Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 02/01 , 2010, and ending 12/31, 2010

G Check all that apply: [X] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Name of foundation: A. GARY ANDERSON FAMILY FOUNDATION

A Employer identification number: 27-1878882

Number and street (or P O box number if mail is not delivered to street address): 17772 COWAN

Room/suite:

B Telephone number (see page 10 of the instructions): (949) 242-5050

City or town, state, and ZIP code: IRVINE, CA 92614

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 53,756,657.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis.)

POSTMARK DATE NOV 15 2011

SCANNED NOV 22 2011

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	0.			
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	0.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	0.			
	25	Contributions, gifts, grants paid	0.			0.
	26	**Total expenses and disbursements** Add lines 24 and 25	0.			0.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	0.			
	b	**Net investment income** (if negative, enter -0-)		0.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		2,394,060.	2,394,060.
	3 Accounts receivable ▶ 1,060,912.			
	Less allowance for doubtful accounts ▶		1,060,912.	1,060,912.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 1		10,266.	10,266.
	10 a Investments - U S and state government obligations (attach schedule)**		66,922.	66,922.
	b Investments - corporate stock (attach schedule) ATCH 3		12,141,503.	12,141,503.
	c Investments - corporate bonds (attach schedule) ATCH 4		4,834,275.	4,834,275.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 5		33,247,090.	33,247,090.
	14 Land, buildings, and equipment basis ▶ 16,026.			
	Less accumulated depreciation (attach schedule) ▶ 14,397.		1,629.	1,629.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		53,756,657.	53,756,657.
Liabilities	17 Accounts payable and accrued expenses		947,589.	
	18 Grants payable		4,678,793.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 6)	0.	93,515.	
	23 Total liabilities (add lines 17 through 22)	0.	5,719,897.	
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		48,036,760.	
	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 (see page 17 of the instructions)	0.	48,036,760.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	0.	53,756,657.	

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	0.
2	Enter amount from Part I, line 27a	2	0.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 7	3	48,036,760.
4	Add lines 1, 2, and 3	4	48,036,760.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,036,760.

**ATCH 2

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				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { 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) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . **3**

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. SEE ATTACHED STATEMENT

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d) . . . **2**

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**

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . **4**

5 Multiply line 4 by line 3 . . . **5**

6 Enter 1% of net investment income (1% of Part I, line 27b) . . . **6**

7 Add lines 5 and 6 . . . **7**

8 Enter qualifying distributions from Part XII, line 4 . . . **8**

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 on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling 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	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	0.
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	0.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 13,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	13,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	13,000.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 13,000. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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?	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 page 19 of the instructions) ▶ NEVADA, CALIFORNIA			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ A. GARY ANDERSON FAMILY FOUND. Telephone no ▶ 949-242-5050
Located at ▶ 17772 COWAN IRVINE, CA ZIP + 4 ▶ 92614

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2010, 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 page 20 of 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.			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the 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 2010?			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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 page 22 of the instructions)			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 2010 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 2010)*			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 2010?			4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		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?	☐ 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?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		NONE

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** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	0.
b	Average of monthly cash balances	1b	219.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	219.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	219.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	3.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	216.
6	**Minimum investment return.** Enter 5% of line 5 SHORT YEAR CALCULATION	6	10.

Part XI Distributable Amount (see page 25 of the 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	10.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 0.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10.

Part XII Qualifying Distributions (see page 25 of the 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	0.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				10.
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010:				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009				
f	Total of lines 3a through e				
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 0.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				SEE STATEMENT 1,863,668.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10	Analysis of line 9:				
a	Excess from 2006				
b	Excess from 2007				
c	Excess from 2008				
d	Excess from 2009				
e	Excess from 2010 0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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).)

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

ATTACHMENT 9

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

OBTAIN APPLICATION FROM ABOVE ADDRESS

c Any submission deadlines:

NONE

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

ATTACHMENT 10

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*				
Total . . . . ▶ **3a**				
b *Approved for future payment* ATTACHMENT 11				
Total . . . . ▶ **3b**				4,960,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 ____

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

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		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

Sign Here

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

▶ x [signature] | x 11/15/11 | ▶ x President/COO

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBORAH C. BOLAR	Deborah C. Bolar	11-14-11		P00157963

Firm's name ▶ BOLAR HIRSCH & JENNINGS LLP — Firm's EIN ▶ 33-0480814

Firm's address ▶ 18101 VON KARMAN AVENUE, #1440 IRVINE, CA 92612 — Phone no 949-224-3300

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

ATTACHMENT 1

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	10,266.	10,266.
TOTALS	10,266.	10,266.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 2

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOB KLEIN (SEE STMT A)	-1,480,073.	-1,480,073.
NT - PACIFIC (SEE STMT B)	1,504,547.	1,504,547.
NT - SEIX (SEE STMT C)	42,448.	42,448.
US OBLIGATIONS TOTAL	66,922.	66,922.

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

ATTACHMENT 3

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOB KLEIN (SEE STMT A)	3,124,437.	3,124,437.
NT - BRANDES (SEE STMT D)	2,682,331.	2,682,331.
NT - CADENCE (SEE STMT E)	3,066,023.	3,066,023.
NT - NFJ (SEE STMT F)	3,268,712.	3,268,712.
TOTALS	12,141,503.	12,141,503.

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NT - PACIFIC (SEE STMT B)	1,694,886.	1,694,886.
NT - SEIX (SEE STMT C)	3,139,389.	3,139,389.
TOTALS	4,834,275.	4,834,275.

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS (SEE STMT G)	33,247,090.	33,247,090.
TOTALS	33,247,090.	33,247,090.

ATTACHMENT 6

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
DEFERRED INCOME TAX		93,515.
	TOTALS	93,515.

ATTACHMENT 7

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TRANSFER FROM CALIFORNIA FOUNDATION - (33-0550267) SEE ATTACHED STATEMENT	48,036,760.
TOTAL	48,036,760.

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ERIK K. ANDERSON 17772 COWAN IRVINE, CA 92614	PRESIDENT/CO-CHAIRMAN 30.00	0.	0.	0.
ERIN J. LASTINGER 17772 COWAN IRVINE, CA 92614	CEO/CO-CHAIRMAN 40.00	0.	0.	0.
NANCY S. LARSON 17772 COWAN IRVINE, CA 92614	CFO/SECRETARY 5.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

A. GARY ANDERSON FAMILY FOUNDATION
17772 COWAN
IRVINE, CA 92614
949-242-5050

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GENERALLY, DISCRETIONARY GRANTS ARE MADE IN THE AREAS OF EDUCATION, HUMAN SERVICES, AND ARTS.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CASA COLINA REHAB CENTERS 2850 NORTH GAREY AVE. POMONA, CA 91769-6001	NONE 509(A)(1)	CHARITABLE	250,000.
CHAPMAN ATHLETIC PAVILION 333 N. GLASSELL ST. ORANGE, CA 92866	NONE 509(A)(1)	CHARITABLE	2,160,000.
HOAG HOSPITAL ONE HOAG DRIVE NEWPORT BEACH, CA 92658-6100	NONE 509(A)(1)	CHARITABLE	1,000,000.
PACIFIC SYMPHONY 3631 S. HARBOR BOULEVARD, SUITE 100 SANTA ANA, CA 92704	NONE 509(A)(1)	CHARITABLE	50,000.
UNIVERSITY OF CALIFORNIA - RIVERSIDE 900 UNIVERSITY AVENUE, ANDERSON HALL 122 RIVERSIDE, CA 92521-0101	NONE 509(A)(1)	CHARITABLE	1,500,000.
		TOTAL CONTRIBUTIONS APPROVED	4,960,000.

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Brooklyn, New York 11245-0001
(212) 270-6000

A GARY ANDERSON FAM FOUNDATION

STATEMENT PERIOD	December 1, 2010
THROUGH	December 31, 2010
ACCOUNT NUMBER	720-16121 L90
TAXPAYER NUMBER	On File
LAST STATEMENT	November 30, 2010

Your Portfolio Holdings

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	QUANTITY	PRICE	MARKET VALUE	COST	UNREALIZED GAIN/LOSS
CASH BALANCE				2,086,818	2,086,818	
	CASH			39	39	
	MRGN			563,150	563,150	
	SHRT			1,523,629	1,523,629	
TOTAL CASH & MONEY MARKET FUNDS				$2,086,818	$2,086,818	N/A

EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
APPLE INC	MRGN		450	322.56	145,152	240.50	108,225	36,927		
SYMBOL AAPL		01/28/10	65		20,966	199.76	12,984	7,982 ST		
		05/07/10	85		27,418	237.84	20,216	7,201 ST		
		08/13/10	150		48,384	249.90	37,485	10,899 ST		
		08/13/10	150		48,384	250.26	37,539	10,845 ST		
CALL AAPL 01/22/11 330 APPLE INC EXP 01/22/2011 SECURITY NUM 8BTGBD7	MRGN	09/21/10	-4	6.90	-2,760	4.60	-1,840	-920 ST		
CONTINENTAL RESOURCES INC	MRGN		2,200	58.85	129,470	42.93	94,450	35,020		
SYMBOL CLR		02/26/10	585		34,427	39.15	22,903	11,525 ST		
		03/24/10	574		33,780	39.20	22,500	11,280 ST		

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TAXPAYER NUMBER	On File
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Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
CONTINENTAL RESOURCES INC		03/25/10	141		8,298	39.03	5,503	2,795 ST		
		06/25/10	190		11,182	47.88	9,098	2,084 ST		
		06/28/10	710		41,784	48.52	34,447	7,337 ST		
CAMPBELL SOUP CO SYMBOL: CPB	MRGN	02/04/10	600	34.75	20,850	32.74	19,643	1,207 ST	696	3.34
CHESAPEAKE ENERGY CORP SYMBOL: CHK	MRGN	10/06/10	700	25.91	18,137	22.57	15,797	2,340 ST	210	1.16
ETFS PLATINUM TR SH BEN INT SYMBOL: PPLT	MRGN	02/10/10	125	176.11	22,014	149.74	18,718	3,296 ST		
GOLDCORP INC NEW SYMBOL: GG	MRGN	01/13/10	2,200	45.98	101,156	40.76	89,664	11,492 ST	792	0.78
HALLIBURTON CO SYMBOL: HAL	MRGN	01/26/10	6,600	40.83	269,478	31.16	205,659	63,819 ST	2,376	0.88
ISHARES SILVER TR	MRGN		5,800	30.18	175,044	17.91	103,896	71,148		
ISHARES		01/13/10	5,500		165,990	17.98	98,868	67,122 ST		
SYMBOL: SLV		03/09/10	300		9,054	16.76	5,028	4,026 ST		
KRAFT FOODS INC	MRGN		5,500	31.51	173,305	29.43	161,849	11,456	6,380	3.68
CL A		01/22/10	2,000		63,020	28.13	56,260	6,760 ST		
SYMBOL: KFT		03/31/10	2,500		78,775	30.33	75,825	2,950 ST		
		05/05/10	1,000		31,510	29.76	29,764	1,746 ST		
MARKET VECTORS ETF TRUST GOLD MINERS ETF SYMBOL: GDX	MRGN	01/13/10	2,400	61.47	147,528	48.04	115,307	32,221 ST	962	0.65

STATEMENT A

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A GARY ANDERSON FAM FOUNDATION

STATEMENT PERIOD	December 1, 2010
THROUGH	December 31, 2010
ACCOUNT NUMBER	720-16121 L90
TAXPAYER NUMBER	On File
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Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
PROSHARES ULTRASHORT QQQ	SHRT		-8,500	11.63	-98,881	18.28	-155,402	56,521		
ETF		05/18/10	-1,800		-20,940	17.49	-31,481	10,542 ST		
SYMBOL: QID		05/19/10	-1,800		-20,940	17.98	-32,367	11,428 ST		
		06/11/10	-1,700		-19,776	18.27	-31,065	11,289 ST		
		07/06/10	-1,400		-16,286	20.19	-28,266	11,980 ST		
		08/13/10	-1,800		-20,940	17.90	-32,222	11,283 ST		
POWERSHARES QQQ TRUST	MRGN		5,200	54 46	283,192	47 17	245,290	37,902	1,877	0.66
SERIES 1		01/20/10	985		53,643	45.74	45,054	8,589 ST		
SYMBOL: QQQQ		01/20/10	115		6,263	45.70	5,256	1,007 ST		
		01/28/10	700		38,122	43.73	30,609	7,513 ST		
		05/12/10	1,000		54,460	48.45	48,450	6,010 ST		
		05/12/10	2,400		130,704	48.30	115,921	14,783 ST		
SPDR GOLD TR	MRGN		6,900	138.72	957,168	110.30	761,103	196,065		
GOLD SHS		01/12/10	6,400		887,808	110.39	706,473	181,335 ST		
SYMBOL: GLD		03/09/10	500		69,360	109.26	54,630	14,730 ST		
SWEDISH EXPT CR CORP ELEMENTS LKD ROGERS INTL COMMODITY INDX TOT RETURN SYMBOL: RJI	MRGN	01/13/10	4,700	9 24	43,428	7 82	36,754	6,674 ST		
SCHLUMBERGER LTD SYMBOL: SLB	MRGN	01/25/10	1,800	83.50	150,300	66.18	119,131	31,169 ST	1,512	1.01
TRANSOCEAN LTD US LISTED SYMBOL: RIG	MRGN	01/22/10	1,200	69.51	83,412	87.20	104,643	-21,231 ST		
CALL RIG 01/22/11 80 TRANSOCEAN LTD EXP 01/22/2011 SECURITY NUM 8G16903	MRGN	10/28/10	-12	0.08	-96	0.61	-728	632 ST		

STATEMENT A

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A GARY ANDERSON FAM FOUNDATION

STATEMENT PERIOD December 1, 2010
THROUGH December 31, 2010

ACCOUNT NUMBER: 720-16121 190
TAXPAYER NUMBER On File
LAST STATEMENT November 30, 2010

Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ULTRA PETROLEUM CORP SYMBOL: UPL	MRGN	01/28/10	2,000	47.77	95,540	47.33	94,653	887 ST		
WELLS FARGO & CO SYMBOL: WFC	MRGN	01/20/10	10,000	30.99	309,900	28.01	280,100	29,800 ST	2,000	0.65
W & T OFFSHORE INC SYMBOL: WTI	MRGN	01/13/10	2,300	17.87	41,101	11.89	27,347	13,754 ST	368	0.90
Total Equities & Options					$3,064,438		$2,444,259	$620,179	$17,173	
TOTAL EQUITIES					$3,064,438		$2,444,259	$620,179	$17,173	

MUTUAL FUNDS

A maximum of two tax lots per position will be reported in the mutual funds section. These will be the aggregate totals of the long-term holdings and the short-term holdings respectively. Funds tracked with the Average Cost methodology are denoted with an 'A' next to the Unit Cost number.

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
VAN ECK FUNDS INTL INVESTORS GOLD FUND CL A SYMBOL: INIVX	CASH		2,429.150	24.70	60,000	19.76	48,000	12,000		
TOTAL MUTUAL FUNDS					$60,000		$48,000	$12,000	$0	

STATEMENT A

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Your Portfolio Holdings (continued)

FIXED INCOME

Government & Agency Obligations

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)	ACCRUED INTEREST
UNITED STATES TREASURY SEC	SHRT		-1,320,000	32.44	-428,245	35.71	-471,320	43,075			
STRIPPED INT PMT		06/28/10	-130,000		-42,176	34 56	-44,928	2,752 ST			
DATED DATE 08/15/07		06/28/10	-390,000		-126,527	34.66	-135,186	8,659 ST			
BOOK ENTRY ONLY		08/06/10	-230,000		-74,618	34.36	-79,033	4,414 ST			
DUE 05/15/2035		08/18/10	-300,000		-97,328	37.45	-112,350	15,022 ST			
CUSIP: 912833X88		09/07/10	-50,000		-16,221	37.78	-18,891	2,670 ST			
RATING· MOODY N/A S&P N/A		09/08/10	-70,000		-22,710	37.64	-26,349	3,639 ST			
		09/14/10	-50,000		-16,221	36.32	-18,158	1,937 ST			
		09/14/10	-50,000		-16,221	36.35	-18,176	1,954 ST			
		09/14/10	-50,000		-16,221	36.50	-18,250	2,029 ST			
UNITED STATES TREASURY SEC STRIPPED INT PMT DATED DATE 08/15/07 BOOK ENTRY ONLY DUE 11/15/2035 CUSIP: 912833X96 RATING· MOODY N/A S&P N/A	SHRT	09/23/10	-200,000	31.70	-63,404	36.45	-72,896	9,492 ST			
UNITED STATES TREASURY BOND STRIPPED PRINCIPAL PAYMENT DATED DATE 03/16/10 FIRST COUPON 09/15/2040 BOOK ENTRY ONLY DUE 09/15/2040 CUSIP: 912803DN0 RATING. MOODY N/A S&P N/A	SHRT	09/27/10	-3,800,000	26.01	-988,424	30.67	-1,165,376	176,952 ST			
Total Government & Agency Obligations					**$-1,480,073**		**$-1,709,592**	**$229,519**	**$0**		**$0**
TOTAL FIXED INCOME					**$-1,480,073**		**$-1,709,592**	**$229,519**	**$0**		**$0**

STATEMENT A

JPMorgan
JPMorgan Securities

CLEARED THROUGH ITS
WHOLLY OWNED SUBSIDIARY

J.P. Morgan Clearing Corp.
Three Chase Metrotech Center
Brooklyn, New York 11245-0001
(212) 270-6000

A GARY ANDERSON FAM FOUNDATION

STATEMENT PERIOD	December 1, 2010
THROUGH	December 31, 2010
ACCOUNT NUMBER	720-16121 L90
TAXPAYER NUMBER	On File
LAST STATEMENT	November 30, 2010

Your Portfolio Holdings (continued)

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	$17,173
YOUR PRICED PORTFOLIO HOLDINGS	$3,731,183

JP Morgan Bob Klein - 720-16121	Restricted Cash	Savings & Temp Cash Invest.	Accounts Receivable	Prepaid Interest	Investments- Govt Oblig.	Investments- Corp Bonds	Investments- Corp Stock	Accounts Payable	Total
Per JP Morgan Stmt	1,581,810	505,007							2,086,817
Per JPM Stmt - Dec Int / Acc'd Inc			2,147		(1,480,073)		3,124,437		1,646,511
	1,581,810	**505,007**	**2,147**	**-**	**(1,480,073)**	**-**	**3,124,437**	**-**	**3,733,328**

STATEMENT A

A. Gary Anderson Family Foundation
Pacific - #2695825
12/31/10

ASSET DESCRIPTION	ACCOUNTS RECEIVABLE	COST	URG	FMV	ASSET CATEGORY
UNITED STATES TREAS NTS DTD 00124 4.	1,377 65	163,563 07	3,931.23	167,494.30	Fixed Income
UNITED STATES TREAS NTS DTD 00176 4	220 71	41,839 57	2,257 31	44,096.88	Fixed Income
UNITED STATES TREAS NTS DTD 00231 3	791 17	195,580 82	1,475 84	197,056 66	Fixed Income
UNITED STATES TREAS NTS DTD 00318 1.	513 81	154,010 02	(1,910.02)	152,100.00	Fixed Income
UNITED STATES TREAS NTS NT 1% DUE	59 94	35,208 92	(3 86)	35,205 06	Fixed Income
UNITED STATES TREAS NTS NT 2.5% DUE	1,241 71	295,326.32	4,483.80	299,810 12	Fixed Income
UNITED STATES TREAS NTS NTS .875% DI	178 38	60,158.02	(94.72)	60,063.30	Fixed Income
UNITED STATES TREAS NTS US TREASURY	1,203.12	103,612.67	1,137.33	104,750.00	Fixed Income
UNITED STATES TREAS NTS USD 2 125% I	635.16	340,976 26	7,311.24	348,287.50	Fixed Income
US TREAS BDS 0 TREAS NT 15/11/2039	284.01	48,236 52	2,029.08	50,265.60	Fixed Income
US TREAS NTS DTD 00226 1.375 DUE	88 39	30,175 99	207 20	30,383.19	Fixed Income
UTD STATES TREAS 875% DUE 04-30-201	22 47	15,033.44	0.55	15,033 99	Fixed Income
FHLMC PREASSIGN 00055 1 375 01-09-2(	394 16	61,122 60	(352.08)	60,770.52	Fixed Income
FNMA PREASSIGN 00338 4.125 04-15-20	435 41	47,556.95	6,974.20	54,531 15	Fixed Income
ASTRAZENECA PLC 5 4% DUE 09-15-2012	1,113.00	69,769.00	5,715.36	75,484.36	Fixed Income
GLAXOSMITHKLINE 4 85% DUE 05-15-20:	371 83	60,159 16	4,988.66	65,147.82	Fixed Income
AMERN INTL GROUP STEP CPN 4 25% DU	434.44	77,598.40	5,189.44	82,787.84	Fixed Income
BOEING CAP CORP 4.7% DUE 10-27-2019	334.22	40,052.23	2,355.65	42,407.88	Fixed Income
CISCO SYS INC 4 45% DUE 01-15-2020	615.58	29,960.40	1,470.66	31,431.06	Fixed Income
CIT GROUP INC NEW 7% DUE 05-01-2013	77.99	5,261 60	(210.56)	5,051 04	Fixed Income
CIT GROUP INC NEW 7% DUE 05-01-2014	116.99	7,899 59	(397.31)	7,502.28	Fixed Income
CIT GROUP INC NEW 7% DUE 05-01-2015	73 66	7,813.22	(366.65)	7,446 57	Fixed Income
CIT GROUP INC NEW 7% DUE 05-01-2016	122 76	12,878 16	(451.74)	12,426.42	Fixed Income
CIT GROUP INC NEW 7% DUE 05-01-2017	70.77	18,029 17	(653.84)	17,375.33	Fixed Income
CITIGROUP INC 5.625 SUB 08-27-2012	968 75	50,858 11	1,609.59	52,467.70	Fixed Income
DEERE JOHN CAP 5.1% DUE 01-15-2013	1,998 91	84,577 55	7,201.62	91,779.17	Fixed Income
DUKE ENERGY 5 1% DUE 04-15-2018	646.00	59,995.20	5,908.14	65,903.34	Fixed Income
GEN ELEC CAP CORP MEDIUM TERM NTS	186 66	71,568.40	3,262.23	74,830 63	Fixed Income
METLIFE INC 6 125% DUE 12-01-2011	382 81	74,927 25	3,733 95	78,661.20	Fixed Income
OCCIDENTAL PETE 6.75% DUE 01-15-201	2,490 00	81,962 78	2,770 90	84,733.68	Fixed Income
ORACLE CORP NT 3.75 DUE 07-08-2014	1,531.77	85,554.69	4,789.68	90,344.37	Fixed Income
TARGET CORP 3 875% DUE 07-15-2020	710 41	39,980.00	(153.76)	39,826.24	Fixed Income
VERIZON GLOBAL FDG 7.375% DUE 09-01	1,229.16	51,668.66	3,535 29	55,203.95	Fixed Income
WYETH 5.45% DUE 04-01-2017	953.75	66,920.00	12,169 08	79,089 08	Fixed Income
FEDERAL HOME LN MTG CORP POOL #A3	304 73	65,537 04	5,732 37	71,269.41	Fixed Income
FNMA POOL #512532 7.5% DUE 10-01-2(	36 37	5,829.99	844.44	6,674.43	Fixed Income
FNMA POOL #939562 6% DUE 07-01-203	84 99	16,810 87	1,687 42	18,498 29	Fixed Income
CMO CSFB MTG SECS CORP 2001-CK3 CO	288.25	53,220 60	13.36	53,233.96	Fixed Income
GEN ELEC CAP CORP 1.8 FDIC GTD DUE	660.00	120,292.27	59 21	120,351.48	Fixed Income
GOLDMAN SACHS GROUP INC FDIC GTD	93.88	64,747.80	2,728.37	67,476.17	Fixed Income
MORGAN STANLEY 2% DUE 09-22-2011	990.00	181,279.70	901 90	182,181.60	Fixed Income
MFB NI TREASURY MONEY MARKET FUNI	-	(489.30)	-	(489.30)	Cash\Cash Eq
	24,333.77	**3,097,063.71**	**101,880.56**	**3,198,944.27**	

Pacific - 2695825 NV	Accounts Receivable	Savings & Temp Cash Invmt	Prepaid Interest	Investments- Gov't Oblig.	Investments- Corp Bonds	Investments- Corp Stock	Accounts Payable	Total
Per Northern Trust (NT) Stmt		(489)		1,504,547	1,694,886	-	-	3,198,944
Per NT Stmt - Dec Int / Acc'd Inc	24,334	-						24,334
Prepaid Interest			-					-
	24,334	(489)	-	1,504,547	1,694,886	-	-	3,223,278

A. Gary Anderson Family Foundation
Seix - #2695824
12/31/10

ASSET DESCRIPTION	ACCOUNTS RECEIVABLE	COST	URG	FMV	ASSET CATEGORY
UNITED STATES TREAS NTS 2.625 DUE	153.36	42,301.94	145.70	42,447 64	Fixed Income
FEDERAL HOME LN MTG CORP POOL #G0.	248.02	58,278 42	(271 21)	58,007 21	Fixed Income
FEDERAL HOME LN MTG CORP POOL #G0	1,076.81	250,168 50	496.50	250,665 00	Fixed Income
FEDERAL HOME LN MTG CORP POOL #G0	73 19	14,372.84	714.79	15,087 63	Fixed Income
FHLMC GOLD A25997 6 08-01-2034	516 52	12,496.89	573.09	13,069.98	Fixed Income
FHLMC GOLD G02744 6 03-01-2037	455.21	98,790.30	154 85	98,945.15	Fixed Income
FHLMC MULTICLASS FEDERAL HOME LN N	318.45	79,130.23	1,607 34	80,737 57	Fixed Income
FHLMC MULTICLASS SER 2708 CL ZD 5.5	141.97	31,868.34	1,437.52	33,305.86	Fixed Income
FHLMC MULTICLASS SER 3351 CL PC 6	550.00	118,666.40	4,257.83	122,924.23	Fixed Income
FHLMC POOL #G06018 6 5 04-01-2039	282.13	2,979.08	42 13	3,021.21	Fixed Income
FNMA POOL #190371 6 5% 07-01-2036 BE	933.52	185,778 56	6,390 33	192,168 89	Fixed Income
FNMA POOL #466766 3.88% DUE 12-01-2	-	164,588.99	500 06	165,089.05	Fixed Income
FNMA POOL #555272 6% 03-01-2033 BEC	91.59	19,813.86	367.49	20,181.35	Fixed Income
FNMA POOL #725773 5 5% 09-01-2034 BE	348 07	75,528.53	6,212.57	81,741 10	Fixed Income
FNMA POOL #745275 5% DUE 02-01-2036	2,165.18	551,519.21	(2,890.76)	548,628.45	Fixed Income
FNMA POOL #745428 5.5% 01-01-2036 BE	119.82	28,031.94	82 22	28,114 16	Fixed Income
FNMA POOL #776972 5.5% DUE 04-01-20	372 62	83,989 17	3,694.73	87,683.90	Fixed Income
FNMA POOL #889072 6.5% 12-01-2037 BE	256.07	52,100.44	481.48	52,581 92	Fixed Income
FNMA POOL #889977 5.5% 10-01-2038 BE	735 81	171,827.25	817.70	172,644.95	Fixed Income
FNMA POOL #889984 6.5% DUE 10-01-20	1,165 71	231,825 61	7,535.10	239,360.71	Fixed Income
FNMA POOL #995024 5.5% 08-01-2037 BE	134.28	31,596.69	(62.70)	31,533.99	Fixed Income
FNMA POOL #995196 6% 07-01-2038 BEC	157 77	34,209.15	188.05	34,397.20	Fixed Income
FNMA POOL #995724 6% 04-01-2039 BEC	195.46	42,544.58	312.93	42,857.51	Fixed Income
FNMA POOL #AE0493 6.5% 10-01-2039 BI	862 83	172,723.59	4,445 35	177,168 94	Fixed Income
FNMA POOL #AE7151 3.5% 10-01-2040 BI	401.33	328,143.76	-	328,143.76	Fixed Income
FNMA REMIC TR 2002-69 CL-Z 5.5	126.78	29,613 57	226.33	29,839.90	Fixed Income
GNMA 5.5% DUE 01-20-2033	325 54	76,817.34	1,001 15	77,818.49	Fixed Income
NCUA GTD NTS TR 2010-C1 GTD NT CL A-F	29.29	100,045.28	(3,153 08)	96,892 20	Fixed Income
FNMA 2010-M7 CL A2 3.655% 3 6549999	155.33	51,250.83	(1,584 03)	49,666.80	Fixed Income
CHASE FDG TR SER 2002-2 CL IA-6 08	31.11	6,495.54	616 23	7,111.77	Fixed Income
MFB NI TREASURY MONEY MARKET FUNC	-	(456 13)	-	(456.13)	Cash\Cash Eq
United States dollar	-	(657,090.17)	-	(657,090.17)	Adj's To Cash
United States dollar	-	586,064.65	-	586,064 65	Adj's To Cash
TOTAL	**12,423.77**	**3,076,015.18**	**34,339.69**	**3,110,354.87**	

Seix - 2695824 NV	Accounts Receivable	Savings & Temp Cash Investmt	Prepaid Interest	Investments-Gov't Oblig.	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
Per Northern Trust (NT) Stmt	586,064	(456)		42,448	3,139,389		(657,090)	3,110,355
Per NT Stmt - Dec Int / Acc'd Inc	12,424							12,424
Prepaid Interest			-					-
	598,488	(456)	-	42,448	3,139,389	-	(657,090)	3,122,779

STATEMENT C

A. Gary Anderson Family Foundation
BRANDES - #AFX01
12/31/10

ASSET DESCRIPTION	ACCOUNTS RECVEIVABLE	COST	URG	FMV	ASSET CATEGORY
ADR BRASIL TELECOM S A SPONSORED ADI	-	1,923.45	(890.75)	1032.7	Equities
ADR BRASIL TELECOM S A SPONSORED ADI	-	6,356.87	(1,905.08)	4451.79	Equities
ADR CENTRAIS ELETRICAS BRASILEIRAS S A	-	11,481.60	9,968.40	21450	Equities
ADR TIM PARTICIPACOES S A SPONSORED ,	-	1,528.93	3,728.63	5257.56	Equities
ADR NOKIA CORP SPONSORED ADR	-	58,877 04	(15,533.04)	43344	Equities
CARREFOUR EUR2.50	-	68,107.12	(13,890 39)	54216.73	Equities
FRANCE TELECOM EUR4	-	14,783.89	2,371.72	17155.61	Equities
NATIXIS EUR1.6(POST SUBDV)	-	35,717.25	(27,688.07)	8029.18	Equities
ADR ALCATEL-LUCENT	-	116,533.51	(87,525.51)	29008	Equities
ADR FRANCE TELECOM	-	61,904.56	(10,806.64)	51097.92	Equities
ADR TOTAL SA	-	68,361.57	(3,115.97)	65245.6	Equities
SANOFI SPONSORED ADR	-	61,182 65	(1,879.45)	59303.2	Equities
DEUTSCHE POST AG NPV(REGD)	-	12,355.72	5,874.60	18230.32	Equities
ADR DEUTSCHE TELEKOM AG SPONSORED	-	107,813.88	(25,765.88)	82048	Equities
DEUTSCHE BK AG COM STK ISIN DEC	-	18,484.32	(2,869.32)	15615	Equities
CRH ORD EUR0.32	-	38,974.18	3,457.24	42431.42	Equities
INTESA SANPAOLO EUR0.52	-	12,656.72	3,204.05	15860.77	Equities
UNICREDIT SPA EUR0.50	-	13,910.80	(5,728.53)	8182.27	Equities
ADR ENI S P A SPONSORED ADR	-	68,650.22	(2,165.42)	66484.8	Equities
ADR TELECOM ITALIA S P A NEW SPONSOR	-	71,755.23	(29,350.85)	42404 38	Equities
ITALCEMENTI(FABBR RIUN CEM)SPA ADR-E	-	31,024 48	(1,579.88)	29444.6	Equities
DAIICHI SANKYO COM NPV	-	16,526.46	1,001.44	17527.9	Equities
NEC CORP NPV	-	34,975.88	(14,789.21)	20186.67	Equities
SEVEN & I HOLDINGS NPV	-	21,067.82	5,687.62	26755.44	Equities
TAKEDA PHARMACEUTICAL CO NPV	-	16,170.29	(1,393 15)	14777.14	Equities
ADR ASTELLAS PHARMA INC ADR	-	23,489.14	3,944.26	27433 4	Equities
ADR CANON INC ADR REPSTG 5 SHS	-	45,254.28	28,675.32	73929.6	Equities
ADR DAI NIPPON PRTG LTD JAPAN SPONSC	-	23,029 93	(1,931.93)	21098	Equities
ADR DAIICHI SANKYO KABUSHIKI KAISHA A	-	15,131.27	2,090.73	17222	Equities
ADR FUJI HEAVY INDS LTD ADR ISIN #U	-	23,208.19	19,691.81	42900	Equities
ADR FUJIFILM HLDGS CORP ADR 2 ORD AD	-	19,436.99	1,649.61	21086.6	Equities
ADR HONDA MTR LTD ADR REPRESENTING	-	8,885.45	4,544.55	13430	Equities
ADR MITSUBISHI UFJ FINL GROUP INC S	-	96,792.80	(50,429.10)	46363.7	Equities
ADR MIZUHO FINL GROUP INC SPONSOREI	-	91,959.17	(62,709.17)	29250	Equities
ADR NIPPON TELEG & TEL CORP SPONSORI	-	103,807.78	(7,689.18)	96118.6	Equities
ADR NISSAN MTR LTD SPONSORED ADR	-	37,504.04	18,238.36	55742.4	Equities
ADR PROMISE CO LTD ADR	-	84,261.63	(68,417.23)	15844.4	Equities
ADR SEVEN & I HLDGS CO LTD ADR	-	17,195.44	2,017.76	19213.2	Equities
ADR SONY CORP AMERN SH NEW	-	46,195.96	(1,201.36)	44994 6	Equities
ADR SUMITOMO MITSUI FINL GROUP INC	-	77,524.16	(41,369.81)	36154.35	Equities
ADR TAKEDA PHARMACEUTIC-SP ADR	-	12,924.99	711.01	13636	Equities
ADR TDK CORP	-	27,098.88	3,124.72	30223.6	Equities
ADR TOKIO MARINE HLDGS INC ADR COM	-	40,331 49	220.51	40552	Equities
ADR TOYOTA MTR CORP SPONSORED ADR	-	38,126 98	1,974.32	40101 3	Equities
MS&AD INSURANCE-UNSPONS ADR	-	74,414.58	(20,866.38)	53548.2	Equities
ADR KOREA ELEC PWR CORP SPONSORED /	-	15,142.70	6,878.60	22021 3	Equities
ADR SK TELECOM LTD SPONSORED ADR	-	52,961 15	(3,777.95)	49183.2	Equities
ADR CEMEX SAB DE CV	-	45,433.91	501.28	45935.19	Equities
ADR TELEFONOS DE MEXICO S A SPONSOR	-	11,742.26	5,043.34	16785.6	Equities

A. Gary Anderson Family Foundation
BRANDES - #AFX01
12/31/10

ASSET DESCRIPTION	ACCOUNTS RECVEIVABLE	COST	URG	FMV	ASSET CATEGORY
ADR AEGON N V NY REGISTRY SHS SHS	-	94,182.51	(65,126.31)	29056.2	Equities
ADR AKZO NOBEL N V SPONSORED ADR	-	11,096.49	8,163.81	19260 3	Equities
ADR KONINKLIJKE AHOLD NV SPONSORED	-	33,465.01	10,563.21	44028.22	Equities
ADR STMICROELECTRONICS N V SHS-N Y	-	80,851.02	(24,161.82)	56689.2	Equities
ADR UNILEVER N V NEW YORK SHS NEW	-	25,774.79	11,905.21	37680	Equities
ADR WOLTERS KLUWER N V SPONSORED A	-	29,519.82	7,476.12	36995.94	Equities
ADR TELECOM CORP NEW ZEALAND LTD	-	24,133.34	(7,887.74)	16245 6	Equities
ADR PORTUGAL TELECOM SGPS S A SPONS	-	30,687.99	12,951.69	43639.68	Equities
ADR REPSOL YPF S A SPONSORED ADR	-	17,384.23	8,320.57	25704.8	Equities
ADR TELEFONICA S A SPONSORED	-	25,671.60	3,201.64	28873.24	Equities
ADR ERICSSON L M TEL CO ADR CL B SEK 1(	-	37,719.19	5,518.31	43237.5	Equities
#REORG/ADR SWISS REINS CO SPONSOREC	-	31,435.46	27,656.54	59,092.00	Equities
GDR SWISSCOM SPONSORED ADR	-	33,517.05	16,259.45	49,776.50	Equities
UBS AG SHS COM	-	19,820.38	767.12	20,587.50	Equities
BP ORD USD0.25	-	21,606.30	2,301.24	23,907.54	Equities
HOME RETAIL GROUP ORD GBP0.10	-	15,021.24	(4,396.74)	10,624.50	Equities
ITV ORD GBP0.10	-	47,691.79	(20,229.48)	27,462.31	Equities
VODAFONE GROUP ORD USD0.11428571	-	11,478.37	1,223.11	12,701.48	Equities
WM MORRISON SUPERMARKETS ORD GBP	-	39,152.66	6,598.64	45,751.30	Equities
ADR ASTRAZENECA PLC SPONSORED ADR U	-	44,675.77	6,595.13	51,270.90	Equities
ADR BARCLAYS PLC A.D.R.	-	21,410.69	1,882.51	23,293.20	Equities
ADR GLAXOSMITHKLINE PLC SPONSORED /	-	45,690.39	1,373.61	47,064.00	Equities
ADR J SAINSBURY PLC SPONSORED ADR NE	-	51,726.13	(11,313.33)	40,412.80	Equities
ADR KINGFISHER PLC SPONSORED ADR PAI	-	43,428.83	2,919.97	46,348.80	Equities
ADR MARKS & SPENCER GROUP P L C ;	-	53,407.61	1,297.89	54,705.50	Equities
#REORG/TYCO NAME CHANGE TE 2067466	-	59,741.62	4,721.78	64,463.40	Equities
FLEXTRONICS INTL LTD COM STK	-	12,840.58	3,565.92	16,406.50	Equities
WOLSELEY PLC ADR	-	31,003.49	(21,989.09)	9,014.40	Equities
#REORG/ADR VIVO STOCK MERGER ADR TI	-	4,240.73	4,623.75	8,864.48	Equities
ADR PETROLEO BRASILEIRO SA PETROBRA:	-	39,261.18	5,843.22	45,104.40	Equities
ADR TELE NORTE LESTE PARTICIPACOES S /	-	11,239.99	520.01	11,760.00	Equities
United States dollar	-	73,427.66	-	73,427.66	Cash/Cash Eq
TOTAL	**-**	**3,125,281.52**	**(369,523.43)**	**2,755,758.09**	**-**

Brandes - AFX01 NV	Accounts Receivable	Savings & Temp Cash Invest	Investments-Corp Stock	Accounts Payable	Total
Per Northern Trust (NT) Stmt		73,428	2,682,331		2,755,759
Per NT Stmt - Dec Int / Acc'd Inc	-	-			-
					-
	-	**73,428**	**2,682,331**	**-**	**2,755,759**

A. Gary Anderson Family Foundation
Cadence - #2695822
12/31/10

ASSET DESCRIPTION	ACCOUNTS RECEIVABLE	COST	URG	FMV	Asset Category
#REORG/MOSAIC STOCK MERGER MOSAIC CO/THE2C11AL	-	38,079.99	3,154.41	41,234 40	Equities
ABBOTT LAB COM	-	42,053 81	(3,246.71)	38,807.10	Equities
ACTIVISION BLIZZARD INC COM STK	-	32,131.02	5,188.98	37,320 00	Equities
AFLAC INC COM	-	31,771.70	3,779.20	35,550.90	Equities
AGILENT TECHNOLOGIES INC COM	-	38,763.35	10,124.05	48,887 40	Equities
ALLERGAN INC COM	-	32,184.93	2,836.77	35,021 70	Equities
AMAZON COM INC COM	-	24,944 62	12,855 38	37,800.00	Equities
AMERICAN EXPRESS CO	-	33,747.46	4,880.54	38,628 00	Equities
AMERICAN TOWER CORP CL A	-	31,516.90	6,696.70	38,213 60	Equities
APPLE INC COM STK	-	45,936.53	79,861.87	125,798 40	Equities
BED BATH BEYOND INC COM	-	11,255.58	4,963 92	16,219.50	Equities
BROADCOM CORP CL A	-	22,307 49	15,581.01	37,888.50	Equities
CARDINAL HLTH INC	-	36,448 86	3,010.44	39,459.30	Equities
CHEVRON CORP COM	-	31,594 33	7,643.17	39,237.50	Equities
CISCO SYSTEMS INC	-	45,110.18	7,487.82	52,598 00	Equities
CITRIX SYS INC COM	-	36,547.02	5,867.18	42,414.20	Equities
CLIFFS NAT RES INC COM STK	-	31,212 21	9,352.99	40,565.20	Equities
COACH INC COM	-	10,038 73	22,594.17	32,632.90	Equities
COCA COLA CO COM	-	36,957.49	1,846.81	38,804.30	Equities
COLGATE-PALMOLIVE CO COM	-	33,299.33	456.07	33,755.40	Equities
COOPER INDUSTRIES PLC NEW IRELAND COM STK	-	18,801 43	15,006.77	33,808 20	Equities
COSTCO WHOLESALE CORP NEW COM	-	31,261 75	7,009.55	38,271 30	Equities
DIRECTV COM CL A COM CL A	-	28,240 44	6,897 96	35,138.40	Equities
DOVER CORP COM	-	25,541.24	11,282.26	36,823.50	Equities
DU PONT E I DE NEMOURS & CO COM STK	-	26,033.90	12,373.70	38,407.60	Equities
EBAY INC COM USD0 001	-	22,590 48	13,310 22	35,900.70	Equities
ELI LILLY & CO COM	-	32,893 07	(1,707.47)	31,185.60	Equities
EMC CORP COM	-	24,961.57	14,884.43	39,846.00	Equities
EMERSON ELECTRIC CO COM	-	30,601.38	7,702.52	38,303.90	Equities
EQT CORP COM	-	38,655 92	7,080.88	45,736.80	Equities
EXXON MOBIL CORP COM	-	33,034.70	5,718.90	38,753.60	Equities
FAMILY DLR STORES INC COM	-	37,114.10	168.40	37,282 50	Equities
FORD MTR CO DEL COM PAR $0 01 COM PAR $0 01	-	36,311.96	8,517.34	44,829.30	Equities
FREEPORT-MCMORAN COPPER & GOLD INC	-	29,853.73	2,570.57	32,424.30	Equities
GOODRICH CORPORATION	-	21,258.30	16,611.80	37,870.10	Equities
GOOGLE INC CL A CL A	-	58,218.10	13,058.30	71,276.40	Equities
GRAINGER W W INC COM	-	23,382.64	16,669.26	40,051.90	Equities
H J HEINZ	-	24,275.50	3,422.10	27,697.60	Equities
HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/19/	-	36,501.95	275.05	36,777.00	Equities
HOSPIRA INC COM	-	22,226.41	7,289.29	29,515.70	Equities
INTEL CORP COM	-	41,172.94	(374.74)	40,798.20	Equities
INTERNATIONAL BUSINESS MACHS CORP COM	-	36,240 53	12,190.27	48,430.80	Equities
INTL PAPER CO COM	-	35,530.41	6,419.19	41,949.60	Equities
INTUIT COM	-	36,115.37	1,352.63	37,468 00	Equities
JOHNSON CTL INC COM	-	21,690 46	15,745.54	37,436 00	Equities
JOY GLOBAL INC COM	-	21,919 51	16,250.49	38,170 00	Equities
KLA-TENCOR CORP	-	33,073.11	9,044.49	42,117.60	Equities
LAZARD LTD CL A	-	37,902.09	(781.49)	37,120 60	Equities
MATTEL INC COM	-	32,747.42	4,126 08	36,873.50	Equities
MC DONALDS CORP COM	-	23,444.94	8,794.26	32,239 20	Equities
MCKESSON CORP	-	24,566 82	7,807 98	32,374 80	Equities
METLIFE INC COM	-	40,119 05	(567.45)	39,551.60	Equities
MICROSOFT CORP COM	-	73,934 78	(4,693 18)	69,241 60	Equities
NATIONAL OILWELL VARCO COM STK	-	22,059 99	13,582 51	35,642 50	Equities
NETAPP INC COM STK	-	14,974 50	26,795 10	41,769.60	Equities
NORFOLK SOUTHN CORP COM	-	27,750 59	1,146 61	28,897.20	Equities
OCCIDENTAL PETROLEUM CORP	-	25,965 30	12,293 70	38,259.00	Equities
OMNICOM GROUP INC COM	-	33,133 69	5,796 31	38,930 00	Equities

STATEMENT E

A. Gary Anderson Family Foundation
Cadence - #2695822
12/31/10

ASSET DESCRIPTION	ACCOUNTS RECEIVABLE	COST	URG	FMV	Asset Category
ORACLE CORP COM	-	35,179.66	23,038.34	58,218 00	Equities
PEABODY ENERGY CORP COM STK	-	27,808 14	11,859.46	39,667.60	Equities
PHILIP MORRIS INTL COM STK NPV	-	32,324.11	10,402.79	42,726 90	Equities
PPG IND INC COM	-	32,371 20	7,141.70	39,512 90	Equities
QUALCOMM INC COM	-	31,876 50	6,725 70	38,602 20	Equities
ROVI CORP COM	-	36,378.94	7,648 16	44,027.10	Equities
SCHLUMBERGER LTD COM COM	-	48,778 48	486 52	49,265 00	Equities
STARBUCKS CORP COM	-	16,433 12	21,158 98	37,592.10	Equities
TERADATA CORP DEL COM STK	-	35,601 98	1,442.02	37,044.00	Equities
TJX COS INC COM NEW	-	35,453 93	(1,273.63)	34,180 30	Equities
UNITED PARCEL SVC INC CL B	-	31,425.54	8,493.46	39,919.00	Equities
VARIAN MEDICAL SYSTEMS INC	-	32,660 52	9,600.28	42,260.80	Equities
VMWARE INC CL A COM CL A COM	-	36,253.39	4,645.21	40,898.60	Equities
WAL-MART STORES INC COM	-	32,968 86	1,546.34	34,515.20	Equities
WATERS CORP COM	-	36,458 70	65.00	36,523.70	Equities
WELLS FARGO & CO NEW COM STK	-	34,591.00	9,104.90	43,695.90	Equities
WHOLE FOODS MKT INC COM	-	29,381 00	9,573.30	38,954.30	Equities
XEROX CORP COM	-	26,048 04	4,364.76	30,412.80	Equities
MFB NI TREASURY MONEY MARKET FUND - SWEEP	0 22	98,358 62	-	98,358.62	Cash/Cash Eq
TOTAL	**0.22**	**2,520,353.33**	**644,028.19**	**3,164,381.52**	

Cadence - 2695822 NV	Accounts Receivable	Savings & Temp Cash Invest.	Investments-Corp Stock	Accounts Payable	Total
Per Northern Trust (NT) Stmt		98,359	3,066,023		3,164,382
Per NT Stmt - Dec Int / Acc'd Inc		-			-
	-	98,359	3,066,023	-	3,164,382

A. Gary Anderson Family Foundation
NFJ - #2695823
12/31/10

ASSET DESCRIPTION	ACCOUNTS RECEIVABLE	COST	URG	FMV	ASSET CATEGORY
ADR TOTAL SA	-	153,935.87	(25,583.87)	128,352.00	Equities
SANOFI SPONSORED ADR	-	66,711.12	(5,474.12)	61,237.00	Equities
ADR ROYAL DUTCH SHELL PLC SPON	-	72,980.17	(6,200.17)	66,780.00	Equities
ADR GLAXOSMITHKLINE PLC SPONS(	-	68,991.12	(6,239.12)	62,752.00	Equities
ALLSTATE CORP COM	-	95,154.61	(28,206.61)	66,948.00	Equities
ALTRIA GROUP INC COM	-	40,606.08	18,481.92	59,088.00	Equities
AMEREN CORP COM	-	84,156.74	(24,957.74)	59,199.00	Equities
AMERIPRISE FINL INC COM	-	51,287.78	12,017.22	63,305.00	Equities
ANNALY CAP MGMT INC COM	-	98,631.36	21,432.64	120,064.00	Equities
AT&T INC COM	-	71,698.54	(4,124.54)	67,574.00	Equities
BAXTER INTL INC COM	-	54,328.34	11,477.66	65,806.00	Equities
CENTURYLINK INC COM	-	41,010.82	34,892.66	75,903.48	Equities
CHESAPEAKE ENERGY CORP COM	-	64,983.21	4,973.79	69,957.00	Equities
CHEVRON CORP COM	-	47,380.44	25,619.56	73,000.00	Equities
CONOCOPHILLIPS COM	-	128,814.84	21,005.16	149,820.00	Equities
DIAMOND OFFSHORE DRILLING INC	-	133,112.01	(26,120.01)	106,992.00	Equities
DONNELLEY R R & SONS CO COM	-	63,730.82	(4,332.82)	59,398.00	Equities
EDISON INTL COM	-	45,816.71	19,803.29	65,620.00	Equities
FREEPORT-MCMORAN COPPER & G(	-	67,215.44	28,856.56	96,072.00	Equities
GENERAL ELECTRIC CO	-	55,231.56	8,783.44	64,015.00	Equities
HARRIS CORP COM	-	47,240.17	11,649.83	58,890.00	Equities
HUDSON CITY BANCORP INC COM S	-	67,798.63	(4,098.63)	63,700.00	Equities
INTEL CORP COM	-	113,271.65	12,908.35	126,180.00	Equities
INTERNATIONAL BUSINESS MACHS (	-	52,582.57	20,797.43	73,380.00	Equities
JOHNSON & JOHNSON COM USD1	-	56,102.54	5,747.46	61,850.00	Equities
KIMBERLY-CLARK CORP COM	-	56,488.29	247.71	56,736.00	Equities
KRAFT FOODS INC CL A	-	67,580.46	(716.24)	66,864.22	Equities
LOCKHEED MARTIN CORP COM	-	67,957.12	(12,029.12)	55,928.00	Equities
LUBRIZOL CORP COM	-	47,871.52	16,256.48	64,128.00	Equities
MARATHON OIL CORP COM	-	87,202.34	(16,845.34)	70,357.00	Equities
MEDTRONIC INC COM	-	57,359.51	5,693.49	63,053.00	Equities
METLIFE INC COM	-	47,305.45	19,354.55	66,660.00	Equities
MICROSOFT CORP COM	-	57,969.89	3,454.11	61,424.00	Equities
NEW YORK CMNTY BANCORP INC C(	-	45,976.64	25,653.36	71,630.00	Equities
NORTHROP GRUMMAN CORP COM	-	50,590.57	14,189.43	64,780.00	Equities
PFIZER INC COM STK $.11 1/9 PAR	-	166,864.24	(37,290.24)	129,574.00	Equities
PITNEY BOWES INC COM	-	2,373.16	44.84	2,418.00	Equities
PNC FINANCIAL SERVICES GROUP CC	-	67,941.04	4,922.96	72,864.00	Equities
REYNOLDS AMERICAN INC COM	-	64,137.00	7,627.00	71,764.00	Equities
TIME WARNER INC USD0.01	-	34,555.26	831.74	35,387.00	Equities

A. Gary Anderson Family Foundation
NFJ - #2695823
12/31/10

ASSET DESCRIPTION	ACCOUNTS RECEIVABLE	COST	URG	FMV	ASSET CATEGORY
TRAVELERS COS INC COM STK	-	57,047.83	9,804.17	66,852.00	Equities
V F CORP COM	-	58,635.36	10,308.64	68,944.00	Equities
VERIZON COMMUNICATIONS COM	-	69,488.77	2,071.23	71,560.00	Equities
WELLS FARGO & CO NEW COM STK	-	57,226.01	10,951.99	68,178.00	Equities
XEROX CORP COM	-	64,863.88	8,864.12	73,728.00	Equities
MFB NI TREASURY MONEY MARKET	0.30	133,651.19	-	133,651.19	Cash/Cash Eq
TOTAL	**0.30**	**3,205,858.67**	**196,504.22**	**3,402,362.89**	

NFJ - 2695823 NV	Accounts Receivable	Savings & Temp Cash Invest.	Investments-Corp Stock	Accounts Payable	Total
Per Northern Trust (NT) Stmt	-	133,651	3,268,712		3,402,363
Per NT Stmt - Dec Int / Acc'd Inc		-			-
	-	133,651	3,268,712	-	3,402,363

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882
INVESTMENTS - OTHER
12/31/2010

INVESTMENTS	FMV
Partnerships	
Bay Harbour 90-1, LTD	3,068,255
Cedar Bridge Institutional Fund, LP	2,787,855
International Business Companies	
Aslan Capital Offshore Fund, Ltd.	179,787
Citadel Kensington Global Strategies Fund, Ltd.	3,530,497
Claren Road Credit Fund, Ltd.	2,484,881
Colchis Capital Distressed RMBS Opportunity Fund, Ltd.	1,203,926
Crestwood Capital International, Ltd.	2,767,639
Full Value Offshore Fund, Ltd.	2,533,159
Ivy Hill Middle Market Credit Fund	1,920,000
Malta Offshore, Ltd.	1,949,695
Beach Point Strategic Offshore Fund, Ltd.	1,975,706
Redmile Capital Offshore Fund, Ltd.	2,018,980
Seminole Offshore Fund, Ld.	1,580,996
Shepherd Investments International, Ltd.	1,225,661
SPM Opportunity Offshore Fund, Ltd.	1,757,330
Third Avenue Global Value Offshore Fund, Ltd.	2,262,723
TOTAL INVESTMENTS - OTHER	**33,247,090**

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

REORGANIZATION FROM CALIFORNIA CORPORATION TO NEVADA CORPORATION

The A. Gary Anderson Family Foundation (33-0550267), a California Nonprofit Benefit Corporation, was dissolved on December 31, 2010 by the unanimous written consent of the Board of Directors of the corporation. All assets were transferred to a newly formed Nevada Nonprofit Corporation (27-1878882) bearing the same name. The Nevada corporation was formed on February 1, 2010 and was granted tax-exempt status under Section 501(c)(3) of the Internal Revenue Code in a determination letter from the Internal Revenue Service dated July 12, 2010. The California foundation was effectively controlled by the same persons who now control the Nevada foundation.

Attached is the following documentation regarding the dissolution of the California corporation:

1. Action Taken by Unanimous Written Consent of the Board of Directors of the Corporation regarding dissolution of the California corporation.
2. A signed copy of the California corporation's Certificate of Election to Wind Up and Dissolve.
3. Certificate of Dissolution endorsed by the California Secretary of State.

All assets were distributed to the A. Gary Anderson Family Foundation, a Nevada Nonprofit Corporation, the principal office of which is located at 17772 Cowan, Irvine, California 92614. The following documentation is attached regarding the Nevada corporation:

1. A copy of the Internal Revenue Service determination letter dated July 12, 2010 granting tax-exempt-status under Section 501(c)(3) of the Internal Revenue Code.
2. A copy of the Corporate Charter and Articles of Incorporation.
3. A copy of the Bylaws dated May 21, 2010.
4. A schedule showing the description and fair market value of the assets transferred to the Nevada corporation by the California corporation on December 31, 2010. The remaining assets were transferred on January 1, 2011.

CARRYOVER OF TAX ATTRIBUTES FROM CALIFORNIA FOUNDATION TO NEVADA FOUNDATION

Pursuant to Sec. 507(b)(2), Reg. 1.507-3(a)(1), and Rev. Rul. 2002-28, the Nevada foundation will not be treated as a newly created organization. The tax attributes and characteristics of the California foundation will carry over to the Nevada foundation.

Page 8, Part X, Minimum Investment Return – The average monthly fair market values of securities and cash balances for the California foundation were computed without removing the value of the assets that were transferred to the Nevada foundation on December 31, 2010 from the December month end values. To remove them would have distorted the computation of the distributable amount for 2010 and would not be a reasonable method pursuant to Reg. 53.4942(a)-2(c)(4)(i). Therefore, these assets are not being included in the computation of the average monthly fair market values for the Nevada foundation on this Form 990-PF.

Page 9, Part XIII, Undistributed Income – The undistributed income for 2010 for the California foundation carried over proportionately to the Nevada foundation in the ratio of the assets distributed to the Nevada foundation on December 31, 2010 to the total value of assets at December 31, 2010. This proportionate amount of 1,863,658 from the California foundation is being reported on page 9, Part XIII, line 6(f) of this 2010 Form 990-PF for the Nevada foundation. The remainder of the undistributed income for 2010 and any undistributed income for 2011 carried over to the Nevada foundation in January of 2011 upon transfer of the remaining assets from the California foundation to the Nevada foundation on January 1, 2011. This will be reflected on the 2011 Form 990-PF for the Nevada foundation.

Page 3, Part V, Qualification for Reduced Tax on Net Investment Income – The base period years for qualification for the reduced tax on net investment income will carry over from the California foundation to the Nevada foundation. A proportionate amount carried over for 2010 based on the ratio of the assets distributed to the Nevada foundation on December 31, 2010 to the total value of assets at December 31, 2010. The balance carried over in January of 2011. The 2011 Nevada foundation Form 990-PF will reflect 100% of the base year information from the California foundation.

ACTION TAKEN BY UNANIMOUS

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

of

A. GARY ANDERSON FAMILY FOUNDATION,
a California Nonprofit Public Benefit Corporation

The undersigned, constituting all of the members of the Board of Directors of A. GARY ANDERSON FAMILY FOUNDATION, a California nonprofit public benefit corporation (the "Corporation"), hereby authorize, consent to, and adopt the following resolutions pursuant to Section 5211 of the California Corporations Code:

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation that the Corporation be wound up and dissolved;

WHEREAS, the Corporation has no members and Section 6610(b)(3) of the California Corporations Code permits a nonprofit corporation with no members to voluntarily elect to wind up and dissolve upon approval by its Board of Directors;

In view of the above, it is

RESOLVED, that the officers and Directors of this corporation are authorized and directed to take appropriate measures to wind up and dissolve the Corporation;

RESOLVED FURTHER; that upon dissolution the remaining assets of the Corporation shall be distributed, in conformity with the requirements of the Corporation's articles of incorporation and bylaws, to A. GARY ANDERSON FAMILY FOUNDATION, a Nevada nonprofit corporation;

RESOLVED FURTHER, that the President and Secretary of the Corporation (or a majority of the Directors currently in office) are authorized and directed to execute and verify a Certificate of Election to Wind Up and Dissolve in accordance with the provisions of Section 6611 of the California Corporations Code, and to cause that certificate to be filed with the Secretary of State and a copy of that certificate to be filed with the Attorney General for the State of California;

RESOLVED FURTHER, that the President and Secretary are authorized and directed to cause all known creditors of the Corporation to be notified of the election to wind up and dissolve, and to cause all known debts and liabilities of the Corporation to be paid or provided for;

RESOLVED FURTHER, that the President and Secretary are authorized and directed to cause a written waiver of objections from the California Attorney General pursuant to Section 6716(c) of the California Corporations Code with to be secured with respect to the dissolution of the Corporation and the distribution of its assets;

RESOLVED FURTHER, that after payment of (or making adequate provisions for) the known debts and liabilities of the Corporation and receipt of the California Attorney General's waiver of objections, the Corporation's assets remaining on hand shall be distributed to A. GARY ANDERSON FAMILY FOUNDATION, a Nevada nonprofit corporation;

RESOLVED FURTHER, that the President and Secretary are authorized and directed to cause a Certificate of Dissolution to be filed with the California Secretary of State in accordance with Section 6615 of the California Corporations Code;

RESOLVED FURTHER, that the President and Secretary are authorized and directed to cause the final federal and state tax returns to be filed for the Corporation;

RESOLVED FURTHER, that the officers and Directors of the Corporation are authorized and directed to cause any other documents to be filed, and to cause any other actions to be taken, as may be necessary or advisable in connection with the winding up and dissolution of the Corporation.

Dated: August 31, 2010

Erik K. Anderson, Director

Erin J. Lastinger, Director

D1038338

ELEC NP

State of California
Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 12 2010

Domestic Nonprofit Corporation
Certificate of Election To Wind Up and Dissolve

NOTE: To complete the dissolution process, the corporation must also file a Certificate of Dissolution (Form DISS NP).

There is no fee for filing a Certificate of Election To Wind Up and Dissolve.

IMPORTANT – Read instructions before completing this form.

See Secretary of State's records for exact entity name.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1 Name of corporation
A. GARY ANDERSON FAMILY FOUNDATION

Required Statement (The following statement is required by statute and should not be altered.)

2. The corporation has elected to wind up and dissolve.

Election (Check the applicable statement. Note: Only one box may be checked.)

3. ☐ The election was made by the vote of ______ (number of members) members of the corporation, constituting a majority of all the members.

☐ The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve and in accordance with California Corporations Code section 5034 or 12224.

☑ The corporation has no members; the election was made by the board of directors of the corporation.

Signatory Authority (Check the applicable statement. Note: Only one box may be checked.)

4. ☐ The undersigned constitutes the sole director or a majority of the directors now in office of the above-named corporation.

☑ The undersigned constitute the chair of the board, president or vice president and the secretary, chief financial officer, treasurer, assistant secretary or assistant treasurer of the above-named corporation.

☐ The undersigned constitute(s) the member(s) authorized to execute this certificate by approval of a majority of all members.

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

5. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

August 31. 2010
Date

Signature of Director, Officer or Member — Erik K. Anderson, President
Type or Print Name of Director, Officer or Member

Signature of Director, Officer or Member — Nancy S. Larson, Secretary
Type or Print Name of Director, Officer or Member

Signature of Director or Member — Type or Print Name of Director or Member

I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 26 2010 LE

Date:

Debra Bowen

DEBRA BOWEN, Secretary of State

D1074109

DISS NP

State of California
Secretary of State

Domestic Nonprofit Corporation Certificate of Dissolution

There is no fee for filing a Certificate of Dissolution.

IMPORTANT – Read instructions before completing this form.

ENDORSED - FILED
In the office of the Secretary of State of the State of California

MAY 03 2011

See Secretary of State's records for exact entity name.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation
A. GARY ANDERSON FAMILY FOUNDATION

Required Statements (The following statements are required by statute and should not be altered.)

2. a) A final franchise tax return, as described by Section 23332 of the California Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.
b) The corporation has been completely wound up.
c) The corporation is dissolved.

Debts and Liabilities (Check the applicable statement. Note: Only one box may be checked.)

3. ☑ The corporation's known debts and liabilities have been actually paid.
☐ The corporation's known debts and liabilities have been paid as far as its assets permitted.
☐ The corporation's known debts and liabilities have been adequately provided for by their assumption and the name and address of the assumer is ________.
☐ The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted.
*(Specify in an attachment to this certificate (incorporated herein by this reference) the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depositary with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.)
☐ The corporation never incurred any known debts or liabilities.

Assets (Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the applicable statement. Note: Only one box may be checked. If the corporation is a public benefit or religious corporation, leave Item 4 blank and attach to this Certificate of Dissolution a letter from the Attorney General waiving objections to the distribution of the corporation's assets pursuant to California Corporations Code section 6716(c) or confirming the corporation has no assets (see instructions).)

4. ☑ The known assets have been distributed to the persons entitled thereto. ☐ The corporation never acquired any known assets.

Election (Check the "YES" or "NO" box as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to California Corporations Code section 1901, 6611, 8611, 9680 or 12631 must be filed prior to or together with this Certificate of Dissolution.)

5. The election to dissolve was made by the vote of all the members of the corporation or the corporation has no members and the election was made by the vote of all the directors of the corporation. ☑ YES ☐ NO

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DEC. 31, 2010
Date

[signature] Signature of Director	Erik K. Anderson, Director — Type or Print Name of Director
[signature] Signature of Director	Erin J. Lastinger, Director — Type or Print Name of Director
Signature of Director	Type or Print Name of Director

SECRETARY OF STATE

STATE OF NEVADA

CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **A. GARY ANDERSON FAMILY FOUNDATION**, did on February 1, 2010, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 1, 2010.

ROSS MILLER
Secretary of State

Certified By: Diana Speltz
Certificate Number: C20100201-1577
You may verify this certificate online at http://www.nvsos.gov/

040601

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100063850-35 Filing Date and Time 02/01/2010 10:54 AM Entity Number E0038282010-2

Nonprofit Articles of Incorporation
(PURSUANT TO NRS CHAPTER 82)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	A. GARY ANDERSON FAMILY FOUNDATION
2. Registered Agent for Service of Process: (check only one box)	[X] Commercial Registered Agent: NATIONAL CORPORATE RESEARCH, LTD. Name [ ] Noncommercial Registered Agent (name and address below) OR [ ] Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address / City / Nevada / Zip Code Mailing Address (if different from street address) / City / Nevada / Zip Code
3. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) Erik K. Anderson Name 17772 Cowan / Irvine / CA / 92614 Street Address / City / State / Zip Code 2) Erin J. Lastinger Name 17772 Cowan / Irvine / CA / 92614 Street Address / City / State / Zip Code 3) Name Street Address / City / State / Zip Code 4) Name Street Address / City / State / Zip Code
4. Purpose: (required; continue on additional page if necessary)	*The purpose of the corporation shall be:* Discretionary charitable grants in the general areas of education, human services and arts.
5. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	Erik K. Anderson / X [signature] Name / Incorporator Signature 17772 Cowan / Irvine / CA / 92614 Address / City / State / Zip Code
6. Certificate of Acceptance of Appointment of Registered Agent:	*I hereby accept appointment as Registered Agent for the above named Entity.* X [signature] Ass't Secty 1/27/10 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity / Date

This form must be accompanied by appropriate fees. A.P. Rizzi

Nevada Secretary of State NRS 82 Articles
Revised: 4-14-09

091001

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Filed in the office of	Document Number 20100353482-28
Ross Miller Secretary of State State of Nevada	Filing Date and Time 05/20/2010 4:00 PM
	Entity Number E0038282010-2

Nonprofit Amendment (Before First Meeting)

(PURSUANT TO NRS CHAPTERS 81 AND 82)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nonprofit Corporations

(Pursuant to NRS Chapters 81 and 82 - Before First Meeting of Directors)

1. Name of corporation:

A. GARY ANDERSON FAMILY FOUNDATION

2. The articles have been amended as follows: (provide article numbers, if available)

4. PURPOSE - SEE ATTACHMENT.

3. The undersigned are a majority of the original incorporators of the nonprofit corporation, or the majority necessary for the approval as otherwise provided by NRS.

4. As of the date of this certification no meeting of the directors has taken place and the corporation has no members other than the incorporators.

5. Signatures: (If more than two signatures, attach an 8 1/2" x 11" plain sheet with the additional signatures.)

X ______________________ Signature of Incorporator

X ______________________ Signature of Incorporator

FILING FEE: $50.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

A. GARY ANDERSON FAMILY FOUNDATION
Entity Number: E0038282010-2

Attachment to Nonprofit Amendment
(Before First Meeting)

A. The specific purpose of this corporation is to engage in charitable activities.

B. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations organized for said purposes under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

C. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on an organization exempt from federal income tax under Section 501(c)(3) of the Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

E. The income of the corporation for each taxable year is to be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code.

F. The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code.

G. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

H. The corporation shall not make any investment that subjects it to tax under Section 4944 of the Code.

I. The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

J. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any

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director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS
OF
A. GARY ANDERSON FAMILY FOUNDATION
A NEVADA NONPROFIT CORPORATION

ARTICLE I
MISSION OF THE CORPORATION

Section 1. MISSION. The primary mission of the A. GARY ANDERSON FAMILY FOUNDATION ("Corporation") is to engage in charitable activities.

Section 2. CHARITABLE OBJECTIVE. At all times, the Corporation shall engage in charitable activities, in accordance with the Articles of Incorporation and the requirements of the Internal Revenue Code.

ARTICLE II
OFFICES

Section 1. PRINCIPAL OFFICES. The principal office of the Corporation shall be 17772 Cowan, Irvine, California 92614.

Section 2. OTHER OFFICES. The Board of Directors ("Board") or the President may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
DEDICATION OF ASSETS

This Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, Institute or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE IV
BOARD OF DIRECTORS

Section 1. MANAGEMENT. The Board shall manage the business and affairs of the Corporation. The powers of the Corporation shall be exercised by the Board except as otherwise authorized by statute, the Articles of Incorporation, these Bylaws, resolutions duly adopted by the Board, and resolutions duly adopted by Committees designated by the Board pursuant to Article VI, below.

Section 2. CLASS AND NUMBER OF DIRECTORS. The Corporation shall be governed by a Board of Directors. There shall be authorized four classes of Directors. There shall be a minimum of two Directors and a maximum of five Directors. A majority of the Board shall consist of Founder Directors and Family Directors, unless there is an insufficient number of Family Members qualified and willing to serve.

(a) Founder Directors. The Founder Directors shall consist of Erik K. Anderson and Erin Jette Lastinger, who are the founders of the Foundation ("Founders") and the children of A. Gary Anderson, the founder of the predecessor A. Gary Anderson Family Foundation, a California nonprofit corporation. No other individuals shall bear this designation or title.

(b) Family Director. There shall be authorized up to two Family Director positions or seats on the Board of the Corporation, each of which shall be filled by a Family Member. The position of Family Director may remain unfilled at the pleasure of the Board.

(c) Junior Director. There shall be authorized up to seven (7) Junior Director positions or seats on the Board of the Corporation, each of which shall be filled, if at all, by Family Members. The position of Junior Director may remain unfilled at the pleasure of the Board. The Junior Directors shall have no voting power and such advisory authority as shall be granted by the Board.

(d) Independent Director. There shall be authorized up to two positions or seats for Independent Directors (defined as a non-Family Member). The position of Independent Director may remain unfilled at the pleasure of the Board.

Section 3. ELECTION AND TERM OF OFFICE OF DIRECTORS. Directors shall be elected by the Board of Directors and serve as provided herein.

(a) Founder Directors. Founder Directors shall be entitled to serve for their lifetimes, or until they become physically or mentally unable to perform the duties of their office ("Incapacity"). The determination of Incapacity shall be made by the Founder's regular attending physician, and shall be conveyed to the Board by written statement of the physician. In the event the Founder regains the capacity to serve, as determined by such physician, the Founder shall be immediately reinstated as an active Board member. During the time of Incapacity, the Founder Director shall be deemed retired from service.

(b) Family Directors. The Founder Directors, acting together, and the surviving Founder Director, while then serving as Director, shall have the power to appoint one or more Family Directors. Upon the death, Incapacity, or resignation of the surviving Founder Director, the Board of Directors shall elect one or more Family Directors, based on the qualifications set forth below.

(1) The Family Director may serve for ten years, or until death, Incapacity, or resignation. Upon completion of the term of office, such Director may be reelected for one additional consecutive term.

(2) If there are no other eligible Family Members available and willing to serve, then the existing Family Director may be reelected for an additional term.

(c) Junior Directors. The Founder Directors, acting together, and the surviving Founder Director, while then serving as Director, shall have the power to appoint one or more Junior Directors. Junior Directors shall be entitled to serve until attaining age twenty-five (25) or until they become physically or mentally unable to perform the duties of their office.

(d) Independent Directors. The Founder Directors, acting together, and the surviving Founder Director, while then serving as Director, shall have the power to appoint the Independent Director. Upon the death, Incapacity, or resignation of the surviving Founder Director, the Board of Directors may elect up to two Independent Directors, based on the qualifications set forth below.

(1) The Independent Director may serve for five years, or until death, incapacity, or resignation.

(2) Upon completion of the term of office, such Director may be reelected for additional consecutive terms.

Section 3. QUALIFICATIONS OF FAMILY, JUNIOR AND INDEPENDENT DIRECTORS. Any Family Member, as defined below, may serve as a voting Director of the Board, provided that such Family Member is at least 25 years of age. The Board should also consider such individual's moral, ethical and philanthropic character, willingness to serve, and prior participation on programs, projects or committees of the Corporation.

A "Family Member" shall mean the Issue of Erik K. Anderson and Erin J. Lastinger.

"Issue" shall mean lineal descendants of whatever degree, and persons who shall have been legally adopted prior to reaching the age of eighteen (18) years, as well as any children or lineal descendants (including any so adopted) of such adopted persons to the same extent as if each adopted person had been born to such person's adoptive parents.

Any individual other than a Family Member, who is at least thirty (30) years of age and who can, in the judgment of the Founder Directors or Board of Directors, provide needed or desirable skills, experience, independence, impartiality and judgment to strengthen the Board of Directors and further the mission of the Corporation, may serve as an Independent Director.

Section 4. VACANCIES. Vacancies in the Board of Directors shall be filled as provided above. In the event there is such a vacancy in the Board of Directors, The Founders shall have the continuing power to appoint a replacement Director, as they deem fit. If the Founders are unwilling or unable to designate a new Board of Directors, then, in such event, the last remaining Director's conservator or personal representative, whichever may apply, shall have the power to designate a new Board of Directors.

In the event there is no person as described hereinabove to designate a new Board of Directors, then a majority vote of the officers of the Corporation shall designate a new Board of Directors.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any Directors, or if the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of Directors is increased.

Any Director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. POWERS. Subject to the provisions of the Non-Profit Corporation Law, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to this general grant of power, and subject to the same limitations, the Directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Approve indemnification of Directors, officers, and agents and amend the Articles of Incorporation;

(c) Change the principal executive office or the principal business office from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or without the State of Nevada; and designate any place within or without the State of Nevada for the holding of any meeting or meetings, including annual meetings;

(d) Adopt, make, and use a corporate seal and alter the form of the seal; and

(e) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 6. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside the State of Nevada designated from time to time by resolution of the Board. In the absence of any such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of Nevada that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone other electronic communication equipment, including video conferencing, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 7. ANNUAL MEETING. The Board of Directors shall hold an annual meeting each year on a date and at a time designated by the Board of Directors. The date designated shall be within five (5) months after the end of the fiscal year of the Corporation and within fifteen (15) months of the last annual meeting. At each such meeting, any business to come before the Board may be conducted, including election of officers.

Section 8. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at such times and places as shall be fixed by the Board of Directors.

Section 9. SPECIAL MEETING. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, or the President or any Vice President or the Secretary or any two Directors. There shall be four (4) days' notice of special meetings given by first class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph.

Section 10. NOTICE OF MEETINGS. All notices of meetings shall be sent or otherwise given in accordance with Section 10 of this Article II not less than ten (10) nor more than sixty (60) days before the date of the meeting, except, however, for special meetings, four (4) days' advance notice of which shall be given as provided in Section 8 above. The notice shall specify the place, date and hour of the meeting and (I) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

Section 11. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE. Notice of any meeting requiring a notice shall be given either personally or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to the Directors at the address of each Director appearing on the books of the Corporation or given by the Director to the Corporation for the purpose of notice. If no such address appears on the Corporation's books or is given, notice shall be deemed to have been given if sent to that Director by first-class mail or telegraphic or other written communication to the Corporation's principal executive office, or if published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

If any notice addressed to a Director at the address of that Director appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Director at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Director on written demand of the Director at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

An affidavit of the mailing or other means of giving any notice of any Directors' meeting shall be executed by the secretary or assistant secretary of the Corporation giving the notice, and shall be filed and maintained in the minute book of the Corporation

Section 12. WAIVER OF NOTICE OF MEETING. Notice of a meeting need not be given to a Director who signs a waiver of notice or a written consent to hold the meeting, or who signs an approval of the minutes of such meeting. Notice need not be given a Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 13. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 14. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors subject to the provisions of the Corporations Code (as to approval of contracts or transactions in which a Director has a direct or indirect material financial interest), of that Code (as to appointment of committees), and of that Code (as to indemnification of directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 14. ACTION BY BOARD WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 15. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 16. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. This Section 16 shall not be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for those services.

ARTICLE V
COMMITTEES

Section 1. COMMITTEES OF THE BOARD. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of one or more Directors, and such non-Directors as the Board shall determine, to serve at the pleasure of the Board. The Board may designate one or more Directors or non-Directors, as alternate members of any committee, who may replace any absent member at any meeting of the committee.

Section 2. INITIAL COMMITTEES. The initial committees of the Board shall include the following:

(a) Audit Committee. The Audit Committee shall be responsible for making recommendations to the Board of Directors on the hiring and firing of independent certified public accountants. The Audit Committee can negotiate the certified public accountants compensation. The Audit Committee may include one or more non-Directors as members.

(1) The Audit Committee shall confer with the auditor to satisfy the committee members that the financial affairs of the nonprofit are in order, and the Audit Committee will provide that an independent audit be performed;

(2) The Audit Committee shall review the audit for the Board of Directors; and

(3) The Audit Committee shall approval non-audit services by the independent certified public accountant accounting firm, and ensure such services conform to standards in the Yellow Book issued by the U.S. Comptroller General.

(b) Committees Of Board Of Directors; Designation; Names; Membership.

(1) Unless otherwise provided in the articles or bylaws, the board of directors may designate one or more committees which, to the extent provided in the resolution or resolutions or in the bylaws, have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers on which the corporation desires to place a seal.

(2) The committee or committees may have such name or names as may be stated in the bylaws or as may be determined from time to time by resolution adopted by the board of directors.

(3) Each committee must have at least one director. Unless it is otherwise provided in the articles or bylaws, the board of directors may appoint natural persons who are not directors to serve on the committees.

Section 3. AUTHORITY. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except:

(a) The filling of vacancies in any committee;

(b) The fixing of compensation of the Directors for serving on the Board or on any committee;

(c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or reparable;

(e) The appointment of any other committees of the Board of Directors or the members of these committees;

(f) Amend or repeal the Articles, adopt a plan of merger or a plan of consolidation with another corporation;

(g) Authorize the sale, lease or exchange of all of the property and assets of the corporation;

(h) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or

(i) Adopt a plan for the distribution of the assets of the corporation.

Section 4. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and the committee members for the Board of Directors, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; and notice of special meetings of committees shall also be given to all alternate committee members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI
OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, Chief Executive Officer, Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. Any number of offices may be held by the same person.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VI, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 6. CHAIRMAN OF THE BOARD. The Founder Directors shall act as the initial Co-Chairmen, and shall serve in such capacity as long as they continue to serve as Founder Directors or until either shall resign as a Co-Chairman. The Co-Chairmen of the Board, if such officers be elected, shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to them by the Board of Directors or prescribed by the Bylaws.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Operating Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the affairs of the Corporation. The President shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. CHIEF EXECUTIVE OFFICER. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the Chief Executive Officer shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the affairs of the

Corporation. The Chief Executive Officer shall have the general powers and duties of management usually vested in the office of Chief Executive Officer of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 9. VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws, and the President, or the Chairman of the Board.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and/or committees of Directors, with the time and place of holding such meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 11. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, and account for all of transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. RIGHT OF INDEMNITY. The Corporation shall, to the maximum extent permitted by the Nevada General Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Section, an "agent" of the Corporation includes any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

Section 2. APPROVAL OF INDEMNITY. On written request to the Board by any person seeking indemnification under Nevada General Corporation Law, the Board shall promptly determine under Nevada General Corporation Law whether the applicable standard of conduct set forth in Nevada General Corporation Law has been met and, if so, the Board shall authorize indemnification.

Section 3. ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections I and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of a declaration by or on behalf of that person that the advance is entitled to indemnification by the Corporation for those expenses.

ARTICLE VIII
RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF CORPORATE RECORDS. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of Nevada, at its registered office in the State of Nevada, located at CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada, 89706, the following corporate records:

(a) A copy, certified by the Secretary of State, of its articles and all amendments thereto;

(b) A copy, certified by an officer of the corporation, of its bylaws and all amendments thereto;

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the members of the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 3. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 4. FINANCIAL STATEMENTS. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation.

ARTICLE IX
GENERAL CORPORATE MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nevada General Corporation Law shall govern the construction of these Bylaws. The Corporation shall, however, be governed by a Board of Directors and any reference in said laws to "Directors" or to the "Board of Directors" shall be deemed to refer to said Board of Directors. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

ARTICLE X
AMENDMENTS

Section 4. AMENDMENT BY DIRECTORS. New Bylaws may be adopted or these Bylaws may be amended or repealed only as provided in herein.

(a) Majority vote. Except as otherwise provided in these Bylaws, an amendment or addition shall be by the vote of a majority of a quorum of Directors. A quorum shall consist of a majority of the Directors then serving in office. Notwithstanding this voting threshold, no provision which requires a larger majority or unanimity of action may be amended, revoked or repealed without the approval of such larger majority or unanimity.

(b) Super Majority vote. In those circumstances which require a super majority vote, provided in these Bylaws, such vote shall require a minimum of seventy percent (70%) of all the members of the Board of Directors, which must include the vote of any Founder Directors, if then serving.

ARTICLE XI
WINDING UP AND DISSOLUTION

Section 1. PROCEDURE. This Foundation may be wound up and dissolved upon a super majority vote of the Board of Directors.

Section 2. DISTRIBUTION OF ASSETS. The assets of the Foundation shall be distributed to such tax-exempt charitable organizations as may meet the general objectives and Mission of the Foundation, or to a community foundation or other charitable organization which will carry out the Foundation's Mission, in such manner as the Board deems reasonable and appropriate. Such termination and dissolution shall be subject to and bound by all then applicable rules of the Internal Revenue Code, and with such approval and consent as may be required by the Internal Revenue Service.

CERTIFICATE OF PRESIDENT

This is to certify that the foregoing is a true copy of the Bylaws adopted by the Board of Directors of A. GARY ANDERSON FAMILY FOUNDATION and that the same are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as the President of the Corporation on this 21st day of MAY 2010.

Erik K. Anderson, President

A. GARY ANDERSON FAMILY FOUNDATION **33-0550267**
ASSETS TRANSFERRED TO THE NEVADA CORPORATION ON 12/31/10

	FMV	
Assets:		
Cash & Cash Equivalents	2,394,060	
Accounts Receivable	1,060,912	
Prepaid Expenses & Deferred Charges	10,266	
Investments: US State/Gov't Obligations	66,922	
Investments: Corporate Bonds	4,834,275	
Investments: Corporate Stock	12,141,503	
Investments: Other (IBC's & P/S)	33,247,090	
Land, Bldgs and Equipment	16,026	
Less: Accumulated Depreciation	(14,397)	
Total Assets		53,756,657
Liabilities:		
Accts Payable, Exc Tax Payable & Accrued Exps	947,589	
Grants Payable, LT Grants Payable, Discount	4,678,793	
Deferred Income Tax	93,515	
Total Liabilities		5,719,897
Net Assets Transferred to NV Foundation (27-1878882)		**48,036,760**

The remaining net assets of 16,078,504 were transferred on 1/1/11.