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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

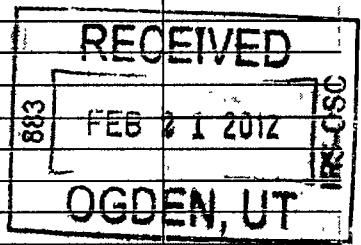
For calendar year 2010, or tax year beginning OCT 1, 2010, and ending SEPT 30, 2011

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: MAZDA FOUNDATION (USA) INC.
Number and street (or P O box number if mail is not delivered to street address): 7755 IRVINE CTR DRIVE
City or town, state, and ZIP code: IRVINE CA 92618
A Employer identification number: 38-2952236
B Telephone number (see page 10 of the instructions): 949-727-1990

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,523,815
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____
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) (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 checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	246,539	246,539	246,539	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		194,181		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	246,539	440,720	246,539	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 1	45,451	45,451	45,451	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	5,700			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	1,305			1,305
	23 Other expenses (attach schedule) STMT 3	1,542			
	24 Total operating and administrative expenses. Add lines 13 through 23	53,998	45,451	45,451	1,305
	25 Contributions, gifts, grants paid	505,700			505,700
	26 Total expenses and disbursements. Add lines 24 and 25	559,698	45,451	45,451	507,005
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(313,159)			
	b Net investment income (if negative, enter -0-)		395,269		
	c Adjusted net income (if negative, enter -0-)			201,088	



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	285,614	220,555	220,555
	2 Savings and temporary cash investments			
	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 (attach schedule) ▶			
	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 (attach schedule)	2,792,400	2,947,069	2,947,069
	b Investments—corporate stock (attach schedule) . STMT. 4	2,750,527	2,382,078	2,382,078
	c Investments—corporate bonds (attach schedule)	983,902	1,102,197	1,102,197
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans	156,708		
	13 Investments—other (attach schedule) STMT. 4	904,418	821,927	821,927
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ <u>Interest receivable</u>)	48,391	49,989	49,989
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,921,960	7,523,815	7,523,815
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	7,921,960	7,523,815	
Net Assets or Fund Balances	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	7,921,960	7,523,815	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,921,960	7,523,815	

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	7,921,960
2 Enter amount from Part I, line 27a	2	(313,159)
3 Other increases not included in line 2 (itemize) ▶ <u>Realized gain</u>	3	194,181
4 Add lines 1, 2, and 3	4	7,802,982
5 Decreases not included in line 2 (itemize) ▶ <u>Unrealized loss</u>	5	279,167
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,523,815

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 STATEMENT 5			P	VARIOUS	VARIOUS
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 5,732,380		5,538,199	194,181		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	194,181	
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	(16,115)	

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.

(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	379,884	7,775,299	0.0489
2008	410,065	7,509,625	0.0546
2007	407,616	8,411,316	0.0485
2006	416,754	8,433,893	0.0494
2005	431,422	8,381,528	0.0515
2 Total of line 1, column (d)			2 0.2529
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 0.0506
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 7,950,133
5 Multiply line 4 by line 3			5 402,277
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,953
7 Add lines 5 and 6			7 406,230
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.			8 507,005

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	1	3,953	
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	3,953	
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	3,953	
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,048	
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	7,048	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,095	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax 3,095 Refunded	11	0	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CALIFORNIA, MICHIGAN		
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)	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 ► <u>www.mazdafoundation.org</u>	13	x	
14	The books are in care of ► <u>Young Suh</u> Telephone no. ► <u>949-727-1990</u> Located at ► <u>7755 IRVINE CTR DRIVE, IRVINE, CA</u> ZIP+4 ► <u>92618</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
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"/> 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 type="checkbox"/> Yes <input checked="" 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)? . . . 1b		
	Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>) 3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐ **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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


If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 6				

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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	7,811,826
b	Average of monthly cash balances	1b	209,386
c	Fair market value of all other assets (see page 25 of the instructions)	1c	49,989
d	Total (add lines 1a, b, and c)	1d	8,071,201
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	8,071,201
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	121,068
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,950,133
6	Minimum investment return. Enter 5% of line 5	6	397,507

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	397,507
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,953
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,953
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	393,554
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	393,554
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	393,554

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	507,005
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	507,005
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	3,953
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	503,052

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				393,554
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			374,942	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>507,005</u>				
a Applied to 2009, but not more than line 2a			374,942	
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				132,063
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).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				261,491
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling					N/A
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a 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	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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:

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> STATEMENT 7				505,700
Total			3a	505,700
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	246,539	
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		246,539	0
13	Total. Add line 12, columns (b), (d), and (e)				13 246,539	246,539

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

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

[illegible]

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2011****STATEMENT 1**

<u>DESCRIPTION</u>	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PART I, LINE 16c - OTHER PROFESSIONAL FEES				
MORGANSTANLEY INVESTMENT FEES	45,451	45,451	45,451	0
TOTAL	<u>45,451</u>	<u>45,451</u>	<u>45,451</u>	<u>0</u>

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2011****STATEMENT 2**

<u>DESCRIPTION</u>	(A) <u>EXPENSES PER BOOKS</u>	(B) <u>NET INVEST- MENT INCOME</u>	(C) <u>ADJUSTED NET INCOME</u>	(D) <u>CHARITABLE PURPOSES</u>
PART I, LINE 18 - TAXES FEDERAL EXCISE TAX	5,700	0	0	0
TOTAL	<u>5,700</u>	<u>0</u>	<u>0</u>	<u>0</u>

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2011****STATEMENT 3**

<u>DESCRIPTION</u>	(A) <u>EXPENSES</u> <u>PER BOOKS</u>	(B) <u>NET INVEST-</u> <u>MENT INCOME</u>	(C) <u>ADJUSTED</u> <u>NET INCOME</u>	(D) <u>CHARITABLE</u> <u>PURPOSES</u>
PART I, LINE 23 - OTHER EXPENSES				
Federal/State Filing fee	55			
Membership fee	960			
Misc	527			
TOTAL	<u>1,542</u>	<u>0</u>	<u>0</u>	<u>0</u>

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2011****STATEMENT 4**

<u>DESCRIPTION</u>	<u>U S GOV'T</u>	<u>OTHER GOV'T</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10a - U S. AND STATE/CITY GOVERNMENT OBLIGATIONS				
Citigroup Global Markets Inc.	X		2,947,067	2,947,067
TOTAL			<u>2,947,067</u>	<u>2,947,067</u>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10b - CORPORATE STOCK		
Citigroup Global Markets Inc	2,382,078	2,382,078
TOTAL	<u>2,382,078</u>	<u>2,382,078</u>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10c - CORPORATE BONDS		
Citigroup Global Markets Inc	1,102,197	1,102,197
TOTAL	<u>1,102,197</u>	<u>1,102,197</u>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 13 - OTHER INVESTMENTS		
International bonds - Citigroup Global Markets Inc	821,927	821,927
TOTAL	<u>821,927</u>	<u>821,927</u>

FORM 990-PF

FOR FISCAL YEAR ENDED 9/30/2011

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
AMAZON COM INC	OCT 2010	9,792	2,313	7,479	0	7,479
ELECTRONIC ARTS	OCT 2010	13,510	36,214	(22,704)	0	(22,704)
CHECKPOINT SOFTWARE TECH	OCT 2010	13,874	11,623	2,251	2,251	0
CARNIVAL CORP	OCT 2010	2,663	1,771	892	0	892
CARNIVAL CORP	OCT 2010	1,410	1,149	261	261	0
DANISCO A/S UNSP/ADR	OCT 2010	4,639	4,257	382	382	0
NESTLES A SPONSORED	OCT 2010	3,369	3,158	211	211	0
TOKYO GAS CO LTD	OCT 2010	2,300	2,142	158	0	158
TOKYO GAS CO LTD	OCT 2010	1,106	966	140	140	0
FREEMPORT MCMORAN COPPER & GOLD	OCT 2010	767	861	(94)	0	(94)
PPG INDUSTRIES INC	OCT 2010	1,378	998	380	0	380
ELECTRONIC ARTS	NOV 2010	7,831	8,587	(756)	(756)	0
ELECTRONIC ARTS	NOV 2010	4,279	4,882	(603)	0	(603)
BCE INC-CAD	NOV 2010	4,882	4,426	456	456	0
CARNIVAL CORP	NOV 2010	16,109	12,280	3,829	3,829	0
DANISCO A/S UNSP/ADR	NOV 2010	4,185	3,965	220	220	0
HOME RETAIL GROUP	NOV 2010	6,183	8,534	(2,351)	(2,351)	0
JARDINE MATHESON HLDGS	NOV 2010	4,763	3,105	1,658	1,658	0
JARDINE MATHESON HLDGS	NOV 2010	4,079	2,768	1,311	0	1,311
MAKITA CORP	NOV 2010	1,834	1,046	788	0	788
MAKITA CORP	NOV 2010	2,340	2,202	138	138	0
NSK LTD	NOV 2010	6,131	4,774	1,357	1,357	0
TOKIO MARINE HLDGS	NOV 2010	1,521	1,926	(405)	0	(405)
TOKIO MARINE HLDGS	NOV 2010	8,094	7,611	483	483	0
TOMRA SYSTEMS A/S	NOV 2010	2,822	2,577	245	245	0
CARNIVAL CORP	NOV 2010	8,462	7,121	1,341	1,341	0
COMCAST CORP	NOV 2010	713	607	106	106	0
AMGEN INC	DEC 2010	2,409	2,389	20	0	20
AMGEN INC	DEC 2010	5,042	5,102	(60)	(60)	0
BERKSHIRE HATHAWAY INC.	DEC 2010	6,010	3,556	2,454	0	2,454
GRUPO TELEVISIA SA DE CV	DEC 2010	15,263	13,118	2,145	0	2,145
RICOH CO LTD	DEC 2010	8,655	7,729	926	0	926
RICOH CO LTD	DEC 2010	4,363	4,500	(137)	(137)	0
TOMRA SYSTEMS A/S	DEC 2010	5,091	4,670	421	0	421
VIVENDI SA SPONSORED ADR	DEC 2010	12,551	11,986	565	565	0
COLGATE PALMOLIVE CO	DEC 2010	6,212	4,855	1,357	0	1,357
NATIONAL OILWELL VARCO INC	DEC 2010	5,600	7,180	(1,580)	0	(1,580)
PNC FINANCIAL SERVICES GROUP	DEC 2010	1,325	1,222	103	103	0
INTEL CORP	JAN 2011	8,893	8,295	598	0	598
ARCH CAPITAL GROUP LTD	JAN 2011	4,540	3,930	610	610	0
ANGLO AMERICAN PLC ADR	JAN 2011	4,044	3,342	702	0	702
ANHEUSER-BUSCH INBEV SPONS	JAN 2011	13,161	12,073	1,088	1,088	0
EXPERIAN GROUP LTD	JAN 2011	7,434	5,641	1,793	0	1,793
LUXOTTICA GROUP SPA	JAN 2011	4,967	3,876	1,091	0	1,091
ROYAL DUTCH SHELL PLC	JAN 2011	1,958	1,995	(37)	0	(37)
SWISSCOM AG SPONS ADR	JAN 2011	13,317	11,204	2,113	0	2,113
YUE YUEN INDL HLDGS LTD	JAN 2011	6,885	5,599	1,286	0	1,286
YUE YUEN INDL HLDGS LTD	JAN 2011	9,756	9,385	371	371	0
INTEL CORP	JAN 2011	11,640	11,437	203	0	203
INTEL CORP	JAN 2011	992	914	78	78	0
AKAMAI TECHNOLOGIES INC	JAN 2011	26,085	9,291	16,794	0	16,794
AMAZON COM INC	JAN 2011	18,820	4,280	14,540	0	14,540
AMGEN INC	JAN 2011	16,937	15,602	1,335	0	1,335
ANHEUSER-BUSCH INBEV SPONS	JAN 2011	14,358	14,943	(585)	(585)	0
APACHE CORP	JAN 2011	10,712	8,551	2,161	2,161	0
BED BATH & BEYOND	JAN 2011	29,360	22,585	6,775	0	6,775

FORM 990-PF

FOR FISCAL YEAR ENDED 9/30/2011

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
BERKSHIRE HATHAWAY INC.	JAN 2011	19,182	9,978	9,204	0	9,204
BIOMERIE INC	JAN 2011	37,307	25,240	12,067	0	12,067
BLACKROCK INC	JAN 2011	15,797	11,157	4,640	0	4,640
BLACKROCK INC	JAN 2011	10,860	9,302	1,558	1,558	0
CVS CAREMARK CORP	JAN 2011	30,063	26,659	3,404	0	3,404
CELGENE CORP	JAN 2011	12,929	11,532	1,397	0	1,397
CISCO SYS INC	JAN 2011	21,933	10,809	11,124	0	11,124
COCA-COLA CO	JAN 2011	17,006	12,737	4,269	0	4,269
WALT DISNEY CO	JAN 2011	37,820	33,498	4,322	0	4,322
EBAY INC	JAN 2011	24,225	22,523	1,702	0	1,702
EBAY INC	JAN 2011	6,056	4,507	1,549	1,549	0
EXPEDIA INC	JAN 2011	25,689	23,384	2,305	0	2,305
FIRST SOLAR INC	JAN 2011	18,497	14,395	4,102	0	4,102
FIRST SOLAR INC	JAN 2011	10,635	8,110	2,525	2,525	0
GENERAL ELECTRIC	JAN 2011	24,670	41,095	(16,425)	0	(16,425)
GENERAL ELECTRIC	JAN 2011	10,738	8,449	2,289	2,289	0
GOOGLE INC	JAN 2011	24,011	16,487	7,524	0	7,524
GOOGLE INC	JAN 2011	9,004	8,384	620	620	0
HOME DEPOT INC	JAN 2011	29,321	20,983	8,338	0	8,338
JOHNSON & JOHNSON	JAN 2011	32,613	27,947	4,666	0	4,666
JUNIPER NETWORKS INC	JAN 2011	24,346	11,061	13,285	0	13,285
MICROSOFT CORP	JAN 2011	26,309	26,306	3	0	3
MONSANTO CO	JAN 2011	11,350	10,054	1,296	1,296	0
MONSANTO CO	JAN 2011	8,786	9,501	(715)	0	(715)
NASDAQ OMX GROUP INC	JAN 2011	23,396	28,393	(4,997)	0	(4,997)
NVIDIA CORP	JAN 2011	19,072	17,985	1,087	0	1,087
PEPSICO INC	JAN 2011	27,281	17,587	9,694	0	9,694
PROCTOR & GAMBLE	JAN 2011	12,200	9,921	2,279	0	2,279
SCHWAB CHARLES CORP	JAN 2011	18,032	13,628	4,404	0	4,404
SCHWAB CHARLES CORP	JAN 2011	4,219	3,582	637	637	0
TEXAS INSTRUMENTS	JAN 2011	26,479	10,651	15,828	0	15,828
THERMO FISHER SCIENTIFIC INC	JAN 2011	20,532	17,849	2,683	2,683	0
VISA INC COM	JAN 2011	15,997	18,341	(2,344)	(2,344)	0
YAHOO	JAN 2011	18,527	15,843	2,684	0	2,684
DIRECTV CL A	FEB 2011	5,655	2,769	2,886	0	2,886
GENZYME CORP	FEB 2011	38,032	30,611	7,421	0	7,421
APERAM-NY REGISTRY SHARES	FEB 2011	376	322	54	0	54
AXA S.A SPONS ADR	FEB 2011	5,603	8,153	(2,550)	0	(2,550)
LONZA GROUP AG UNSPON ADR	FEB 2011	3,353	3,807	(454)	0	(454)
LUXOTTICA GROUP SPA	FEB 2011	8,580	7,260	1,320	0	1,320
MITSUBISHI CORP	FEB 2011	13,422	12,061	1,361	1,361	0
COLGATE PALMOLIVE CO	FEB 2011	1,827	1,842	(15)	(15)	0
COLGATE PALMOLIVE CO	FEB 2011	3,881	4,252	(371)	0	(371)
MARATHON OIL CORP	FEB 2011	4,712	4,757	(45)	0	(45)
NATIONAL OILWELL VARCO INC	FEB 2011	1,661	709	952	0	952
PNC FINANCIAL SERVICES GROUP	FEB 2011	1,976	1,722	254	254	0
AMERICAN TOWER CORP	FEB 2011	4,042	3,811	231	231	0
CELGENE CORP	FEB 2011	12,570	13,047	(477)	0	(477)
CISCO SYS INC	FEB 2011	9,657	9,801	(144)	0	(144)
CTRP.COM INTERNATIONAL LTD	FEB 2011	8,012	8,082	(70)	(70)	0
NETFLIX INC	FEB 2011	3,939	3,425	514	514	0
NVIDIA CORP	FEB 2011	10,479	5,306	5,173	0	5,173
PRICELINE.COM INC	FEB 2011	15,428	14,591	837	837	0
SOUTHWESTERN ENERGY CO	FEB 2011	6,712	6,974	(262)	(262)	0
TEXAS INSTRUMENTS	FEB 2011	11,265	4,564	6,701	0	6,701
LIBERTY GLOBAL INC CLASS A	MAR 2011	9,387	6,768	2,619	0	2,619

FORM 990-PF

FOR FISCAL YEAR ENDED 9/30/2011

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
MADISON SQUARE GARDEN INC.	MAR 2011	2,765	1,645	1,120	0	1,120
ARCH CAPITAL GROUP LTD	MAR 2011	9,025	7,597	1,428	1,428	0
APERAM-NY REGISTRY SHARES-correct	MAR 2011	322	353	(31)	(31)	0
CPFL ENERGIA S A-BRL	MAR 2011	8,992	7,136	1,856	0	1,856
KAO CORP	MAR 2011	10,634	11,097	(463)	(463)	0
THK CO LTD	MAR 2011	3,929	2,633	1,296	0	1,296
TEVA PHARMACEUTICAL INDS	MAR 2011	2,107	1,877	230	0	230
TOKYO GAS CO LTD	MAR 2011	14,464	13,334	1,130	0	1,130
CHEVRON CORP	MAR 2011	1,447	1,295	152	0	152
CONOCOPHILLIS	MAR 2011	7,139	5,920	1,219	0	1,219
INTL BUSINESS MACHINES CORP	MAR 2011	10,012	7,131	2,881	0	2,881
NATIONAL OILWELL VARCO INC	MAR 2011	1,134	443	691	0	691
PNC FINANCIAL SERVICES GROUP	MAR 2011	7,829	7,167	662	662	0
ST JUDE MEDICAL INC.	MAR 2011	3,468	2,818	650	0	650
ADOBE SYSTEMS INC	MAR 2011	3,192	3,196	(4)	(4)	0
AMAZON COM INC	MAR 2011	3,218	733	2,485	0	2,485
AMGEN INC	MAR 2011	5,215	5,390	(175)	0	(175)
BOEING CO	MAR 2011	1,895	1,945	(50)	(50)	0
COLGATE PALMOLIVE CO	MAR 2011	4,749	4,759	(10)	(10)	0
FS NETWORKS INC	MAR 2011	5,519	6,292	(773)	(773)	0
NETFLIX INC	MAR 2011	6,403	6,850	(447)	(447)	0
NVIDIA CORP	MAR 2011	5,492	3,341	2,151	0	2,151
NVIDIA CORP	MAR 2011	2,971	2,432	539	539	0
POTASH CORP SASK INC	MAR 2011	2,337	2,551	(214)	(214)	0
ROCKWELL COLLINGS INC	MAR 2011	7,453	7,499	(46)	(46)	0
TARGET CORP	MAR 2011	12,182	12,925	(743)	(743)	0
ADVANTEST CORP SPON ADR	APR 2011	5,684	7,566	(1,882)	0	(1,882)
CPFL ENERGIA S A-BRL	APR 2011	5,013	3,543	1,470	0	1,470
CANADIAN NATURAL RES LTD	APR 2011	4,931	3,206	1,725	0	1,725
MAKITA CORP	APR 2011	2,191	1,668	523	0	523
NOVARTIS AG ADR	APR 2011	10,458	9,891	567	0	567
ROYAL DUTCH SHELL PLC	APR 2011	2,951	1,929	1,022	0	1,022
THK CO LTD	APR 2011	7,789	6,139	1,650	0	1,650
THK CO LTD	APR 2011	3,922	4,522	(600)	(600)	0
TELSTRA LTD	APR 2011	14,193	14,591	(398)	0	(398)
UNILEVER NV NY	APR 2011	6,847	6,528	319	0	319
APACHE CORP	APR 2011	3,361	3,245	116	0	116
CHEVRON CORP	APR 2011	6,224	5,365	859	0	859
NATIONAL OILWELL VARCO INC	APR 2011	12,454	6,253	6,201	0	6,201
WELLS FARGO & CO	APR 2011	3,343	3,917	(574)	0	(574)
SINA CORP	APR 2011	2,088	1,530	558	558	0
CHECKPOINT SOFTWARE TECH	APR 2011	2,626	2,262	364	364	0
ADOBE SYSTEMS INC	APR 2011	10,688	10,608	80	80	0
ALLEGHENY TECHNOLOGIES	APR 2011	1,327	1,367	(40)	(40)	0
ALLERGAN INC	APR 2011	752	704	48	48	0
AMAZON COM INC	APR 2011	2,570	540	2,030	0	2,030
AMERICAN TOWER CORP	APR 2011	11,190	11,231	(41)	(41)	0
AMGEN INC	APR 2011	5,627	5,668	(41)	0	(41)
APPLE INC	APR 2011	1,651	1,694	(43)	(43)	0
BOEING CO	APR 2011	1,914	1,806	108	108	0
CME GROUP INC	APR 2011	607	616	(9)	(9)	0
CANADIAN NATURAL RES LTD	APR 2011	2,019	1,970	49	49	0
CATERPILLAR INC	APR 2011	869	775	94	94	0
CITRIX SYSTEMS INC	APR 2011	3,432	2,906	526	526	0
COACH INC	APR 2011	203	216	(13)	(13)	0
COCA-COLA CO	APR 2011	6,108	4,277	1,831	0	1,831

FORM 990-PF

FOR FISCAL YEAR ENDED 9/30/2011

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
COGNIZANT TECH SOLUTIONS	APR 2011	563	533	30	30	0
COMERICA INC	APR 2011	496	492	4	4	0
DENBURY RES INC NEW	APR 2011	5,664	5,368	296	296	0
DEVON ENERGY CORP	APR 2011	89	91	(2)	(2)	0
EMC CORP-MASS	APR 2011	578	547	31	31	0
EOG RESOURCES	APR 2011	675	638	37	37	0
EMERSON ELECTRIC	APR 2011	402	411	(9)	(9)	0
EXPRESS SCRIPTS	APR 2011	1,061	1,070	(9)	(9)	0
FREEMPORT MCMORAN COPPER & GOLD	APR 2011	4,482	4,387	95	95	0
GOOGLE INC	APR 2011	1,150	1,238	(88)	(88)	0
HEWLETT PACKARD CO	APR 2011	288	338	(50)	(50)	0
ILLUMINA INC	APR 2011	1,646	1,663	(17)	(17)	0
JPMORGAN CHASE & CO	APR 2011	94	90	4	4	0
MEAD JOHNSON NUTRITION CO	APR 2011	415	405	10	10	0
NETAPP INC	APR 2011	12,190	14,385	(2,195)	(2,195)	0
NETFLIX INC	APR 2011	5,231	4,923	308	308	0
NORDSTROM INC	APR 2011	963	864	99	99	0
ORACLE CORP	APR 2011	1,718	1,456	262	262	0
POTASH CORP SASK INC	APR 2011	1,997	2,077	(80)	(80)	0
PRECISION CASTPARTS CORP	APR 2011	1,164	1,144	20	20	0
PROCTOR & GAMBLE	APR 2011	1,059	778	281	0	281
RANGE RESOURCES CORP	APR 2011	395	350	45	45	0
ROCKWELL AUTOMATION	APR 2011	92	87	5	5	0
ROCKWELL COLLINGS INC	APR 2011	640	641	(1)	(1)	0
SALESFORCE.COM	APR 2011	2,285	2,205	80	80	0
SCHLUMBERGER LTE	APR 2011	707	465	242	242	0
STARBUCKS CORP	APR 2011	2,866	2,553	313	313	0
3M COMPANY	APR 2011	562	527	35	35	0
UNITED TECHNOLOGIES	APR 2011	424	406	18	18	0
UNITED HEALTH GROUP INC	APR 2011	1,462	1,351	111	111	0
VF CORP	APR 2011	1,585	1,322	263	263	0
WATERS CORP	APR 2011	702	622	80	80	0
BG GROUP PLC SPON ADR	MAY 2011	7,204	4,969	2,235	0	2,235
BNP PARIBAS SPON ADR	MAY 2011	6,065	6,010	55	0	55
CPFL ENERGIA S A-BRL	MAY 2011	8,548	6,127	2,421	0	2,421
CPFL ENERGIA S A-BRL	MAY 2011	2,886	2,436	450	450	0
EXPERIAN GROUP LTD	MAY 2011	9,452	7,167	2,285	0	2,285
EXPERIAN GROUP LTD	MAY 2011	4,311	3,245	1,066	1,066	0
HSBC HLDG PLC SP ADR NEW	MAY 2011	3,164	1,973	1,191	0	1,191
CHECKPOINT SOFTWARE TECH	MAY 2011	4,824	3,994	830	830	0
ALLEGHENY TECHNOLOGIES	MAY 2011	11,016	10,752	264	264	0
ALLERGAN INC	MAY 2011	5,884	5,002	882	882	0
AMAZON COM INC	MAY 2011	1,170	231	939	0	939
CAMERON INTERNATIONAL CORP	MAY 2011	7,675	8,577	(902)	(902)	0
CANADIAN NATURAL RES LTD	MAY 2011	3,529	3,805	(276)	(276)	0
CATERPILLAR INC	MAY 2011	10,583	9,591	992	992	0
CITIGROUP INC	MAY 2011	40	238	(198)	0	(198)
CITRIX SYSTEMS INC	MAY 2011	4,303	3,285	1,018	1,018	0
CORNING INC	MAY 2011	14,544	15,842	(1,298)	(1,298)	0
EOG RESOURCES	MAY 2011	2,559	2,551	8	8	0
EMERSON ELECTRIC	MAY 2011	10,236	11,096	(860)	(860)	0
FIRST SOLAR INC	MAY 2011	4,712	6,229	(1,517)	(1,517)	0
FLOWERVE COR	MAY 2011	4,606	5,002	(396)	(396)	0
FREEMPORT MCMORAN COPPER & GOLD	MAY 2011	8,219	9,099	(880)	(880)	0
NORDSTROM INC	MAY 2011	1,887	1,687	200	200	0
ORACLE CORP	MAY 2011	7,824	6,682	1,142	1,142	0

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
POTASH CORP SASK INC	MAY 2011	1,902	2,195	(293)	(293)	0
RANGE RESOURCES CORP	MAY 2011	2,359	2,249	110	110	0
SALESFORCE.COM	MAY 2011	5,671	5,188	483	483	0
SCHLUMBERGER LTE	MAY 2011	3,283	2,325	958	958	0
STARBUCKS CORP	MAY 2011	3,080	2,679	401	401	0
STARWOOD HOTELS & RESORTS	MAY 2011	3,604	3,721	(117)	(117)	0
TEXTRON INC	MAY 2011	12,705	14,650	(1,945)	(1,945)	0
UNITEDHEALTH GROUP INC	MAY 2011	3,896	3,152	744	744	0
COVIDIEN PLC	JUNE 2011	811	583	228	0	228
WEATHERFORD INTERNATIONAL LTD	JUNE 2011	1,023	1,059	(36)	0	(36)
TE CONNECTIVITY LTD	JUNE 2011	1,099	1,072	27	0	27
TYCO INTL LTD CHF	JUNE 2011	1,434	1,431	3	0	3
ANADARKO PETROLEUM CORP	JUNE 2011	1,868	987	881	0	881
AUTODESK INC	JUNE 2011	792	790	2	0	2
BIOGEN IDEC INC	JUNE 2011	9,850	4,649	5,201	0	5,201
BROADCOM CORP	JUNE 2011	850	822	28	0	28
CABLEVISION SYSTEMS CORP	JUNE 2011	719	392	327	0	327
COMCAST CORP	JUNE 2011	1,496	1,683	(187)	0	(187)
CREE INC	JUNE 2011	594	369	225	0	225
DIRECTV CL A	JUNE 2011	1,194	533	661	0	661
FLUOR CORP	JUNE 2011	636	304	332	0	332
FOREST LABORATORIES INC	JUNE 2011	1,276	1,819	(543)	0	(543)
PALL CORP	JUNE 2011	1,069	733	336	0	336
UNITEDHEALTH GROUP INC	JUNE 2011	1,454	963	491	0	491
WILLIS GROUP HLDGS	JUNE 2011	8,068	6,225	1,843	1,843	0
AKZO NOBEL N V. ADR	JUNE 2011	6,930	5,802	1,128	0	1,128
ANGLO AMERICAN PLC ADR	JUNE 2011	2,626	2,298	328	0	328
BASF SE COMMON STOCK	JUNE 2011	3,179	2,075	1,104	0	1,104
BNP PARIBAS SPON ADR	JUNE 2011	7,381	8,430	(1,049)	0	(1,049)
BARCLAYS PLC	JUNE 2011	1,796	4,330	(2,534)	0	(2,534)
BRIDGESTONE CORP LTD	JUNE 2011	2,974	2,575	399	399	0
GAZPROM OAO SPONS ADR	JUNE 2011	3,874	3,347	527	527	0
GLAXOSMITHKLINE PLC	JUNE 2011	2,971	2,455	516	516	0
HSBC HLDG PLC SP ADR NEW	JUNE 2011	5,393	6,202	(809)	0	(809)
MAKITA CORP	JUNE 2011	2,173	1,509	664	664	0
MAKITA CORP	JUNE 2011	5,688	4,604	1,084	0	1,084
MUNICH RE GROUP	JUNE 2011	3,452	3,081	371	371	0
MURATA MFG CO	JUNE 2011	2,559	2,148	411	0	411
NESTLES A SPONSORED	JUNE 2011	2,867	2,292	575	0	575
NOVARTIS AG ADR	JUNE 2011	9,274	8,113	1,161	0	1,161
NOVARTIS AG ADR	JUNE 2011	1,708	1,362	346	346	0
NSK LTD	JUNE 2011	4,010	2,801	1,209	0	1,209
PUBLICIS GROUPE ADR	JUNE 2011	3,727	2,670	1,057	0	1,057
ROYAL DUTCH SHELL PLC	JUNE 2011	3,473	3,029	444	0	444
VODAFONE GROUP PLC	JUNE 2011	6,530	7,252	(722)	(722)	0
MARVELL TECH GROUP	JUNE 2011	531	703	(172)	(172)	0
AT&T INC	JUNE 2011	519	612	(93)	0	(93)
ALLSTATE CORP	JUNE 2011	1,302	1,906	(604)	0	(604)
AMERICAN ELECTRIC POWER CO	JUNE 2011	1,587	1,313	274	0	274
APACHE CORP	JUNE 2011	1,078	1,123	(45)	0	(45)
ARCHER-DANIELS-MIDLAND CO	JUNE 2011	1,345	1,149	196	196	0
BANK OF AMERICA CORP	JUNE 2011	885	1,794	(909)	0	(909)
BEST BUY	JUNE 2011	527	688	(161)	0	(161)
CVS CAREMARK CORP	JUNE 2011	2,902	2,245	657	0	657
CAPITAL ONE FINL CORP	JUNE 2011	1,063	828	235	235	0
CHEVRON CORP	JUNE 2011	402	370	32	0	32

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
CISCO SYS INC	JUNE 2011	468	699	(231)	(231)	0
COMCAST CORP	JUNE 2011	1,070	763	307	0	307
CONOCOPHILLIS	JUNE 2011	1,145	1,052	93	0	93
DIAMOND OFFSHORE DRILLING INC	JUNE 2011	904	1,007	(103)	0	(103)
ENTERGY CORP	JUNE 2011	1,077	1,512	(435)	0	(435)
EXXON MOBIL CORP	JUNE 2011	485	506	(21)	(21)	0
FIFTH THIRD BANCORP	JUNE 2011	347	395	(48)	(48)	0
FREEMONT MCMORAN COPPER & GOLD	JUNE 2011	755	806	(51)	0	(51)
GENERAL DYNAMICS	JUNE 2011	920	683	237	0	237
GENERAL ELECTRIC	JUNE 2011	707	1,022	(315)	0	(315)
GOLDMAN SACHS GROUP	JUNE 2011	669	743	(74)	0	(74)
HEWLETT PACKARD CO	JUNE 2011	754	871	(117)	(117)	0
JPMORGAN CHASE & CO	JUNE 2011	1,233	1,456	(223)	0	(223)
JOHNSON & JOHNSON	JUNE 2011	2,574	2,582	(8)	0	(8)
KIMBERLY CLARK CORP	JUNE 2011	1,059	1,089	(30)	0	(30)
KOHL'S CORP	JUNE 2011	925	1,034	(109)	0	(109)
ELI LILLY & CO	JUNE 2011	825	1,047	(222)	0	(222)
MARATHON OIL CORP	JUNE 2011	1,403	1,259	144	0	144
MCKESSON CORP	JUNE 2011	1,356	635	721	0	721
MERCK & CO INC	JUNE 2011	1,108	1,105	3	3	0
METLIFE INC	JUNE 2011	1,000	1,235	(235)	0	(235)
MICROSOFT CORP	JUNE 2011	817	960	(143)	(143)	0
MURPHY OIL CORP	JUNE 2011	919	968	(49)	(49)	0
ORACLE CORP	JUNE 2011	1,060	695	365	0	365
PPG INDUSTRIES INC	JUNE 2011	861	554	307	0	307
PPL CORP	JUNE 2011	1,170	1,304	(134)	0	(134)
PEPSICO INC	JUNE 2011	2,760	2,615	145	0	145
PRIZER INC	JUNE 2011	1,776	1,516	260	0	260
ST JUDE MEDICAL INC.	JUNE 2011	983	841	142	0	142
STATE STREET CORP	JUNE 2011	1,551	1,358	193	0	193
SYSCO CORP	JUNE 2011	310	290	20	20	0
TRAVELERS COMPANIES	JUNE 2011	1,723	1,125	598	0	598
UNITED TECHNOLOGIES	JUNE 2011	1,173	923	250	0	250
UNITEDHEALTH GROUP INC	JUNE 2011	4,605	2,952	1,653	0	1,653
VF CORP	JUNE 2011	1,133	851	282	0	282
VERIZON COMMUNICATIONS	JUNE 2011	1,531	1,416	115	0	115
WELLS FARGO & CO	JUNE 2011	235	301	(66)	0	(66)
COVIDIEN PLC	JUNE 2011	2,490	2,178	312	312	0
SINA CORP	JUNE 2011	3,924	3,654	270	270	0
CHECKPOINT SOFTWARE TECH	JUNE 2011	3,397	2,795	602	602	0
ALLEGHENY TECHNOLOGIES	JUNE 2011	2,798	2,997	(199)	(199)	0
ALLERGAN INC	JUNE 2011	637	563	74	74	0
AMAZON COM INC	JUNE 2011	1,876	385	1,491	1,491	0
AMERICAN ELECTRIC POWER CO	JUNE 2011	414	423	(9)	(9)	0
APPLE INC	JUNE 2011	6,971	7,114	(143)	(143)	0
BG GROUP PLC SPON ADR	JUNE 2011	443	486	(43)	(43)	0
BAKER HUGHES	JUNE 2011	945	891	54	54	0
BOEING CO	JUNE 2011	4,441	4,306	135	135	0
CME GROUP INC	JUNE 2011	523	615	(92)	(92)	0
CAMERON INTERNATIONAL CORP	JUNE 2011	4,143	4,743	(600)	(600)	0
CANADIAN NATURAL RES LTD	JUNE 2011	780	851	(71)	(71)	0
CATERPILLAR INC	JUNE 2011	2,586	2,616	(30)	(30)	0
CITRIX SYSTEMS INC	JUNE 2011	5,362	4,485	877	877	0
COACH INC	JUNE 2011	585	540	45	45	0
COCA-COLA CO	JUNE 2011	1,569	1,128	441	441	0
COGNIZANT TECH SOLUTIONS	JUNE 2011	4,757	5,106	(349)	(349)	0

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
COMERICA INC	JUNE 2011	337	378	(41)	(41)	0
DEVON ENERGY CORP	JUNE 2011	8,350	9,725	(1,375)	(1,375)	0
EMC CORP-MASS	JUNE 2011	4,484	4,206	278	278	0
EOG RESOURCES	JUNE 2011	545	531	14	14	0
EXPRESS SCRIPTS	JUNE 2011	622	619	3	3	0
FIRST SOLAR INC	JUNE 2011	6,644	8,842	(2,198)	(2,198)	0
FLOWSERVE COR	JUNE 2011	8,727	10,189	(1,462)	(1,462)	0
FREEPORT MCMORAN COPPER & GOLD	JUNE 2011	3,715	4,170	(455)	(455)	0
GOOGLE INC	JUNE 2011	1,557	1,857	(300)	(300)	0
HEWLETT PACKARD CO	JUNE 2011	10,821	15,028	(4,207)	(4,207)	0
ILLUMINA INC	JUNE 2011	1,100	1,039	61	61	0
INTEL CORP	JUNE 2011	523	560	(37)	(37)	0
JPMORGAN CHASE & CO	JUNE 2011	9,424	10,600	(1,176)	(1,176)	0
JOHNSON & JOHNSON	JUNE 2011	462	463	(1)	(1)	0
JUNIPER NETWORKS INC	JUNE 2011	1,539	716	823	823	0
LAS VEGAS SANDS CORP	JUNE 2011	760	769	(9)	(9)	0
MCDONALDS CORP	JUNE 2011	812	825	(13)	(13)	0
MEAD JOHNSON NUTRITION CO	JUNE 2011	1,441	1,273	168	168	0
MONSANTO CO	JUNE 2011	607	636	(29)	(29)	0
NATIONAL OILWELL VARCO INC	JUNE 2011	853	931	(78)	(78)	0
NETFLIX INC	JUNE 2011	8,869	7,278	1,591	1,591	0
NORDSTROM INC	JUNE 2011	7,894	7,202	692	692	0
ORACLE CORP	JUNE 2011	1,282	1,155	127	127	0
PEPSICO INC	JUNE 2011	619	643	(24)	(24)	0
POTASH CORP SASK INC	JUNE 2011	584	653	(69)	(69)	0
PRECISION CASTPARTS CORP	JUNE 2011	1,213	1,144	69	69	0
PROCTOR & GAMBLE	JUNE 2011	1,102	778	324	324	0
RANGE RESOURCES CORP	JUNE 2011	538	500	38	38	0
RAYTHEON COMPANY	JUNE 2011	627	643	(16)	(16)	0
ROCKWELL AUTOMATION	JUNE 2011	3,285	3,563	(278)	(278)	0
ROCKWELL COLLINGS INC	JUNE 2011	415	449	(34)	(34)	0
SALESFORCE.COM	JUNE 2011	557	519	38	38	0
SANDISK CORP	JUNE 2011	11,117	12,560	(1,443)	(1,443)	0
SCHLUMBERGER LTE	JUNE 2011	1,005	698	307	307	0
STARBUCKS CORP	JUNE 2011	536	472	64	64	0
STARWOOD HOTELS & RESORTS	JUNE 2011	449	472	(23)	(23)	0
STRYKER CORP	JUNE 2011	1,055	1,152	(97)	(97)	0
3M COMPANY	JUNE 2011	818	790	28	28	0
TIME WARNER	JUNE 2011	522	555	(33)	(33)	0
UNITED TECHNOLOGIES	JUNE 2011	996	974	22	22	0
UNITEDHEALTH GROUP INC	JUNE 2011	1,397	1,187	210	210	0
WATERS CORP	JUNE 2011	929	778	151	151	0
YUM BRANDS	JUNE 2011	161	167	(6)	(6)	0
ACCENTURE PLC	JULY 2011	7,330	6,284	1,046	1,046	0
ADVANTECH CORP SPON ADR	JULY 2011	9,199	12,273	(3,074)	0	(3,074)
ARCELORMITTAL	JULY 2011	6,281	6,410	(129)	(129)	0
COMMERCIAL INTL BK ADR	JULY 2011	3,615	6,555	(2,940)	(2,940)	0
LONZA GROUP AG UNSPON ADR	JULY 2011	9,470	8,937	533	533	0
TEVA PHARMACEUTICAL INDS	JULY 2011	3,458	3,643	(185)	(185)	0
MARATHON PETROLEUM CORP	JULY 2011	21	15	6	0	6
PPG INDUSTRIES INC	JULY 2011	9,523	5,894	3,629	0	3,629
PEPSICO INC	JULY 2011	13,103	12,072	1,031	0	1,031
PEPSICO INC	JULY 2011	140	128	12	12	0
PFIZER INC	JULY 2011	1,310	1,177	133	0	133
SINA CORP	JULY 2011	1,179	935	244	244	0
AMAZON.COM INC	JULY 2011	5,974	1,041	4,933	0	4,933

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
NETFLIX INC	JULY 2011	4,405	3,211	1,194	1,194	0
SALESFORCE COM	JULY 2011	10,420	9,079	1,341	1,341	0
AMC NETWORK INC	JULY 2011	6	3	3	0	3
AMC NETWORK INC	JULY 2011	3	3	0	0	0
ACCENTURE PLC	AUG 2011	8,774	8,214	560	560	0
WILLIS GROUP HLDGS	AUG 2011	6,903	6,093	810	810	0
ANGLO AMERICAN PLC ADR	AUG 2011	5,896	5,807	89	0	89
ANGLO AMERICAN PLC ADR	AUG 2011	997	1,080	(83)	(83)	0
GLAXOSMITHKLINE PLC	AUG 2011	4,453	3,858	595	0	595
APACHE CORP	AUG 2011	9,607	9,761	(154)	0	(154)
KIMBERLY CLARK CORP	AUG 2011	1,236	1,225	11	0	11
PPL CORP	AUG 2011	12,203	13,964	(1,761)	0	(1,761)
PPL CORP	AUG 2011	706	700	6	6	0
UNITED TECHNOLOGIES	AUG 2011	10,992	10,225	767	0	767
VF CORP	AUG 2011	2,711	1,631	1,080	0	1,080
COVIDIEN PLC	AUG 2011	644	615	29	29	0
SINA CORP	AUG 2011	4,848	4,165	683	683	0
CHECKPOINT SOFTWARE TECH	AUG 2011	8,933	7,500	1,433	1,433	0
APPLE INC	AUG 2011	3,376	3,049	327	327	0
BAKER HUGHES	AUG 2011	1,761	2,055	(294)	(294)	0
CANADIAN NATURAL RES LTD	AUG 2011	2,196	2,731	(535)	(535)	0
CATERPILLAR INC	AUG 2011	7,149	8,048	(899)	(899)	0
CITIGROUP INC	AUG 2011	2,199	19,639	(17,440)	0	(17,440)
CITRIX SYSTEMS INC	AUG 2011	4,068	4,169	(101)	(101)	0
COCA-COLA CO	AUG 2011	1,009	705	304	0	304
COGNIZANT TECH SOLUTIONS	AUG 2011	7,551	8,757	(1,206)	(1,206)	0
EMC CORP-MASS	AUG 2011	324	348	(24)	(24)	0
EOG RESOURCES	AUG 2011	282	319	(37)	(37)	0
EXPRESS SCRIPTS	AUG 2011	2,200	2,422	(222)	(222)	0
FREEPORT MCMORAN COPPER & GOLD	AUG 2011	318	379	(61)	(61)	0
GILEAD SCIENCES INC	AUG 2011	75	86	(11)	(11)	0
LAS VEGAS SANDS CORP	AUG 2011	915	850	65	65	0
MONSANTO CO	AUG 2011	1,047	1,061	(14)	(14)	0
NETFLIX INC	AUG 2011	976	856	120	120	0
POTASH CORP SASK INC	AUG 2011	11,183	12,993	(1,810)	(1,810)	0
PRECISION CASTPARTS CORP	AUG 2011	760	715	45	45	0
RANGE RESOURCES CORP	AUG 2011	658	550	108	108	0
ROCKWELL AUTOMATION	AUG 2011	5,010	7,647	(2,637)	(2,637)	0
ROCKWELL COLLINGS INC	AUG 2011	6,077	8,653	(2,576)	(2,576)	0
STARBUCKS CORP	AUG 2011	899	756	143	143	0
STRYKER CORP	AUG 2011	11,177	15,487	(4,310)	(4,310)	0
VF CORP	AUG 2011	887	662	225	225	0
WAL-MART STORES INC.	AUG 2011	1,888	2,036	(148)	(148)	0
ANGLO AMERICAN PLC ADR	SEPT 2011	5,608	7,621	(2,013)	(2,013)	0
BANCO SANTANDER S.A.	SEPT 2011	10,897	20,050	(9,153)	0	(9,153)
BANCO SANTANDER S.A.	SEPT 2011	302	412	(110)	(110)	0
TEVA PHARMACEUTICAL INDS	SEPT 2011	3,507	5,272	(1,765)	0	(1,765)
ORACLE CORP	SEPT 2011	1,617	1,137	480	0	480
UNITED HEALTH GROUP INC	SEPT 2011	2,530	1,499	1,031	0	1,031
VF CORP	SEPT 2011	4,092	2,062	2,030	0	2,030
SINA CORP	SEPT 2011	4,253	4,929	(676)	(676)	0
ALLEGHENY TECHNOLOGIES	SEPT 2011	1,212	2,020	(808)	(808)	0
BAKER HUGHES	SEPT 2011	5,642	7,810	(2,168)	(2,168)	0
BOEING CO	SEPT 2011	6,579	7,362	(783)	(783)	0
EOG RESOURCES	SEPT 2011	1,317	1,807	(490)	(490)	0
FREEPORT MCMORAN COPPER & GOLD	SEPT 2011	9,807	16,299	(6,492)	(6,492)	0

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FOR FISCAL YEAR ENDED 9/30/2011

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Book Value	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
GILEAD SCIENCES INC	SEPT 2011	4,173	4,450	(277)	(277)	0
MEAD JOHNSON NUTRITION CO	SEPT 2011	1,470	1,216	254	254	0
NETFLIX INC	SEPT 2011	6,831	13,767	(6,936)	(6,936)	0
PROCTOR & GAMBLE	SEPT 2011	2,414	1,644	770	0	770
VF CORP	SEPT 2011	2,107	1,405	702	702	0
YUM BRANDS	SEPT 2011	3,760	4,183	(423)	(423)	0
Federal Home Loan mtg corp	Nov 2010	191,232	190,890.00	342	0	342
Federal Home In mtg corp disc	Dec 2010	171,656	171,532.71	123	123	0
US Treasury Note Ser S-2011	Jan 2011	202,445	202,781.20	(336)	0	(336)
Federal Home Loan mtg corp	Mar 2011	249,241	250,779.55	(1,539)	0	(1,539)
US Treasury Note Ser H-2012	June 2011	115,822	122,066.56	(6,245)	0	(6,245)
US Treasury Note Ser H-2012	Aug 2011	77,042	81,082.05	(4,040)	0	(4,040)
US Treasury Note Ser H-2012	Aug 2011	112,995	116,986.76	(3,992)	(3,992)	0
US Treasury Note Ser R-2012	Sept 2011	189,607	193,932.62	(4,326)	0	(4,326)
Conocophillips	Oct 2010	58,135	52,228.34	5,906	5,906	0
Kinder Morgan Energy	Oct 2010	56,302	55,341.15	961	961	0
Rio Tinto Finance PLCP	Oct 2010	53,439	46,713.05	6,726	0	6,726
US Treasury Notes Ser B-2015	Oct 2010	65,082	61,233.04	3,849	0	3,849
Federal Natl Mtg Assn Med term notes	Nov 2010	51,000	51,293.25	(293)	(293)	0
Federal Home Loan Mtg Corp Disc	Dec 2010	31,936	31,941.95	(6)	(6)	0
US Treasury Notes Ser R 2013	Dec 2010	17,854	17,658.75	195	0	195
US Treasury Notes Ser R 2013	Dec 2010	26,256	25,797.85	458	458	0
AT&T Inc	Jan 2011	53,438	51,556.00	1,882	0	1,882
FNMA PL#745418	Jan 2011	49,589	47,063.75	2,525	0	2,525
Dartmouth College	Jan 2011	53,448	52,050.50	1,397	1,397	0
Hess Corp	Feb 2011	50,813	53,839.50	(3,027)	(3,027)	0
US Treasury Notes Ser B 2013	Feb 2011	26,495	26,967.63	(473)	(473)	0
FHLMC PL#18306	Feb 2011	40,671	41,293.78	(623)	(623)	0
FNMA AE#5463	Feb 2011	29,669	30,281.06	(612)	(612)	0
US Treasury Notes Ser E-2020	Feb 2011	63,102	64,881.24	(1,779)	(1,779)	0
FNMA PL#745336	Mar 2011	42,134	43,240.03	(1,106)	(1,106)	0
US Treasury Notes Ser T-2015	Mar 2011	42,180	41,718.39	462	462	0
Federal Natl Mtg Assn global	Mar 2011	68,548	69,834.05	(1,286)	0	(1,286)
Halliburton Co	Mar 2011	51,460	54,673.65	(3,214)	(3,214)	0
Duke Energy Corp	Apr 2011	51,722	50,507.60	1,215	1,215	0
Hess Corp	Apr 2011	52,689	51,718.08	971	971	0
US Treasury Notes Ser R 2013	Apr 2011	61,862	62,109.34	(247)	(247)	0
US Treasury Notes Ser R 2013	Apr 2011	19,922	19,606.37	315	0	315
US Treasury Notes Ser B-2020	May 2011	86,779	84,529.32	2,250	2,250	0
Merrill Lynch & Co	June 2011	50,952	51,086.65	(134)	0	(134)
Merrill Lynch & Co	June 2011	2,168	2,130.80	37	37	0
US Treasury Notes Ser B-2015	June 2011	42,222	40,118.20	2,103	0	2,103
US Treasury Notes Ser M-2016	June 2011	43,275	40,437.52	2,837	0	2,837
US Treasury Notes Ser AE 2012	July 2011	63,925	63,930.54	(5)	(5)	0
Goldman Sachs Group Inc	Aug 2011	51,240	52,130.00	(890)	(890)	0
Burlington North Santa Fe	Aug 2011	55,943	54,369.00	1,574	1,574	0
Comcast Corp	Sept 2011	54,808	51,578.74	3,229	0	3,229
US Treasury Notes Ser C-2021	Sept 2011	51,971	46,334.58	5,636	5,636	0
Republique Francaise-EUR	Oct 2010	175,795	194,860.39	(19,065)	(19,065)	0
Sweden Kingdom of SE	Mar 2011	93,933	92,819.79	1,114	0	1,114
Norwegian Govt	May 2011	91,677	96,909.30	(5,232)	0	(5,232)
		5,732,380	5,538,199	194,182	(16,115)	210,296

FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2011

STATEMENT 7

DESCRIPTION

PART XV, SUPPLEMENTARY INFORMATION

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

Recipient Name and Address	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
<i>a Paid during the year</i>				
Sulzbacher Center 611 E Adams Street Jacksonville, FL 32202	N/A	EXEMPT	Sponsor program to aid the homeless with shelter, food, education, job skills, medical care and various life skills	10,000
American Red Cross P O Box 4002018 Des Moines, IA 50340-2018	N/A	EXEMPT	Japan Earthquake and Pacific Tsunami Relief Aid	150,000
Mission Hospital Foundation 27700 Medical Center Rd Mission Viejo, CA 92691	N/A	EXEMPT	To aid the hospital's expansion and addition of new operating rooms	50,000
Start the Adventure in Reading 1545 State Street New Orleans, LA 70118	N/A	EXEMPT	Funding to support the 07-08 school year for children in Greater New Orleans	10,000
Project Access 4209 Westerly Place, Suite 113 Newport Beach, CA 92660	N/A	EXEMPT	To fund after-school program	10,000
CASA of Orange County 1615 E 17th Street, Suite 100 Santa Ana, CA 92705	N/A	EXEMPT	To fund mentoring and social programs to foster youths	5,000
Second Harvest Food Bank, OC 426-A W Almond Ave Orange, CA 92866	N/A	EXEMPT	Funding for purchase of food	30,000
Student Conservation 689 River Road Charlestown, NH	N/A	EXEMPT	Provide Scholarship	55,000
Challenged Athletes Foundation 9591 Waples Street San Diego, CA 92121	N/A	EXEMPT	Assist injured military personnel in pursuing an active lifestyle by funding equip, coaching and training expenses	20,000
Youth for Understanding 3501 Neward Street, NW Washington, DC 20016	N/A	EXEMPT	Provide Scholarship	71,950
Clemson University 155 Old Greenville Highway Clemson, SC 29631	N/A	EXEMPT	To fund graduate fellowship program	30,000
Dillard University 2601 Gentilly Blvd New Orleans, LA 70122	N/A	EXEMPT	Provide Scholarship	20,000
University of North Carolina P O Box 1510 Pembroke, NC 28372	N/A	EXEMPT	Provide Scholarship	13,750
Shoes That Fit 1420 N Claremont Blvd, Ste 107-B Claremont, CA 91711	N/A	EXEMPT	Sponsor program to provide clothing and school supplies for children in need	10,000
Gleaners Community Food Bank 2131 Beaufait Detroit, MI 48207	N/A	EXEMPT	Funding for purchase and distribution of food	10,000
Northern Illinois Food Bank 600 Industrial Drive St Charles, IL 60174	N/A	EXEMPT	Funding for purchase and distribution of food	10,000
				<u>505,700</u>

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2011****STATEMENT 6****DESCRIPTION****PART VIII, LINE 1 - OFFICERS**

	(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
James O'Sullivan 7755 Irvine Ctr Dr., Irvine, CA 92618	Chairman/Trustee 1	0	0	0
Jay Amestoy 7755 Irvine Ctr Dr., Irvine, CA 92618	Pres/Trustee 1	0	0	0
Renee Lewis 7755 Irvine Ctr Dr., Irvine, CA 92618	Secretary/Trustee 1	0	0	0
Robert Davis 7755 Irvine Ctr Dr , Irvine, CA 92618	Treasurer/Trustee 1	0	0	0