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

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 JUL 1, 2010, and ending JUN 30, 2011

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

JOHN D. BALDESCHWIELER AND MARLENE R.  
KONNAR FOUNDATION

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

POST OFFICE BOX 50065

## A Employer identification number

95-4756278

City or town, state, and ZIP code

PASADENA, CA 91105-0065

## B Telephone number

(626) 395-6088

H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year J Accounting method:  Cash  Accrual  
(from Part II, col (c), line 16)  Other (specify)   
► \$ 699,831. (Part I, column (d) must be on cash basis)C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		152,785.		N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		6.	6.		STATEMENT 2
4 Dividends and interest from securities		32,595.	32,595.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,594.			STATEMENT 1
b Gross sales price for all assets on line 6a	855,702.				
7 Capital gain net income (from Part IV, line 2)			189,595.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		194,980.	222,196.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	1,710	RECEIVED 10/5/10		170.
c Other professional fees					
17 Interest					
18 Taxes	STMT 5	052	NOV 14 2011	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	195.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		1,915.	1,540.		170.
25 Contributions, gifts, grants paid		88,270.			88,270.
26 Total expenses and disbursements Add lines 24 and 25		90,185.	1,540.		88,440.
27 Subtract line 26 from line 12:		104,795.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			220,656.		
c Adjusted net income (if negative, enter -0-)				N/A	

JOHN D. BALDESCHWIELER AND MARLENE R.  
KONNAR FOUNDATION

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	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		5,022.	9,263.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 7	380,806.	121,257.
	c	Investments - corporate bonds	STMT 8	0.	104,301.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 9	231,007.	486,809.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► )			
	16	<b>Total assets (to be completed by all filers)</b>		616,835.	721,630.
	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			
	22	Other liabilities (describe ► )			
	23	<b>Total liabilities (add lines 17 through 22)</b>		0.	0.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds		616,835.	721,630.
	30	<b>Total net assets or fund balances</b>		616,835.	721,630.
	31	<b>Total liabilities and net assets/fund balances</b>		616,835.	721,630.

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	616,835.
2	Enter amount from Part I, line 27a	2	104,795.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	721,630.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	721,630.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a 5500 SHS GILEAD SCIENCES, INC</b>			<b>D</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b 3966 SHS GILEAD SCIENCES, INC</b>			<b>D</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c 4008.365 SHS CGM FOCUS FUND</b>			<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>d 2110 SHS EV ENERGY PARTNERS LP</b>			<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>e 6,309 SHS EURO PACIFIC GROWTH</b>			<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a 198,735.</b>		<b>8,293.</b>	<b>190,442.</b>		
<b>b 152,492.</b>		<b>5,528.</b>	<b>146,964.</b>		
<b>c 110,970.</b>		<b>231,007.</b>	<b>&lt;120,037. &gt;</b>		
<b>d 95,202.</b>		<b>75,051.</b>	<b>20,151.</b>		
<b>e 298,303.</b>		<b>346,228.</b>	<b>&lt;47,925. &gt;</b>		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))</b>		
<b>(i) F.M.V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>			
<b>a</b>			<b>190,442.</b>		
<b>b</b>			<b>146,964.</b>		
<b>c</b>			<b>&lt;120,037. &gt;</b>		
<b>d</b>			<b>20,151.</b>		
<b>e</b>			<b>&lt;47,925. &gt;</b>		
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>189,595.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8</b>			<b>3</b>	<b>N/A</b>	

**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 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	<b>52,487.</b>	<b>633,923.</b>	<b>.082797</b>
2008	<b>55,289.</b>	<b>659,706.</b>	<b>.083809</b>
2007	<b>64,063.</b>	<b>986,163.</b>	<b>.064962</b>
2006	<b>72,660.</b>	<b>896,782.</b>	<b>.081023</b>
2005	<b>56,063.</b>	<b>757,960.</b>	<b>.073966</b>

2 Total of line 1, column (d)

**2 .386557**

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 .077311**

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

**4 640,126.**

5 Multiply line 4 by line 3

**5 49,489.**

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

**6 2,207.**

7 Add lines 5 and 6

**7 51,696.**

8 Enter qualifying distributions from Part XII, line 4

**8 88,440.**

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	
a	2010 estimated tax payments and 2009 overpayment credited to 2010	
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	
11	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 11	

## Part VII-A Statements Regarding Activities

1a	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CA</u>	
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 <b>General Instruction G</b> ? If "No," attach explanation	
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)? If "Yes," complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

**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 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 ► N/A  13  X

14 The books are in care of ► JOHN D. BALDESCHWIELER Telephone no. ► (626) 395-6088  
Located at ► POST OFFICE BOX 50065, PASADENA, CA ZIP+4 ► 9111-0065

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 X

**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"/> X <input 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"/> X <input 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"/> X <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <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"/> X <input 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"/> X <input 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"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No	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)): <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
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"/> X <input type="checkbox"/> No		
If "Yes," list the years ► _____, _____, _____, _____, _____ <input type="checkbox"/> N/A	2b	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____ <input type="checkbox"/> N/A	3a	
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"/> X <input 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A



5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN D. BALDESCHWIELER C/O MW LLP, 300 N. LAKE AVENUE, #930 PASADENA, CA 91101	PRESIDENT  0.00	0.	0.	0.
MARLENE R. KONNAR C/O MW LLP, 300 N. LAKE AVENUE, #930 PASADENA, CA 91101	VP AND SECRETARY  0.00	0.	0.	0.

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

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

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



0

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**Part VIII . Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

**Total number of others receiving over \$50,000 for professional services****0****Part IX-A Summary of Direct Charitable Activities**

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

**Expenses**

<b>1 SEE XV FOR DONATIONS MADE BY THIS ORGANIZATION. THE PRIMARY PURPOSE OF THIS ORGANIZATION IS TO PROVIDE GRANTS TO CERTAIN SEC 501(C)(3) ORGANIZATIONS.</b>		
<b>2</b>		
<b>3</b>		
<b>4</b>		

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

**Amount**

<b>1</b>	<b>N/A</b>	
<b>2</b>		
<b>3</b>		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions )

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a Average monthly fair market value of securities	1a 640,730.
b Average of monthly cash balances	1b 9,144.
c Fair market value of all other assets	1c
d Total (add lines 1a, b, and c)	1d 649,874.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2 Acquisition indebtedness applicable to line 1 assets	2 0.
3 Subtract line 2 from line 1d	3 649,874.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 9,748.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 640,126.
6 Minimum investment return Enter 5% of line 5	6 32,006.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1 Minimum investment return from Part X, line 6	1 32,006.
2a Tax on investment income for 2010 from Part VI, line 5	2a 2,207.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 2,207.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 29,799.
4 Recoveries of amounts treated as qualifying distributions	4 0.
5 Add lines 3 and 4	5 29,799.
6 Deduction from distributable amount (see instructions)	6 0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 29,799.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 88,440.
b Program-related investments - total from Part IX-B	1b 0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required)	3a
b Cash distribution test (attach the required schedule)	3b
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 88,440.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 2,207.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6 86,233.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				29,799.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	20,215.			
b From 2006	33,561.			
c From 2007	15,914.			
d From 2008	23,115.			
e From 2009	21,897.			
f Total of lines 3a through e	114,702.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 88,440.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				29,799.
e Remaining amount distributed out of corpus	58,641.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	173,343.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	20,215.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	153,128.			
10 Analysis of line 9:				
a Excess from 2006	33,561.			
b Excess from 2007	15,914.			
c Excess from 2008	23,115.			
d Excess from 2009	21,897.			
e Excess from 2010	58,641.			



**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)				
<i>a Paid during the year</i>				
SEE STATEMENT 11				
<b>Total</b>			► 3a	<b>88,270.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	<b>0.</b>

## 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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			01	6.	
4 Dividends and interest from securities			01	32,595.	
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			18	9,594.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		42,195.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	42,195.

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

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

**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 (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
- (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

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. 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.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

b If "Yes," complete the following schedule.

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

**Sign  
Here**

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

Signature of officer or trustee

✓ 11/10/2011

## PRESIDENT

### Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>VERDI S. BOYER</b>		<b>11/9/11</b>		
	Firm's name ► <b>MARTIN WERBELOW LLP</b>			Firm's EIN ►	
Firm's address ► <b>300 N LAKE AVE, SUITE 930 PASADENA, CA 91101-4106</b>			Phone no.	<b>(626) 577-1440</b>	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

5500 SHS GILEAD SCIENCES, INC		DONATED	VARIOUS	VARIOUS
-------------------------------	--	---------	---------	---------

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
198,735.	37,913.	2,078.	0.	158,744.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

3966 SHS GILEAD SCIENCES, INC		DONATED	VARIOUS	VARIOUS
-------------------------------	--	---------	---------	---------

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
152,492.	152,785.	1,046.	0.	<1,339.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

4008.365 SHS CGM FOCUS FUND		PURCHASED	VARIOUS	VARIOUS
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(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
110,970.	231,007.	0.	0.	<120,037.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2110 SHS EV ENERGY PARTNERS LP		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95,202.	75,051.	0.	0.	20,151.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,309 SHS EURO PACIFIC GROWTH		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
298,303.	346,228.	0.	0.	<47,925. >

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	9,594.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
MERRILL LYNCH CMA MONEY FUND	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EATON VANCE DIVERSIFIED EQUITY	8,323.	0.	8,323.
EATON VANCE FLT-RT	635.	0.	635.
EATON VANCE GLOBAL DIVERSIFIED	8,609.	0.	8,609.
EUROPACIFIC FUND	3,080.	0.	3,080.
FRONTIER COMMUNICATIONS	5,925.	0.	5,925.
OTELO	6,023.	0.	6,023.
TOTAL TO FM 990-PF, PART I, LN 4	32,595.	0.	32,595.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,710.	1,540.		170.
TO FORM 990-PF, PG 1, LN 16B	1,710.	1,540.		170.

## FORM 990-PF

## TAXES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10.	0.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRE & BANK FEES	195.	0.		0.
TO FORM 990-PF, PG 1, LN 23	195.	0.		0.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN FRONTIER COMMUNICATIONS	121,257.	111,366.
TOTAL TO FORM 990-PF, PART II, LINE 10B	121,257.	111,366.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN OTELCO INC	104,301.	111,553.
TOTAL TO FORM 990-PF, PART II, LINE 10C	104,301.	111,553.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN ENCORE ENERGY PARTNERS	COST	96,245.	102,976.
INVESTMENT IN EATON VANCE INCOME TRUST	COST	40,296.	38,952.
INVESTMENT IN EATON VANCE DIVERSIFIED EQUITY	COST	119,415.	110,707.
INVESTMENT IN EATON VANCE GLOBAL DIVERSIFIED	COST	117,475.	111,401.
INVESTMENT IN QR ENERGY	COST	113,378.	103,613.
TOTAL TO FORM 990-PF, PART II, LINE 13		486,809.	467,649.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

JOHN D. BALDESCHWIELER  
MARLENE R. KONNAR

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALTADENA GUILD OF HMRI ALTADENA, CA	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	200.
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING ST CAMBRIDGE, MA 02138	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	1,000.
AMERICAN PHILOSOPHICAL SOCIETY 104 SOUTH FIFTH ST PHILADELPHIA, PA 19106	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	1,000.
CALTECH PASADENA, CA 91125	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	10,000.
CHEMICAL HERITAGE FOUNDATION 315 CHESNUT ST. PHILADELPHIA PA 19106 PHILADELPHIA, PA 19106	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	30,000.
DESCANSO GARDENS LA CANADA, CA	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	300.
FESTIVAL OF ARTS LAGUNA BEACH, CA	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	1,000.
HUNTINGTON MEDICAL RESEARCH 734 FAIRMOUNT AVE PASADENA, CA 91105	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	5,000.

KCET 4401 SUNSET BLVD LOS ANGELES, CA 90027	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	300.
KECK GRADUATE INSTITUTE 535 WATSON DR CLAREMONT, CA 91711	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	20,000.
LAGUNA ART MUSEUM LAGUNA BEACH, CA	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	125.
NATIONAL ACADEMY OF SCIENCES 500 FIFTH ST WASHINGTON , DC 20001	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	1,000.
NORTON SIMON MUSEUM PASADENA, CA	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	275.
PASADENA ARTS LEAGUE PASADENA, CA	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	750.
PASADENA CONSERVATORY OF MUSIC 845 ATCHISON STREET PASADENA, CA 91104	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	1,000.
PASADENA MUSEUM OF HISTORY PASADENA, CA	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	250.
PASADENA SYMPHONY ASSOCIATION 117 COLORADO BLVD PASADENA, CA 91105	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	7,395.
STATUE OF LIBERTY ELLIS ISLAND NEW YORK , NY	TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	75.

JOHN D. BALDESCHWIELER AND MARLENE R. KO

95-4756278

THE HUNTINGTON HOSPITAL 100 W. CALIFORNIA BLVD PASADENA, CA 91109	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	4,000.
THE HUNTINGTON LIBRARY 1151 OXFORD RD SAN MARINO, CA 91108	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	2,500.
UC SANTA CRUZ FOUNDATION SANTA CRUZ, CA	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	1,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD LOS ANGELES, CA 90024	N/A TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	1,000.
WRPA PASADENA, CA	TO SUPPORT WORTHY ACTIVITIES	PUBLIC CHARITY	100.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			88,270.