer or trustee Date Date SECRETARY Signature Sign			N/A					 			
Sign Here Signature of officer or trustee Date Date SECRETARY Signature Sign								··· -			
Sign Here Signature of officer or trustee Date Date SECRETARY Signature Sign											
Sign Here Signature of officer or trustee Date Date SECRETARY Signature Sign											
Sign Here Signature of officer or trustee Date Date SECRETARY Signature Sign		Unde	er penalties of periury. I declare	that I have examined thi	s return includin	a accompanying schedules and	statements and to the	nest of my knowledge			
Here Signature of officer or trustee Primt/Type preparer's name Preparer LAUREN HAVERLOCK Preparer Use Only Firm's address ▶ 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647 Phone no 310-982-2804	Sign	اممما						May			
Paid Preparer Use Only Pirm's address ► 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647 Pint Type preparer's name Date Title Check ☐ If PTIN self-employed PTIN self-employed P00545829 Firm's EIN ► 45-3269313 Phone no 310-982-2804			You H	26: -		11/12/11	SECDET	show	n below (s	see inst	ር)?
Paid Preparer Use Only Primt/Type preparer's name Preparer's signature Date Check if PTIN self- employed Proposition of Prim's self- employed Proposition of PTIN self- employed Prim's EIN ▶ 45-3269313 Firm's address ▶ 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647 Phone no 310-982-2804			inature of officer or trustee	14501		Date		AN1	_ res	L) NO
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Preparer Use Only Firm's name ➤ YH ADVISORS, INC. Firm's address ➤ 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647 Phone no 310-982-2804	Paid	d	LAUREN HAV	ERLOCK (7116	ا بلادامه	10110110	· · ·	5459	329	
Use Only Firm's address ► 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647 Phone no 310-982-2804					14C		<u> </u>				
Firm's address ► 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647 Phone no 310-982-2804		-			<u></u>			I I I I I I I I I I I I I I I I I I I			
HUNTINGTON BEACH, CA 92647 Phone no 310-982-2804				55 CENTER	AVENU	E. SUITE 122	25	-			
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						>					20131

323622 10-10-1

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Foundation Purpose of grant or show any relationship to contribution Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor CONVALESCENT AID SOCIETY NONE PC OPERATIONS UPGRADE 3255 EAST FOOTHILL BOULEVARD PASADENA, CA 91107 10,000. FULLER THEOLOGICAL SEMINARY NONE PC SCHOLARSHIP SUPPORT 135 NORTH OAKLAND AVENUE RESTRICTED TO STUDENTS PASADENA, CA 91182 IN SOUTHERN CALIFORNIA AREA 20,000. FVO SOLUTIONS, INC. NONE PC CREATE CUSTOMIZED 789 N. FAIR OAKS AVENUE EMPLOYMENT SVCS TO PASADENA, CA 91103 BENEFIT THOSE WITH DEVELOPMENTAL DISABILITIES 20,000. GAMMA ZETA BOULE FOUNDATION NONE PC LAMP MENTOR PROGRAM P.O. BOX 94833 PASADENA, CA 91109 10,000. GIRL SCOUTS OF GREATER LOS ANGELES NONE PC SUPPORT ANTI-BULLYING 801 S. GRAND AVENUE SUITE 300 PROGRAM LOS ANGELES, CA 90017 20,000. HARVEY MUDD COLLEGE NONE PC LECTURE CAPTURE 301 PLATT BOULEVARD SYSTEMS IN NEW CLAREMONT, CA 91711 ACADEMIC BUILDING 25,000. HOUSE RESEARCH INSTITUTE NONE PC CHILDREN'S CENTER 2100 WEST THIRD STREET LOS ANGELES, CA 90057 10,000. NONE JERICHO ROAD PROJECT INC. PC GENERAL OPERATING 301 EAST COLORADO BLVD., SUITE 802 SUPPORT PASADENA, CA 91101 5,000. JEWISH FAMILY SERVICES OF LOS ANGELES NONE JFS - HAVEN HOUSE -PC 3580 WILSHIRE BLVD. STE. 700 GENERAL OPERATING LOS ANGELES, CA 90010 SUPPORT 15,000. NONE SUPPORT PRESCHOOL JOHN TRACY CLINIC PC 806 WEST ADAMS BOULEVARD PROGRAM LOS ANGELES, CA 90007 15,000. 805,000. Total from continuation sheets

Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to contribution Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor JUNIOR BLIND OF AMERICA NONE PC SUMMER CAMP FOR UNDER 5300 ANGELES VISTA BOULEVARD PRIVILEGED BLIND LOS ANGELES, CA 90043 CAMPERS 5,000. KIDSPACE CHILDREN'S MUSEUM NONE PC SUPPORT MUSEUM'S 480 NORTH ARROYO BOULEVARD EDUCATIONAL PROGRAMS. PASADENA, CA 91103 20,000. KPCC SOUTHERN CALIFORNIA PUBLIC RADIO NONE PC ENVIRONMENTAL 474 SOUTH RAYMOND AVENUE REPORTING PASADENA, CA 91105 10,000. LOS ANGELES CHILDREN'S CHORUS NONE PC GENERAL OPERATING 585 E. COLORADO BLVD. SUPPORT 2012/2013 PASADENA, CA 91101 SEASON 10,000. MARYMOUNT CALIFORNIA UNIVERSITY NONE PC SCHOLARSHIP SUPPORT 30800 PALOS VERDES DRIVE EAST RANCHO PALOS VERDES CA 90275 25,000. A NOISE WITHIN NONE PC SUPPORT EXPANSION OF 3352 E. FOOTHILL BLVD. CLASSICS LIVE! AND GLENDALE, CA 91107 STUDENT SCHOLARSHIPS 10,000. OCCIDENTAL COLLEGE NONE PC SCHOLARSHIP SUPPORT 1600 CAMPUS ROAD. LOS ANGELES, CA 90041 25,000. ONEONTA CLUB FOUNDATION NONE PC SCHOLARSHIP SUPPORT 1613 CHELSEA ROAD. #853 SAN MARINO, CA 91108 20,000. PASADENA COMMUNITY FOUNDATION NONE 60TH ANNIVERSARY PC 260 S. LOS ROBLES AVENUE, STE. 119 ENDOWMENT CAMPAIGN PASADENA, CA 91101 10,000. PASADENA CONSERVATORY OF MUSIC NONE PC SUPPORT RE-BRANDING 100 NORTH HILL AVENUE AND WEBSITE DESIGN PASADENA, CA 91106 PROJECT. 17,500. Total from continuation sheets

Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or contribution show any relationship to Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor THE PASADENA PLAYHOUSE STATE THEATRE NONE PC 2013/2014 OUTREACH & OF CALIFORNIA EDUCATION PROGRAM 600 PLAYHOUSE ALLEY, SUITE 300 PASADENA, CA 91101 10,000. THE PASADENA SYMPHONY NONE PC GENERAL OPERATING 2 N. LAKE AVENUE, SUITE 1080 SUPPORT PASADENA, CA 91101 20,000. ST. JUDE MEDICAL CENTER NONE FUNDS FOR EQUIPMENT PC 1440 NORTH HARBOR BOULEVARD SUITE 200 AND TECHNOLOGY IN ST. JUDE'S NORTHWEST FULLERTON, CA 92835 PATIENT TOWER 50,000. THOMAS AQUINAS COLLEGE NONE PC SCHOLARSHIP SUPPORT 10000 NORTH OJAI ROAD SANTA PAULA, CA 93060 12,500. UNION STATION HOMELESS SERVICES NONE PC GENERAL SUPPORT 825 EAST ORANGE GROVE BOULEVARD PASADENA, CA 91104 25,000. UNIVERSITY OF LA VERNE NONE PC SCHOLARSHIP SUPPORT 1950 THIRD STREET LA VERNE, CA 91750 15,000. UNIVERSITY OF REDLANDS NONE PC ANN PEPPERS ART PO BOX 3080 EDUCATION CENTER REDLANDS, CA 92373 250,000. USC PACIFIC ASIA MUSEUM NONE SUPPORT EDUCATION & PC 46 NORTH LOS ROBLES AVENUE COMMUNITY ACCESS PASADENA, CA 91101 PROGRAMS 10,000. VILLA ESPERANZA SERVICES NONE PC GENERAL OPERATING 2060 EAST VILLA STREET SUPPORT PASADENA, CA 91107 20,000. WESTERN JUSTICE CENTER FOUNDATION NONE PC SAFE SCHOOLS SOCIAL 55 SOUTH GRAND AVENUE NETWORK PROGRAM PASADENA, CA 91105 25,000. Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor WESTMONT COLLEGE NONE PC SUMMER SCIENCE 955 LA PAZ ROAD RESEARCH PROGRAM AND SANTA BARBARA, CA 93108 FACULTY/STUDENT MENTORING 25,000. WESTRIDGE SCHOOL FOR GIRLS - PUSD NONE PC THE SKILLS ENRICHMENT 351 SOUTH HUDSON AVENUE PROGRAM PASADENA, CA 91109 10,000. WOMEN AT WORK NONE PC TO SUPPORT CORE EMPLOYMENT SERVICES 3871 E. COLORADO BLVD. FIRST FLOOR PASADENA, CA 91107 10,000. YOUNG & HEALTHY NONE PC UNRESTRICTED CORE P.O. BOX 93397 PROGRAM AND PASADENA, CA 91106 OPERATIONAL SUPPORT 20,000. Total from continuation sheets

FORM 990-PF	GAIN OR (LOSS)	FROM S	ALE OF	F ASS	ETS		STATEMENT	1
(A) DESCRIPTION OF PROP	ERTY				MAN ACQU		DATI ACQUIF		SOLD
PUBLICLY TRADED SEC	URITIES								
(B) GROSS SALES PRIC	(C) VALUE E TIME OF	AT	EXPE	D) NSE OF ALE		(E) DEPRE	c. ((F) GAIN OR LO	SS
4,421,9		2,516.			<u> </u>		0.	759,	
CAPITAL GAINS DIVID	ENDS FROM PA	RT IV							0.
TOTAL TO FORM 990-P	F, PART I, I	INE 6A					_	759,	404.
FORM 990-PF	DIVIDENDS	AND IN	ITERESI	FROM	SECU	RITIE	S	STATEMENT	2
SOURCE	GROSS AMOUNT	CAPI GAI DIVID	NS	(<i>F</i> REVE PER E	ENUE		(B) INVEST T INCOM		TED
WHITTIER TRUST COMPANY	501,294.		0.	501	L , 294		455,465	<u> </u>	
TO PART I, LINE 4	501,294.		0.	501	L , 294	<u> </u>	455,465	5.	
FORM 990-PF		ОТНЕ	R INCC	ME				STATEMENT	3
DESCRIPTION				(A) VENUE BOOKS		NET I	B) NVEST- INCOME		
OTHER INCOME					11.		0.	•	

FORM 990-PF	ACCOUNTI	NG FEES	S	PATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,000.	2,000.		7,500.
TO FORM 990-PF, PG 1, LN 16B	10,000.	2,000.		7,500.
FORM 990-PF (THER PROFES	SIONAL FEES	S	TATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	218,794.	43,759.		164,096.
TO FORM 990-PF, PG 1, LN 16C	218,794.	43,759.		164,096.
FORM 990-PF	TAX	ES	S	TATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX FOREIGN TAXES	29,651. 4,289.	0. 4,289.		0.
TO FORM 990-PF, PG 1, LN 18	33,940.	4,289.		0.
FORM 990-PF	OTHER E	XPENSES	S	FATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE MISCELLANEOUS GRANT DISCOUNT EXPENSE FILING FEE	2,498. 189. 9,818. 180.	0. 0. 0.		0. 0. 0.
TO FORM 990-PF, PG 1, LN 23	12,685.	0.		0.

		•	
FORM 990-PF OTHER INCREASES IN NET ASSETS OR FU	ND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
UNREALIZED GAINS PORTION OF MULTI-YEAR PLEDGE PAID IN 2013		3,274,00	
TOTAL TO FORM 990-PF, PART III, LINE 3		3,524,00	1.
FORM 990-PF CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	1
CORPORATE STOCKS/SECURITIES	20,351,285.	20,351,28	5.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,351,285.	20,351,28	5.
FORM 990-PF CORPORATE BONDS		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	?
CORPORATE BONDS	2,987,237.	2,987,23	7.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,987,237.	2,987,23	7.
FORM 990-PF OTHER LIABILITIES		STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	_
DEFERRED EXCISE TAX	32,600.	82,43	3.
TOTAL TO FORM 990-PF, PART II, LINE 22	32,600.	82,43	33.

FORM 990-PF

12

STATEMENT

	FOUNDATION MANAG		- DIAI	EMENI 12
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	
PHILIP V. SWAN 625 FAIR OAKS DRIVE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT 2.00	18,000.	0.	0.
H. ROSS MACMICHAEL 625 FAIR OAKS DRIVE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT 2.00	18,000.	0.	0.
PHILIP A. SWAN 625 FAIR OAKS DRIVE, SUITE 360 SOUTH PASADENA, CA 91030	TREASURER (STA)	RTING MAY 20 9,000.	013)	0.
HOWARD O. WILSON 625 FAIR OAKS DRIVE, SUITE 360 SOUTH PASADENA, CA 91030	TREASURER (UNT)	IL MAY 2013) 7,500.	0.	0.
PEGINE GRAYSON 625 FAIR OAKS DRIVE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY 2.00	0.	0.	0.
JENNIFER DEVOLL 625 FAIR OAKS DRIVE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 2.00	18,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	70,500.	0.	0.

PART VIII - LIST OF OFFICERS, DIRECTORS

Summary of Assets

	Percent of Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
CASH	.06	13,017.98	13,017.98		
CASH EQUIVALENTS					
MISC CASH EQUIV-TAXABLE	47	110,116 68	110,116.68	0	0.00
TOTAL CASH EQUIVALENTS	.47	110,116.68	110,116.68	0	0.00
FIXED INCOME SECURITIES					
MUNICIPAL BONDS&NOTES TAXABLE	2.17	500,073 67	508,515.00	16,239	3 19
CORPORATE BONDS & NOTES	8 43	1,962,036 85	1,977,260 37	60,199	3.04
MUTUAL FUND-TAXABLE BOND	2.14	500,000 00	501,461.98	21,345	4 26
FIXED INCOME TAXABLE	4.64	1,054,296.68	1,087,879.22	32,009	2 94
PREFERRED STOCK	2 84	648,094 76	666,936.38	41,393	6.21
FOREIGN TAXABLE FIXED INCOME	.39	101,720 00	92,040 00	3,302	3 59
TOTAL FIXED INCOME SECURITIES	20.60	4,766,221.96	4,834,092.95	174,487	3.61
ALTERNATIVES					
ALTERNATIVE-PUBLIC	.55	96,520.16	129,120 00	5,582	4 32
TOTAL ALTERNATIVES	.55	96,520.16	129,120.00	5,582	4.32
EQUITIES					
US LARGE CAP EQUITIES	67.81	10,822,648 35	15,909,216 62	304,925	1 92
US SMALL AND MID-CAP EQUITIES	4.49	663,078 30	1,053,035.44	17,435	1 66
FOREIGN EQUITIES	6 02	1,298,140 38	1,412,577 65	41,107	2 91
TOTAL EQUITIES	78.32	12,783,867.03	18,374,829.71	363,467	1.98
GRAND TOTAL	100.00	17,769,743.81	23,461,177.32	543,536	2.32

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH		13,017.98	13,017.98		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
110,116 68	BLACKROCK TREAS		110,116 68	110,116 68	0	0 00
	TOTAL CASH EQUIVALENTS		110,116.68	110,116.68	0	0.00
	FIXED INCOME SECURITIES					
	MUNICIPAL BONDS&NOTES TAXABLE					
100,000	IRVINE CA UNI SCH DIST 4 381% DUE 9/1/15	101 519	100,000 00	101,519 00	4,381	4 32
200,000	WASHINGTON ST ECON DEV 3 7% DUE 10/01/2016	102 598	199,399 42	205,196 00	7,400	3 61
200,000	WSTRN CO ST CLG BRD OF TRSTE 2 229% DUE 05/15/15	100 900	200,674 25	201,800 00	4,458	2 21
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		500,073.67	508,515.00	16,239	3.19
	CORPORATE BONDS & NOTES					
103 74	FHLMC 10 5 1/1/21	107 617	114 52	111 64	11	9 76
1,585 63	FH 1761 K PAC FIX 8 500% 11/15/2024	117 427	1,708 50	1,861 96	135	7 24
101 48	FHLMC 10 5 6/1/19	111 676	110 58	113 33	11	9 40
82 59	FHMA 9 50 8/1/19	111 942	86 50	92 45	8	8 49
859 10	FNMA 6 0 6/1/16	103 993	860 05	893 40	52	5 77
1,367 26	FNMA 6 0 11/1/16	103 777	1,375 60	1,418 90	82	5 78
1,419 34	FNMA 5 5 5/1/17	106 863	1,406 92	1,516 75	78	5 15
12 78	GNMA II 9 5 2/20/20	100 489	13 65	12 84	1	9 45
20,000	GENERAL ELEC CAP CORP MTN BE MTNF 6 750% 3/15/32	123 831	19,835 80	24,766 20	1,350	5 45
150,000	GENERAL ELEC CAP CORP MTN BE MTNF 2 900% 1/09/17	104 397	149,846 58	156,595 50	4,350	2 78

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
300,000	GOLDMAN SACHS GRP INC MTN BE MTNF 6 000% 5/01/14	101 786	304,263 69	305,358 00	18,000	5 89
200,000	HEWLETT PACKARD CO NOTE 4 375% 9/15/21	101 823	202,352 60	203,646 00	8,750	4 30
250,000	J P MORGAN CHASE & CO MTN BE MTNF 1 875% 3/20/15	101 352	249,911 19	253,380 00	4,688	1 85
250,000	JPMORGAN CHASE & CO NOTE 5 250% 5/01/15	105 546	258,765 81	263,865 00	13,125	4 97
320,000	MORGAN 3 75 5-1-14	99 902	319,885 66	319,686 40	1,808	0 57
200,000	PETROBRAS INTL FIN CO NOTE 3 875% 1/27/16	102 946	203,559 20	205,892 00	7,750	3 76
230,000	SOUTHERN CALIF EDISON CO PRFD 6 250%12/29/99	103 500	247,940 00	238,050 00	0	0 00
	TOTAL CORPORATE BONDS & NOTES		1,962,036.85	1,977,260.37	60,199	3.04
	MUTUAL FUND-TAXABLE BOND					
48,732 943	ROWE T PRICE INSTL INCOME FD FLTG RATE FD	10 290	500,000 00	501,461 98	21,345	4 26
	FIXED INCOME TAXABLE					
3,815	ISHARES INVEST GRADE CORP BONDS	114 188	400,418 68	435,627 22	16,694	3 83
4,480	PIMCO ETF TR ENHAN SHRT MAT	101 320	453,779 20	453,913 60	3,315	0 73
4,890	ETF HIGH YIELD BONDS	40 560	200,098 80	198,338 40	12,000	6 05
	TOTAL FIXED INCOME TAXABLE		1,054,296.68	1,087,879.22	32,009	2.94
	PREFERRED STOCK					
7,987	CITIGROUP INC DEP SHS 1/1000 J	25 940	199,993 96	207,182 78	14,225	6 87
9,280	US BANCORP DEL DEP SHS REP G	27 370	248,100 80	253,993 60	13,920	5 48
8,000	WELLS FARGO & CO NEW DEP 1/1000 PFD A	25 720	200,000 00	205,760 00	13,248	6 44
	TOTAL PREFERRED STOCK		648,094.76	666,936.38	41,393	6.21

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	FOREIGN TAXABLE FIXED INCOME					
2,000	WISDOMTREE TR EM LCL DEBT FD	46 020	101,720 00	92,040 00	3,302	3 59
	TOTAL FIXED INCOME SECURITIES		4,766,221.96	4,834,092 95	174,487	3.61
	ALTERNATIVES					
	ALTERNATIVE-PUBLIC					
2,000	VANGUARD INDEX FDS REIT ETF	64 560	96,520 16	129,120 00	5,582	4 32
	TOTAL ALTERNATIVES		96,520.16	129,120.00	5,582	4.32
	EQUITIES					
	US LARGE CAP EQUITIES					
3,765	ACE LTD SHS	103 530	266,576 64	389,790 45	9,488	2 43
6,884	AT&T INC	35 160	220,991 33	242,041 44	12,667	5 23
5,002	ABBOTT LABS	38 330	128,433 92	191,726 66	4,402	2 30
5,002	ABBVIE INC	52 810	139,275 62	264,155 62	8,003	3 03
1,022	AMAZON COM INC	398 790	205,840 89	407,563 38	0	0 00
3,765	AMERICAN ELEC PWR INC	46 740	161,344 93	175,976 10	7,530	4 28
5,109	AMERICAN EXPRESS CO	90 730	272,638 75	463,539 57	4,700	1 01
2,743	AMERICAN TOWER CORP NEW	79 820	197,837 28	218,946 26	3,182	1 45
2,689	APACHE CORP	85 940	188,690 41	231,092 66	2,151	0 93
1,076	APPLE COMPUTER INC	561 020	191,971 46	603,657 52	13,127	2 17
1	BERKSHIRE HATHAWAY INC DEL CL A	177900 000	120,312 02	177,900 00	0	0 00
484	BLACKROCK INC CL A	316 470	114,472 10	153,171 48	3,252	2 12
2,474	CVS CORP	71 570	111,626 88	177,064 18	2,721	1 54
4,087	CATERPILLAR INC DEL	90 810	348,954 33	371,140 47	9,809	2 64
3,496	CHEVRON CORP	124 910	149,766 28	436,685 36	13,984	3 20

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
4,840	CITIGROUP INC COM NEW	52 110	242,832 00	252,212 40	194	0 08
4,840	COCA COLA CO	41 310	176,404 92	199,940 40	5,421	2 71
4,303	DU PONT E I DE NEMOURS & CO	64 970	191,576 36	279,565 91	7,745	2 77
3,926	EMERSON ELEC CO	70 180	202,653 55	275,526 68	6,753	2 45
5,109	EXXON MOBIL CORP	101 200	405,703 44	517,030 80	12,875	2 49
17,587	FORD MOTOR COMPANY	15 430	170,250 70	271,367 41	7,035	2 59
5,432	GILEAD SCIENCES INC	75 100	155,296 09	407,943 20	0	0 00
323	GOOGLE INC CL A	1120 710	179,088 72	361,989 33	0	0 00
3,496	HONEYWELL INTL INC	91 370	207,782 41	319,429 52	6,293	1 97
1,183	INTERNATIONAL BUSINESS MACHS	187 570	239,173 85	221,895 31	4,495	2 03
4,500	ISHARES RUSSELL 1000 VALUE	94 170	340,858 80	423,765 00	8,258	1 95
4,500	ISHARES RUSSELL 1000 GROWTH	85 950	252,370 35	386,775 00	4,986	1 29
10,165	J P MORGAN CHASE & CO	58 480	331,060 06	594,449 20	15,451	2 60
2,689	JOHNSON & JOHNSON	91 590	173,680 21	246,285 51	7,099	2 88
5,378	LORILLARD INC	50 680	264,756 25	272,557 04	11,832	4 34
3,335	LOWE'S COS	49 550	164,377 15	165,249 25	2,401	1 45
2,582	MCKESSON CORP	161 400	139,839 97	416,734 80	2,479	0 59
11,025	MONDELEZ INTL INC CL A	35 300	318,117 23	389,182 50	6,174	1 59
6,024	MYLAN INC	43 400	169,854 07	261,441 60	0	0 00
4,948	NIKE INC CL B	78 640	271,694 66	389,110 72	4,750	1 22
3,980	NORFOLK SOUTHERN CORP	92 830	342,841 98	369,463 40	8,278	2 24
9,412	ORACLE CORP	38 260	217,485 02	360,103 12	4,518	1 25
4,087	PAYCHEX INC	45 530	174,304 42	186,081 11	5,722	3 07
10,380	PFIZER INC	30 630	284,330 09	317,939 40	10,795	3 40
3,980	PROCTER & GAMBLE CO	81 410	268,648 87	324,011 80	9,576	2 96

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
2,904	QUALCOMM INC	74 250	170,536 20	215,622 00	4,066	1 89
3,496	SCHLUMBERGER LTD	90 110	127,290 98	315,024 56	4,370	1 39
4,303	STARBUCKS CORP	78 390	230,974 25	337,312 17	4,475	1 33
2,528	зм со	140 250	216,879 83	354,552 00	8,646	2 44
4,195	TIME WARNER INC COM NEW	69 720	184,772 46	292,475 40	4,824	1 65
5,000	VANGUARD INDEX FDS LARGE CAP ETF	84 800	253,761 50	424,000 00	7,440	1 75
1,829	VISA INC COM CL A	222 680	259,161 70	407,281 72	2,926	0 72
2,044	WAL MART STORES INC	78 690	153,851 88	160,842 36	3,843	2 39
1,291	WELLPOINT INC	92 390	85,146 58	119,275 49	1,937	1 62
8,874	WELLS FARGO & CO NEW	45 400	300,732 70	402,879 60	10,649	2 64
3,603	XILINX INC	45 920	135,826 26	165,449 76	3,603	2 18
	TOTAL US LARGE CAP EQUITIES		10,822,648.35	15,909,216.62	304,925	1.92
	US SMALL AND MID-CAP EQUITIES					
4,894	AMERICAN WTR WKS CO INC NEW	42 260	165,300 15	206,820 44	5,481	2 65
1,500	ISHARES S&P SMALL CAP 600	109 130	61,046 55	163,695 00	1,640	1 00
1,200	MIDCAP SPDR TR UNIT SER 1	244 200	177,852 00	293,040 00	3,126	1 07
4,000	VANGUARD INDEX FDS SM CP VAL ETF	97 370	258,879 60	389,480 00	7,188	1 85
	TOTAL US SMALL AND MID-CAP EQUITIES		663,078.30	1,053,035.44	17,435	1.66
	FOREIGN EQUITIES					
2,635	BHP BILLITON LTD SPONSORED ADR	68 200	194,101 14	179,707 00	6,113	3 40
3,000	ISHARES MSCI EAFE INDEX FUND	67 095	218,044 00	201,285 00	5,109	2 54
6,000	NESTLE S A SPONSORED ADR	73 590	300,802 80	441,540 00	10,896	2 47
3,000	SPDR INDEX SHS FDS DJ INTL RL ETF	41 200	111,172 44	123,600 00	5,607	4 54
9,215	VANGUARD EMERGING MARKET EQUITY ETF	41 140	374,115 60	379,105 10	10,367	2 73

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,895	WISDOMTREE TR EMG MKTS SMCAP	46 090	99,904 40	87,340 55	3,015	3 45
	TOTAL FOREIGN EQUITIES		1,298,140.38	1,412,577.65	41,107	2.91
	TOTAL EQUITIES		12,783,867.03	18,374,829.71	363,467	1.98
	GRAND TOTAL		17,769,743.81	23,461,177.32	543,536	2.32