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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation GSF FOUNDATION		A Employer identification number 46-0501728
Number and street (or P O box number if mail is not delivered to street address) 18301 VON KARMAN AVE., STE. 1100		Room/suite
City or town, state, and ZIP code IRVINE, CA 92612		B Telephone number (see page 10 of the instructions) 949-252-2000
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,777,937		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 ☐
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,983,448			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,852	1,852		
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) STMT 1		430,603			
12 Total. Add lines 1 through 11		3,415,903	1,852		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)		31			10
19 Depreciation (attach schedule) and depletion		4,706			
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 1		1,480,566			1,456,123
24 Total operating and administrative expenses. Add lines 13 through 23		1,485,303			1,456,133
25 Contributions, gifts, grants paid		1,726,474			1,726,474
26 Total expenses and disbursements. Add lines 24 and 25		3,211,777			3,182,607
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		204,126			
b Net investment income (if negative, enter -0-)			1,852		
c Adjusted net income (if negative, enter -0-)					

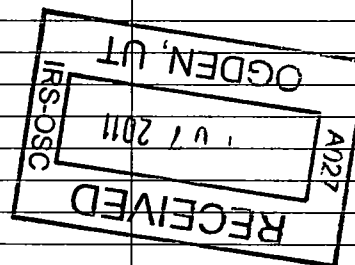
For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2010)

SCANNED OCT 11 2011

Operating and Administrative Expenses



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	0	0	0
	2 Savings and temporary cash investments	1,455,911	1,656,227	1,656,227
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 96,476 Less allowance for doubtful accounts ▶	66,135	96,476	96,476
	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	8,322	8,081	8,081
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis STMT 2 42,228 Less accumulated depreciation (attach schedule) 25,075	21,858	17,153	17,153
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,552,226	1,777,937	1,777,937	
Liabilities	17 Accounts payable and accrued expenses	43,319	64,904	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	43,319	64,904		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,508,907	1,713,033	
	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)	1,508,907	1,713,033		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,552,226	1,777,937		

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	1,508,907
2 Enter amount from Part I, line 27a	2	204,126
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,713,033
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	1,713,033

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
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

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	2,955,338	1,557,766	1.8972
2008	3,727,937	1,509,852	2.4691
2007	1,492,066	811,893	1.8378
2006	1,216,575	568,965	2.1382
2005	709,749	490,852	1.4460
2 Total of line 1, column (d)			9.7883
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			1.9577
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			1,663,177
5 Multiply line 4 by line 3			3,256,002
6 Enter 1% of net investment income (1% of Part I, line 27b)			19
7 Add lines 5 and 6			3,256,021
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18			3,182,607

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

1 a. 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)		1	37
b. Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	37
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	37
6 Credits/Payments			
a. 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	10	
b. Exempt foreign organizations-tax withheld at source	6b		
c. Tax paid with application for extension of time to file (Form 8868)	6c	40	
d. Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		50
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
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 13 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?		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)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N	A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AZ, CA, CO, GA, HI, IL, MO, NC, NV, NY, OR, SC, TX, VA, WA, WI		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address WWW.GSFFFOUNDATION.ORG	13	X	
14. The books are in care of GOLDEN STATE FOODS CORP. Telephone no 949-252-2000 Located at 18301 VON KARMAN AVE., SUITE 1100 IRVINE, CA ZIP + 4 92612			
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15	N/A		
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? 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 16	Yes	No	

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

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

	Yes	No
1a. During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N A
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 16		
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	N A
c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 16		
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	N A
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)

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

5b

6b

7b

X

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
SEE ATTACHED STATEMENT 4		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		NONE	NONE	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		NONE
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

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

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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	
b	Average of monthly cash balances	1b	1,688,505
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,688,505
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,688,505
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	25,328
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,663,177
6	Minimum investment return. Enter 5% of line 5	6	83,159

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	83,159
2a	Tax on investment income for 2010 from Part VI, line 5	2a	37
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	37
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,122
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	83,122
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	83,122

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	3,182,607
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,182,607
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	3,182,607

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				83,122
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	685,206			
b From 2006	1,188,127			
c From 2007	1,452,155			
d From 2008	3,652,416			
e From 2009	2,877,451			
f Total of lines 3a through e	9,855,355			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,182,607				
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				83,122
e Remaining amount distributed out of corpus	3,099,485			
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	12,954,840			
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				
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)	685,206			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	12,269,634			
10 Analysis of line 9				
a Excess from 2006	1,188,127			
b Excess from 2007	1,452,155			
c Excess from 2008	3,652,416			
d Excess from 2009	2,877,451			
e Excess from 2010	3,099,467			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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))

MARK WETTERAU

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED STATEMENT 5				
Total ► 3a				
b <i>Approved for future payment</i>				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See 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			14	1,852
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 AUCTION PROCEEDS - STARS&STRIPES				430,603
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e)				1,852
13 Total. Add line 12, columns (b), (d), and (e)				432,455

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

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

[illegible]

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

- | | | Yes | No |
|----------|---|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions. | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

b If "Yes," complete the following schedule.

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

believe, 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.

**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.

Signature of officer or trustee

Date _____

SECRETARY

Title

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Check ☐ if self-employed

**Paid
Preparer
Use Only**

Firm's name

Firm's address ►

Firm's EIN ►

Phone no.

Schedule of Contributors

OMB No 1545-0047

2010

▶ Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

Employer identification number

GSF FOUNDATION

46-0501728

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization

GSF FOUNDATION

Employer identification number

46-0501728

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
---	SEE ATTACHED STMT 6 ----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
GSF FOUNDATIONEmployer identification number
46-0501728**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	NOT APPLICABLE		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

GSF FOUNDATION

46-0501728

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	NOT APPLICABLE		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

GSF FOUNDATION
FEIN: 46-0501728
TAX YEAR: 2010

STATEMENT 1

SUPPLEMENTARY SCHEDULES ATTACHED TO FORM 990-PF

	a) Revenue and Expense per Books	b) Net Investment Income	c) Adjusted Net Income	d) Disbursements for Charitable Purpose
<u>Part I, Line 11</u>				
Other Income:				
Auction Proceeds - Stars & Stripes	430,603			
Total Other Income	430,603	-	-	-
<u>Part I, Line 18</u>				
Taxes:				
Tax on investment income	21			21
California license fee	10			-
Total Taxes	31	-	-	21
<u>Part I, Line 23</u>				
Other Expenses:				
Amortization	-			-
Fund Raising Expenses	999,729			983,341
Bank Charges	43,841			43,841
Administrative Expense	436,996			428,941
Total Other Expenses	1,480,566	-	-	1,456,123

GSF FOUNDATION
FEIN 46-0501728
TAX YEAR: 2010

STATEMENT 2

SUPPLEMENTARY SCHEDULES ATTACHED TO FORM 990-PF

Part II, Line 14

Description	Cost	Beginning Accum Dep	Ending Accum Dep	Book Value End of year	FMV End of year
Computer Software	18,699	18,699	18,699	-	-
Fine Art - Foundation Bridge	23,529	1,670	6,376	17,153	17,153
Total	42,228	20,369	25,075	17,153	17,153

GSF FOUNDATION
FEIN 46-0501728
TAX YEAR 2010

STATEMENT 3

SUPPLEMENTARY SCHEDULES ATTACHED TO FORM 990-PF

Part VII A Item 10 Substantial Contributors During the Year

No new substantial contributors during the year.

GSF FOUNDATION
FEIN 46-0501728
TAX YEAR 2010

STATEMENT 4

SUPPLEMENTARY SCHEDULES ATTACHED TO FORM 990-PF

Part VIII List of Officers, Directors, and Trustees

Name and Address	Title	Average Hours Per Week	Compensation	Contribution to Employee Benefit Plan	Expense Account or Other Allowance
Mark Wetterau 18301 Von Karman Ave Irvine, CA 92612	Chairman / Director	5	None	None	None
Frank List 18301 Von Karman Ave Irvine, CA 92612	Director	1	None	None	None
Steve Becker 18301 Von Karman Ave Irvine, CA 92612	Director	1	None	None	None
Bob Jorge 18301 Von Karman Ave Irvine, CA 92612	Director	1	None	None	None
Mike Waitukaitis 18301 Von Karman Ave Irvine, CA 92612	Officer / Director	1	None	None	None
Catherine Duffy 18301 Von Karman Ave Irvine, CA 92612	Officer / Secretary	2	None	None	None
Glenn Parrish 18301 Von Karman Ave Irvine, CA 92612	Director	1	None	None	None
Charles Browne 18301 Von Karman Ave Irvine, CA 92612	Executive Director	60	None	None	None

GSF FOUNDATION
FEIN 46-0501728
TAX YEAR 2010

SUPPLEMENTARY SCHEDULES ATTACHED TO FORM 990-PF

Part XV, 3a Grants and Contributions Paid During The Year

STATEMENT 5

Recipient	Address	City	State	Zip	If Individual, Relationship	Status	Purpose of grant	Amount
RMHC - Atlanta, GA	792 Houston Mill Road	Atlanta	GA	30329	N/A	509(a)(1)	General Support	30,000 00
RMHC - Augusta	P O Box 14189	Augusta	GA	30919	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Boise, Idaho	101 Warm Springs Avenue	Boise	ID	83712	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	2,000 00
RMHC - Camp Ronald Good Times	1954 Cotner Avenue	Los Angeles	CA	90025	N/A	509(a) & 170(b)(1)(A)(v)	General Support	5,000 00
RMHC - Central NY	1027 E Genesee Street	Syracuse	NY	13210	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Central Oregon	1700 NE Purcell Blvd	Bend	OR	97701	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Chapel Hill, NC	101 Old Mission Farm Road	Chapel Hill	NC	27514	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Charleston, SC	81 Gadsden Street	Charleston	SC	29401	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Charlotte, NC	P O Box 35129	Charlotte	NC	28235	N/A	501(c)(3)	General Support	3,000 00
RMHC - Chicago	1900 Spring Road, #310	Oak Brook	IL	60523	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	27,543 26
RMHC - Columbia, SC	1529 Hampton Street, Suite 2001	Columbia	SC	29201	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	4,000 00
RMHC - Durham, NC	506 Alexander Avenue	Durham	NC	27705	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	4,000 00
RMHC - Eastern Iowa	730 Hawkins Drive	Iowa City	IA	52246	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Eastern Wisconsin	8948 Watertown Plank Road	Wauwatosa	WI	53226	N/A	501(c)(3)	General Support	3,000 00
RMHC - Greenville, NC	549 Moye Blvd	Greenville	NC	27834	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Greenville, SC	706 Grove Road	Greenville	SC	29605	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Hawaii	1970 Judd Hillside Road	Honolulu	HI	96822	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	5,000 00
RMHC - Las Vegas, NV	2323 Potosi Street	Las Vegas	NV	89146	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Madison	2716 Marshall Court	Madison	WI	53705	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Marshfield	803 W North Street	Marshfield	WI	54449	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Missoula	3003 Fort Missoula Road	Missoula	MT	59804	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	2,000 00
RMHC - Norfolk	404 Colley Avenue	Norfolk	VA	23507	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	2,500 00
RMHC - Orange County	383 S Batavia	Orange	CA	92668	N/A	509(a) & 170(b)(1)(A)(v)	General Support	250 00
RMHC - Oregon & SW Washington	9310 N Harbortgate Street	Portland	OR	97203	N/A	501(c)(3)	General Support	7,500 00
RMHC - Pasadena	763 S Pasadena Avenue	Pasadena	CA	91105	N/A	509(a) & 170(b)(1)(A)(v)	General Support	1,500 00
RMHC - Phoenix	501 E Roanoke Street	Phoenix	AZ	85004	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	2,500 00
RMHC - Richmond	2330 Monument Avenue	Richmond	VA	23220	N/A	501(c)(3)	General Support	2,500 00
RMHC - Roanoke, VA	2224 S Jefferson Street	Roanoke	VA	24014	N/A	501(c)(3)	General Support	3,000 00
RMHC - Rochester, NY	333 Westmoreland Drive	Rochester	NY	14620	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	5,000 00
RMHC - San Diego	3615 Kearny Villa Road	San Diego	CA	92123	N/A	509(a) & 170(b)(1)(A)(v)	General Support	7,500 00
RMHC - Savannah, GA	4710 Waters Avenue	Savannah	GA	31404	N/A	509(a)(2)	General Support	3,000 00
RMHC - Seattle	5130 40th Avenue NE	Seattle	WA	98105	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	10,040 00
RMHC - Southern California	765 S Pasadena Avenue	Pasadena	CA	91105	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	66,000 00
RMHC - Spokane	1015 W 5th Avenue	Spokane	WA	99204	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - St Louis	300 Ronald McDonald House Lane	St Louis	MO	63141	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	15,000 00
RMHC - Tri-Cities	418 N State of Franklin Road	Johnson City	TN	37604	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	3,000 00
RMHC - Tucson	2230 E Speedway	Tucson	AZ	85719	N/A	509(a)(2)	General Support	1,500 00
RMHC - Winston-Salem, NC	419 S Hawthorne Road	Winston-Salem	NC	27103	N/A	509(a)(1) & 170(b)(1)(A)(v)	General Support	4,000 00
Alternative for Battered Women	P O Box 39601	Rochester	NY	14604	N/A	509(a) & 170(b)(1)(A)(v)	General Support	1,509 97
American Cancer Society Hawaii	2370 Nuuanu Avenue, #B	Honolulu	HI	96817	N/A	501(c)(3)	General Support	500 00
American Heart Association	4600 Campus Drive	Irvine	CA	92617	N/A	501(c)(3)	General Support	400 00
Arthritis Foundation	17155 Newhope Street, Suite A	Fountain Valley	CA	92708	N/A	501(c)(3)	General Support	500 00
Assistance League of Newport Mesa	2220 Fairview Road	Costa Mesa	CA	92627	N/A	501(c)(3)	General Support	2,500 00
AT Children's Project	668 S Military Trail	Deerfield Beach	FL	33442	N/A	509(a)(2)	General Support	5,000 00
Autism Speaks	501 N Wells Street, Suite EC	Chicago	IL	60610	N/A	501(c)(3)	General Support	999 00

GSF FOUNDATION
FEIN 46-0501728
TAX YEAR 2010

SUPPLEMENTARY SCHEDULES ATTACHED TO FORM 990-PF

Part XV, 3a Grants and Contributions Paid During The Year

STATEMENT 5

Recipient	Address	City	State	Zip	If Individual, Relationship	Status	Purpose of grant	Amount
Big Brothers/Big Sisters	14131 Yorba Street, Suite 200	Tustin	CA	92780	N/A	509(a) & 170(b)(1)(A)(vi)	General Support	205,655.00
Boy Scouts of America - Grand Canyon	2969 N Greenfield Road	Phoenix	AZ	85016	N/A	501(c)(3)	General Support	1,500.00
Boy Scouts of America - Yellow River	1800 Circle 75 Parkway	Atlanta	GA	30339	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	15,000.00
Boy Scouts of America	2333 Scout Way	Los Angeles	CA	90026	N/A	501(c)(3)	General Support	137,780.00
Boys & Girls Club - Pacific Region	4201 Long Beach Blvd, Suite 101	Long Beach	CA	90807	N/A	501(c)(3)	General Support	5,000.00
Boys & Girls Club of Santa Ana	250 N Golden Circle, #104	Santa Ana	CA	92705	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	2,000.00
Boys and Girls Club of Westminster	1440 Chestnut Street	Westminster	CA	92683	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	3,000.00
Boys and Girls Club of Metro Atlanta	100 Edgewood Avenue, #700	Atlanta	GA	30303	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	15,000.00
Boys Haven	2301 Goldsmith Lane	Louisville	KY	40218	N/A	501(c)(3)	General Support	5,000.00
Challenged Athletes Foundation	1845 W Orangewood Avenue, #300	Orange	CA	92868	N/A	170(b)(1)(A)(vi)	General Support	3,000.00
Charity Development of Los Cabos	P O Box 910789	San Diego	CA	92191	N/A	501(c)(3)	General Support	2,000.00
Children's Healthcare	3945 Greenbriar Drive	Stafford	TX	77477	N/A	501(c)(3)	General Support	30,000.00
Citrus Valley Health Foundation	1687 Tullie Circle NE	Atlanta	GA	30329	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	15,000.00
Coming Home Project	1115 S Sunset Avenue	West Covina	CA	91780	N/A	501(c)(3)	General Support	10,200.00
Dickerson Center for Children	1801 Bush Street	San Francisco	CA	94109	N/A	501(c)(3)	General Support	5,000.00
Dream Riders	1615 Augusta Road	West Columbia	SC	29169	N/A	509(a)(2)	General Support	2,500.00
Dream Street Foundation	6399 Wilshire Blvd, #721	Los Angeles	CA	90048	N/A	501(c)(3)	General Support	6,060.00
East Los Angeles Community Youth Center	4360 Dozier Street	Los Angeles	CA	90022	N/A	170(b)(1)(A)(vi)	General Support	5,000.00
EdVenture Children's Museum	211 Gervais Street	Columbia	SC	29201	N/A	501(c)(3)	General Support	5,000.00
El Camino High School	400 Rancho Del Oro Drive	Oceanside	CA	92057	N/A	501(c)(3)	General Support	1,440.00
Family Service Center of South Carolina	2712 Middleburg Drive, Suite 207-A	Columbia	SC	29204	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	5,000.00
Foundation for the Children of the Californias	2555 Camino Del Rio South, Suite 210	San Diego	CA	92108	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	25,000.00
Goals for Life	13100 Studebaker Road	Norwalk	CA	90650	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	5,000.00
Habitat for Humanity	1050 Thackeray Drive	Palatine	IL	60067	N/A	501(c)(3)	General Support	7,500.00
Hillview Acres Children's Home	3683 Chino Avenue	Chino	CA	91710	N/A	509(a) & 170(b)(1)(A)(vi)	General Support	6,000.00
Horse Time, Inc	10385 Highway 278	Covington	GA	30014	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	12,500.00
J F Shea Therapeutic Riding Center	26284 Oso Road	San Juan Capistrano	CA	92675	N/A	501(c)(3)	General Support	5,000.00
Janetville Area Special Olympics	5643 N Sable Drive	Milton	WI	53563	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	500.00
Joyful	8502 E Chapman Avenue, #322	Orange	CA	92869	N/A	501(c)(3)	General Support	1,000.00
Juvenile Diabetes	26 Broadway, 14th Floor	New York	NY	10004	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	500.00
Kid Works	1902 W Chestnut Avenue	Santa Ana	CA	92703	N/A	501(c)(3)	General Support	24,957.00
Learning for Life of Orange County	1211 E Dyer Road	Santa Ana	CA	92705	N/A	501(c)(3)	General Support	2,500.00
Love Our Children	2650 S Myrtle Avenue, #B3	Monrovia	CA	91016	N/A	501(c)(3)	General Support	5,000.00
March of Dimes	240 Stoneridge Drive, Suite 206	Columbia	SC	29210	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	1,500.00
Maryvale Revitalization Corporation	3454 N 51st Avenue	Phoenix	AZ	85031	N/A	501(c)(3)	General Support	1,000.00
Mater Dei High School	1202 W Edinger Avenue	Santa Ana	CA	92707	N/A	501(c)(3)	General Support	2,400.00
MDA Tradition of Hope Gala	3415 S Sepulveda Blvd, Suite 560	Los Angeles	CA	90034	N/A	501(c)(3)	General Support	60,000.00
Mercy Home for Boys and Girls	1140 W Jackson Blvd	Chicago	IL	60607	N/A	501(c)(3)	General Support	3,000.00
Military Outreach Ministries	P O Box 9000-906	Camp Pendleton	CA	92055	N/A	501(c)(3)	General Support	1,000.00
Miller Children's Hospital	2801 Atlantic Avenue	Long Beach	CA	90806	N/A	509(a) & 170(b)(1)(A)(vi)	General Support	224,735.00
Miracles for Kids	3002 Dow Avenue, Suite 502	Tustin	CA	92780	N/A	501(c)(3)	General Support	1,000.00
Monroe Community College Foundation	228 E Main Street	Rochester	NY	14604	N/A	501(c)(3)	General Support	5,000.00
Muscular Dystrophy Association	4800 SW Macadam, #350	Portland	OR	97239	N/A	501(c)(3)	General Support	1,500.00
Nancy Perry Children's Shelter	P O Box 344	Lexington	SC	29071	N/A	509(a)(1) & 170(b)(1)(A)(vi)	General Support	2,500.00

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GSF FOUNDATION
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SUPPLEMENTARY SCHEDULES ATTACHED TO FORM 990-PF, SCHEDULE B

STATEMENT 6

SCHEDULE B - PART I - LIST OF CONTRIBUTORS OF \$5,000 OR MORE DURING YEAR

No	Name	Street Address	City	State	Zip	Contributions	Type of Contribution
1	Beef Products	891 Two Rivers Drive	Dakota Dunes	SD	57049	20,000.00	Person
2	Cal Pacific Specialty Foods	1276 Highway 1, Suite A	Moss Landing	CA	95039	5,000.00	Person
3	Chuck Browne	P O Box 435	Hermann	MO	65041	7,090.00	Person
4	Clear Lam Packaging	1950 Pratt Blvd	Elk Grove Village	IL	60007	28,500.00	Person
5	Craftsmen Trailer	3755 Mueller Road	St Charles	MO	63301	25,250.00	Person
6	Curwood	2200 Badger Avenue	Oshkosh	WI	54903	5,000.00	Person
7	FPL Food, LLC	1301 New Savannah Road	Augusta	GA	30901	5,000.00	Person
8	Frank Listi	1939 Port Townsend Circle	Newport Beach	CA	92660	8,000.00	Person
9	Mark Wetterau	19 Old Ranch Road	Laguna Niguel	CA	92677	16,000.00	Person
10	Morning Star Packing	2211 Old Highway 99 West	Williams	CA	95987	25,000.00	Person
11	Packaging Corporation of America	4240 Bandini Blvd	Vernon	CA	90058	25,000.00	Person
12	Ron Loder	48 Emerald Bay	Laguna Beach	CA	92651	10,000.00	Person
13	Sam Kane Beef Processors	9001 Leopard Street	Corpus Christi	TX	78409	5,040.00	Person
14	Sonoco	11610 Copenhagen Court	Franklin Park	IL	60131	5,000.00	Person
15	Timothy Heskett	108 Birkdale Court	Lexington	SC	29072	7,400.00	Person
16	Wagner Service Solutions	P O Box 1556	Covington	GA	30015	8,600.00	Person
17	Woodruff & Johnson	4234 Meridian Parkway, Suite 134	Aurora	IL	60504	5,000.00	Person
18	Orangewood Children's Foundation	1575 E 17th Street	Santa Ana	CA	92706	355,205.37	Person
19	Sasco Foundation	1227 N Market Blvd	Sacramento	CA	95834	125,000.00	Person
20	Hollencrest Securities, LLC	100 Bayview Circle, STE 500	Newport Beach	CA	92660	115,500.00	Person
21	Wintrodie, Christopher and Victoria	6 La Costa Court	Laguna Beach	CA	92651	107,220.00	Person
22	Friedman, Robert D	1 Mauchly	Irvine	CA	92618	100,000.00	Person
23	Hirschmann, Jim	Western Asset Management, 385 East Colorado Boulevard	Pasadena	CA	91101	85,385.00	Person
24	Boy Scouts of America	2333 Scout Way	Los Angeles	CA	90026	52,000.00	Person
25	Big Brothers Big Sisters of Orange County	14131 Yorba Street Suite 200	Tustin	CA	92780	46,300.00	Person
26	The A Gary Anderson Family Foundation	300 S Harbor Blvd , Ste 1010	Anaheim	CA	92805	52,000.00	Person
27	Theisen, Gus	2175 North Linden Ave	Rialto	CA	92377	41,243.20	Person
28	Sasco	1227 N Market Blvd	Sacramento	CA	95834	38,750.00	Person
29	Baldwin, Al	240 Newport Center Dr	Newport Beach	CA	92660	33,380.00	Person
30	McCarthy Building Companies, Inc	1341 North Rock Hill Road	St Louis	MO	63124	30,000.00	Person
31	Husebo, James and Cynthia	6682 Lacey Court	Chino	CA	91710	26,379.88	Person
32	Arcero Brothers, Inc	1901 Nancita Circle	Placentia	CA	92870	25,950.90	Person
33	Pacific Wall Systems, Inc	1150 N Richfield Road, #A	Anaheim	CA	92807	25,000.00	Person
34	PF Realty, LLC	660 Newport Center Dr Ste 930	Newport Beach	CA	92660	24,825.45	Person
35	Shield Security, Inc	1063 N Glassell St	Orange	CA	92867	24,000.00	Person
36	Meyer, Michael and Elaine	13071 Tamarisk Dr	Santa Ana	CA	92705	23,957.50	Person
37	Rasmussen Foundation	2320 Shasta Way Ste F	Simi Valley	CA	93065	20,500.00	Person
38	Sonenshine, Ygal and Sheila	2437 Monaco Dr	Laguna Beach	CA	92651	19,037.36	Person
39	Rasmussen, Dean	2320 Shasta Way Ste F	Simi Valley	CA	93065	18,662.00	Person
40	Johnson Finch & McClure Construction Inc	9749 Cactus Street	Lakeside	CA	92070	18,000.00	Person
41	Neal Electric Corp	13250 Kirkham Way	Poway	CA	92064	18,000.00	Person
42	Unanan, Raffi	2715 Via Anita	Palos Verdes Estates	CA	90274	17,453.40	Person
43	Warlaumont, Larry and Martha	219 E Bayfront	Balboa Island	CA	92662	17,243.08	Person
44	Yocom, Guy and Myrna	3299 Horseless Ln	Norco	CA	92860	16,500.00	Person

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STATEMENT 6

SCHEDULE B - PART I - LIST OF CONTRIBUTORS OF \$5,000 OR MORE DURING YEAR

No	Name	Street Address	City	State	Zip	Contributions	Type of Contribution
45	R C Foster Corporation	PO Box 77055	Corona	CA	92877	16,000.00	Person
46	Ground Service Technology, Inc	502 South Quince St	Escondido	CA	92025	15,833.39	Person
47	Samuelli, Susan	Samuelli Foundation, 2101 East Coast Highway	Corona Del Mar	CA	92625	15,625.00	Person
48	Shiloh Trust	2101 E Coast Hwy, ste 300	Corona Del Mar	CA	92625	15,625.00	Person
49	Clark Construction Group-California	7500 Old Georgetown Rd	Bethesda	MD	20814	15,000.00	Person
50	Miracles for Kids	3002 Dow Ave Ste 502	Tustin	CA	92780	14,703.75	Person
51	Golden State Foods	18301 Von Karman, Suite 1100	Irvine	CA	92612	14,413.04	Person
52	Kavanaugh, Frank	2532 Dupont Drive	Irvine	CA	92612	14,000.00	Person
53	Shaw & Sons Concrete Contractors	829 W 17th Street STE 5	Costa Mesa	CA	92627	14,000.00	Person
54	Dynalectric Company	9505 Chesapeake Dr	San Diego	CA	92123	13,640.45	Person
55	Pelizzon, Peter	5 Corte de Nubes	San Clemente	CA	92673	13,370.00	Person
56	Lieskovan, Edward	329 N Del Mar Avenue	San Gabriel	CA	91775	13,365.00	Person
57	Kirkenslager, Larry	Sasco, 2750 Moore Avenue	Fullerton	CA	92833	13,210.00	Person
58	Valley, Kent and Virginia	3 Goldfinch	Irvine	CA	92603	13,060.00	Person
59	Pan-Pacific Plumbing & Mechanical	17911 Mitchell South	Irvine	CA	92614	13,000.00	Person
60	Wolford, Rob and Barbara Ann	6 Poppy Hills Road	Laguna Niguel	CA	92677	12,908.40	Person
61	McElroy, Darrin	5375 East 2nd St #3	Long Beach	CA	90803	12,595.00	Person
62	David Silverman & Associates	3217 Honolulu Ave	Glendale	CA	91214	12,500.00	Person
63	Commerce West	2111 Business Center Dr	Irvine	CA	92612	12,250.00	Person
64	Murray Company	2919 E Victoria Street	Rancho Dominguez	CA	90221	12,000.00	Person
65	Hilbers, Glenn and Haley	1210 Stabler Lane	Yuba City	CA	95993	11,716.65	Person
66	Control Air Conditioning Corporation	5200 E. La Palma Ave	Anaheim	CA	92807	11,189.86	Person
67	Los Angeles Area Council BSA	2333 Scout Way	Los Angeles	CA	90026	11,072.50	Person
68	Rasmussen, Casey	28548 Livingston Avenue	Valencia	CA	91355	11,000.00	Person
69	Swenson, Craig	2215 City Lights Dr	Aliso Viejo	CA	92656	10,840.00	Person
70	Ryan, Tim and Michele	6262 Doral Drive	Huntington Beach	CA	92648	10,519.00	Person
71	Milan Panic Jr Foundation	15 Morgan	Irvine	CA	92618	10,500.00	Person
72	Rosendin Electric, Inc	880 N Mabury Rd	San Jose	CA	95133	10,401.80	Person
73	Hodge, Douglas M	1280 Bison Ave, Ste B9-626	Newport Beach	CA	92660	10,000.00	Person
74	Robertson's	PO Box 3600	Corona	CA	92878	10,000.00	Person
75	VPM Management, Inc	2400 Main Street Ste 201	Irvine	CA	92614	10,000.00	Person
76	Unison Electric	16652 Gemini Lane	Huntington Beach	CA	92647	9,901.80	Person
77	Green, Curtis	14 Monarch Beach Resort	Dana Point	CA	92629	9,840.00	Person
78	Brown, Erik	44 Castletree	Rancho Santa Margarita	CA	92688	9,750.00	Person
79	Baldoni, Rudy and Mary	226 Grand Canal	Newport Beach	CA	92662	9,645.00	Person
80	O'Connell Landscape Maintenance	23091 Arroyo Vista	Rancho Santa Margarita	CA	92688	9,513.90	Person
81	Lozowski, Joe and Talebi	31 Vista Tramonto	Newport Beach	CA	92657	9,485.00	Person
82	Gerdau, Kenneth	251 Bamboo St	Newport Beach	CA	92660	9,250.00	Person
83	Mcbride Door & Hardware, Inc	13811 Danielson Street	Poway	CA	92084	9,200.00	Person
84	Taylor, Richard and Shelley	2246 Lindsay Way	Glendale	CA	91740	9,155.90	Person
85	Charlton, John	9175 Sierra Way	Kernville	CA	93238	9,050.00	Person
86	Bagatouran, Fred	838 North Cypress St	Orange	CA	92867	9,000.00	Person
87	Enterprise Rent-A-Car	7210 S Main Street	Gardena	CA	90248	9,000.00	Person
88	Galloway, Darren	4199 Campus Dr Ste 730	Irvine	CA	92612	9,000.00	Person

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STATEMENT 6

SCHEDULE B - PART I - LIST OF CONTRIBUTORS OF \$5,000 OR MORE DURING YEAR

No	Name	Street Address	City	State	Zip	Contributions	Type of Contribution
89	Masson Family Foundation	1200 South Coast Hwy, Ste 205A	Laguna Beach	CA	92651	9,000.00	Person
90	Scoi-Therm Insulation Inc	312 N Cota Unit L	Corona	CA	92880	9,000.00	Person
91	Zadro Products, Inc	5422 Argosy Drive	Huntington Beach	CA	92649	8,765.00	Person
92	AZ Select Flooring Systems Inc	5750 W Roosevelt St Ste 3	Phoenix	AZ	85043	8,230.00	Person
93	Aztec Washer Company, Inc	13821 Danielson St	Poway	CA	92064	8,101.80	Person
94	Rowan Electric	2782 Loker Avenue West	Carlsbad	CA	92010	8,000.00	Person
95	Jet Partners LP	3631 10th St #219	Riverside	CA	92501	7,765.00	Person
96	Wiener, Alan	18771 Portofino Dr	Irvine	CA	92603	7,660.00	Person
97	Modjeski, John	University Mechanical & Engineering Contractors, 1168 Fesler Street	El Cajon	CA	92020	7,506.80	Person
98	Anaheim Arena Management LLC	2695 E Katella Ave	Anaheim	CA	92806	7,500.00	Person
99	Latham & Watkins LLP	555 West Fifth Street Ste 800	Los Angeles	CA	90013	7,500.00	Person
100	Sharpe Interior Systems, Inc	11693-8 Sheldon Street	Sun Valley	CA	91352	7,426.35	Person
101	Gagnet, Michael	Makar Properties, 4100 MacArthur Blvd Suite 150	Newport Beach	CA	92660	7,050.00	Person
102	University Marelich	1000 N Kraemer Place	Anaheim	CA	92806	7,000.00	Person
103	Ruck, Charles	5 Deerwood Lane	Newport Beach	CA	92660	6,982.00	Person
104	Bacclitch, Dave and Karen	14451 Heights Dr	Tustin	CA	92780	6,870.00	Person
105	Johnson, Eldon	23253 La Palma Ave	Yorba Linda	CA	92787	6,661.25	Person
106	Saf-T-Co	1300 E Normandy Place	Santa Ana	CA	92705	6,500.00	Person
107	Brownell, Doug and Alice	PO Box 5845	Newport Beach	CA	92662	6,300.00	Person
108	Bandini, Leo	4220 W Toluca Lake Lane	Burbank	CA	91505	6,100.00	Person
109	KDF Communities, LLC	660 Newport Center Drive, STE 930	Newport Beach	CA	92660	6,000.00	Person
110	Turner Construction Company	901 Main Street ste 4900	Dallas	TX	75202	6,000.00	Person
111	Davis, Lee	6311 Glendale Dr	Yorba Linda	CA	92886	5,590.00	Person
112	Nguyen, Quy	170 Rhapsody	Irvine	CA	92620	5,475.45	Person
113	Hiti	PO Box 21148	Tulsa	OK	74121	5,000.00	Person
114	Moore, David	88 Linda Isle	Newport Beach	CA	92660	5,000.00	Person
115	Motor Creative Marketing, Inc	117 Avenida Cabrillo	San Clemente	CA	92672	5,000.00	Person
116	Nancy & Geoffrey Stack Family Foundation	18802 Bardeen Ave	Irvine	CA	92612	5,000.00	Person
117	Prudential LTG	P O Box 58736	Los Angeles	CA	90058	5,000.00	Person
118	R D Olson Development	2955 Main Street, Third Floor	Irvine	CA	92614	5,000.00	Person

Total Donations over \$5k

2,407,487.23