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

2010

Department of the Treasury
Internal Revenue Service

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 _____, and ending _____

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 THE AUEN FOUNDATION		A Employer identification number 95-4325051
Number and street (or P O box number if mail is not delivered to street address) P O. BOX 13390		B Telephone number (see page 10 of the instructions) (760) 341-5293
City or town, state, and ZIP code PALM DESERT CA 92255-3390		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 31,582,156		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	215	215		
	4 Dividends and interest from securities	1,021,248	1,021,248		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-172,781			
	b Gross sales price for all assets on line 6a	17,750,512			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income SEE SCHEDULE (1)	742,992	742,992			
12 Total. Add lines 1 through 11	1,591,674	1,764,455			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	286,993			286,993
	15 Pension plans, employee benefits	128,848			128,848
	16 a Legal fees SEE SCHEDULE (2)	65,758	65,758		
	b Accounting fees SEE SCHEDULE (3)	33,493			33,493
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes SEE SCHEDULE (4)	25,000			
	19 Depreciation and depletion SEE SCHEDULE (5)	37,351	435		
	20 Occupancy	12,000	1,200		10,800
	21 Travel, conferences, and meetings	6,817			6,817
	22 Printing and publications				
	23 Other expenses SEE SCHEDULE (6)	47,485	23,377		24,108
	24 Total operating and administrative expenses. Add lines 13 through 23	643,745	90,770		491,059
	25 Contributions, gifts, grants paid SEE SCH (15)	329,050			329,050
26 Total expenses and disbursements. Add lines 24 and 25	972,795	90,770		820,109	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	618,879				
b Net investment income (if negative, enter -0-)		1,673,685			
c Adjusted net income (if negative, enter -0-)					

714 1

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		326,308	487,820	487,820
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable SEE SCH (7) ▶ 9,431,523				
		Less allowance for doubtful accounts ▶		9,441,089	9,431,523	2,296,803
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations SEE SCH (8)			310,576	314,899
	b	Investments—corporate stock SEE SCHEDULE (9)		16,305,034	11,151,412	9,936,771
	c	Investments—corporate bonds SEE SCHEDULE (10)		6,443,151	11,699,868	11,270,323
	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 ▶ 230,273					
	Less accumulated depreciation SEE SCH (11) ▶ 89,003		228,234	139,231	139,231	
15	Other assets (describe ▶ SEE SCHEDULE (12))		7,109,887	7,136,309	7,136,309	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		39,853,703	40,356,739	31,582,156	
Liabilities	17	Accounts payable and accrued expenses				
	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 ▶ Due to related entities)		27,979	4,793	
	23	Total liabilities (add lines 17 through 22)		27,979	4,793	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted		39,733,067	40,351,946	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	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)		39,733,067	40,351,946		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		39,761,046	40,356,739		

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	39,733,067
2	Enter amount from Part I, line 27a	2	618,879
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	40,351,946
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	40,351,946

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 Publicly Traded Securities - See Sch. (13)				
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 17,750,512		17,912,532	-162,020	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-162,020	
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	-162,020
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	1,396,360	18,409,776	0.075849
2008	902,230	22,585,767	0.039947
2007	850,464	31,836,719	0.026713
2006	5,371,798	30,071,346	0.178635
2005	1,510,072	31,643,337	0.047722

2 Total of line 1, column (d)	2	0.368866
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.073773
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	22,659,832
5 Multiply line 4 by line 3	5	1,671,684
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,737
7 Add lines 5 and 6	7	1,688,421
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	8	871,875

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	33,474
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	33,474
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	33,474
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	41,859	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	41,859
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	8,385
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 8,385 Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 <input type="checkbox"/> \$ N/A (2) On foundation managers <input type="checkbox"/> \$ N/A		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ N/A		
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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X		
Website address ▶ N/A				
14	The books are in care of ▶ The Auen Foundation	Telephone no ▶	(760) 341-5293	
Located at ▶ 75-200 Classic Club Blvd, 2nd Floor, Palm Desert, CA USA				
				ZIP+4 ▶ 92211
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 <input type="checkbox"/>		
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?		Yes	No
				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.		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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
RONALD M. AUEN PO BOX 13390 P DESERT CA 92255-3390	Trustee 1 HOUR	NONE	NONE	NONE
.....				
.....				
.....				

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
SHERRIE AUEN PO BOX 13390, PALM DESERT, CA 92255-3390	Dir of Programs 40+ Hours	156,270	22,094	NONE
CATHARINE REED PO BOX 13390, PALM DESERT, CA 92255-3390	Asst.Dir -Programs 40+ Hours	116,127	17,282	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 ▶

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 ▶

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	19,953,390
b	Average of monthly cash balances	1b	739,530
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,311,986
d	Total (add lines 1a, b, and c)	1d	23,004,906
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	23,004,906
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	345,074
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,659,832
6	Minimum investment return. Enter 5% of line 5	6	1,132,992

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	1,132,992
2a	Tax on investment income for 2010 from Part VI, line 5	2a	33,474
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33,474
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,099,518
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,099,518
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	1,099,518

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	820,109
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	51,766
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	871,875
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	871,875

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				1,099,518
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				
b	From 2006	1,253,199			
c	From 2007				
d	From 2008				
e	From 2009	505,121			
f	Total of lines 3a through e	1,758,320			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 871,875				
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				871,875
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	227,643			227,643
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,530,677			
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)				
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,530,677			
10	Analysis of line 9				
a	Excess from 2006	1,025,556			
b	Excess from 2007				
c	Excess from 2008				
d	Excess from 2009	505,121			
e	Excess from 2010				

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

N/A

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

NONE

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

NONE

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

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE SCHEDULE (15)				329,050
Total			▶ 3a	329,050
b <i>Approved for future payment</i>				NONE
Total			▶ 3b	

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1b(4) shows 350,857 for SEE SCHEDULE (16) regarding Accounting services and other administrative expenses.

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... [X] Yes [] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 shows The Fairfield Homes Title Holding Co, Inc as a 501(c)(2) organization with payroll and overhead reimbursement arrangement.

Sign Here section with signature of Danell Bunnage, date 11-15-11, title CONTROLLER. Paid Preparer Use Only section with preparer Christopher Kearley, firm DELOITTE TAX LLP, address 350 So. Grand Ave, Los Angeles, CA 90071, and firm EIN 86-1065772.

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

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INDEX TO SCHEDULES

(1) Part I, Line 11	Other Income
(2) Part I, Line 16a	Legal Fees
(3) Part I, Line 16b	Accounting Fees
(4) Part I, Line 18	Taxes
(5) Part I, Line 19	Depreciation
(6) Part I, Line 23	Other Expenses
(7) Part II, Line 7	Other Notes and Loans Receivables
(8) Part II, Line 10a	Government & Agency Bonds
(9) Part II, Line 10b	Corporate Stock
(10) Part II, Line 10c	Corporate Bonds
(11) Part II, Line 14	Land, Buildings, Equipment
(12) Part II, Line 15	Other Assets
(13) Part X, Line 1c	Capital Gains and Losses
(14) Part XI, Line 4a	Fair Market Value of Other Assets
(15) Part XVII, Line 1b(4)	Grants Paid During Year

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Schedule (1), Part 1, Line 11

<u>DESCRIPTION</u>	PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME:		
Interest - Notes	735,452	735,452
Misc. Other Income	7,540	7,540
	<u>742,992</u>	<u>742,992</u>

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Schedule (2), Part 1, Line 16a

LINE 16A - LEGAL FEES TYPE OF SERVICE	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Barton, Klugman, & Oetting 350 So. Grand Ave. Ste. 2200 L.A. 90071-3485 Service: Legal	65,758	65,758	-
Totals	<u>65,758</u>	<u>65,758</u>	<u>-</u>

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Schedule (3), Part 1, Line 16b

ACCOUNTING FEES TYPE OF SERVICE	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Deloitte & Touche LLP 350 South Grand Avenue, Suite 200 Los Angeles, Ca 90071-3462 Service: Financial Reports and Tax Returns	<u>33,493</u>	<u>-</u>	<u>33,493</u>

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Schedule (4), Part I, Line 18

<u>TAXES</u>	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Federal Excise Tax	<u>25,000</u>	<u>0</u>	<u>0</u>

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Schedule (5), Part 1, Line 19

<u>DESCRIPTION</u>	<u>DEPRECIATION EXPENSE</u>
Corporate (Equipment, Autos, & Trucks)	37,351
Total depreciation per book	<u>37,351</u>
Column (b) - Net investment income	<u>435</u>
Depreciation not for investment purposes	<u><u>36,916</u></u>

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Schedule (6), Part I, Line 23

<u>DESCRIPTION</u>	PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSE
OTHER EXPENSES:			
Auto/Transportation Expenses	8,735	127	8,608
Employee Auto Reimbursement	(6,790)	-	(6,790)
Bank/Wire Charges	34	34	-
Corporate Fees	180	20	160
Education	3,766	2,046	1,720
Insurance	9,357	916	8,441
Miscellaneous charitable expenses	2,354	-	2,354
Overhead Reimbursement	2,596	260	2,336
Office Supplies	2,104	-	2,104
Outside Services	21,944	19,944	2,000
Subscription	1,430	30	1,400
Telephone	1,775	-	1,775
TOTALS	<u>47,485</u>	<u>23,377</u>	<u>24,108</u>

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EIN: 95-4325051
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Schedule (7), Part II, Line 7

OTHER NOTES AND LOANS RECEIVABLES

DESCRIPTION	Balance Due	Fair Market Value
Peter Solomon	9,300,000	2,165,280
Rusty Hamilton	<u>131,523</u>	<u>131,523</u>
TOTAL	<u>9,431,523</u>	<u>2,296,803</u>

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Schedule (8), Part II, Line 10a

<u>DESCRIPTION</u>		<u>ENDING COST</u>	<u>FMV</u>
<u>GOVERNMENT & AGENCY BONDS - BROKER I</u>			
03-23-10	FHLB CA	99,900	100,162
04-09-10	FHLMC CA	99,954	100,256
04-13-10	FNMA	<u>110,722</u>	<u>114,481</u>
	TOTAL	<u>310,576</u>	<u>314,899</u>

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Schedule (9), Part II, Line 10b

DESCRIPTION	COST	FMV
<u>COMMON STOCKS</u>		
ALCOA INC.	146,770	61,560
AMERICA MOVIL SA DE CV	134,281	114,680
AT&T INC	165,081	117,520
CALAMOS STRATEGIC TOTAL	362,757	225,768
CITIGROUP INC	435,000	473,000
CLOUGH GLOBAL OPP FUND	227,584	173,882
COPANO ENERGY L.L.C.	92,591	84,375
DYNEGY INC DEL CL "A"	162,511	22,480
EL PASO CORP.	79,614	68,800
FIRST EAGLE GLOBAL	507,923	581,931
GENERAL MOTORS	165,000	184,300
GENON ENERGY INC COM	138,173	8,553
GSAM REAL ESTATE SEC	78,391	100,652
GSAM: LCG STRAT	293,795	356,664
INVESCO AIM	232,484	259,925
L C STRAT VALUE	312,232	350,141
ML/BLACKROCK GLOBAL ALLOCATION A	399,406	428,688
ML/BLACKROCK GLOBAL ALLOCATION C	884,791	951,820
MS EMERGING MKTS DOMESTIC DEBT	250,000	201,875
PHILLIP MORRIS INTL INC.	129,323	292,650
SOUTHERNSUN	72,457	114,800
THORNBURG	215,159	271,329
WELLS FARGO ASSET ALLOCATION "A"	678,159	634,701
WELLS FARGO ASSET ALLOCATION "C"	1,022,151	916,455
WTO 11 MIRANT CORP CL A	176,187	18
 SUB-TOTAL	 7,361,820	 6,996,567

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Schedule (9), Part II, Line 10b

<u>DESCRIPTION</u>	<u>COST</u>	<u>FMV</u>
<u>PREFERRED STOCKS</u>		
AMER INTL GROUP	100,000	86,280
ARES CAPITAL CORP	250,000	235,000
ASHFORD HOSPITAL	139,068	140,700
BB&T CAPTL TR	200	220
CITIGROUP CAP XVII	200,000	182,480
CONSTELL ENG GP-A	150,000	159,900
COUNTRYWIDE CAP V	150,000	147,600
ENTERGY ARK INC	250,000	249,000
ENTERGY ARK INC	150,000	148,774
ENTERTAINMENT PR	100,000	95,680
FANNIE MAE	250,000	5,150
FIFTH THIRD CAP	50,000	50,020
GMAC LLC	189,674	186,400
GOLDMAN SACHS	200,000	185,200
ING GROEP NV	250,000	204,000
KIMCO REALTY CORP	125,000	120,500
LEHMAN BROTHERS HOLDINGS	375,000	165
MERRILL LYNCH CAP TRUST I	33,150	29,437
MERRILL LYNCH CAP TRUST II	100,000	88,400
PPLUS TR SERIES RRD-1 CLASS A	100,000	90,400
PRIMUS	250,000	197,000
ROYAL BK SCOTLAND GRP	100,000	59,360
TELE & DATA SYS INC	150,000	149,101
VIACOM INC	127,500	129,437
SUB-TOTAL	<u>3,789,592</u>	<u>2,940,204</u>
TOTAL	<u>11,151,412</u>	<u>9,936,771</u>

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Schedule (10), Part II, Line 10c

DESCRIPTION	COST	FMV
<u>BOND MUTUAL FUND</u>		
ADVENT CLAYMORE ENHANCED G&I	357,051	212,270
HIGH YIELD INSTL MUTUAL FUND	108,907	112,700
INVESCO VAN KAMP DYN CRDT OPP	200,000	122,100
SUB-TOTAL	665,958	447,070
<u>CORPORATE BONDS</u>		
15NC1 STEP UP CALLABLE NOTES	200,000	198,600
ADVANCED MICRO	408,637	410,000
AEGON NV	143,500	121,750
ALLIANT TECHSYS	202,505	207,250
AMERICAN GENERAL	178,762	187,298
BAC CAP TR XIV	149,000	142,040
BANK ONE CAPITAL	126,005	177,759
CHESAPEAKE ENERGY	203,000	203,000
CHESAPEAKE ENERGY	201,000	201,000
CIT GROUP INC	147,387	153,000
CIT GROUP INC	97,506	101,000
CIT GROUP INC	204,000	200,500
CLEAN HARBORS INC	93,600	95,625
DYNEGY HOLDINGS	196,005	118,000
EXCO RESOURCES	196,750	196,000
FORD MOTOR CREDIT	51,506	50,150
GABELLI/ GAMCO	409,220	421,132
GMAC	251,190	250,125
GMAC	96,756	104,781
GMAC	183,000	186,088
GMAC	103,000	97,348
GMAC	150,375	149,663
GOLDMAN SACHS CAP III	278,778	289,000
HARRAHS OPERATING	285,506	281,250
HEWLETT-PACKARD COMPANY	100,176	99,992
HINES NURSERIES INC.	171,005	250
HORACE MANN EDUC	99,505	106,460
IADB	246,316	241,612
ICAHN ENTERPRISES	204,750	200,000
ILEASE	152,813	151,688
ING CAP FDG TR	195,000	184,500
KB HOME	193,000	195,000

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Schedule (10), Part II, Line 10c

DESCRIPTION	COST	FMV
KRAFT FOODS INC.	111,293	116,407
LENNAR CORP	240,268	241,250
LIBERTY MEDIA	148,805	154,500
MASSEY ENERGY CO	255,625	253,125
MIRANT AMERICAS	369,261	344,750
MONTPELIER RE	149,765	156,063
MOSAIC CO REG S	162,604	160,529
NATIONAL CITY COR	93,505	100,125
NEXTEL COMM D 15	206,755	200,250
NRG ENERGY	97,256	103,000
REGIONS FINL CORP	336,881	342,563
RRI ENERGY INC	100,500	102,250
SEAGATE TECH HDD	202,505	205,250
SIERRA PAC RES	203,005	206,388
SLM CORP	95,756	98,602
SLM CORP	158,250	155,904
SLM CORP	358,000	354,869
STONE ENERGY CORP	254,375	253,750
SYNOVUS FINL CORP	238,256	226,693
TEREX	255,136	253,125
TESORO CORP	347,500	350,875
US STEEL CORP	97,756	98,625
USB CAPITAL IX	198,750	192,500
WALMART STORES INC.	99,811	102,581
WYETH	110,237	111,171
XL CAPITAL LTD	222,502	216,247
SUB-TOTAL	<u>11,033,910</u>	<u>10,823,253</u>
TOTAL	<u>11,699,868</u>	<u>11,270,323</u>

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Schedule (11), Part II, Line 14

DESCRIPTION	BOOK VALUE	ACCUM. DEPRECIATION	NET BOOK VALUE	TOTAL FAIR MARKET VALUE
<u>Real Properties</u>				
Land	11,000	-	11,000	11,000
<u>Fixed Assets:</u>				
Auto and Equipment	217,234	89,003	128,231	128,231
Total	<u>228,234</u>	<u>89,003</u>	<u>139,231</u>	<u>139,231</u>

Depreciation - The cost of property and equipment is depreciated using the alternative modified accelerated cost recovery system. The useful lives used in the computation of depreciation are as follows:

Equipment	5 - 10 years
Transportation equipment	5 years

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Schedule (12), Part II, Line 15

DESCRIPTION	<u>BALANCE DUE</u>	<u>FAIR MARKET VALUE</u>
OTHER ASSETS:		
Charitable Loan	7,100,000	7,100,000
Purchased Interest	<u>36,309</u>	<u>36,309</u>
TOTAL AMOUNT	<u>7,136,309</u>	<u>7,136,309</u>

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Form 990PF, Dec. 31, 2010
Schedule (13), Part IV

	Sales Price	Adjusted Cost	Gain or (loss)
<u>ACQUIRED BY PURCHASE</u>			
CORPORATE BONDS	8,776,591	8,310,872	465,719
STOCKS	8,973,921	9,601,660	(627,739)
TOTAL	<u>17,750,512</u>	<u>17,912,532</u>	<u>(162,020)</u>

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Schedule (14), Part X, Line 1c

<u>OTHER ASSETS:</u>	<u>FAIR MARKET VALUE</u>
Real Properties	11,000
Notes Receivable	2,296,803
Purchased Interest	3,835
Fixed Assets:	
Furniture	349
Total	<u><u>2,311,986</u></u>

The Auen Foundation

EIN: 95-4325051, Form 990PF, December 2010
 Schedule (15), Part XV Line 3a, Grants Paid During Year
 8/30/2011

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
January 2010					
Angel View Crippled Children's Foundation <i>General Operational support</i>	200600233 10-01	1/19/2010	\$1,000.00	The Auen Foundation	3157 12379 Miracle Hill Road, Desert Hot Springs, CA 92240
\$ 1,000.00					
California Health Advocates <i>Web Site Improvement Program</i>	200600238 10-06	1/22/2010	\$10,000.00	The Auen Foundation	3159 37-500 Cook Street, Palm Desert, CA 92211-2900
\$ 10,000.00					
Loma Linda University Children's Hospital Foundation <i>General operational support</i>	200600099 08/04	1/19/2010	\$2,000.00	The Auen Foundation	3158 PO Box 1464, Rancho Mirage, CA 92270
\$ 2,000.00					
Working Wonders <i>HIV education</i>	200600237 10-04	1/27/2010	\$8,000.00	The Auen Foundation	3160 35-325 Date Palm Dr., Suite 232, Cathedral City, CA 92234
\$ 8,000.00					
Total January 2010			\$21,000.00		
				(4 items)	

February 2010

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
ACT for Multiple Sclerosis client programs \$ 15,000.00	200600239 10-04	2/4/2010	\$15,000.00	The Auen Foundation	3163 73-710 Fred Waring Dr., Suite 120A, Palm Desert, CA 92260
Desert Aids Project Energy Efficiency Retrofit Project \$ 25,000.00	200600240 10-07	2/24/2010	\$25,000.00	The Auen Foundation	3165 1695 North Sunrise Way, Palm Springs, CA 92262
Jewish Family Service Solutions for Senior Program \$ 10,000.00	200600234 10/02	2/4/2010	\$10,000.00	The Auen Foundation	3161 801 E. Tahquitz Way, Suite 202, Palm Springs, CA 92262
Opera Arts operational support \$ 5,000.00	200600235 10-08	2/4/2010	\$5,000.00	The Auen Foundation	3162 22475 Longvue, Palm Springs, CA 92241
The Unforgettables Foundation operational expenses \$ 2,000.00	200600245 10-11	2/18/2010	\$2,000.00	The Auen Foundation	3164 7197 Brockton Ave., Suite 5, Riverside, CA 92506
Total February 2010			\$57,000.00		
(5 items)					
March 2010					
Angel Light Academy Support for Intergenerational Programs \$ 2,000.00	200600253 10-14	3/18/2010	\$2,000.00	The Auen Foundation	3168 83286 Long Cove Dr., Indio, CA 92203

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Coachella Valley Symphony <i>Intergenerational Music Program</i> \$ 15,000.00	200600241 10-09	3/25/2010	\$15,000.00	The Auen Foundation	3172 PO Box 10727, Palm Desert, CA 92255
Palm Springs Opera Guild of the Desert <i>"Opera in the Park" Weekend family programs</i> \$ 2,000.00	200600254 10-15	3/24/2010	\$2,000.00	The Auen Foundation	3169 PO Box 1378, Palm Springs, CA 92263
Pegasus Riding Academy for the Handicapped <i>senior programs</i> \$ 2,000.00	200600255 10-16	3/25/2010	\$2,000.00	The Auen Foundation	3171 PO Box 397, Thousand Palms, 92276
Salmon Valley Stewardship <i>intergenerational program</i> \$ 2,800.00	200600247 10-10	3/15/2010	\$2,800.00	The Auen Foundation	3167 PO Box 852, Salmon, CA 83467
Sunny Sands Elementary School <i>intergenerational mentoring program</i> \$ 10,000.00	200600250 10-12	3/24/2010	\$10,000.00	The Auen Foundation	3170 69-310 McMallum Way, Cathedral City, CA 92234
Total March 2010			\$33,800.00		
(6 items)					
April 2010					
The Betty Ford Center At Eisenhower <i>financial assistance for seniors</i> \$ 20,000.00	200600252 10-13	4/1/2010	\$20,000.00	The Auen Foundation	3173 39000 Bob Hope Drive, Rancho Mirage, CA 92270
Total April 2010			\$20,000.00		
(1 item)					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
May 2010					
Aids Assistance Program <i>Support for Food Distribution.</i> \$ 15,000.00	200600261 10-20	5/19/2010	\$ 15,000.00	The Auen Foundation	3177 PO Box 4182, Palm Springs, CA 92263
Desert Community Foundation <i>Support for Mecca Schools - Intergenerational Programs / Transportation</i> \$ 10,000.00	200600260 10-19	5/17/2010	\$ 10,000.00	The Auen Foundation	3174 75-105 Merle Drive, Suite 300, Palm Desert, CA 92211
Elizabeth Glaser Pediatric Aids Foundation <i>services for children affected with Aids</i> \$ 5,000.00	200600259 10-18	5/17/2010	\$ 5,000.00	The Auen Foundation	3175 2950 31st Street, Suite 125, Santa Monica, CA 90405
		Total May 2010	<u>\$30,000.00</u>		
June 2010					
American Cancer Society <i>support of patient services here in the valley</i> \$ 10,000.00	200600262 10-21	6/2/2010	\$ 10,000.00	The Auen Foundation	3178 73-161 Fred Waring Drive, Suite 100, Palm Desert, CA 92260
Staples Center Foundation <i>funding the Indio Senior Center - Part of a larger campaign all Auen funding went directly to senior center operations in Indio</i> \$ 25,000.00	200600264 10-22	6/24/2010	\$ 25,000.00	The Auen Foundation	3179 800 West Olympic Blvd., 3rd Floor, Los Angeles, CA 90015
		Total June 2010	<u>\$35,000.00</u>		
			(3 items)		
			(2 items)		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<u>July 2010</u>					
Well in the Desert <i>food program</i>	200600268 10-23	7/6/2010	\$10,000.00	The Auen Foundation	3180 PO Box 5312, Palm Springs, CA 92263
\$ 10,000.00					
		Total July 2010 (1 item)	\$10,000.00		
<u>August 2010</u>					
Boys Club of Coachella Valley Foundation <i>programs</i>	200600274 10-24	8/11/2010	\$3,000.00	The Auen Foundation	3181 42-600 Cook Street, Suite 110, Palm Desert, CA 92211
\$ 3,000.00					
Desert Cancer Foundation <i>senior breast cancer screening, diagnosis and treatment.</i>	200600275 10-25	8/16/2010	\$12,000.00	The Auen Foundation	3182 74091 Larrea St., Palm Desert, CA 92260
\$ 12,000.00					
Parade Charities, Inc. <i>Fund the senior component of the Palm Desert Golf Cart Parade</i>	200600273 10-17	8/25/2010	\$10,000.00	The Auen Foundation	3183
\$ 10,000.00					
The Salk Institute for Biological Studies <i>HIV-AIDS Research</i>	200600276 10-27	8/25/2010	\$10,000.00	The Auen Foundation	3184 PO Box 85800, San Diego, CA 92186
\$ 10,000.00					
		Total August 2010 (4 items)	\$35,000.00		

September 2010

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Angel View Crippled Children's Foundation <i>Operational support</i> \$ 2,000.00	200600286 10-34	9/23/2010	\$2,000.00	The Auen Foundation	3186 454 N. Indian Canyon, Palm Springs, CA 92262
International Classical Concerts of the Desert <i>to provide free tickets for seniors</i> \$ 1,000.00	200600287 10-33	9/23/2010	\$1,000.00	The Auen Foundation	3187 PO Box 1227, La Quinta, CA 92253
October 2010					
Total September 2010			\$3,000.00		
(2 items)					
EPFMC - Eisner Pediatric & Family Medical Center <i>Donation to Pharmacy expenses for those who can not afford their medicine</i> \$ 10,000.00	200600281	10/4/2010	\$10,000.00	The Auen Foundation	3189 1530 South Olive Street, Los Angeles, CA 90015
Gilda's Club Desert Cities <i>To provide another senior support group, cover additional printing costs, re-design website, and develop social media tools.</i> \$ 20,000.00	200600279 10-30	10/25/2010	\$20,000.00	The Auen Foundation	3193 67-625 E. Palm Canyon Dr., Suite 6A, Cathedral City, CA 92234
Mizell Senior Center of Palm Springs <i>Giving a Voice to Senior programs and groups on the Joey English Show.</i> \$ 9,000.00	200600277 10-28	10/25/2010	\$9,000.00	The Auen Foundation	3192 480 South Sunrise Way, Palm Springs, CA 92262
Prime Timer of the Desert Foundation <i>volunteer coordinator</i> \$ 12,500.00	200600278 10-29	10/19/2010	\$12,500.00	The Auen Foundation	3190 700 E. Tahquitz Canyon Way, Palm Springs, CA 92262

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Salmon Valley Senior Center <i>to provide carpet for the center</i> \$ 4,000.00	200600288 10-32	10/19/2010	\$4,000.00	The Auen Foundation	3191 200 Mian Street, Salmon, ID 83467
United States Veterans Initiative <i>Cover Student Costs</i> \$ 1,500.00	200600291 10-35	10/25/2010	\$1,500.00	The Auen Foundation	3194 PO Box 850, Desert Hot Springs, CA 92240
Winewomen PSP INC <i>Cal State Palm Desert - scholarships</i> \$ 2,750.00	200600289 10-36	10/4/2010	\$2,750.00	The Auen Foundation	3188 50855 Washington Street, Suite C, La Quinta, CA 92253
		Total October 2010	\$59,750.00		
November 2010					
Child Help <i>beaumont center capital improvements</i> \$ 5,000.00	200600290 39-10	11/4/2010	\$5,000.00	The Auen Foundation	3196 15757 North 78th Street, Scottsdale, AZ 85260
Samaritans For Seniors <i>awareness film and program support</i> \$ 5,000.00	200600293 10/42	11/23/2010	\$5,000.00	The Auen Foundation	3197 PO Box 10967, Palm Desert, CA 92255
		Total November 2010	\$10,000.00		
December 2010					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Angel Light Academy <i>Intergenerational mentoring program</i> \$ 10,000.00	200600294 10-38	12/10/2010	\$10,000.00	The Auen Foundation	3199 PO Box 11827, Palm Desert, CA 92255
Our Lady of the Desert <i>Support for 2010-2011 School Year</i> \$ 2,000.00	200600300 10-44	12/13/2010	\$2,000.00	The Auen Foundation	3200 55765 Mountain View Trail, Yucca Valley, CA 92284
Pegasus Riding Academy for the Handicapped <i>operational support</i> \$ 1,000.00	200600299 10-40	12/13/2010	\$1,000.00	The Auen Foundation	3201 Po Box 397, Thousand Palms, CA 92276
Smile Seekers, Inc. <i>For intergenerational programs</i> \$ 1,500.00	200600298 10-43	12/10/2010	\$1,500.00	The Auen Foundation	3198 4374 Larchwood Place, Riverside, CA 92506
		<i>Total December 2010</i> (4 items)	\$14,500.00		
		Grand Total (41 items)	\$329,050.00		

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990 PF, Dec. 31, 2010
Schedule (16), Part XVII, Line 1b(4)

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

<u>Line No.</u>	<u>Amount Involved</u>	<u>Name of Non-Charitable Exempt Organization</u>	<u>Description</u>
b(4)	\$ 350,857	The Fairfield Homes Title Holding Co., Inc. {exempt IRC 501 (c)(2)}	Is the paymaster of the Foundation as authorized by Employment Tax Reg. 31.3121(s) - 1(a) and (b). Accounting services and other administrative expenses provided to the Foundation at allocated cost in accordance with an overhead sharing agreement.