Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning MAY 1, 2013 , and ending APR 30, 2014

Name of foundation: L.K. WHITTIER FOUNDATION

A Employer identification number: 95-6027493

Number and street (or P O box number if mail is not delivered to street address): 625 SO. FAIR OAKS AVENUE — Room/suite: 360

B Telephone number: (626)441-5188

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 107,922,392.

J Accounting method: [ ] Cash [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	194,832.	194,832.		STATEMENT 1
	4 Dividends and interest from securities	1,203,779.	1,203,779.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,534,531.			
	b Gross sales price for all assets on line 6a 22,786,695.				
	7 Capital gain net income (from Part IV, line 2)		4,534,531.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	227,735.	227,735.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	6,160,877.	6,160,877.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	5,750.	1,150.		4,025.
	c Other professional fees STMT 5	749,304.	149,861.		524,513.
	17 Interest				
	18 Taxes STMT 6	90,432.	1,688.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	10,120.	1,988.		7,138.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	855,606.	154,687.		535,676.
	25 Contributions, gifts, grants paid	6,189,778.			7,486,631.
	26 **Total expenses and disbursements.** Add lines 24 and 25	7,045,384.	154,687.		8,022,307.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<884,507.>			
	b **Net investment income** (if negative, enter -0-)		6,006,190.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

13121205 769268 5000 2013.04021 L.K. WHITTIER FOUNDATION 5000___1

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11,718.	400,976.	400,976.
	2 Savings and temporary cash investments	1,272,678.	2,675,337.	2,675,337.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	1,750,483.	1,802,445.	1,802,445.
	b Investments - corporate stock STMT 10	48,541,299.	53,724,396.	53,724,396.
	c Investments - corporate bonds STMT 11	8,535,170.	3,352,764.	3,352,764.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	40,944,114.	45,966,474.	45,966,474.
	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 I)	101,055,462.	107,922,392.	107,922,392.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	16,080,112.	14,783,260.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	812,877.	599,504.	
	23 **Total liabilities** (add lines 17 through 22)	16,892,989.	15,382,764.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	84,162,473.	92,539,628.	
	25 Temporarily restricted			
	26 Permanently restricted			
	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**	84,162,473.	92,539,628.	
	31 **Total liabilities and net assets/fund balances**	101,055,462.	107,922,392.	

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	84,162,473.
2 Enter amount from Part I, line 27a	2	<884,507.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	9,261,662.
4 Add lines 1, 2, and 3	4	92,539,628.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	92,539,628.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	22,786,695.		18,252,164.	4,534,531.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				4,534,531.

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 4,534,531.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	9,132,249.	93,106,908.	.098083
2011	7,459,009.	95,098,034.	.078435
2010	5,775,781.	94,969,403.	.060817
2009	4,353,905.	87,702,727.	.049644
2008	4,944,908.	87,201,653.	.056707

2	**Total** of line 1, column (d)	2	.343686
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	.068737
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	102,764,331.
5	Multiply line 4 by line 3	5	7,063,712.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	60,062.
7	Add lines 5 and 6	7	7,123,774.
8	Enter qualifying distributions from Part XII, line 4	8	8,022,307.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	60,062.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	60,062.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	60,062.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 75,599.		
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	75,599.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	413.
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	15,124.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 15,124. **Refunded** ▶		11	0.

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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

Located at ▶ 625 SO. FAIR OAKS AVE., STE. 360, SOUTH PASADENA, 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 N/A

		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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Answer	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 instructions)?		1b		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation *defined in section 4942(j)(3) or 4942(j)(5)*):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	*If the provisions of section 4942(a)(2) are being applied to* **any** *of the years listed in 2a, list the years here.* ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WHITTIER TRUST COMPANY - 625 FAIR OAKS AVE., SUITE 360, SOUTH PASADENA, CA 91030	PHILANTHROPIC SVCS & INVESTMENT MGMNT	729,125.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	57,711,549.
b	Average of monthly cash balances		1b	3,215,244.
c	Fair market value of all other assets		1c	43,402,477.
d	**Total** (add lines 1a, b, and c)		1d	104,329,270.
e	*Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)*	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	*Subtract line 2 from line 1d*		3	104,329,270.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,564,939.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	102,764,331.
6	**Minimum investment return** Enter 5% of line 5		6	5,138,217.

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	5,138,217.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 60,062.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	60,062.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	5,078,155.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,078,155.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	5,078,155.

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	8,022,307.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	*Cash distribution test (attach the required schedule)*	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,022,307.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	60,062.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,962,245.

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				5,078,155.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011 515,105.				
e From 2012 4,623,644.				
f **Total** of lines 3a through e	5,138,749.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 8,022,307.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				5,078,155.
e Remaining amount distributed out of corpus	2,944,152.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,082,901.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	8,082,901.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 515,105.				
d Excess from 2012 4,623,644.				
e Excess from 2013 2,944,152.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(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 foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 ***Information Regarding Foundation Managers:***

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

NONE

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.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient: 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				
BENNINGTON COLLEGE ONE COLLEGE DRIVE BENNINGTON, VT 05201	NONE	170(B)(1)(A)(II	PETER DRUCKER FUND FOR EXCELLENCE & INNOVATION	2,000,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD MAILSTOP #29 LOS ANGELES, CA 90027	NONE	170(B)(1)(A)(II	SUPPORT WHITTIER VPICU 2.0 PROGRAM	1,019,631.
GANNA WALSKA LOTUSLAND FOUNDATION 695 ASHLEY ROAD SANTA BARBARA, CA 93108	NONE	501C(3)	ENDOWMENT FOR MAINTENANCE OF THE TOPIARY GARDEN	1,000,000.
GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BOULEVARD LOS ANGELES, CA 90017	NONE	170(B)(1)(A)(II	TO SUPPORT NEW HEART AND VASCULAR CENTER	100,000.
INNER CITY EDUCATION FOUNDATION 5120 W. GOLDLEAF CIRCLE SUITE 350 LOS ANGELES, CA 90056	NONE	170(B)(1)(A)(II	THURGOOD MARSHALL MIDDLE SCHOOL BLENDED LEARNING MODEL PROGRAM	250,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	7,486,631.
b Approved for future payment				
BENNINGTON COLLEGE ONE COLLEGE DRIVE BENNINGTON, VT 05201	NONE	170(B)(1)(A)(II	PETER DRUCKER FUND FOR EXCELLENCE AND INNOVATION	4,000,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD MAILSTOP #29 LOS ANGELES, CA 90027	NONE	170(B)(1)(A)(II	SUPPORT WHITTIER VPICU 2.0 PROGRAM	1,019,630.
J. DAVID GLADSTONE INSTITUTES 165 OWENS STREET SAN FRANCISCO, CA 94158	NONE	170(B)(1)(A)(VI	STEM CELL BIOLOGY RESEARCH OF DR. SHINYA YAMANAKA & DEVELOPING STEM CELL RESEARCH TREATMENTS FOR HEART	6,000,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	15,019,630.

Form **990-PF** (2013)

323611 10-10-13

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	194,832.	
4 Dividends and interest from securities			14	1,203,779.	
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	227,735.	
8 Gain or (loss) from sales of assets other than inventory			18	4,534,531.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		6,160,877.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 6,160,877.

(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).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		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? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 12/15/14 | Title DIRECTOR

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
KYLE WEBSTER, CPA		12/15/14		P00148175
Firm's name ▶ WHITTIER TRUST COMPANY			Firm's EIN ▶ 95-4195174	
Firm's address ▶ 1600 HUNTINGTON DRIVE SOUTH PASADENA, CA 91030			Phone no. 626-441-5111	

Form **990-PF** (2013)

323622 10-10-13

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	JPM CAPITAL XIX	P	09/22/06	05/08/13
b	JPM CHASE	P	07/26/07	05/08/13
c	NEXTERA 5 1/15/73	P	01/15/13	05/07/13
d	BERKLEY 5.6250	P	04/26/13	05/16/13
e	ISHARES RUSL 2000	P	03/01/13	05/21/13
f	RES 5.5 12/25/17	P	03/12/09	05/28/13
g	BANK AMER CORP	P	04/23/08	05/28/13
h	ISHARES AGG BONDS	P	08/19/09	06/04/13
i	ISHARES AGG BONDS	P	06/07/11	06/04/13
j	INV GRADE BOND ETF	P	08/19/09	06/04/13
k	INV GRADE BOND ETF	P	06/07/11	06/04/13
l	RES 5.5 12/25/17	P	03/12/09	06/25/13
m	ALLSTATE 5.625	P	06/05/13	06/26/13
n	RES 5.5 12/25/17	P	03/12/09	07/25/13
o	TOYOTA 1.375 8/12/13	P	05/12/11	08/12/13

	(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	125,000.		125,000.	0.
b	62,500.		62,500.	0.
c	311,199.		312,500.	<1,301.>
d	316,118.		312,500.	3,618.
e	208,651.		188,587.	20,064.
f	16,619.		16,616.	3.
g	350,000.		350,000.	0.
h	543,414.		516,912.	26,502.
i	758,606.		750,071.	8,535.
j	583,766.		518,661.	65,105.
k	790,420.		750,711.	39,709.
l	12,311.		12,308.	3.
m	307,928.		312,500.	<4,572.>
n	27,311.		27,306.	5.
o	100,000.		100,000.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				0.
c				<1,301.>
d				3,618.
e				20,064.
f				3.
g				0.
h				26,502.
i				8,535.
j				65,105.
k				39,709.
l				3.
m				<4,572.>
n				5.
o				0.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

323591
05-01-13

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	RES · 5.5 12/25/17	P	03/12/09	08/26/13
b	WELLS FARGO CO 5.85	P	07/15/13	08/29/13
c	GENL GRWTH 6.375	P	02/06/13	09/17/13
d	GE 5.4 9/20/13	P	10/30/08	09/20/13
e	RES 5.5 12/25/17	P	03/12/09	09/25/13
f	CITIGROUP 5.8	P	03/20/13	09/25/13
g	CITIGROUP 5.8	P	03/20/13	09/26/13
h	VERIZON 4.75 10/1/13	P	05/13/11	10/01/13
i	CITI CRP	P	09/12/13	10/02/13
j	CITI CRP	P	09/19/13	10/02/13
k	RES 5.5 12/25/17	P	03/12/09	10/25/13
l	NATL 1.125 11/1/13	P	05/12/11	11/01/13
m	RES 5.5 12/25/17	P	03/12/09	11/25/13
n	BELL 5.2 12/15/16	P	10/30/08	12/06/13
o	OCCIDE 1.45 12/13/13	P	05/18/11	12/13/13

	(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	18,640.		18,637.	3.
b	241,486.		250,000.	<8,514.>
c	214,658.		250,000.	<35,342.>
d	250,000.		250,000.	0.
e	11,354.		11,352.	2.
f	185,548.		218,750.	<33,202.>
g	26,463.		31,250.	<4,787.>
h	100,000.		100,000.	0.
i	217,016.		213,875.	3,141.
j	100,073.		100,006.	67.
k	13,347.		13,345.	2.
l	100,000.		100,000.	0.
m	17,402.		17,399.	3.
n	272,908.		233,931.	38,977.
o	100,000.		100,000.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3.
b				<8,514.>
c				<35,342.>
d				0.
e				2.
f				<33,202.>
g				<4,787.>
h				0.
i				3,141.
j				67.
k				2.
l				0.
m				3.
n				38,977.
o				0.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	

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05-01-13

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	PS BUSINESS	P	03/05/13	12/18/13
b	RES 5.5 12/25/17	P	03/12/09	12/26/13
c	GEN.ELEC 4.7	P	05/09/13	12/24/13
d	FIRST REP BANK 5.50	P	04/16/13	12/24/13
e	FIRST REP BANK 5.50	P	04/16/13	12/26/13
f	QWEST CORP 6.125	P	05/14/13	12/27/13
g	WELLS FARGO & CO	P	12/11/13	12/30/13
h	WELLS FARGO & CO	P	12/11/13	12/31/13
i	MORGAN STANLEY 6.875	P	12/05/13	01/09/14
j	CITIGROUP 6.875	P	10/25/13	01/14/14
k	RES 5.5 12/25/17	P	03/12/09	01/27/14
l	RES 5.5 12/25/17	P	03/12/09	02/25/14
m	JP MORGAN CHASE 6.7	P	01/23/14	02/26/14
n	NEXTERA 8.75 3/1/69	P	03/13/09	03/03/14
o	RES 5.5 12/25/17	P	03/12/09	03/25/14

	(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	233,441.		312,500.	<79,059.>
b	14,659.		14,657.	2.
c	243,400.		312,500.	<69,100.>
d	118,573.		155,850.	<37,277.>
e	118,898.		156,650.	<37,752.>
f	361,503.		475,000.	<113,497.>
g	109,673.		107,500.	2,173.
h	145,460.		142,500.	2,960.
i	241,812.		237,500.	4,312.
j	320,041.		312,500.	7,541.
k	12,849.		12,847.	2.
l	11,908.		11,906.	2.
m	499,392.		500,000.	<608.>
n	137,500.		137,500.	0.
o	12,330.		12,328.	2.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<79,059.>
b				2.
c				<69,100.>
d				<37,277.>
e				<37,752.>
f				<113,497.>
g				2,173.
h				2,960.
i				4,312.
j				7,541.
k				2.
l				2.
m				<608.>
n				0.
o				2.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

323591
05-01-13

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	CHS INC 7.1 12/31/49	P	03/04/14	03/20/14
b	CITI 6.875 2/12/19	P	02/05/14	04/01/14
c	RES · 5.5 12/25/17	P	03/12/09	04/25/14
d	ACCO BRANDS CORP	P	01/21/98	10/29/13
e	ACCO BRANDS CORP	P	06/12/98	10/29/13
f	AETNA HEALTH	P	12/18/00	10/29/13
g	ALTRIA GROUP	P	12/09/94	10/29/13
h	AMERICAN ELECT POWER	P	07/17/97	10/29/13
i	ARROW ELECTRONICS	P	03/24/97	10/29/13
j	AVNET	P	05/24/96	10/29/13
k	BANK OF AMERICA	P	10/31/98	10/29/13
l	CIGNA CORP	P	09/02/94	10/29/13
m	CSX CORP	P	03/12/98	10/29/13
n	CAD PACIFIC RAIL	P	09/28/95	10/29/13
o	CENOVUS ENERGY INC	P	09/28/95	10/29/13

	(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	130,705.		125,000.	5,705.
b	314,496.		312,500.	1,996.
c	24,960.		24,956.	4.
d	1,356.		1,834.	<478.>
e	1,311.		1,987.	<676.>
f	282,088.		40,449.	241,639.
g	91,144.		11,311.	79,833.
h	79,512.		71,878.	7,634.
i	44,935.		26,225.	18,710.
j	25,323.		16,271.	9,052.
k	60,706.		114,895.	<54,189.>
l	329,533.		33,389.	296,144.
m	310,368.		109,995.	200,373.
n	179,590.		9,991.	169,599.
o	101,946.		10,950.	90,996.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				5,705.
b				1,996.
c				4.
d				<478.>
e				<676.>
f				241,639.
g				79,833.
h				7,634.
i				18,710.
j				9,052.
k				<54,189.>
l				296,144.
m				200,373.
n				169,599.
o				90,996.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	DILLARD INC	P	10/15/98	10/29/13
b	DOW CHEMICAL	P	07/21/98	10/29/13
c	ENCANA CORP	P	09/28/95	10/29/13
d	EXELON CORP	P	05/22/98	10/29/13
e	EXXON-MOBIL	P	10/03/94	10/29/13
f	FEDEX CORP	P	12/22/95	10/29/13
g	FIRST ENERGY	P	09/09/97	10/29/13
h	FORD MOTOR COMPANY	P	06/26/97	10/29/13
i	FORESTAR REAL EST	P	06/18/98	10/29/13
j	GOODYEAR TIRE/RUBBER	P	07/17/98	10/29/13
k	HEALTHNET	P	11/03/98	10/29/13
l	I.B.M	P	08/16/96	10/29/13
m	INTL PAPER	P	05/21/98	10/29/13
n	JP MORGAN CHASE	P	09/02/94	10/29/13
o	JP MORGAN CHASE	P	10/16/98	10/29/13

	(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	62,921.		22,977.	39,944.
b	120,189.		97,253.	22,936.
c	61,935.		11,627.	50,308.
d	65,395.		45,820.	19,575.
e	190,611.		33,610.	157,001.
f	123,292.		16,443.	106,849.
g	5,155.		6,060.	<905.>
h	58,090.		37,407.	20,683.
i	4,935.		4,220.	715.
j	32,943.		102,755.	<69,812.>
k	44,852.		28,717.	16,135.
l	313,176.		45,090.	268,086.
m	41,903.		30,031.	11,872.
n	45,605.		11,155.	34,450.
o	22,121.		15,050.	7,071.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				39,944.
b				22,936.
c				50,308.
d				19,575.
e				157,001.
f				106,849.
g				<905.>
h				20,683.
i				715.
j				<69,812.>
k				16,135.
l				268,086.
m				11,872.
n				34,450.
o				7,071.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	KRAFT FOODS GRP	P	12/09/94	10/29/13
b	LINCOLN NATL	P	10/03/94	10/29/13
c	MACY'S INC	P	06/26/97	10/29/13
d	MEADWESTVACO	P	01/21/98	10/29/13
e	MEADWESTVACO	P	06/12/98	10/29/13
f	MONDELEZ INTL	P	12/09/94	10/29/13
g	OLD REPUBLIC INTL	P	09/13/94	10/29/13
h	PG & E CORP	P	02/28/01	10/29/13
i	PENNEY J. C	P	08/14/98	10/29/13
j	PHILIP MORRIS INTL	P	12/09/94	10/29/13
k	QUANTUM DSSG	P	02/24/97	10/29/13
l	ROYAL DUTCH SHELL	P	09/02/94	10/29/13
m	RYDER SYSTEM INC	P	02/01/95	10/29/13
n	SUPERVALU	P	08/16/95	10/29/13
o	TECH DATA	P	02/26/97	10/29/13

	(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	31,238.		4,322.	26,916.
b	21,067.		8,649.	12,418.
c	134,006.		50,204.	83,802.
d	20,284.		14,857.	5,427.
e	19,696.		16,160.	3,536.
f	57,021.		8,009.	49,012.
g	31,047.		9,583.	21,464.
h	114,700.		38,141.	76,559.
i	19,557.		149,090.	<129,533.>
j	220,582.		25,774.	194,808.
k	640.		9,465.	<8,825.>
l	56,544.		23,145.	33,399.
m	26,889.		8,783.	18,106.
n	6,805.		14,012.	<7,207.>
o	15,150.		6,993.	8,157.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				26,916.
b				12,418.
c				83,802.
d				5,427.
e				3,536.
f				49,012.
g				21,464.
h				76,559.
i				<129,533.>
j				194,808.
k				<8,825.>
l				33,399.
m				18,106.
n				<7,207.>
o				8,157.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TRAVELERS	P	05/06/98	10/29/13
b	UNITED HEALTH	P	12/23/05	10/29/13
c	V F CORPORATION	P	12/08/95	10/29/13
d	VISTEON CORP	P	06/26/97	10/29/13
e	WABCO HLDGS INC	P	09/28/98	10/29/13
f	INGERSOLL-RAND	P	06/06/08	10/29/13
g	SEAGATE TECH	P	02/24/97	10/29/13
h	MBIA, INC	P	04/01/97	10/29/13
i	MBIA, INC	P	04/01/97	10/29/13
j	FORD MOTOR COMPANY	P	06/14/12	05/01/13
k	FORD MOTOR COMPANY	P	05/24/12	05/01/13
l	AMERICAN EXPRESS	P	05/09/12	07/05/13
m	AMERICAN EXPRESS	P	06/22/12	07/05/13
n	BANK OF AMERICA	P	01/12/12	07/05/13
o	BANK OF AMERICA	P	12/04/12	07/05/13

	(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	111,323.		46,253.	65,070.
b	39,078.		14,032.	25,046.
c	262,998.		33,058.	229,940.
d	77.		1,564.	<1,487.>
e	42,867.		3,794.	39,073.
f	23,087.		14,435.	8,652.
g	7,031.		1,647.	5,384.
h	6.		16.	<10.>
i	11,208.		31,199.	<19,991.>
j	56,965.		43,367.	13,598.
k	253,837.		197,773.	56,064.
l	138,368.		108,751.	29,617.
m	21,363.		15,955.	5,408.
n	137,404.		71,906.	65,498.
o	112,362.		85,467.	26,895.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				65,070.
b				25,046.
c				229,940.
d				<1,487.>
e				39,073.
f				8,652.
g				5,384.
h				<10.>
i				<19,991.>
j				13,598.
k				56,064.
l				29,617.
m				5,408.
n				65,498.
o				26,895.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 3

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BANK OF AMERICA	P	08/24/11	07/05/13
b	BOEING CO	P	11/15/10	07/05/13
c	GENERAL ELECTRIC	P	02/01/06	07/05/13
d	GENERAL ELECTRIC	P	07/22/08	07/05/13
e	KRAFT FOODS GRP	P	10/12/12	07/05/13
f	WELLS FARGO	P	10/04/12	07/05/13
g	WELLS FARGO	P	03/14/12	07/05/13
h	QUALCOMM INC	P	05/11/11	07/15/13
i	I.B.M	P	06/07/12	07/15/13
j	COMCAST CL A	P	11/16/05	08/23/13
k	COMCAST CL A	P	08/19/09	08/23/13
l	COMCAST CL A	P	02/05/08	08/23/13
m	COMCAST CL A	P	06/30/05	08/23/13
n	COMCAST CL A	P	02/01/06	08/23/13
o	STARBUCKS CORP	P	08/30/12	08/23/13

	(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	321,712.		172,127.	149,585.
b	127,720.		78,562.	49,158.
c	29,053.		41,301.	<12,248.>
d	66,300.		81,309.	<15,009.>
e	95,123.		81,109.	14,014.
f	135,269.		116,266.	19,003.
g	30,901.		24,545.	6,356.
h	98,663.		91,093.	7,570.
i	66,535.		67,011.	<476.>
j	10,323.		4,316.	6,007.
k	97,811.		34,401.	63,410.
l	44,839.		19,006.	25,833.
m	124,193.		61,261.	62,932.
n	110,741.		49,631.	61,110.
o	163,945.		113,588.	50,357.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				149,585.
b				49,158.
c				<12,248.>
d				<15,009.>
e				14,014.
f				19,003.
g				6,356.
h				7,570.
i				<476.>
j				6,007.
k				63,410.
l				25,833.
m				62,932.
n				61,110.
o				50,357.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	KRAFT FOODS GRP	P	11/06/12	09/10/13
b	KRAFT FOODS GRP	P	10/12/12	09/10/13
c	PHILIP MORRIS INTL	P	02/08/00	09/10/13
d	PHILIP MORRIS INTL	P	11/14/08	09/10/13
e	PROCTER & GAMBLE	P	12/09/10	09/10/13
f	BOEING CO	P	11/15/10	10/09/13
g	BOEING CO	P	11/15/10	10/09/13
h	TEVA PHARM	P	06/30/05	10/30/13
i	TEVA PHARM	P	02/05/08	10/30/13
j	TEVA PHARM	P	10/20/06	10/30/13
k	TEVA PHARM	P	08/19/09	10/30/13
l	TEVA PHARM	P	01/14/09	10/30/13
m	TEVA PHARM	P	05/11/11	10/30/13
n	CELGENE CORP	P	12/09/10	11/12/13
o	CELGENE CORP	P	09/11/07	11/12/13

	(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	75,035.		63,682.	11,353.
b	4,990.		4,434.	556.
c	267,805.		32,019.	235,786.
d	117,481.		54,457.	63,024.
e	81,181.		65,489.	15,692.
f	438,496.		243,989.	194,507.
g	108,361.		60,295.	48,066.
h	44,218.		49,579.	<5,361.>
i	8,298.		9,304.	<1,006.>
j	45,878.		51,440.	<5,562.>
k	23,248.		31,647.	<8,399.>
l	120,933.		136,021.	<15,088.>
m	945.		1,220.	<275.>
n	52,331.		20,317.	32,014.
o	18,279.		8,495.	9,784.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				11,353.
b				556.
c				235,786.
d				63,024.
e				15,692.
f				194,507.
g				48,066.
h				<5,361.>
i				<1,006.>
j				<5,562.>
k				<8,399.>
l				<15,088.>
m				<275.>
n				32,014.
o				9,784.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GILEAD SCIENCES	P	09/11/07	11/12/13
b	ANALOG DEVICES INC	P	02/22/13	11/20/13
c	CISCO SYS INC	P	06/30/05	11/20/13
d	MICROSOFT CORP	P	06/30/05	11/20/13
e	TARGET CORP	P	01/14/09	11/20/13
f	TARGET CORP	P	08/19/09	11/20/13
g	TARGET CORP	P	06/30/05	11/20/13
h	TARGET CORP	P	08/04/06	11/20/13
i	TARGET CORP	P	02/05/08	11/20/13
j	ABBVIE INC	P	04/21/11	01/09/14
k	ABBVIE INC	P	11/16/05	01/09/14
l	ABBVIE INC	P	08/01/03	01/09/14
m	ABBVIE INC	P	03/27/01	01/09/14
n	ABBVIE INC	P	12/09/10	01/09/14
o	ABBVIE INC	P	03/29/06	01/09/14

	(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	106,860.		30,078.	76,782.
b	288,935.		269,424.	19,511.
c	90,778.		82,142.	8,636.
d	180,762.		121,656.	59,106.
e	79,902.		40,806.	39,096.
f	78,237.		53,014.	25,223.
g	139,828.		114,458.	25,370.
h	14,982.		10,678.	4,304.
i	23,305.		18,631.	4,674.
j	63,780.		33,312.	30,468.
k	11,270.		4,659.	6,611.
l	29,457.		10,783.	18,674.
m	15,113.		6,420.	8,693.
n	44,569.		21,311.	23,258.
o	115,010.		50,082.	64,928.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				76,782.
b				19,511.
c				8,636.
d				59,106.
e				39,096.
f				25,223.
g				25,370.
h				4,304.
i				4,674.
j				30,468.
k				6,611.
l				18,674.
m				8,693.
n				23,258.
o				64,928.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ABBVIE INC	P	11/16/99	01/09/14
b	ABBVIE INC	P	02/08/00	01/09/14
c	ABBVIE INC	P	06/08/11	01/09/14
d	ABBVIE INC	P	05/11/11	01/09/14
e	SIGMA ALDRICH	P	01/14/11	01/09/14
f	SIGMA ALDRICH	P	08/08/11	01/09/14
g	CISCO SYS INC	P	03/26/02	02/27/14
h	CISCO SYS INC	P	05/11/11	02/27/14
i	CISCO SYS INC	P	08/16/05	02/27/14
j	CISCO SYS INC	P	11/16/05	02/27/14
k	CISCO SYS INC	P	08/04/06	02/27/14
l	CISCO SYS INC	P	03/11/05	02/27/14
m	CISCO SYS INC	P	02/01/06	02/27/14
n	CISCO SYS INC	P	06/30/05	02/27/14
o	WAL MART STORES	P	08/19/09	03/18/14

	(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	51,229.		18,433.	32,796.
b	35,860.		11,668.	24,192.
c	146,003.		76,494.	69,509.
d	12,807.		6,899.	5,908.
e	22,869.		15,736.	7,133.
f	215,620.		131,744.	83,876.
g	58,342.		43,835.	14,507.
h	2,303.		1,864.	439.
i	92,447.		75,111.	17,336.
j	13,927.		10,973.	2,954.
k	49,897.		39,949.	9,948.
l	1,645.		1,377.	268.
m	3,948.		3,355.	593.
n	23,885.		20,920.	2,965.
o	92,299.		63,838.	28,461.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				32,796.
b				24,192.
c				69,509.
d				5,908.
e				7,133.
f				83,876.
g				14,507.
h				439.
i				17,336.
j				2,954.
k				9,948.
l				268.
m				593.
n				2,965.
o				28,461.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO	P	07/23/08	03/18/14
b	WELLS FARGO	P	02/05/08	03/18/14
c	WELLS FARGO	P	03/14/12	03/18/14
d	AT&T INC	P	05/11/11	03/18/14
e	AT&T INC	P	12/04/12	03/18/14
f	AT&T INC	P	08/08/11	03/18/14
g	AMERICAN EXPRESS	P	06/22/12	03/18/14
h	AMERICAN EXPRESS	P	12/04/12	03/18/14
i	CAPITAL ONE	P	07/05/13	03/18/14
j	CAPITAL ONE	P	01/12/12	03/18/14
k	EMERSON ELECTRIC	P	02/07/12	03/18/14
l	EMERSON ELECTRIC	P	10/21/11	03/18/14
m	EMERSON ELECTRIC	P	08/08/11	03/18/14
n	ACE LIMITED	P	10/27/10	03/18/14
o	VIRGIN MEDIA INC.	P	10/05/07	06/14/13

	(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	48,757.		30,835.	17,922.
b	105,721.		67,189.	38,532.
c	29,496.		20,294.	9,202.
d	392,120.		373,125.	18,995.
e	135,316.		139,748.	<4,432.>
f	79,510.		67,281.	12,229.
g	143,998.		89,372.	54,626.
h	132,379.		80,760.	51,619.
i	179,455.		159,709.	19,746.
j	41,085.		27,003.	14,082.
k	119,662.		97,293.	22,369.
l	141,679.		104,602.	37,077.
m	313,035.		208,736.	104,299.
n	184,082.		112,465.	71,617.
o	13,217.		7,705.	5,512.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				17,922.
b				38,532.
c				9,202.
d				18,995.
e				<4,432.>
f				12,229.
g				54,626.
h				51,619.
i				19,746.
j				14,082.
k				22,369.
l				37,077.
m				104,299.
n				71,617.
o				5,512.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LIBERTY GLOBAL	P	10/05/07	08/21/13
b	DELL INC.	P	05/24/01	10/31/13
c	DELL INC.	P	05/19/03	10/31/13
d	DELL INC.	P	01/09/02	10/31/13
e	TELLABS INC	P	05/19/03	12/19/13
f	TELLABS INC	P	10/05/07	12/19/13
g	WHITTIER PARTNERSHIPS	P	VARIOUS	04/30/14
h	DISPOSITION OF WHITTIER AGGRESSIVE GROWTH	P	VARIOUS	04/30/14
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	25.		18.	7.
b	8,594.		16,788.	<8,194.>
c	963.		2,134.	<1,171.>
d	550.		1,218.	<668.>
e	490.		1,380.	<890.>
f	49.		184.	<135.>
g	1,551,563.			1,551,563.
h			1,744,056.	<1,744,056.>
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				7.
b				<8,194.>
c				<1,171.>
d				<668.>
e				<890.>
f				<135.>
g				1,551,563.
h				<1,744,056.>
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,534,531.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
STANFORD UNIVERSITY 1050 ARASTRADERO ROAD, BUILDING A, ROOM A163 PALO ALTO, CA 94304	NONE	170(B)(1)(A)(II	MECHANISTIC STUDIES AND PROPHYLAXIS THERAPY DEVELOPMENT FOR LYME DISEASE, ASSOCIATED	117,000.
THE GLADSTONE INSTITUTES 165 OWENS STREET SAN FRANCISCO, CA 94158	NONE	170(B)(1)(A)(VI	STEM CELL RESEARCH	2,000,000.
UNIVERSITY OF SOUTHERN CALIFORNIA KECK SCHOOL OF MEDICINE 1975 ZONAL AVENUE, KAM 302 LOS ANGELES, CA 90033	NONE	509(A)(2)	THE WHITTIER HEALTH SCIENCES TAILORED THERAPIES INITIATIVE	1,000,000.
Total from continuation sheets				3,117,000.

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
UNIVERSITY OF SOUTHERN CALIFORNIA 1975 ZONAL AVENUE, KAM 302 LOS ANGELES, CA 90033	NONE	509(A)(2)	THE WHITTIER HEALTH SCIENCES TAILORED THERAPIES INITIATIVES	4,000,000.
Total from continuation sheets				4,000,000.

323635
05-01-13

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - STANFORD UNIVERSITY

MECHANISTIC STUDIES AND PROPHYLAXIS THERAPY DEVELOPMENT FOR LYME DISEASE, ASSOCIATED NEUROPATHY/SLOW PROGRESSIVE DEMENTIA/ALZHEIMER'S DISEASE.

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - J. DAVID GLADSTONE INSTITUTES

STEM CELL BIOLOGY RESEARCH OF DR. SHINYA YAMANAKA & DEVELOPING STEM CELL RESEARCH TREATMENTS FOR HEART DISEASE OF DR. DEEPAK SRIVASTAVA

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST CO.	194,832.	194,832.	
TOTAL TO PART I, LINE 3	194,832.	194,832.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST CO	1,203,779.	0.	1,203,779.	1,203,779.	
TO PART I, LINE 4	1,203,779.	0.	1,203,779.	1,203,779.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS-SEE ATTACHED SCHEDULE	218,276.	218,276.	
OTHER INCOME	9,459.	9,459.	
TOTAL TO FORM 990-PF, PART I, LINE 11	227,735.	227,735.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	5,750.	1,150.		4,025.
TO FORM 990-PF, PG 1, LN 16B	5,750.	1,150.		4,025.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEE	749,304.	149,861.		524,513.
TO FORM 990-PF, PG 1, LN 16C	749,304.	149,861.		524,513.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,688.	1,688.		0.
FEDERAL EXCISE TAX	88,744.	0.		0.
TO FORM 990-PF, PG 1, LN 18	90,432.	1,688.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	180.	0.		180.
INSURANCE	3,731.	746.		2,612.
MISC FEES	6,209.	1,242.		4,346.
TO FORM 990-PF, PG 1, LN 23	10,120.	1,988.		7,138.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS)	8,015,673.
INTEREST-BOOK-TO-TAX ADJ	3,678.
DIVIDENDS BOOK-TO-TAX ADJ	1,687.
CAPITAL GAINS BOOK-TO-TAX ADJ	199,051.
PARTNERSHIP INCOME BOOK-TO-TAX ADJ	1,041,573.
TOTAL TO FORM 990-PF, PART III, LINE 3	9,261,662.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT NOTES - SEE ATTACHED SCHEDULE	X		1,802,445.	1,802,445.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,802,445.	1,802,445.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,802,445.	1,802,445.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE ATTACHED SCHEDULE	53,724,396.	53,724,396.
TOTAL TO FORM 990-PF, PART II, LINE 10B	53,724,396.	53,724,396.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE NOTES & BONDS - SEE ATTACHED SCHEDULE	3,352,764.	3,352,764.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,352,764.	3,352,764.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS - SEE ATTACHED SCHEDULE	COST	45,858,627.	45,858,627.
MISC RECEIVABLE	COST	107,847.	107,847.
TOTAL TO FORM 990-PF, PART II, LINE 13		45,966,474.	45,966,474.

FORM 990-PF | OTHER LIABILITIES | STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX PAYABLE	384,775.	506,753.
PENDING TRADES PAYABLE	312,500.	0.
FEDERAL EXCISE TAXES	55,007.	28,751.
ACCRUED EXPENSES	60,595.	64,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	812,877.	599,504.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAURA-LEE W. WOODS 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIR 1.00	0.	0.	0.
LINDA J. BLINKENBERG 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SEC/DIR 1.00	0.	0.	0.
JAMES A. JEFFS 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VP/DIR 1.00	0.	0.	0.
LAURE W. KASTANIS 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
GREG E. CUSTER 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO/DIR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Report Date:	*November 06, 2014*	**THE WHITTIER TRUST COMPANY**
Time Prepared	*01:50:55 PM*	
Requested By:	*Aden Miller*	
Includes:	*Account: 52 00 5000 0 0Y L.K. WHITTIER FOUNDATION*	

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	2,365,493.3900	2,365,493.39		2,365,493.39	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**2,365,493.3900**	**2,365,493.39**		**2,365,493.39**	
Total	**CASH EQUIVALENTS**	**2,365,493.3900**	**2,365,493.39**		**2,365,493.39**	
FIXED INCOME SECURITIES						
	U.S. TREASURY BONDS & NOTES					
912810DW5	UST NTS 7.25 5-15-16	500,000.0000	499,503.53	113.781	568,905.00	04/30/2014
912828DM9	UST 4 2/15/15	500,000.0000	480,878.91	103.09	515,450.00	04/30/2014
Total	**U.S. TREASURY BONDS & NOTES**	**1,000,000.0000**	**980,382.44**		**1,084,355.00**	
	U.S. GOVT AGENCY OBLIGATIONS					
313379RT8	FHLB 1.0 06/28/2022	150,000.0000	144,496.65	98.545	147,817.50	04/30/2014
3133XHRJ3	FHLB 5 12/10/21	485,000.0000	576,672.44	117.582	570,272.70	04/30/2014
Total	**U.S. GOVT AGENCY OBLIGATIONS**	**635,000.0000**	**721,169.09**		**718,090.20**	
	CORPORATE BONDS & NOTES					
00209TAB1	CMCSA 9.455 11/15/22	100,000.0000	143,717.00	143.415	143,415.00	04/30/2014
05565QBQ0	BP CAP 3.2 03/11/16	100,000.0000	100,754.09	104.684	104,684.00	04/30/2014
06406HBY4	BONY 3.55 9/23/2021	100,000.0000	100,326.73	104.464	104,464.00	04/30/2014
06739FFZ9	BAR 5.20% 7/10/14	100,000.0000	101,593.35	100.885	100,885.00	04/30/2014
079860AG7	BELL 5.20 9/15/14	100,000.0000	101,700.09	101.719	101,719.00	04/30/2014
084664BN0	BERKSH 2.45 12/15/15	100,000.0000	100,977.49	103.013	103,013.00	04/30/2014
14912L4V0	CATERP 1.375 5/20/14	100,000.0000	100,022.54	100.044	100,044 00	04/30/2014
24702RAP6	DELL 3.1 04/01/2016	100,000.0000	100,867.56	102.00	102,000.00	04/30/2014
25244SAF8	DIAGEO 3.25 1/15/15	200,000.0000	202,564.02	102.047	204,094.00	04/30/2014
263534CD9	DUPONT 1.95 01/15/16	100,000.0000	99,707.63	102.173	102,173.00	04/30/2014
38143UAW1	GOLD 5 10/1/14	100,000.0000	101,305.23	101.793	101,793.00	04/30/2014
428236BF9	HEWLETT 3.75 12/1/20	150,000.0000	144,180.67	102.872	154,308.00	04/30/2014
459200GU9	IBM 2 1/5/16	200,000.0000	199,726.61	102.574	205,148.00	04/30/2014
46625HHX1	JPM 3.45 3/1/16	200,000.0000	201,751.85	104.657	209,314.00	04/30/2014
58155QAC7	MCKESSON 3.25 3/1/16	100,000.0000	101,298.89	104.296	104,296.00	04/30/2014
59156RAN8	METLIFE 5 6/15/15	200,000.0000	207,626.31	105.05	210,100.00	04/30/2014
61745EF30	MORGAN VAR 08/30/15	200,000.0000	205,538.60	103.051	206,102 00	04/30/2014
68389XAF2	ORACLE 3.75 7/8/14	200,000.0000	202,400.18	100.591	201,182.00	04/30/2014
724479AG5	PIT 5% 3/15/15	100,000.0000	102,185.66	103.36	103,360.00	04/30/2014
76110G2H3	RES 5.5 12/25/17	381,809.5500	381,753.75	101.123	386,097.27	04/30/2014
767201AJ5	RIO 1.875 11/02/15	100,000.0000	99,465.65	101.743	101,743.00	04/30/2014
94974BET3	WELLS 3.75 10/1/14	200,000.0000	201,914.81	101.415	202,830.00	04/30/2014
Total	**CORPORATE BONDS & NOTES**	**3,231,809.5500**	**3,301,378.71**		**3,352,764.27**	
	US LARGE CAP EQUITIES					
464288638	ETF INTERMED CREDIT	12,015.0000	1,260,662.60	109.565	1,316,423.48	04/30/2014
Total	**US LARGE CAP EQUITIES**	**12,015.0000**	**1,260,662.60**		**1,316,423.48**	
	PREFERRED STOCK					

Report Date	*November 06, 2014*	**THE WHITTIER TRUST COMPANY**
Time Prepared	*01:50:55 PM*	
Requested By.	*Aden Miller*	
Includes.	*Account: 52 00 5000 0 0Y L.K. WHITTIER FOUNDATION*	

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
035710805	ANNALY CAPITAL 7.5	6,535.0000	163,375.00	24.64	161,022.40	04/30/2014
04010L509	ARES CAP 7 02/15/22	1,000 0000	25,000.00	26.12	26,120.00	04/30/2014
172967358	CITI CRP	3,945.0000	98,625.00	27.15	107,106.75	04/30/2014
253868871	DIGITAL REALTY 7.375	15,000.0000	375,000.00	25.40	381,000.00	04/30/2014
38148B108	GOLDMAN PFD 6.375	20,000.0000	500,000.00	25.28	505,600.00	04/30/2014
48126E750	JPMORGAN 5.50	2,500.0000	62,500.00	22.6885	56,721.25	04/30/2014
81721M208	SENIOR HOUSING 5.625	2,500.0000	62,500.00	22.66	56,650.00	04/30/2014
902973817	US BANCORP 6 4/15/17	18,660.0000	500,088.00	27.70	516,882.00	04/30/2014
929042851	VORNADO 5.7	2,500.0000	62,500.00	23.66	59,150.00	04/30/2014
929042869	VORNADO REALTY	2,500.0000	62,500.00	25.99	64,975.00	04/30/2014
929043602	VOR 7.875 9/30/39	10,000.0000	250,000.00	25.85	258,500.00	04/30/2014
Total	**PREFERRED STOCK**	**85,140.0000**	**2,162,088.00**		**2,193,727.40**	
Total	**FIXED INCOME SECURITIES**	**4,963,964.5500**	**8,425,680.84**		**8,665,360.35**	
EQUITIES						
	US LARGE CAP EQUITIES					
013817101	ALCOA	2,925 0000	105,510.59	13.47	39,399.75	04/30/2014
060505104	BANK OF AMERICA	2,925.0000	124,760 32	15.14	44,284.50	04/30/2014
191216100	COCA COLA CO	2,925.0000	72,094.00	40.79	119,310.75	04/30/2014
428236103	HEWLETT-PACKARD	2,925.0000	123,972.59	33.06	96,700.50	04/30/2014
464287655	ISHARES RUSL 2000	2,930.0000	263,123.67	111.98	328,101.40	04/30/2014
570759100	MARKWEST ENERGY	5,000 0000	245,804.00	63.34	316,700.00	04/30/2014
726503105	PLAINS ALL AMER	4,000.0000	148,575.00	55.80	223,200.00	04/30/2014
92343V104	VERIZON COMM	185.0000	5,377.95	46.73	8,645.05	04/30/2014
EM7250001	QUALITY VALUE STRGY	1.0000	10,919.30	11,009.86	11,009.86	04/30/2014
EM7350009	VALUE STRATEGY	1.0000	4,830,540.68	7,682,583 9000000	7,682,583.90	04/30/2014
EM8250000	CORPORATE AMERICA	1.0000	24,647,705.68	37,209,084.600000	37,209,084.60	04/30/2014
EM8350008	ENH GROWTH STRATEGY	1.0000	1,586,027.30	4,455,200.9800000	4,455,200.98	04/30/2014
Total	**US LARGE CAP EQUITIES**	**23,819.0000**	**32,164,411.08**		**50,534,221.29**	
	PARTNERSHIP/LLC					
CF0034995	WHITTIER VALUE	2,734,097.4512	16,171,258.28	10 642414	29,097,396.99	04/30/2014
CF0035992	W INTERNATIONAL FD A	3,661,416.9456	7,017,280.36	2.51289435	9,200,753.96	04/30/2014
CF0090807	WHITTIER SMALL CAP	5,731,356.4229	6,300,000.00	1.31914248	7,560,475.73	04/30/2014
Total	**PARTNERSHIP/LLC**	**12,126,870.8197**	**29,488,538.64**		**45,858,626.68**	
Total	**EQUITIES**	**12,150,689.8197**	**61,652,949.72**		**96,392,847.97**	
	Total Securities	**19,480,147.7597**	**72,444,123.95**		**107,423,701.71**	
	Income Cash		**0.00**		**0.00**	
	Principal Cash		**387,032.72**		**387,032.72**	
	Account Total		**72,831,156.67**		**107,810,734.43**	

Report Date:	*November 06, 2014*		**THE WHITTIER TRUST COMPANY**
Time Prepared:	*01:50:55 PM*		
Requested By:	*Aden Miller*		
Includes:	*Account: 33 72 5000 0 0Y*	*L.K. WHITTIER FOUNDATION QUALITY VALUE STRATEGY*	

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	1,736.3200	1,736.32		1,736.32	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**1,736.3200**	**1,736.32**		**1,736.32**	
Total	**CASH EQUIVALENTS**	**1,736.3200**	**1,736.32**		**1,736.32**	
EQUITIES						
	WARRANTS & RIGHTS					
690742127	OWENS WTS EX SER B	33 0600	9,181.98		9,181.98	04/30/2014
92839U115	VISTEON WTS 10/1/15	3.0000	1.00	28 61	85.83	04/30/2014
Total	**WARRANTS & RIGHTS**	**36.0600**	**9,182.98**		**9,267.81**	
Total	**EQUITIES**	**36.0600**	**9,182.98**		**9,267.81**	
	Total Securities	**1,772.3800**	**10,919.30**		**11,004.13**	
	Income Cash		**0.00**		**0.00**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**10,919.30**		**11,004.13**	

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Includes	*Account: 34 73 5000 0 0Y L.K. WHITTIER FOUNDATION VALUE STRATEGY*

THE WHITTIER TRUST COMPANY

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	129,414.9000	129,414.90		129,414.90	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**129,414.9000**	**129,414.90**		**129,414.90**	
Total	**CASH EQUIVALENTS**	**129,414.9000**	**129,414.90**		**129,414.90**	
EQUITIES						
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	2,925.0000	137,718.29	35.70	104,422.50	04/30/2014
025816109	AMERICAN EXPRESS	2,925.0000	139,071.66	87.43	255,732.75	04/30/2014
097023105	BOEING CO	2,925.0000	159,665.37	129.02	377,383.50	04/30/2014
149123101	CATERPILLAR INC	2,925.0000	79,295.30	105.40	308,295.00	04/30/2014
166764100	CHEVRON	2,925.0000	244,527.95	125.52	367,146.00	04/30/2014
17275R102	CISCO SYS INC	2,925.0000	58,490.05	23.11	67,596.75	04/30/2014
191216100	COCA COLA CO	2,925.0000	86,986.27	40.79	119,310.75	04/30/2014
254687106	DISNEY WALT CO	2,925.0000	87,126.34	79 34	232,069.50	04/30/2014
263534109	DU PONT	2,925 0000	154,822.77	67.32	196,911.00	04/30/2014
30231G102	EXXON-MOBIL	2,925 0000	137,056.50	102.41	299,549.25	04/30/2014
369604103	GENERAL ELECTRIC	2,925.0000	136,554.75	26 89	78,653.25	04/30/2014
38141G104	GOLDMAN SACHS	2,925.0000	475,940.50	159.82	467,473.50	04/30/2014
437076102	HOME DEPOT	2,925.0000	155,660.49	79.51	232,566.75	04/30/2014
458140100	INTEL CORP	2,925.0000	106,005.02	26.69	78,068.25	04/30/2014
459200101	I.B.M	2,925.0000	210,142.98	196.47	574,674.75	04/30/2014
46625H100	JP MORGAN CHASE	2,925.0000	107,488.70	55.98	163,741.50	04/30/2014
478160104	JOHNSON & JOHNSON	2,925.0000	145,958.00	101.29	296,273.25	04/30/2014
580135101	MCDONALDS CORP	2,925.0000	112,115.12	101.38	296,536.50	04/30/2014
58933Y105	MERCK & CO	2,925.0000	101,163.86	58.56	171,288.00	04/30/2014
594918104	MICROSOFT CORP	2,925.0000	99,019.35	40.40	118,170.00	04/30/2014
654106103	NIKE	2,925 0000	201,627.27	72.95	213,378.75	04/30/2014
717081103	PFIZER INC	2,925.0000	101,981.25	31.28	91,494.00	04/30/2014
742718109	PROCTER & GAMBLE	2,925.0000	103,922.11	82 55	241,458.75	04/30/2014
88579Y101	3M CO COM	2,925.0000	148,558.15	139.09	406,838.25	04/30/2014
89417E109	TRAVELERS	2,925.0000	130,597.15	90.58	264,946.50	04/30/2014
913017109	UTD TECHNOLOGIES	2,925.0000	95,383.67	118.33	346,115 25	04/30/2014
91324P102	UNITED HEALTH	2,925.0000	164,358.68	75.04	219,492.00	04/30/2014
92343V104	VERIZON COMM	2,925.0000	98,243.01	46 73	136,685.25	04/30/2014
92826C839	VISA INC	2,925.0000	560,703.20	202.61	592,634.25	04/30/2014
931142103	WAL MART STORES	2,925.0000	160,942.02	79.71	233,151.75	04/30/2014
Total	**US LARGE CAP EQUITIES**	**87,750.0000**	**4,701,125.78**		**7,552,057.50**	
Total	**EQUITIES**	**87,750.0000**	**4,701,125.78**		**7,552,057.50**	
	Total Securities	**217,164.9000**	**4,830,540.68**		**7,681,472.40**	
	Income Cash		**1,111.50**		**1,111.50**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**4,831,652.18**		**7,682,583.90**	

Report Date	*November 06, 2014*		THE WHITTIER TRUST COMPANY
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Requested By:	*Aden Miller*		
Includes:	*Account:*	*42 82 5000 0 0Y*	*L.K. WHITTIER FOUNDATION CORPORATE AMERICA*

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	47,767.4900	47,767.49		47,767.49	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**47,767.4900**	**47,767.49**		**47,767.49**	
Total	**CASH EQUIVALENTS**	**47,767.4900**	**47,767.49**		**47,767.49**	
EQUITIES						
	US LARGE CAP EQUITIES					
002824100	ABBOTT LABS	10,250.0000	221,374.83	38.74	397,085.00	04/30/2014
023135106	AMAZON.COM	2,395.0000	480,445.24	304.13	728,391.35	04/30/2014
025537101	AMERICAN ELECT POWER	8,870.0000	376,292.02	53.81	477,294.70	04/30/2014
025816109	AMERICAN EXPRESS	3,648.0000	163,206.83	87.43	318,944.64	04/30/2014
03027X100	AMER TOWER	5,069.0000	332,372.82	83.52	423,362.88	04/30/2014
030420103	AMERICAN WTR WORKS	11,880 0000	319,775.22	45.53	540,896.40	04/30/2014
037411105	APACHE CORP	5,182.0000	402,908.68	86.80	449,797.60	04/30/2014
037833100	APPLE COMPUTER	2,670.0000	422,009.49	590.09	1,575,540.30	04/30/2014
04010L103	ARES CAPITAL	10,538.0000	184,099.91	17.17	180,937.46	04/30/2014
084670702	BERKSHIRE CLB	4,131.0000	336,740.03	128.85	532,279.35	04/30/2014
09247X101	BLACKROCK INC	1,258.0000	297,741.29	301.00	378,658.00	04/30/2014
126650100	CVS CORP	7,445.0000	235,942.24	72.72	541,400.40	04/30/2014
14040H105	CAPITAL ONE	3,475.0000	159,406.70	73.90	256,802.50	04/30/2014
14149Y108	CARDINAL HEALTH INC	4,495.0000	306,763.08	69.51	312,447.45	04/30/2014
149123101	CATERPILLAR INC	7,823.0000	654,640.31	105.40	824,544.20	04/30/2014
151020104	CELGENE CORP	2,605.0000	132,278 05	147.01	382,961.05	04/30/2014
166764100	CHEVRON	7,885.0000	461,911.85	125.52	989,725.20	04/30/2014
172967424	CITIGROUP INC	11,871.0000	573,593.67	47.91	568,739.61	04/30/2014
23918K108	DAVITA HEALTHCARE	3,067.0000	177,218.93	69.30	212,543.10	04/30/2014
25179M103	DEVON ENERGY	4,990.0000	283,437.72	70.00	349,300.00	04/30/2014
254687106	DISNEY WALT CO	7,972.0000	491,429.95	79.34	632,498 48	04/30/2014
257651109	DONALDSON INC	8,180.0000	272,266.40	42.09	344,296.20	04/30/2014
263534109	DU PONT	9,160.0000	375,767.44	67.32	616,651.20	04/30/2014
30231G102	EXXON-MOBIL	10,107.0000	623,199.11	102.41	1,035,057.87	04/30/2014
316773100	FIFTH THIRD BANCORP	17,011.0000	350,719.10	20.61	350,596.71	04/30/2014
345370860	FORD MOTOR COMPANY	27,003.0000	280,021.11	16.15	436,098.45	04/30/2014
369604103	GENERAL ELECTRIC	16,221.0000	305,970.69	26.89	436,182.69	04/30/2014
375558103	GILEAD SCIENCES	6,675.0000	125,098.92	78.49	523,920.75	04/30/2014
38141G104	GOLDMAN SACHS	1,840.0000	216,726.24	159.82	294,068.80	04/30/2014
38259P508	GOOGLE INC. CL A	846.0000	260,138.65	534.88	452,508.48	04/30/2014
38259P706	GOOGLE INC. -CL C	846.0000	259,483.93	526.66	445,554.36	04/30/2014
438516106	HONEYWELL INTL	7,595.0000	437,276.04	92.90	705,575.50	04/30/2014
458140100	INTEL CORP	14,410.0000	353,841.87	26.69	384,602.90	04/30/2014
459200101	I.B M	2,467.0000	478,809.89	196.47	484,691.49	04/30/2014
46625H100	JP MORGAN CHASE	22,510.0000	931,280.54	55.98	1,260,109.80	04/30/2014
478160104	JOHNSON & JOHNSON	6,630.0000	345,228.03	101.29	671,552.70	04/30/2014
50076Q106	KRAFT FOODS GRP	4,256.0000	169,744.08	56.86	241,996.16	04/30/2014
544147101	LORILLARD INC	12,609.0000	557,030.32	59.42	749,226.78	04/30/2014
548661107	LOWES COS	8,360.0000	167,669.30	45.91	383,807.60	04/30/2014
58155Q103	MCKESSON HBOC INC	4,385.0000	163,604.99	169.19	741,898.15	04/30/2014
58933Y105	MERCK & CO	7,255.0000	323,322.71	58.56	424,852.80	04/30/2014
594918104	MICROSOFT CORP	8,449.0000	202,880.39	40.40	341,339.60	04/30/2014

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Requested By: *Aden Miller*

Includes *Account: 42 82 5000 0 0Y L.K. WHITTIER FOUNDATION CORPORATE AMERICA*

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
609207105	MONDELEZ INTL	12,700.0000	305,319.59	35.65	452,755.00	04/30/2014
628530107	MYLAN LABS	11,245.0000	237,956.77	50.78	571,021.10	04/30/2014
654106103	NIKE	4,525.0000	195,677.00	72.95	330,098.75	04/30/2014
655844108	NORFOLK SOUTHN	7,186 0000	533,317.77	94.53	679,292.58	04/30/2014
674599105	OCCIDENTAL PETE	2,579.0000	217,392.92	95.75	246,939.25	04/30/2014
68389X105	ORACLE SYSTEMS	16,960.0000	276,494.18	40.88	693,324.80	04/30/2014
704326107	PAYCHEX INC	6,222.0000	252,191.25	41.81	260,141.82	04/30/2014
713448108	PEPSICO INC	6,705.0000	332,853.87	85.89	575,892.45	04/30/2014
717081103	PFIZER INC	17,055.0000	430,041 82	31.28	533,480.40	04/30/2014
742718109	PROCTER & GAMBLE	8,473.0000	477,152.19	82.55	699,446.15	04/30/2014
744320102	PRUDENTIAL FIN	5,867.0000	498,115 34	80.68	473,349 56	04/30/2014
747525103	QUALCOMM INC	3,934.0000	209,655.12	78.71	309,645.14	04/30/2014
79466L302	SALESFORCE.COM	3,892.0000	249,687.37	51.65	201,021.80	04/30/2014
806857108	SCHLUMBERGER LTD	7,460.0000	293,809.04	101.55	757,563.00	04/30/2014
855244109	STARBUCKS CORP	6,418.0000	308,365.23	70.62	453,239.16	04/30/2014
872540109	TJX COMPANIES	5,276 0000	334,131.19	58.18	306,957.68	04/30/2014
88579Y101	3M CO COM	5,165.0000	394,314.29	139.09	718,399.85	04/30/2014
887317303	TIME WARNER	9,251.0000	246,260.38	66.46	614,821.46	04/30/2014
91324P102	UNITED HEALTH	2,535.0000	136,718.13	75.04	190,226.40	04/30/2014
92343V104	VERIZON COMM	12,987.0000	606,794.19	46 73	606,882.51	04/30/2014
92826C839	VISA INC	3,825.0000	515,363.05	202.61	774,983.25	04/30/2014
928563402	VMWARE INC	3,934.0000	323,373.31	92.51	363,934.34	04/30/2014
931142103	WAL MART STORES	6,699.0000	315,639.66	79.71	533,977.29	04/30/2014
94973V107	WELLPOINT INC.	2,432.0000	155,004.24	100.68	244,853.76	04/30/2014
949746101	WELLS FARGO	14,090 0000	365,445.81	49.64	699,427.60	04/30/2014
983919101	XILINX INC	7,848.0000	297,936.76	47.19	370,347.12	04/30/2014
988498101	YUM! BRANDS	4,588.0000	312,780.01	76.99	353,230.12	04/30/2014
H0023R105	ACE LIMITED	2,966.0000	178,590.94	102.32	303,481.12	04/30/2014
Total	**US LARGE CAP EQUITIES**	**527,151.0000**	**23,214,050.03**		**35,717,472.12**	
	NON-US EQUITIES					
088606108	BHP LTD ADR	4,971.0000	352,258.13	70.54	350,654.34	04/30/2014
G29183103	EATON CORP PLC	7,835.0000	574,665.12	72.64	569,134.40	04/30/2014
N53745100	LYONDELLBASELL INDU	5,573.0000	458,964.91	92.50	515,502 50	04/30/2014
Total	**NON-US EQUITIES**	**18,379.0000**	**1,385,888.16**		**1,435,291.24**	
Total	**EQUITIES**	**545,530.0000**	**24,599,938.19**		**37,152,763.36**	
	Total Securities	**593,297.4900**	**24,647,705.68**		**37,200,530.85**	
	Income Cash		**8,553.80**		**8,553.80**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**24,656,259.48**		**37,209,084.65**	

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Requested By: *Aden Miller*

Includes: *Account: 43 83 5000 0 0Y L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRAT*

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	130,926.4800	130,926.48		130,926.48	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**130,926.4800**	**130,926.48**		**130,926.48**	
Total	**CASH EQUIVALENTS**	**130,926.4800**	**130,926.48**		**130,926.48**	
FIXED INCOME SECURITIES						
	PREFERRED STOCK					
688197201	ORCHARD SUPPLY	5.0000	18.18	0.006	18.18	04/30/2014
Total	**PREFERRED STOCK**	**5.0000**	**18.18**		**18.18**	
Total	**FIXED INCOME SECURITIES**	**5.0000**	**18.18**		**18.18**	
ALTERNATIVES						
	NON-US EQUITIES					
G5480U104	LIBERTY GLOBAL	251.0000	5,958.94	39.82	9,994.82	04/30/2014
G5480U120	LIBERTY GLOBAL C	251.0000	5,755.10	38.43	9,645.93	04/30/2014
Total	**NON-US EQUITIES**	**502.0000**	**11,714.04**		**19,640.75**	
Total	**ALTERNATIVES**	**502.0000**	**11,714.04**		**19,640.75**	
EQUITIES						
	US LARGE CAP EQUITIES					
00507V109	ACTIVISION	450.0000	5,109.62	20.01	9,004.50	04/30/2014
00724F101	ADOBE SYSTEMS	505 0000	11,430.04	61.69	31,153.45	04/30/2014
00971T101	AKAMAI TECHNOLOGIES	140.0000	4,370.80	53.07	7,429.80	04/30/2014
021441100	ALTERA CORP	425.0000	7,208 00	32.52	13,821.00	04/30/2014
023135106	AMAZON.COM	240.0000	4,813.65	304.13	72,991.20	04/30/2014
031162100	AMGEN INC	442.0000	20,518.45	111.75	49,393.50	04/30/2014
037604105	APOLLO GROUP	152.0000	4,720.07	28.86	4,386.72	04/30/2014
037833100	APPLE COMPUTER	965.0000	8,791.15	590.09	569,436.85	04/30/2014
038222105	APPLIED MATERIALS	625.0000	8,631.25	19.06	11,912.50	04/30/2014
043632108	ASCENT CAPITAL GRP	10.0000	466.76	68.77	687.70	04/30/2014
052769106	AUTODESK INC	210.0000	10,615.50	48.02	10,084.20	04/30/2014
075896100	BED BATH & BEYOND	319.0000	5,093.63	62.13	19,819.47	04/30/2014
09062X103	BIOGEN IDEC INC.	275.0000	18,548 72	287.12	78,958.00	04/30/2014
111320107	BROADCOM CORP	377.0000	9,899.35	30.8001	11,611.64	04/30/2014
12541W209	CH ROBINSON	150.0000	2,707.50	58.90	8,835 00	04/30/2014
127387108	CADENCE DESIGN	255.0000	5,666.10	15.56	3,967.80	04/30/2014
151020104	CELGENE CORP	335.0000	24,334.40	147.01	49,248.35	04/30/2014
17275R102	CISCO SYS INC	1,905.0000	30,670.50	23.11	44,024.55	04/30/2014
172908105	CINTAS CORP	168.0000	4,787.72	58.93	9,900.24	04/30/2014
177376100	CITRIX SYSTEMS	185.0000	3,600.10	59.31	10,972.35	04/30/2014
192446102	COG TECH SOL	500.0000	10,706.24	47.905	23,952.50	04/30/2014
20030N101	COMCAST CL A	1,275.0000	30,944.12	51.76	65,994.00	04/30/2014
22160K105	COSTCO WHOLESALE	200.0000	7,120 00	115.68	23,136.00	04/30/2014

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Includes:	*Account: 43 83 5000 0 0Y*	*L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRAT*	

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
249030107	DENTSPLY INT'L	130 0000	2,284.10	44.63	5,801.90	04/30/2014
25470F104	DISCOVERY C L A	105.0000	2,981.59	75.90	7,969.50	04/30/2014
25470F302	DISCOVERY CL C	105.0000	2,677.11	70.13	7,363.65	04/30/2014
25470M109	DISH NETWORK CORP	190.0000	4,755.35	56.86	10,803 40	04/30/2014
278642103	EBAY INC	890.0000	15,253.55	51.83	46,128.70	04/30/2014
278768106	ECHOSTAR HLD	38.0000	1,003.95	44.96	1,708.48	04/30/2014
285512109	ELECTRONIC ARTS	275.0000	5,830.68	28.30	7,782.50	04/30/2014
30212P303	EXPEDIA INC	120.5000	2,798.70	70.99	8,554.30	04/30/2014
302130109	EXPEDITORS INT	185.0000	2,968.32	41.24	7,629.40	04/30/2014
30219G108	EXPRESS SCRIPTS HLDG	400.0000	2,262.00	66.58	26,632.00	04/30/2014
311900104	FASTENAL CO	250 0000	2,080.00	50.08	12,520.00	04/30/2014
337738108	FISERV	358.0000	4,216.29	60.78	21,759.24	04/30/2014
375558103	GILEAD SCIENCES	1,600.0000	7,999.75	78.49	125,584.00	04/30/2014
38259P508	GOOGLE INC. CL A	125.0000	37,163.01	534.88	66,860.00	04/30/2014
38259P706	GOOGLE INC. -CL C	125.0000	37,069.48	526.66	65,832.50	04/30/2014
404303109	HSN INC	52.0000	1,111.22	58.04	3,018.08	04/30/2014
44919P508	IAC/INTERACTIVE	130.0000	3,383.30	66 28	8,616.40	04/30/2014
458140100	INTEL CORP	1,795.0000	33,692.15	26.69	47,908.55	04/30/2014
46113M108	INTERVAL LEISURE	52.0000	1,244.60	25.77	1,340.04	04/30/2014
461202103	INTUIT	370.0000	6,112 40	75.75	28,027.50	04/30/2014
46120E602	INTUITIVE SURGICAL	35 0000	8,601.60	361.70	12,659.50	04/30/2014
481165108	JOY GLOBAL	95.0000	4,908.64	60.38	5,736.10	04/30/2014
48203R104	JUNIPER NETWORKS	295 0000	5,713.78	24.69	7,283.55	04/30/2014
482480100	KLA INSTRUMENTS	205.0000	8,031.90	63.99	13,117.95	04/30/2014
512807108	LAM RESEARCH	110.0000	5,925.69	57.61	6,337.10	04/30/2014
512815101	LAMAR ADV	70 0000	2,398.20	49.92	3,494.40	04/30/2014
51509F105	LANDS' END INC.	39.1034	3,389.22	27.65	1,081.21	04/30/2014
52729N308	LEVEL 3 COMM INC.	87.0000	6,629.46	43.03	3,743.61	04/30/2014
53071M104	LIBERTY MEDIA A	510.0000	9,080.41	29.06	14,820.60	04/30/2014
53071M880	LIBERTY VENTURES - A	50.0000	1,175.66	58.04	2,902.00	04/30/2014
535678106	LINEAR TECHNOLOGY	260.0000	8,681.40	44.50	11,570.00	04/30/2014
538034109	LIVE NATION INC	76.0000	1,890.00	20.88	1,586.88	04/30/2014
594918104	MICROSOFT CORP	2,830.0000	70,636.52	40.40	114,332.00	04/30/2014
595017104	MICROCHIP TECH	162.0000	2,934.17	47.54	7,701.48	04/30/2014
611742107	MONSTER WORLD	115.0000	2,478.29	6.89	792.35	04/30/2014
62913F201	NII HOLDINGS INC	145.0000	10,484.95	0.8599	124.69	04/30/2014
64110D104	NETWORK APPLIANCE	325.0000	5,161.00	35.61	11,573.25	04/30/2014
67066G104	NVIDIA CORP	475.0000	3,177.75	18.47	8,773.25	04/30/2014
68389X105	ORACLE SYSTEMS	1,870 0000	21,893.66	40.88	76,445.60	04/30/2014
688197102	ORCHARD SUPPLY HRDW	5.0000	596.66	0.143	596.66	04/30/2014
693718108	PACCAR INC	369.0000	3,120.38	63.98	23,608.62	04/30/2014
703395103	PATTERSON COS INC	120.0000	2,414.40	40.70	4,884.00	04/30/2014
703481101	PATTERSON PHARM	140.0000	2,394.00	32.53	4,554.20	04/30/2014
704326107	PAYCHEX INC	320 0000	10,959.50	41.81	13,379.20	04/30/2014
716768106	PETS MART INC	115.0000	2,005.85	67.68	7,783.20	04/30/2014
73935A104	NASDAQ 100 ETF	20,754.0000	550,232.83	87.39	1,813,692.06	04/30/2014
747525103	QUALCOMM INC	1,770.0000	27,124.45	78.71	139,316.70	04/30/2014
778296103	ROSS STORES	240.0000	2,350.80	68.08	16,339.20	04/30/2014
80004C101	SANDISK CORP	185.0000	9,651.42	84.97	15,719.45	04/30/2014
806407102	HENRY SCHEIN INC	80.0000	1,908.00	114.23	9,138.40	04/30/2014
812350106	SEARS HOLDING CORP	130.0000	15,296.51	43.81	5,695.30	04/30/2014
826552101	SIGMA ALDRICH	110.0000	2,784.65	96.21	10,583.10	04/30/2014
82968B103	SIRIUS SATELITE	2,678.0000	8,813.86	3.1899	8,542.55	04/30/2014
855030102	STAPLES INC	420.0000	4,714.60	12.50	5,250.00	04/30/2014

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Requested By.	*Aden Miller*	
Includes:	*Account: 43 83 5000 0 0Y L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRAT*	

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
855244109	STARBUCKS CORP	910.0000	7,833.96	70.62	64,264.20	04/30/2014
871503108	SYMANTEC	809.0000	7,925.44	20.28	16,406.52	04/30/2014
894675107	TREE COM	8.0000	99.94	29.08	232.64	04/30/2014
896945201	TRIPADVISOR INC	120.5000	2,895.49	80.74	9,729.17	04/30/2014
910047109	UAL CORP	95.0000	4,596.10	40.87	3,882.65	04/30/2014
92343E102	VERISIGN INC	205.0000	2,159.40	47.18	9,671.90	04/30/2014
92532F100	VERTEX PHAR	120.0000	4,491.60	67.70	8,124.00	04/30/2014
966837106	WHOLE FOODS	240.0000	3,151.80	49.70	11,928.00	04/30/2014
983134107	WYNN RESORTS LTD	105.0000	15,192.27	203.89	21,408.45	04/30/2014
983919101	XILINX INC	345.0000	9,377.10	47.19	16,280.55	04/30/2014
984332106	YAHOO INC	565 0000	7,376.07	35 95	20,311.75	04/30/2014
G5876H105	MARVELL TECH	495.0000	8,330.80	15.86	7,850.70	04/30/2014
H27178104	FOSTER WHEELER AG	130.0000	9,171.49	34.28	4,456.40	04/30/2014
H2906T109	GARMIN LTD.	175.0000	18,098.50	57.10	9,992.50	04/30/2014
Total	**US LARGE CAP EQUITIES**	**56,916.1034**	**1,345,901.39**		**4,230,259.05**	
	NON-US EQUITIES					
09228F103	RESEARCH IN MOTION	490.0000	55,623.54	7.66	3,753.40	04/30/2014
294821608	ERICSSON NEW	250.0000	2,007.50	11.98	2,995.00	04/30/2014
456788108	INFOSYS TECH	100.0000	5,240.00	53.71	5,371.00	04/30/2014
783513104	RYANAIR HOLDINGS	100.0000	1,975.50	53.48	5,348.00	04/30/2014
80105N113	SANOFI-AVENTIS SA	290.0000	696.00	0.48	139.20	04/30/2014
81234D109	SEARS CANADA-INC	55.0000	639.76	14.6248	804.36	04/30/2014
881624209	TEVA PHARM	535.0000	15,251.73	48.86	26,140.10	04/30/2014
L6388F110	MILLICOM INTL LUXEM	85.0000	7,532.23	99.05	8,419.25	04/30/2014
M22465104	CHECK POINT SOFTWARE	195.0000	3,176.55	64.06	12,491.70	04/30/2014
Y2573F102	FLEXTRONICS	580.0000	5,324.40	8.99	5,214.20	04/30/2014
Total	**NON-US EQUITIES**	**2,680.0000**	**97,467.21**		**70,676.21**	
Total	**EQUITIES**	**59,596.1034**	**1,443,368.60**		**4,300,935.26**	
	Total Securities	**191,029.5834**	**1,586,027.30**		**4,451,520.67**	
	Income Cash		**4,276.58**		**4,276.58**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**1,590,303.88**		**4,455,797.25**	

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THE WHITTIER TRUST COMPANY

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	2,365,493.3900	2,365,493.39		2,365,493.39	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**2,365,493.3900**	**2,365,493.39**		**2,365,493.39**	
Total	**CASH EQUIVALENTS**	**2,365,493.3900**	**2,365,493.39**		**2,365,493.39**	
FIXED INCOME SECURITIES						
	U.S. TREASURY BONDS & NOTES					
912810DW5	UST NTS 7.25 5-15-16	500,000.0000	499,503.53	113.781	568,905.00	04/30/2014
912828DM9	UST 4 2/15/15	500,000.0000	480,878.91	103.09	515,450.00	04/30/2014
Total	**U.S. TREASURY BONDS & NOTES**	**1,000,000.0000**	**980,382.44**		**1,084,355.00**	
	U.S. GOVT AGENCY OBLIGATIONS					
313379RT8	FHLB 1.0 06/28/2022	150,000.0000	144,496.65	98.545	147,817.50	04/30/2014
3133XHRJ3	FHLB 5 12/10/21	485,000.0000	576,672.44	117.582	570,272.70	04/30/2014
Total	**U.S. GOVT AGENCY OBLIGATIONS**	**635,000.0000**	**721,169.09**		**718,090.20**	
	CORPORATE BONDS & NOTES					
00209TAB1	CMCSA 9.455 11/15/22	100,000.0000	143,717.00	143.415	143,415.00	04/30/2014
05565QBQ0	BP CAP 3.2 03/11/16	100,000.0000	100,754.09	104.684	104,684.00	04/30/2014
06406HBY4	BONY 3.55 9/23/2021	100,000.0000	100,326.73	104.464	104,464.00	04/30/2014
06739FFZ9	BAR 5.20% 7/10/14	100,000.0000	101,593.35	100.885	100,885.00	04/30/2014
079860AG7	BELL 5.20 9/15/14	100,000.0000	101,700.09	101.719	101,719.00	04/30/2014
084664BN0	BERKSH 2.45 12/15/15	100,000.0000	100,977.49	103.013	103,013.00	04/30/2014
14912L4V0	CATERP 1.375 5/20/14	100,000.0000	100,022.54	100.044	100,044.00	04/30/2014
24702RAP6	DELL 3.1 04/01/2016	100,000.0000	100,867.56	102.00	102,000.00	04/30/2014
25244SAF8	DIAGEO 3.25 1/15/15	200,000.0000	202,564.02	102.047	204,094.00	04/30/2014
263534CD9	DUPONT 1.95 01/15/16	100,000.0000	99,707.63	102.173	102,173.00	04/30/2014
38143UAW1	GOLD 5 10/1/14	100,000.0000	101,305.23	101.793	101,793.00	04/30/2014
428236BF9	HEWLETT 3.75 12/1/20	150,000.0000	144,180.67	102.872	154,308.00	04/30/2014
459200GU9	IBM 2 1/5/16	200,000.0000	199,726.61	102.574	205,148.00	04/30/2014
46625HHX1	JPM 3.45 3/1/16	200,000.0000	201,751.85	104.657	209,314.00	04/30/2014
58155QAC7	MCKESSON 3.25 3/1/16	100,000.0000	101,298 89	104.296	104,296.00	04/30/2014
59156RAN8	METLIFE 5 6/15/15	200,000.0000	207,626.31	105.05	210,100.00	04/30/2014
61745EF30	MORGAN VAR 08/30/15	200,000.0000	205,538.60	103.051	206,102.00	04/30/2014
68389XAF2	ORACLE 3.75 7/8/14	200,000.0000	202,400.18	100.591	201,182.00	04/30/2014
724479AG5	PIT 5% 3/15/15	100,000.0000	102,185.66	103.36	103,360.00	04/30/2014
76110G2H3	RES 5 5 12/25/17	381,809.5500	381,753.75	101.123	386,097.27	04/30/2014
767201AJ5	RIO 1.875 11/02/15	100,000.0000	99,465.65	101.743	101,743.00	04/30/2014
94974BET3	WELLS 3.75 10/1/14	200,000.0000	201,914.81	101.415	202,830.00	04/30/2014
Total	**CORPORATE BONDS & NOTES**	**3,231,809.5500**	**3,301,378.71**		**3,352,764.27**	
	US LARGE CAP EQUITIES					
464288638	ETF INTERMED CREDIT	12,015.0000	1,260,662.60	109.565	1,316,423.48	04/30/2014
Total	**US LARGE CAP EQUITIES**	**12,015.0000**	**1,260,662.60**		**1,316,423.48**	
	PREFERRED STOCK					

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THE WHITTIER TRUST COMPANY

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
035710805	ANNALY CAPITAL 7.5	6,535.0000	163,375.00	24.64	161,022.40	04/30/2014
04010L509	ARES CAP 7 02/15/22	1,000.0000	25,000.00	26.12	26,120.00	04/30/2014
172967358	CITI CRP	3,945.0000	98,625.00	27.15	107,106.75	04/30/2014
253868871	DIGITAL REALTY 7.375	15,000.0000	375,000.00	25.40	381,000.00	04/30/2014
38148B108	GOLDMAN PFD 6.375	20,000.0000	500,000.00	25.28	505,600.00	04/30/2014
48126E750	JPMORGAN 5.50	2,500.0000	62,500.00	22.6885	56,721.25	04/30/2014
81721M208	SENIOR HOUSING 5.625	2,500.0000	62,500.00	22.66	56,650.00	04/30/2014
902973817	US BANCORP 6 4/15/17	18,660.0000	500,088.00	27.70	516,882.00	04/30/2014
929042851	VORNADO 5.7	2,500.0000	62,500.00	23.66	59,150.00	04/30/2014
929042869	VORNADO REALTY	2,500.0000	62,500.00	25.99	64,975.00	04/30/2014
929043602	VOR 7.875 9/30/39	10,000.0000	250,000.00	25 85	258,500.00	04/30/2014
Total	**PREFERRED STOCK**	**85,140.0000**	**2,162,088.00**		**2,193,727.40**	
Total	**FIXED INCOME SECURITIES**	**4,963,964.5500**	**8,425,680.84**		**8,665,360.35**	
EQUITIES						
	US LARGE CAP EQUITIES					
013817101	ALCOA	2,925.0000	105,510.59	13.47	39,399.75	04/30/2014
060505104	BANK OF AMERICA	2,925.0000	124,760.32	15.14	44,284.50	04/30/2014
191216100	COCA COLA CO	2,925 0000	72,094.00	40.79	119,310.75	04/30/2014
428236103	HEWLETT-PACKARD	2,925.0000	123,972.59	33.06	96,700.50	04/30/2014
464287655	ISHARES RUSL 2000	2,930.0000	263,123.67	111.98	328,101.40	04/30/2014
570759100	MARKWEST ENERGY	5,000.0000	245,804.00	63.34	316,700.00	04/30/2014
726503105	PLAINS ALL AMER	4,000.0000	148,575.00	55.80	223,200.00	04/30/2014
92343V104	VERIZON COMM	185.0000	5,377.95	46.73	8,645.05	04/30/2014
EM7250001	QUALITY VALUE STRGY	1.0000	10,919.30	11,009.86	11,009.86	04/30/2014
EM7350009	VALUE STRATEGY	1.0000	4,830,540.68	7,682,583.9000000	7,682,583.90	04/30/2014
EM8250000	CORPORATE AMERICA	1.0000	24,647,705 68	37,209,084.600000	37,209,084.60	04/30/2014
EM8350008	ENH GROWTH STRATEGY	1.0000	1,586,027.30	4,455,200.9800000	4,455,200.98	04/30/2014
Total	**US LARGE CAP EQUITIES**	**23,819.0000**	**32,164,411.08**		**50,534,221.29**	
	PARTNERSHIP/LLC					
CF0034995	WHITTIER VALUE	2,734,097.4512	16,171,258.28	10.642414	29,097,396.99	04/30/2014
CF0035992	W INTERNATIONAL FD A	3,661,416.9456	7,017,280.36	2.51289435	9,200,753.96	04/30/2014
CF0090807	WHITTIER SMALL CAP	5,731,356.4229	6,300,000.00	1.31914248	7,560,475.73	04/30/2014
Total	**PARTNERSHIP/LLC**	**12,126,870.8197**	**29,488,538.64**		**45,858,626.68**	
Total	**EQUITIES**	**12,150,689.8197**	**61,652,949.72**		**96,392,847.97**	
	Total Securities	**19,480,147.7597**	**72,444,123.95**		**107,423,701.71**	
	Income Cash		**0.00**		**0.00**	
	Principal Cash		**387,032.72**		**387,032.72**	
	Account Total		**72,831,156.67**		**107,810,734.43**	

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Requested By.	*Aden Miller*	
Includes	*Account: 33 72 5000 0 0Y*	*L.K. WHITTIER FOUNDATION QUALITY VALUE STRATEGY*

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	1,736.3200	1,736.32		1,736.32	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**1,736.3200**	**1,736.32**		**1,736.32**	
Total	**CASH EQUIVALENTS**	**1,736.3200**	**1,736.32**		**1,736.32**	
EQUITIES						
	WARRANTS & RIGHTS					
690742127	OWENS WTS EX SER B	33.0600	9,181.98		9,181.98	04/30/2014
92839U115	VISTEON WTS 10/1/15	3.0000	1.00	28 61	85.83	04/30/2014
Total	**WARRANTS & RIGHTS**	**36.0600**	**9,182.98**		**9,267.81**	
Total	**EQUITIES**	**36.0600**	**9,182.98**		**9,267.81**	
	Total Securities	**1,772.3800**	**10,919.30**		**11,004.13**	
	Income Cash		**0.00**		**0.00**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**10,919.30**		**11,004.13**	

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Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	129,414.9000	129,414.90		129,414.90	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**129,414.9000**	**129,414.90**		**129,414.90**	
Total	**CASH EQUIVALENTS**	**129,414.9000**	**129,414.90**		**129,414.90**	
EQUITIES						
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	2,925.0000	137,718.29	35.70	104,422.50	04/30/2014
025816109	AMERICAN EXPRESS	2,925.0000	139,071.66	87.43	255,732.75	04/30/2014
097023105	BOEING CO	2,925.0000	159,665.37	129.02	377,383.50	04/30/2014
149123101	CATERPILLAR INC	2,925.0000	79,295.30	105.40	308,295.00	04/30/2014
166764100	CHEVRON	2,925.0000	244,527.95	125.52	367,146.00	04/30/2014
17275R102	CISCO SYS INC	2,925.0000	58,490.05	23.11	67,596.75	04/30/2014
191216100	COCA COLA CO	2,925.0000	86,986.27	40.79	119,310.75	04/30/2014
254687106	DISNEY WALT CO	2,925.0000	87,126.34	79.34	232,069.50	04/30/2014
263534109	DU PONT	2,925.0000	154,822.77	67.32	196,911.00	04/30/2014
30231G102	EXXON-MOBIL	2,925.0000	137,056.50	102.41	299,549.25	04/30/2014
369604103	GENERAL ELECTRIC	2,925.0000	136,554.75	26.89	78,653.25	04/30/2014
38141G104	GOLDMAN SACHS	2,925.0000	475,940.50	159.82	467,473.50	04/30/2014
437076102	HOME DEPOT	2,925.0000	155,660.49	79.51	232,566.75	04/30/2014
458140100	INTEL CORP	2,925.0000	106,005.02	26.69	78,068.25	04/30/2014
459200101	I.B.M	2,925.0000	210,142.98	196.47	574,674.75	04/30/2014
46625H100	JP MORGAN CHASE	2,925.0000	107,488.70	55.98	163,741.50	04/30/2014
478160104	JOHNSON & JOHNSON	2,925.0000	145,958.00	101.29	296,273.25	04/30/2014
580135101	MCDONALDS CORP	2,925.0000	112,115.12	101.38	296,536.50	04/30/2014
58933Y105	MERCK & CO	2,925.0000	101,163.86	58.56	171,288.00	04/30/2014
594918104	MICROSOFT CORP	2,925.0000	99,019.35	40.40	118,170.00	04/30/2014
654106103	NIKE	2,925.0000	201,627.27	72.95	213,378.75	04/30/2014
717081103	PFIZER INC	2,925.0000	101,981.25	31.28	91,494.00	04/30/2014
742718109	PROCTER & GAMBLE	2,925.0000	103,922.11	82.55	241,458.75	04/30/2014
88579Y101	3M CO COM	2,925.0000	148,558.15	139.09	406,838.25	04/30/2014
89417E109	TRAVELERS	2,925.0000	130,597.15	90.58	264,946.50	04/30/2014
913017109	UTD TECHNOLOGIES	2,925 0000	95,383.67	118.33	346,115.25	04/30/2014
91324P102	UNITED HEALTH	2,925.0000	164,358.68	75.04	219,492.00	04/30/2014
92343V104	VERIZON COMM	2,925.0000	98,243.01	46.73	136,685.25	04/30/2014
92826C839	VISA INC	2,925.0000	560,703.20	202.61	592,634.25	04/30/2014
931142103	WAL MART STORES	2,925.0000	160,942.02	79.71	233,151.75	04/30/2014
Total	**US LARGE CAP EQUITIES**	**87,750.0000**	**4,701,125.78**		**7,552,057.50**	
Total	**EQUITIES**	**87,750.0000**	**4,701,125.78**		**7,552,057.50**	
	Total Securities	**217,164.9000**	**4,830,540.68**		**7,681,472.40**	
	Income Cash		**1,111.50**		**1,111.50**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**4,831,652.18**		**7,682,583.90**	

Report Date.	*November 06, 2014*		THE WHITTIER TRUST COMPANY
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Requested By.	*Aden Miller*		
Includes·	*Account: 42 82 5000 0 0Y*	*L.K. WHITTIER FOUNDATION CORPORATE AMERICA*	

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	47,767.4900	47,767.49		47,767.49	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**47,767.4900**	**47,767.49**		**47,767.49**	
Total	**CASH EQUIVALENTS**	**47,767.4900**	**47,767.49**		**47,767.49**	
EQUITIES						
	US LARGE CAP EQUITIES					
002824100	ABBOTT LABS	10,250.0000	221,374.83	38.74	397,085.00	04/30/2014
023135106	AMAZON.COM	2,395.0000	480,445.24	304.13	728,391.35	04/30/2014
025537101	AMERICAN ELECT POWER	8,870.0000	376,292.02	53.81	477,294.70	04/30/2014
025816109	AMERICAN EXPRESS	3,648.0000	163,206.83	87.43	318,944.64	04/30/2014
03027X100	AMER TOWER	5,069.0000	332,372.82	83.52	423,362.88	04/30/2014
030420103	AMERICAN WTR WORKS	11,880.0000	319,775.22	45.53	540,896.40	04/30/2014
037411105	APACHE CORP	5,182.0000	402,908.68	86.80	449,797.60	04/30/2014
037833100	APPLE COMPUTER	2,670 0000	422,009.49	590.09	1,575,540.30	04/30/2014
04010L103	ARES CAPITAL	10,538.0000	184,099.91	17.17	180,937.46	04/30/2014
084670702	BERKSHIRE CLB	4,131.0000	336,740.03	128.85	532,279.35	04/30/2014
09247X101	BLACKROCK INC	1,258.0000	297,741.29	301.00	378,658.00	04/30/2014
126650100	CVS CORP	7,445.0000	235,942.24	72.72	541,400.40	04/30/2014
14040H105	CAPITAL ONE	3,475.0000	159,406.70	73.90	256,802.50	04/30/2014
14149Y108	CARDINAL HEALTH INC	4,495 0000	306,763.08	69.51	312,447.45	04/30/2014
149123101	CATERPILLAR INC	7,823.0000	654,640.31	105.40	824,544.20	04/30/2014
151020104	CELGENE CORP	2,605.0000	132,278.05	147.01	382,961.05	04/30/2014
166764100	CHEVRON	7,885.0000	461,911.85	125.52	989,725.20	04/30/2014
172967424	CITIGROUP INC	11,871.0000	573,593.67	47.91	568,739.61	04/30/2014
23918K108	DAVITA HEALTHCARE	3,067.0000	177,218.93	69.30	212,543.10	04/30/2014
25179M103	DEVON ENERGY	4,990.0000	283,437.72	70 00	349,300.00	04/30/2014
254687106	DISNEY WALT CO	7,972.0000	491,429.95	79.34	632,498.48	04/30/2014
257651109	DONALDSON INC	8,180.0000	272,266.40	42.09	344,296.20	04/30/2014
263534109	DU PONT	9,160.0000	375,767.44	67.32	616,651.20	04/30/2014
30231G102	EXXON-MOBIL	10,107.0000	623,199.11	102.41	1,035,057.87	04/30/2014
316773100	FIFTH THIRD BANCORP	17,011.0000	350,719.10	20.61	350,596.71	04/30/2014
345370860	FORD MOTOR COMPANY	27,003.0000	280,021.11	16.15	436,098.45	04/30/2014
369604103	GENERAL ELECTRIC	16,221.0000	305,970.69	26.89	436,182.69	04/30/2014
375558103	GILEAD SCIENCES	6,675.0000	125,098.92	78.49	523,920.75	04/30/2014
38141G104	GOLDMAN SACHS	1,840.0000	216,726.24	159 82	294,068.80	04/30/2014
38259P508	GOOGLE INC. CL A	846.0000	260,138.65	534.88	452,508.48	04/30/2014
38259P706	GOOGLE INC. -CL C	846.0000	259,483.93	526.66	445,554.36	04/30/2014
438516106	HONEYWELL INTL	7,595.0000	437,276.04	92.90	705,575.50	04/30/2014
458140100	INTEL CORP	14,410.0000	353,841.87	26 69	384,602.90	04/30/2014
459200101	I.B.M	2,467.0000	478,809.89	196.47	484,691.49	04/30/2014
46625H100	JP MORGAN CHASE	22,510.0000	931,280.54	55.98	1,260,109.80	04/30/2014
478160104	JOHNSON & JOHNSON	6,630.0000	345,228.03	101.29	671,552.70	04/30/2014
50076Q106	KRAFT FOODS GRP	4,256.0000	169,744.08	56.86	241,996.16	04/30/2014
544147101	LORILLARD INC	12,609.0000	557,030.32	59.42	749,226.78	04/30/2014
548661107	LOWES COS	8,360.0000	167,669.30	45.91	383,807.60	04/30/2014
58155Q103	MCKESSON HBOC INC	4,385.0000	163,604.99	169.19	741,898.15	04/30/2014
58933Y105	MERCK & CO	7,255.0000	323,322.71	58.56	424,852.80	04/30/2014
594918104	MICROSOFT CORP	8,449.0000	202,880.39	40.40	341,339.60	04/30/2014

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Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
609207105	MONDELEZ INTL	12,700.0000	305,319.59	35.65	452,755.00	04/30/2014
628530107	MYLAN LABS	11,245.0000	237,956.77	50.78	571,021.10	04/30/2014
654106103	NIKE	4,525.0000	195,677.00	72.95	330,098.75	04/30/2014
655844108	NORFOLK SOUTHN	7,186.0000	533,317.77	94.53	679,292.58	04/30/2014
674599105	OCCIDENTAL PETE	2,579.0000	217,392.92	95.75	246,939.25	04/30/2014
68389X105	ORACLE SYSTEMS	16,960.0000	276,494.18	40.88	693,324.80	04/30/2014
704326107	PAYCHEX INC	6,222.0000	252,191.25	41.81	260,141.82	04/30/2014
713448108	PEPSICO INC	6,705.0000	332,853.87	85.89	575,892.45	04/30/2014
717081103	PFIZER INC	17,055.0000	430,041.82	31.28	533,480.40	04/30/2014
742718109	PROCTER & GAMBLE	8,473.0000	477,152.19	82.55	699,446.15	04/30/2014
744320102	PRUDENTIAL FIN	5,867.0000	498,115.34	80.68	473,349.56	04/30/2014
747525103	QUALCOMM INC	3,934.0000	209,655.12	78 71	309,645.14	04/30/2014
79466L302	SALESFORCE.COM	3,892.0000	249,687.37	51.65	201,021.80	04/30/2014
806857108	SCHLUMBERGER LTD	7,460.0000	293,809.04	101.55	757,563.00	04/30/2014
855244109	STARBUCKS CORP	6,418.0000	308,365.23	70.62	453,239.16	04/30/2014
872540109	TJX COMPANIES	5,276.0000	334,131.19	58.18	306,957.68	04/30/2014
88579Y101	3M CO COM	5,165.0000	394,314.29	139.09	718,399.85	04/30/2014
887317303	TIME WARNER	9,251.0000	246,260.38	66.46	614,821.46	04/30/2014
91324P102	UNITED HEALTH	2,535.0000	136,718.13	75.04	190,226 40	04/30/2014
92343V104	VERIZON COMM	12,987.0000	606,794.19	46.73	606,882.51	04/30/2014
92826C839	VISA INC	3,825.0000	515,363.05	202.61	774,983.25	04/30/2014
928563402	VMWARE INC	3,934.0000	323,373.31	92.51	363,934.34	04/30/2014
931142103	WAL MART STORES	6,699.0000	315,639.66	79.71	533,977.29	04/30/2014
94973V107	WELLPOINT INC.	2,432.0000	155,004.24	100.68	244,853.76	04/30/2014
949746101	WELLS FARGO	14,090.0000	365,445.81	49.64	699,427.60	04/30/2014
983919101	XILINX INC	7,848.0000	297,936.76	47.19	370,347.12	04/30/2014
988498101	YUM! BRANDS	4,588.0000	312,780.01	76.99	353,230.12	04/30/2014
H0023R105	ACE LIMITED	2,966.0000	178,590.94	102.32	303,481.12	04/30/2014
Total	**US LARGE CAP EQUITIES**	**527,151.0000**	**23,214,050.03**		**35,717,472.12**	
	NON-US EQUITIES					
088606108	BHP LTD ADR	4,971.0000	352,258.13	70.54	350,654.34	04/30/2014
G29183103	EATON CORP PLC	7,835.0000	574,665.12	72.64	569,134.40	04/30/2014
N53745100	LYONDELLBASELL INDU	5,573.0000	458,964.91	92.50	515,502.50	04/30/2014
Total	**NON-US EQUITIES**	**18,379.0000**	**1,385,888.16**		**1,435,291.24**	
Total	**EQUITIES**	**545,530.0000**	**24,599,938.19**		**37,152,763.36**	

	Shares / Par	Investment	Market Value
Total Securities	**593,297.4900**	**24,647,705.68**	**37,200,530.85**
Income Cash		**8,553.80**	**8,553.80**
Principal Cash		**0.00**	**0.00**
Account Total		**24,656,259.48**	**37,209,084.65**

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Requested By: Aden Miller

Includes: Account: 43 83 5000 0 0Y L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRAT

Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U551	BLACKROCK TREAS	130,926.4800	130,926.48		130,926.48	04/30/2014
Total	**MISC CASH EQUIV-TAXABLE**	**130,926.4800**	**130,926.48**		**130,926.48**	
Total	**CASH EQUIVALENTS**	**130,926.4800**	**130,926.48**		**130,926.48**	
FIXED INCOME SECURITIES						
	PREFERRED STOCK					
688197201	ORCHARD SUPPLY	5.0000	18.18	0.006	18.18	04/30/2014
Total	**PREFERRED STOCK**	**5.0000**	**18.18**		**18.18**	
Total	**FIXED INCOME SECURITIES**	**5.0000**	**18.18**		**18.18**	
ALTERNATIVES						
	NON-US EQUITIES					
G5480U104	LIBERTY GLOBAL	251.0000	5,958.94	39.82	9,994.82	04/30/2014
G5480U120	LIBERTY GLOBAL C	251.0000	5,755.10	38.43	9,645.93	04/30/2014
Total	**NON-US EQUITIES**	**502.0000**	**11,714.04**		**19,640.75**	
Total	**ALTERNATIVES**	**502.0000**	**11,714.04**		**19,640.75**	
EQUITIES						
	US LARGE CAP EQUITIES					
00507V109	ACTIVISION	450.0000	5,109.62	20.01	9,004.50	04/30/2014
00724F101	ADOBE SYSTEMS	505.0000	11,430.04	61.69	31,153.45	04/30/2014
00971T101	AKAMAI TECHNOLOGIES	140.0000	4,370.80	53.07	7,429.80	04/30/2014
021441100	ALTERA CORP	425.0000	7,208.00	32 52	13,821.00	04/30/2014
023135106	AMAZON.COM	240.0000	4,813.65	304.13	72,991.20	04/30/2014
031162100	AMGEN INC	442.0000	20,518.45	111.75	49,393.50	04/30/2014
037604105	APOLLO GROUP	152.0000	4,720.07	28.86	4,386.72	04/30/2014
037833100	APPLE COMPUTER	965.0000	8,791.15	590.09	569,436.85	04/30/2014
038222105	APPLIED MATERIALS	625.0000	8,631.25	19.06	11,912.50	04/30/2014
043632108	ASCENT CAPITAL GRP	10.0000	466.76	68.77	687.70	04/30/2014
052769106	AUTODESK INC	210.0000	10,615.50	48.02	10,084.20	04/30/2014
075896100	BED BATH & BEYOND	319.0000	5,093.63	62.13	19,819.47	04/30/2014
09062X103	BIOGEN IDEC INC.	275.0000	18,548.72	287.12	78,958.00	04/30/2014
111320107	BROADCOM CORP	377.0000	9,899.35	30.8001	11,611.64	04/30/2014
12541W209	CH ROBINSON	150.0000	2,707.50	58.90	8,835.00	04/30/2014
127387108	CADENCE DESIGN	255.0000	5,666.10	15.56	3,967.80	04/30/2014
151020104	CELGENE CORP	335 0000	24,334.40	147.01	49,248.35	04/30/2014
17275R102	CISCO SYS INC	1,905.0000	30,670.50	23.11	44,024.55	04/30/2014
172908105	CINTAS CORP	168.0000	4,787.72	58.93	9,900.24	04/30/2014
177376100	CITRIX SYSTEMS	185.0000	3,600.10	59.31	10,972.35	04/30/2014
192446102	COG TECH SOL	500.0000	10,706.24	47.905	23,952.50	04/30/2014
20030N101	COMCAST CL A	1,275 0000	30,944.12	51.76	65,994.00	04/30/2014
22160K105	COSTCO WHOLESALE	200.0000	7,120.00	115.68	23,136.00	04/30/2014

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Account Holdings as of 4/30/2014

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
249030107	DENTSPLY INT'L	130.0000	2,284.10	44.63	5,801.90	04/30/2014
25470F104	DISCOVERY C L A	105.0000	2,981.59	75.90	7,969.50	04/30/2014
25470F302	DISCOVERY CL C	105 0000	2,677.11	70.13	7,363.65	04/30/2014
25470M109	DISH NETWORK CORP	190.0000	4,755.35	56.86	10,803.40	04/30/2014
278642103	EBAY INC	890.0000	15,253.55	51.83	46,128.70	04/30/2014
278768106	ECHOSTAR HLD	38.0000	1,003.95	44.96	1,708.48	04/30/2014
285512109	ELECTRONIC ARTS	275.0000	5,830.68	28.30	7,782.50	04/30/2014
30212P303	EXPEDIA INC	120.5000	2,798.70	70.99	8,554.30	04/30/2014
302130109	EXPEDITORS INT	185.0000	2,968.32	41.24	7,629.40	04/30/2014
30219G108	EXPRESS SCRIPTS HLDG	400.0000	2,262.00	66.58	26,632.00	04/30/2014
311900104	FASTENAL CO	250 0000	2,080.00	50.08	12,520.00	04/30/2014
337738108	FISERV	358.0000	4,216.29	60.78	21,759.24	04/30/2014
375558103	GILEAD SCIENCES	1,600 0000	7,999.75	78.49	125,584.00	04/30/2014
38259P508	GOOGLE INC. CL A	125 0000	37,163.01	534.88	66,860.00	04/30/2014
38259P706	GOOGLE INC. -CL C	125.0000	37,069.48	526.66	65,832.50	04/30/2014
404303109	HSN INC	52.0000	1,111.22	58.04	3,018.08	04/30/2014
44919P508	IAC/INTERACTIVE	130 0000	3,383.30	66.28	8,616 40	04/30/2014
458140100	INTEL CORP	1,795.0000	33,692.15	26.69	47,908.55	04/30/2014
46113M108	INTERVAL LEISURE	52.0000	1,244.60	25.77	1,340.04	04/30/2014
461202103	INTUIT	370.0000	6,112.40	75.75	28,027.50	04/30/2014
46120E602	INTUITIVE SURGICAL	35.0000	8,601.60	361.70	12,659.50	04/30/2014
481165108	JOY GLOBAL	95.0000	4,908.64	60.38	5,736.10	04/30/2014
48203R104	JUNIPER NETWORKS	295.0000	5,713.78	24.69	7,283.55	04/30/2014
482480100	KLA INSTRUMENTS	205.0000	8,031.90	63.99	13,117.95	04/30/2014
512807108	LAM RESEARCH	110.0000	5,925.69	57.61	6,337.10	04/30/2014
512815101	LAMAR ADV	70.0000	2,398.20	49.92	3,494 40	04/30/2014
51509F105	LANDS' END INC.	39 1034	3,389.22	27.65	1,081.21	04/30/2014
52729N308	LEVEL 3 COMM INC.	87.0000	6,629.46	43.03	3,743.61	04/30/2014
53071M104	LIBERTY MEDIA A	510.0000	9,080.41	29.06	14,820.60	04/30/2014
53071M880	LIBERTY VENTURES - A	50.0000	1,175.66	58.04	2,902.00	04/30/2014
535678106	LINEAR TECHNOLOGY	260.0000	8,681.40	44.50	11,570.00	04/30/2014
538034109	LIVE NATION INC	76.0000	1,890.00	20.88	1,586 88	04/30/2014
594918104	MICROSOFT CORP	2,830.0000	70,636.52	40.40	114,332.00	04/30/2014
595017104	MICROCHIP TECH	162.0000	2,934.17	47.54	7,701.48	04/30/2014
611742107	MONSTER WORLD	115.0000	2,478.29	6.89	792.35	04/30/2014
62913F201	NII HOLDINGS INC	145.0000	10,484 95	0.8599	124.69	04/30/2014
64110D104	NETWORK APPLIANCE	325.0000	5,161.00	35.61	11,573.25	04/30/2014
67066G104	NVIDIA CORP	475.0000	3,177.75	18.47	8,773.25	04/30/2014
68389X105	ORACLE SYSTEMS	1,870.0000	21,893.66	40.88	76,445.60	04/30/2014
688197102	ORCHARD SUPPLY HRDW	5.0000	596.66	0.143	596 66	04/30/2014
693718108	PACCAR INC	369.0000	3,120.38	63.98	23,608.62	04/30/2014
703395103	PATTERSON COS INC	120.0000	2,414.40	40.70	4,884.00	04/30/2014
703481101	PATTERSON PHARM	140.0000	2,394.00	32.53	4,554.20	04/30/2014
704326107	PAYCHEX INC	320.0000	10,959.50	41.81	13,379.20	04/30/2014
716768106	PETS MART INC	115.0000	2,005.85	67.68	7,783.20	04/30/2014
73935A104	NASDAQ 100 ETF	20,754.0000	550,232.83	87.39	1,813,692.06	04/30/2014
747525103	QUALCOMM INC	1,770.0000	27,124.45	78 71	139,316.70	04/30/2014
778296103	ROSS STORES	240.0000	2,350.80	68.08	16,339 20	04/30/2014
80004C101	SANDISK CORP	185.0000	9,651.42	84.97	15,719.45	04/30/2014
806407102	HENRY SCHEIN INC	80.0000	1,908.00	114.23	9,138.40	04/30/2014
812350106	SEARS HOLDING CORP	130 0000	15,296.51	43.81	5,695.30	04/30/2014
826552101	SIGMA ALDRICH	110.0000	2,784.65	96.21	10,583.10	04/30/2014
82968B103	SIRIUS SATELITE	2,678.0000	8,813.86	3.1899	8,542.55	04/30/2014
855030102	STAPLES INC	420.0000	4,714.60	12.50	5,250.00	04/30/2014

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Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
855244109	STARBUCKS CORP	910.0000	7,833.96	70.62	64,264.20	04/30/2014
871503108	SYMANTEC	809.0000	7,925.44	20.28	16,406.52	04/30/2014
894675107	TREE COM	8.0000	99.94	29.08	232.64	04/30/2014
896945201	TRIPADVISOR INC	120.5000	2,895.49	80.74	9,729.17	04/30/2014
910047109	UAL CORP	95.0000	4,596.10	40.87	3,882.65	04/30/2014
92343E102	VERISIGN INC	205.0000	2,159.40	47.18	9,671.90	04/30/2014
92532F100	VERTEX PHAR	120.0000	4,491.60	67.70	8,124.00	04/30/2014
966837106	WHOLE FOODS	240.0000	3,151.80	49.70	11,928.00	04/30/2014
983134107	WYNN RESORTS LTD	105.0000	15,192.27	203.89	21,408.45	04/30/2014
983919101	XILINX INC	345.0000	9,377.10	47.19	16,280.55	04/30/2014
984332106	YAHOO INC	565.0000	7,376.07	35.95	20,311.75	04/30/2014
G5876H105	MARVELL TECH	495.0000	8,330.80	15 86	7,850.70	04/30/2014
H27178104	FOSTER WHEELER AG	130.0000	9,171.49	34.28	4,456.40	04/30/2014
H2906T109	GARMIN LTD.	175.0000	18,098.50	57.10	9,992.50	04/30/2014
Total	**US LARGE CAP EQUITIES**	**56,916.1034**	**1,345,901.39**		**4,230,259.05**	
	NON-US EQUITIES					
09228F103	RESEARCH IN MOTION	490.0000	55,623.54	7.66	3,753.40	04/30/2014
294821608	ERICSSON NEW	250.0000	2,007.50	11.98	2,995.00	04/30/2014
456788108	INFOSYS TECH	100.0000	5,240.00	53.71	5,371.00	04/30/2014
783513104	RYANAIR HOLDINGS	100.0000	1,975.50	53.48	5,348.00	04/30/2014
80105N113	SANOFI-AVENTIS SA	290.0000	696.00	0.48	139.20	04/30/2014
81234D109	SEARS CANADA-INC	55.0000	639.76	14 6248	804.36	04/30/2014
881624209	TEVA PHARM	535 0000	15,251.73	48.86	26,140.10	04/30/2014
L6388F110	MILLICOM INTL LUXEM	85.0000	7,532.23	99.05	8,419.25	04/30/2014
M22465104	CHECK POINT SOFTWARE	195.0000	3,176 55	64.06	12,491.70	04/30/2014
Y2573F102	FLEXTRONICS	580.0000	5,324.40	8.99	5,214.20	04/30/2014
Total	**NON-US EQUITIES**	**2,680.0000**	**97,467.21**		**70,676.21**	
Total	**EQUITIES**	**59,596.1034**	**1,443,368.60**		**4,300,935.26**	

	Shares / Par	Investment	Market Value
Total Securities	**191,029.5834**	**1,586,027.30**	**4,451,520.67**
Income Cash		**4,276.58**	**4,276.58**
Principal Cash		**0.00**	**0.00**
Account Total		**1,590,303.88**	**4,455,797.25**