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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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 & HILDA ARNOLD FOUNDATION INC

A Employer identification number
20-0241446

Number and street (or P O box number if mail is not delivered to street address)
1888 CENTURY PARK EAST NO 900

Room/suite

B Telephone number (see page 10 of the instructions)
(310) 552-0960

City or town, state, and ZIP code
LOS ANGELES, CA 900256912

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 9,075,923

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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)	5,398,379			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	294,103	139,248		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-12,124			
	b Gross sales price for all assets on line 6a _____ 2,170,595				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 4,254	4,254		
	12 Total. Add lines 1 through 11	5,684,612	143,502		
	13 Compensation of officers, directors, trustees, etc	5,000	0		5,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	 11,581	0		11,581
	b Accounting fees (attach schedule).	 14,328	14,328		0
	c Other professional fees (attach schedule)				
	17 Interest	18	18		0
	18 Taxes (attach schedule) (see page 14 of the instructions)	 5,070	1,361		105
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 121,194	121,194		0
	24 Total operating and administrative expenses. Add lines 13 through 23	157,191	136,901		16,686
	25 Contributions, gifts, grants paid	317,000			317,000
	26 Total expenses and disbursements. Add lines 24 and 25	474,191	136,901		333,686
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,210,421			
	b Net investment income (if negative, enter -0-)		6,601		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	101,785	197,200	197,200
	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)	520,587	☒ 2,605,503	2,641,110
	b	Investments—corporate stock (attach schedule)	2,135,225	☒ 2,440,285	2,620,440
	c	Investments—corporate bonds (attach schedule).	753,435	☒ 1,847,129	1,819,667
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	58,232	☒ 1,689,481	1,797,506
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,569,264	8,779,598	9,075,923	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	3,569,264	8,779,598	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,569,264	8,779,598	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,569,264	8,779,598	

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)	<table><tr><td>1</td><td>3,569,264</td></tr></table>	1	3,569,264
1	3,569,264			
2	Enter amount from Part I, line 27a	<table><tr><td>2</td><td>5,210,421</td></tr></table>	2	5,210,421
2	5,210,421			
3	Other increases not included in line 2 (itemize) ▶ _____	<table><tr><td>3</td><td>0</td></tr></table>	3	0
3	0			
4	Add lines 1, 2, and 3	<table><tr><td>4</td><td>8,779,685</td></tr></table>	4	8,779,685
4	8,779,685			
5	Decreases not included in line 2 (itemize) ▶ _____ ☒	<table><tr><td>5</td><td>87</td></tr></table>	5	87
5	87			
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<table><tr><td>6</td><td>8,779,598</td></tr></table>	6	8,779,598
6	8,779,598			

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	-12,124
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	204,189	3,768,541	0 054183
2009	200,180	3,415,146	0 058615
2008	140,150	3,353,656	0 041790
2007	5,000	319,800	0 015635
2006	7,500	21,847	0 343297

2	Total of line 1, column (d).	2	0 513520
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 102704
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	7,088,043
5	Multiply line 4 by line 3.	5	727,970
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	66
7	Add lines 5 and 6.	7	728,036
8	Enter qualifying distributions from Part XII, line 4.	8	333,686

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	132
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	0
3		Add lines 1 and 2.		3	132
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	132
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,319	
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	3,319
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,187
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 3,187	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  STANLEY B SCHNEIDER Telephone no  (310) 552-0960 Located at  1888 CENTURY PARK EAST SUITE 900 LOS ANGELES CA ZIP +4  90067			
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	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 2011?.	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?.  Yes  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 20 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?.  Yes  No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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
STANLEY B SCHNEIDER CPA 1888 CENTURY PARK E SUITE 900 LOS ANGELES, CA 90067	SECRETARY/CFO 1 00	0	0	0
CHARLES B BAUMER ESQ 1801 CENTURY PARK EAST LOS ANGELES, CA 90067	PRESIDENT AND DIRECTOR 1 00	2,500	0	0
SEDDA ANTEKEIAN 131 SO RODEO DRIVE SUITE 200 BEVERLY HILLS, CA 90212	DIRECTOR 1 00	2,500	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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.		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
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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	7,069,198
b	Average of monthly cash balances.	1b	126,785
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,195,983
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	7,195,983
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	107,940
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,088,043
6	Minimum investment return. Enter 5% of line 5.	6	354,402

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	354,402
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	132
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	132
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	354,270
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	354,270
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	354,270

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	333,686
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	333,686
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	333,686
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				354,270
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				13,124
e From 2010.				17,227
f Total of lines 3a through e.	30,351			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 333,686				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				333,686
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	20,584			20,584
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,767			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 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) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	9,767			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				9,767
e Excess from 2011. . . .				

Part XIVPrivate 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 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	317,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	294,103	
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.			15	4,254	
8 Gain or (loss) from sales of assets other than inventory			18	-12,124	
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		286,233	0
13 Total. Add line 12, columns (b), (d), and (e).			13	286,233	286,233

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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				
	*****		2012-11-05	*****	
	Signature of officer or trustee		Date	Title	
	Paid Preparer's Use Only	Preparer's Signature ▶ NAZ AFSHAR		Date	Check if self-employed ☒
Firm's name ▶ GURSEY SCHNEIDER LLP			Firm's EIN ▶ 95-3309779		
1888 CENTURY PARK EAST SUITE 900					
	Firm's address ▶ LOS ANGELES, CA 900671735			Phone no (310) 552-0960	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization JOHN & HILDA ARNOLD FOUNDATION INC	Employer identification number 20-0241446
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization JOHN & HILDA ARNOLD FOUNDATION INC	Employer identification number 20-0241446
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Part I Contributors (see instructions) Use duplicate copies of Part III
 additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	THOMAS ARNOLD 2006 ADMINISTRATIVE TR UAD 62210 1888 CENTURY PARK EAST SUITE 900 LOS ANGELES, CA 90067 	\$ <u>5,307,124</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>2</u>	THOMAS ARNOLD 2006 ADMINISTRATIVE TR UAD 62210 1888 CENTURY PARK EAST SUITE 900 LOS ANGELES, CA 90067 	\$ <u>50,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>3</u>	ESTATE OF JOHN ARNOLD _____ 1888 CENTURY PARK EAST SUITE 900 _____ LOS ANGELES, CA 90067 _____	\$ _____ 41,255	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

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

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

Name of organization JOHN & HILDA ARNOLD FOUNDATION INC	Employer identification number 20-0241446
--	--

Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MUNICIPAL BONDS, CORPORATE BONDS, MUTUAL FUNDS	\$ 5,307,124	2011-05-03
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization JOHN & HILDA ARNOLD FOUNDATION INC	Employer identification number 20-0241446
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 20-0241446
Name: JOHN & HILDA ARNOLD FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 SHS APERAM NY REGISTRY	P	2010-09-08	2011-02-16
100 SHS CHINA LIFE INSURANCE CO	P	2010-10-04	2011-05-18
1530 SHS CISCO SYSTEMS INC	P	2010-09-17	2011-02-15
770 SHS VISA INC	P	2010-09-08	2011-04-26
150000 ALAMEDA CNTY CALIF COP REV	D	2002-12-04	2011-06-01
270 SHS AMGEN INC	P	2009-01-09	2011-05-23
30 SHS APERAM NY REGISTRY	P	2009-09-04	2011-02-16
15000 BEVERLY HILLS CA PFA LSE REV	D	2006-10-18	2011-06-01
10000 CALIF POLL CTL FIN RV	D	1991-12-12	2011-07-01
35000 CALIFORNIA SPL DIST ASSN SER SS REV	D	2005-12-09	2011-08-01
175000 CAMPBELL SOUP CO NTS	P	2008-02-04	2011-02-15
2400 CBS CORP	P	2008-01-04	2011-02-10
360 SHS CHINA LIFE INSURANCE CO	P	2009-09-14	2011-05-18
185 SHS CISCO SYSTEMS INC	P	2007-11-07	2011-02-15
40 SHS CISCO SYSTEMS INC	P	2008-01-11	2011-02-15
100 SHS CSX CORPORATION	P	2007-11-06	2011-03-31
3000 SHS DEUTSCHE BK CAP FD TR IX	P	2008-01-04	2011-02-10
700 SHS DEUTSCHE BK CP FUNDING X	P	2008-07-15	2011-02-10
20000 LOS ANGELES CA CMNTY	P	2004-10-29	2011-08-01
35000 LOS ANGELES CA DPT WTR	P	2009-06-02	2011-08-24
50000 LOS ANGELES CALI UNI SCH DIST	P	2005-08-02	2011-07-01
2000 MERRILL LYNCH CAPITAL TRUST V	P	2007-12-13	2011-02-10
20000 METRO WTR DIST STHN	P	2004-11-01	2011-07-01
45000 PLEASANTON CALIF USD GO	P	2005-05-03	2011-08-01
2000 SHS PUBLIC STORAGE	P	2008-01-04	2011-05-09
20000 ROHNERT PARK CALIF COP REV	D	2005-09-02	2011-07-01
80000 SAN FRANCISCO CA CCD GO	D	2006-06-12	2011-06-15
100 SHS SANOFI SPON ADR	P	2007-11-05	2011-02-15
110 SHS SANOFI SPON ADR	P	2008-06-26	2011-02-15
20000 UNIVERSITY CA REGT RV	P	2005-02-16	2011-05-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
490 SHS WAL MART STORES INC	P	2009-11-18	2011-02-23
5000 SACRAMENTO CALIF MUD ELEC REV	D	2001-03-29	2011-07-01
310000 TEXAS SR SER A DIV D VET LAND	D	2007-01-16	2011-06-01
5000 MURRIETA VLY CA USD GO	D	2011-09-27	2011-09-26
100000 LOS ANGELES CALI UNI SCH DIST	D	2005-08-03	2011-09-26
100000 LOS ANGELES CALIF GENL OBLIG	D	2002-11-12	2011-09-01
30000 MURRIETA VLY CA USD GO	D	2007-07-30	2011-09-26
35000 SAN BERNARDINO CA USD GO	D	2004-10-05	2011-09-26
1500 SHS BP PRUDHOE BAY ROYALTY TRUST UBI	P	2011-07-08	2011-10-13
120000 SAN BERNARDINO CA USD GO	D	2008-08-04	2011-10-03
35000 CALIFORNIA ST B/E PREF	D	2004-11-30	2011-11-01
50000 OXNARD CALIF UN HIGH SCH	D	2006-07-06	2011-11-01
105000 GARDEN GROVE CALIF PUB	D	2006-06-26	2011-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
415		336	79
5,185		6,008	-823
28,610		33,505	-4,895
60,756		53,843	6,913
150,000		150,600	-600
16,337		15,801	536
1,243		1,215	28
15,000		15,440	-440
10,000		10,302	-302
35,000		36,173	-1,173
175,000		188,942	-13,942
60,740		50,878	9,862
18,920		23,685	-4,765
3,459		5,827	-2,368
748		1,047	-299
7,877		4,413	3,464
72,149		68,700	3,449
17,738		12,215	5,523
20,000		21,024	-1,024
35,000		35,154	-154
50,000		51,359	-1,359
49,139		46,240	2,899
20,200		21,398	-1,198
45,450		47,459	-2,009
50,000		45,247	4,753
20,000		20,256	-256
80,000		82,835	-2,835
3,466		4,429	-963
3,813		3,668	145
20,000		20,828	-828

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26,009		26,140	-131
5,000		5,209	-209
310,000		308,001	1,999
4,906		4,949	-43
107,075		107,617	-542
100,000		105,458	-5,458
29,434		30,028	-594
37,611		37,366	245
160,797		158,366	2,431
123,518		122,696	822
35,000		37,150	-2,150
50,000		51,608	-1,608
105,000		109,304	-4,304

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			79
			-823
			-4,895
			6,913
			-600
			536
			28
			-440
			-302
			-1,173
			-13,942
			9,862
			-4,765
			-2,368
			-299
			3,464
			3,449
			5,523
			-1,024
			-154
			-1,359
			2,899
			-1,198
			-2,009
			4,753
			-256
			-2,835
			-963
			145
			-828

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-131
			-209
			1,999
			-43
			-542
			-5,458
			-594
			245
			2,431
			822
			-2,150
			-1,608
			-4,304

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A PLACE CALLED HOME2830 S CENTRAL AVENUE LOS ANGELES, CA 900112037	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
ALPHA EPSILON OMEGA FOUNDATIONPOS BOX 9303 GLENDALE, CA 91206	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
AMERICAN FRIENDS OF MAGEN DAVID ADOM6505 WILSHIRE BLVD SUITE 650 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
AUTRY NATIONAL CENTER4700 WESTERN HERITAGE WAY LOS ANGELES, CA 900271462	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
BRINNEGAR CHARITABLE FOUNDATION INCP O BOX 863 LA HABRA, CA 906330863	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
CAMP AREVPO BOX 11145 GLENDALE, CA 91226	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
CIVIL WAR TRUST1156 15TH STREET NW SUITE 900 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
COALITION FOR PULMONARY FIBROSIS10866 W WASHINGTON BLVD 343 CULVER CITY, CA 90232	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
CRESPI CARMELITE HIGH SCHOOL5031 ALONZO AVENUE ENCINO, CA 913163611	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	13,000
DARTMOUTH COLLEGE6066 DEVELOPMENT OFFICE HANOVER, NH 037553555	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
DOCTORS WITHOUT BORDERSP O BOX 5030 HAGERSTOWN, MD 217415030	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
DRUM BARRACKS CIVIL WAR MUSEUM1052 BANNING BLVD WILMINGTON, CA 90744	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
FACING HISTORY AND OURSELVES16 HURD ROAD BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,500
FULFILLMENT FUND6100 WILSHIRE BLVD SUITE 600 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
GOOD SHEPHERD SHELTER2561 W VENICE BLVD LOS ANGELES, CA 900196233	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
HABITAT FOR HUMANITY17700 S FIGUEROA STREET GARDENA, CA 90248	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
HARKHAM HILLEL HEBREW ACADEMY9120 WEST OLYMPIC BLVD BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
HERNDON-RESTON FISH INC336 VICTORY DRIVE HERNDON, VA 20170	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
HIRSHBERG FOUNDATION FOR PANCREATIC CANCER RESEARCH 2990 S SEPULVEDA BLVD SUITE 300C LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
HOME BOY INDUSTRIES130 W BRUNO STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
HURDLE JUMPERSPO BOX 642600 LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
JEWISH WORLD WATCH5551 BALBOA BLVD ENCINO, CA 91316	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	6,000
JOYFUL HEART FOUNDATION32 WEST 22 STREET 4TH FLOOR NEW YORK, NY 10010	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 800 W 6TH STREET 450 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
KIDSAVE100 CORPORATE POINTE SUITE 380 CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
LAKE TAHOE SHAKESPEARE FESTIVAL948 INCLINE WAY INCLINE VILLAGE, NV 89451	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
LEVITT & QUINN FAMILY LAW CENTER INC1557 BEVERLY BLVD LOS ANGELES, CA 90026	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
LIBRARY FOUNDATION OF LOS ANGELES630 W FIFTH STREET LOS ANGELES, CA 90071	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
LOS ANGELES JEWISH HOME7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000
MATT LEINART FOUNDATION 17280 NEWHOPE STREET SUITE 10 FOUNTAIN VALLEY, CA 92708	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OPERATION GRATITUDE16444 REFUGIO ROAD ENCINO,CA 91436	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
ORT AMERICA75 MAIDEN LANE 10TH FLOOR NEWYORK,NY 10038	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
PATH - PEOPLE ASSISTING THE HOMELESS340 N MADISON AVENUE LOS ANGELES,CA 90004	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
PBS SOCAL3080 BRISTOL ST STE 400 COSTA MESA,CA 92626	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000
PEPPERDINE UNIVERSITY24255 PACIFIC COAST HIGHWAY MALIBU,CA 902634451	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	13,000
PILGRIM ARMENIAN CONGREGATIONAL CHURCH3673 NORTH FIRST STREET FRESNO,CA 937266870	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
PROVIDENCE HIGH SCHOOL511 S BUENA VISTA STREET BURBANK,CA 91505	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000
SAVE AFRICA'S CHILDREN3045 CRENSHAW BLVD LOS ANGELES,CA 90016	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
SIMON WIESENTHAL CENTER1399 SOUTH ROXBURY DRIVE LOS ANGELES,CA 90035	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000
SKIRBALL CULTURAL CENTER2701 N SEPULVEDA BLVD LOS ANGELES,CA 900496833	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000
SOUTHERN CALIFORNIA PUBLIC RADIO474 SOUTH RAYMOND AVENUE PASADENA,CA 91105	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
TEEN LINECEDARS-SINAI MEDICAL CENTERP O BOX 48750 LOS ANGELES,CA 900480750	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
THE CHILDREN'S NATURE INSTITUTE1910 MAGNOLIA AVENUE 403 LOS ANGELES,CA 90007	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000
THE DISCOVERY EYE FOUNDATION 6222 WILSHIRE BOULEVARD SUITE 260 LOS ANGELES,CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
THE JEWISH FEDERATION6505 WILSHIRE BLVD LOS ANGELES,CA 90048	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
TOGETHER IN MISSIONSAINT MARTIN OF TOURS11967 SUNSET BLVD LOS ANGELES,CA 90049	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
UC SAN DIEGO9500 GILMAN DRIVE 0940 LA JOLLA,CA 920930940	NONE	PUBLIC CHARITY	ANIMAL STUDIES SCHIZOPHRENIA	5,000
UCLA10920 WILSHIRE BLVD SUITE 1400 LOS ANGELES,CA 900246516	NONE	PUBLIC CHARITY	UCLA FUND - CHANCELLOR'S GREATEST NEED	5,000
UCLA10920 WILSHIRE BLVD SUITE 1400 LOS ANGELES,CA 900246516	NONE	PUBLIC CHARITY	THE DONALD L GURSEY AND STANLEY B SCHNEIDER SCHOLARSHIP FUND	5,000
UNIVERSITY OF ARKANSAS AT LITTLE ROCK2801 S UNIVERSITY LITTLE ROCK,AR 72204	NONE	PUBLIC CHARITY	FISHER FELLOWS PROGRAM	10,000
UNIVERSITY OF NEBRASKA FOUNDATION1010 LINCOLN MALL SUITE 300 LINCOLN,NE 68508	NONE	PUBLIC CHARITY	LAW COLLEGE DEVELOPMENT FUND	6,000
UNIVERSITY OF SOUTHERN CALIFORNIAUNIVERSITY PARK LOS ANGELES,CA 90089	NONE	PUBLIC CHARITY	SHOAH-RESTRICTED ACCOUNT GENERAL OPERATIONS	3,500
UNIVERSITY OF SOUTHERN CALIFORNIAUNIVERSITY PARK LOS ANGELES,CA 90089	NONE	PUBLIC CHARITY	SWIM WITH MIKE FUND	15,000
VARIETY BOYS & GIRLS CLUB2530 CINCINNATI STREET LOS ANGELES,CA 90033	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
WOMEN'S CANCER RESEARCH FOUNDATION351 HOSPITAL ROAD SUITE 506 NEWPORT BEACH,CA 92663	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,000
Total  3a				317,000

TY 2011 Accounting Fees Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	14,328	14,328		0

TY 2011 Investments Corporate

Bonds Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100000 COSTCO WHSL 5.3 3/15/12 (325)	104,143	100,926
50000 GENL ELEC 5.0 2/1/13 (325)	51,052	52,105
175M CAMPBELL SOUP CO NTS (325)	0	0
50M GENL MILLS INC (325)	52,698	50,290
25M KELLOGG CO	27,169	25,982
46M WELLS FARGO & CO	48,378	48,281
45M COCA COLA ENTERPRISES	50,882	51,112
40M AMGEN INC	41,649	46,000
50M HEWLETT PACKARD CO (325)	54,753	55,573
50M GOLDMAN SACHS GROUP, INC. (325)	51,171	50,661
35M ARC ELORMITTAL SA NTS	36,238	34,565
25M CATERPILLAR FINL SVCS CORP (222)	25,413	25,437
20M PEPSICO INC	20,947	21,265
100000 ANHEUSER BUSCH	103,030	101,848
100000 GENERAL ELECTRIC CAP CORP NTS	101,046	101,232
50000 AMERICAN EXPRESS CREDIT CORP	50,612	50,265
50000 CLOROX CO NTS	50,927	52,767
50000 BERKSHIRE HATHAWAY FIN	49,822	51,838
100000 BEAR STEARNS COS INC NTS	105,814	105,720
160000 FREEPORT-MCMORAN COPPER	177,004	170,000
50000 JOHN DEERE CAPITAL CORP NTS	59,031	58,888
50000 TRANSOCEAN SEDCO FOREX	49,725	51,101
50000 KRAFT FOODS INC	56,780	57,693
100000 JP MORGAN CHASE & CO	102,463	106,287
100000 ARCELORMITTAL NTS	97,995	90,806
50000 ARCELORMITTAL NTS	49,512	45,403
50000 KELLOGG CO NTS	53,741	52,918
100000 MERRILL LYNCH & CO NTS	101,236	82,487
21000 DAYTON HUDSON CORP.	24,565	26,725
50000 SARA LEE CORP	49,333	51,492

**TY 2011 Investments Corporate
Stock Schedule**

Name: JOHN & HILDA ARNOLD FOUNDATION INC
EIN: 20-0241446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
499 SHS ANADARKO PETROLEUM CORP (325)	28,459	38,089
16 SHS BP PLC SPON ADR (325)	1,212	684
20 SHS BUNGE LIMITED (222)	1,185	1,144
315 SHS CHEVRON CORP (325)	27,444	33,516
185 SHS CISCO SYSTEMS INC (325)	0	0
25 SHS COCA COLA CO COM	1,102	1,749
360 SHS CONOCOPHILLIPS (325)	29,430	26,233
40 SHS GENL MILLS INC	1,113	1,616
90 SHS HSBC HOLDINGS PLC NEW (222)	8,259	3,429
15 SHS INTEL CORP	324	364
15 SHS JOHNSON & JOHNSON COM	986	984
25 SHS JPMORGAN CHASE & CO	1,187	831
35 SHS KRAFT FOODS INC CLA	1,258	1,308
40 SHS MEDCO HEALTH SOLUTIONS INC	1,015	2,236
10 SHS MERCK & CO	433	377
205 SHS MICROSOFT CORP (325)	7,317	5,322
250 SHS NESTLE S A CHAM ET VEVEY (325)	8,453	14,437
25 SHS PEPSICO INC	1,565	1,659
25 SHS PROCTER & GAMBLE CO	1,555	1,668
25 SHS ROYAL DUTCH SHELL PLC CLA	1,651	1,827
60 SHS TEVA PHARMACEUTICALS IND LTD	2,047	2,422
10 SHS 3M CO	757	817
470 SHS EMC CORP MASS (325)	10,248	10,124
44 SHS FEDEX CORP (222)	4,493	3,674
60 SHS INTL BUSINESS MACH (222)	6,567	11,033
2000 MERRILL LYNCH PREFERRED (325)	0	0
192 SHS AMERICA MOVIL SAB DE C.V (325)	10,616	8,678
436 SHS BP PLC SPON ADR (325)	9,380	18,635
100 SHS BUNGE LIMITED (325)	8,846	5,720
30 SHS CHEVRON CORP (325)	2,763	3,192

Name of Stock	End of Year Book Value	End of Year Fair Market Value
40 SHS CISCO SYSTEMS INC (325)	0	0
430 SHS COCA COLA CO	26,078	30,087
40 SHS CONOCOPHILLIPS (325)	3,380	2,915
480 SHS CSX CORPORATION (325)	10,326	10,109
80 SHS EMC CORP MASS (325)	1,284	1,723
684 SHS GENERAL MILLS INC	19,537	27,640
330 SHS INTEL CORP	8,847	8,002
130 SHS INTL BUSINESS MACH	16,252	23,904
280 SHS JOHNSON & JOHNSON (325)	18,005	18,362
430 SHS JPMORGAN CHASE & CO	18,286	14,298
450 SHS KRAFT FOODS INC	14,941	16,812
170 SHS MEDCO HEALTH SOLUTIONS INC	8,140	9,503
160 SHS MERCK & CO	8,644	6,032
30 SHS MICROSOFT CORP (325)	1,023	779
450 SHS MOSAIC CO	40,261	22,694
500 SHS NESTLE SA SPONSORED ADR	23,000	28,855
380 SHS PEPSICO INC	27,750	25,213
403 SHS PROCTER & GAMBLE CO	28,190	26,884
230 SHS ROYAL DUTCH SHELL PLC CL A	19,134	16,811
290 SHS TEVA PHARMACEUTICALS IND LTD	12,895	11,704
140 SHS 3M CO	11,732	11,442
2400 SHS CBS CORP PREFERRED (325)	0	0
3000 SHS DEUTSCHE BK CAP FD TR IX (325)	0	0
2000 SHS PUBLIC STORAGE PREFERRED (325)	0	0
120 SHS AMERICA MOVIL SAB DE C.V. (222)	6,621	5,424
160 SHS AMERICAN WATER WORKS CO INC (222)	3,602	5,098
48 SHS BP PLC SPON ADR (222)	3,325	2,052
100 SHS BUNGE LIMITED (222)	10,651	5,720
40 SHS CHEVRON CORP (222)	3,940	4,256
260 SHS COCA COLA CO	14,245	18,192

Name of Stock	End of Year Book Value	End of Year Fair Market Value
40 SHS CONOCOPHILLIPS (222)	3,735	2,915
180 SHS CSX CORPORATION (222)	3,714	3,791
240 SHS DENTSPLY INTL INC (222)	9,661	8,398
680 SHS EXXON MOBIL CORP (222)	56,456	57,637
76 SHS FEDEX CORP (222)	6,634	6,347
340 SHS GENERAL MILLS INC	10,126	13,739
90 SHS HSBC HOLDINGS PLC NEW (222)	7,003	3,429
100 SHS INTL BUSINESS MACH	11,884	18,388
140 SHS JOHNSON & JOHNSON (222)	9,076	9,181
300 SHS JPMORGAN CHASE & CO	10,935	9,975
140 SHS KRAFT FOODS INC	4,129	5,230
50 SHS LABORATORY CORP AMER HLDGS (222)	3,500	4,298
20 SHS MCDONALDS CORP	1,108	2,007
280 SHS MEDCO HEALTH SOLUTIONS INC	14,446	15,652
175 SHS MERCK & CO	7,298	6,598
60 SHS MOSAIC CO	2,635	3,026
139 SHS NIKE INC	8,293	13,395
220 SHS PEPSICO INC	14,683	14,597
270 SHS PROCTER & GAMBLE CO	16,858	18,012
490 SHS ROYAL DUTCH SHELL PLC CL A	36,057	35,814
110 SHS SANOFI-AVENTIS SA SPON ADR (222)	0	0
110 SHS STARBUCKS CORP	1,786	5,061
70 SHS TEVA PHARMACEUTICALS IND LTD	3,267	2,825
100 SHS 3M CO	7,194	8,173
700 SHS DEUTSCHE BK CP FUNDING X 7.350% (222)	0	0
30 SHS EXXON MOBIL CORP (325)	2,749	2,543
2000 SHS BANK OF AMERICA CORP 8.2% PREFERRED (222)	48,620	44,200
2000 SHS CREDIT SUISSE 7.9% PREFERRED	42,700	51,100
2000 SHS ING GROEP NV 8.5% PREFERRED	49,480	43,560
50 SHS EXXON MOBIL CORP (325)	4,384	4,238

Name of Stock	End of Year Book Value	End of Year Fair Market Value
240 SHS BP PLC SPON ADR (222)	11,336	10,258
1000 SHS BANK ONE CAPITAL TR VI PREFERRED (325)	24,520	25,500
50 SHS ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS (222)	958	947
50 SHS AMAZON.COM INC. (222)	4,856	8,655
620 SHS AMEREN CORP	20,373	20,541
820 SHS AMERICAN WATER WORKS CO INC (222)	16,943	26,125
70 SHS AMGEN INC (222)	0	0
200 SHS APPLE INC (222)	18,226	81,000
150 SHS ARCELORMITTAL SA NY REG (222)	5,075	2,728
110 SHS BUNGE LIMITED (222)	5,663	6,292
100 SHS CHINA LIFE INSURANCE CO (222)	0	0
310 SHS COCA COLA CO	14,715	21,691
210 SHS CSX CORPORATION (222)	2,430	4,423
50 SHS DENTSPLY INTL INC (222)	1,376	1,750
180 SHS GENERAL MILLS INC	5,575	7,274
1950 SHS GENERAL MILLS INC	72,148	78,799
200 SHS JOHNSON & JOHNSON	11,796	13,116
220 SHS KRAFT FOODS INC	6,760	8,219
80 SHS LABORATORY CORP AMER HLDS (222)	4,851	6,878
660 SHS MCDONALD'S CORP	39,433	66,218
180 SHS MERCK & CO INC (222)	5,149	6,786
347 SHS NIKE INC	22,322	33,440
270 SHS PEPSICO INC	14,730	17,915
100 SHS PEPSICO INC	6,672	6,635
360 SHS T ROWE PRICE GROUP INC	19,393	20,502
510 SHS PROCTER & GAMBLE CO.	27,377	34,022
740 SHS PROCTER & GAMBLE CO.	44,340	49,365
100 SHS SANOFI-AVENTIS SA (222)	0	0
200 SHS STARBUCKS CORP.	5,665	9,202
90 SHS STARBUCKS CORP. (222)	887	4,141

Name of Stock	End of Year Book Value	End of Year Fair Market Value
140 SHS TEVA PHARMACEUTICALS IND LTD	5,927	5,650
50 SHS TEVA PHARMACEUTICALS IND LTD	2,457	2,018
100 SHS 3M CO	7,475	8,173
1000 SHS HSBC HOLDINGS, PERPETUAL	23,300	25,750
200 SHS MEDCO HEALTH SOLUTIONS INC	9,220	11,180
75 SHS HSBC HOLDINGS PLC NEW GB (222)	1,387	2,858
200 SHS AMGEN INC (325)	0	0
450 SHS ARCELORMITTAL SA	17,010	8,186
260 SHS CHINA LIFE INSURANCE CO LTD (325)	0	0
300 SHS CSX CORPORATION (325)	4,226	6,318
480 SHS HEWLETT PACKARD CO (325)	23,260	12,365
501 SHS HSBC HOLDINGS PLC NEW (325)	28,841	19,088
100 SHS JOHNSON & JOHNSON	5,901	6,558
105 LABORATORY CORP AMER HLDGS (325)	6,980	9,027
490 SHS WALMART STORES INC (325)	0	0
100 SHS 3M CO	8,330	8,173
40 SHS AMAZON.COM, INC. (222)	6,221	6,924
200 SHS ARCELORMITTAL SA MY	6,109	3,638
100 SHS CHEVRON CORP. (222)	8,118	10,640
690 SHS CISCO SYSTEMS, INC. (222)	0	0
250 SHS FEDEX CORP. (222)	21,088	20,878
330 SHS GRAINGER WW, INC.	40,203	61,773
100 SHS HSBC HOLDINGS PLC	5,079	3,810
710 SHS NESTLE A SPONSORED ADR (222)	38,858	40,974
100 SHS PRICE T ROWE GROUP, INC, (222)	5,054	5,695
510 SHS UNTD TECHNOLOGIES CORP.	39,020	37,276
300 SHS VISA INC. (222)	0	0
100 SHS BUNGE LIMITED (325)	5,752	5,720
100 SHS CHINA LIFE INSURANCE CO (325)	0	0
840 SHS CISCO SYSTEMS, INC. (325)	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
150 SHS HEWLETT PACKARD CO (325)	5,985	3,864
100 SHS JPMORGAN CHASE & CO.	3,889	3,325
100 SHS LABORATORY CORP AMER HLDGS (325)	7,406	8,597
250 SHS MERCK & CO, INC. (325)	8,997	9,425
100 SHS MICROSOFT CORP. (325)	2,381	2,596
470 SHS VISA INC.	0	0
200 SHS AMEREN CORP	5,808	6,626
260 SHS ALLSCRIPTS HEALTHCARE SOLUTIONS	5,262	4,924
490 SHS ANADARKO PETROLEUM CORP	38,106	37,402
1088 SHS BANK OF NEW YORK MELLON CORP	28,089	21,662
200 SHS BP PLC SPON ADR	8,055	8,548
300 SHS CHEVRON CORP	29,043	31,920
1070 SHS CONOCOPHILLIPS	76,083	77,971
1100 SHS COSTCO WHOLESALE CORP.	90,375	91,652
30 SHS GOOGLE INC	15,719	19,377
230 SHS INTEL CORP	5,001	5,578
2000 SHS LOWES COMPANIES INC	47,738	50,760
650 SHS NETAPP INC	38,298	23,576
400 SHS ROYAL DUTCH SHELL PLC CL A	26,659	29,236
50 SHS TEVA PHARMACEUTICALS IND LTD	2,304	2,018
835 SHS 3M CO	76,179	68,245
80 SHS UNTD TECHNOLOGIES CORP	6,771	5,847
31000 JEFFERIES GROUP INC	31,310	25,575
390 SHS NIKE INC CL B	26,818	37,584
2000 BARCLAYS BANK PLC ADR PFD	51,360	44,560
1000 GOLDMAN SACHS GROUP	25,000	24,770
2000 PUBLIC STORAGE INC PFD	54,544	57,320
2000 WELLS FARGO CAPITAL XII	51,555	51,980

TY 2011 Investments Government Obligations Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

US Government Securities - End of

Year Book Value:

43,821

US Government Securities - End of

Year Fair Market Value:

44,834

**State & Local Government
Securities - End of Year Book**

Value:

2,561,682

**State & Local Government
Securities - End of Year Fair**

Market Value:

2,596,276

TY 2011 Investments - Other Schedule**Name:** JOHN & HILDA ARNOLD FOUNDATION INC**EIN:** 20-0241446

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
235 SHS SPDR GOLD TRUST (325)	AT COST	19,420	35,718
430 SHS SPDR GOLD TRUST	AT COST	38,812	65,356
2140.19 AMERICAN FUNDS	AT COST	52,906	57,871
2376.606 SHS FIDELITY ADVISOR MID CAP II	AT COST	35,340	38,073
HARTFORD CAPITAL APPRECIATION FUND	AT COST	155,405	143,321
ENERGY TRANSFER PARTNERS LP	AT COST	82,288	91,700
KINDER MORGAN ENERGY PARTNERS	AT COST	38,661	55,218
PLAINS ALL AMERICAN PIPELINE LP	AT COST	119,001	146,900
19984.401 SHS DELAWARE T/F CALIFORNIA	AT COST	229,624	229,221
72005.817 SHS FRANKLIN CALIFORNIA TAX FREE IN FD INC CL A	AT COST	506,215	514,122
62642.749 SHS VIRTUS MULTI-SECTOR SHORT TERM BOND FD	AT COST	300,000	296,300
130 SHS SPDR GOLD TRUST	AT COST	10,743	19,759
6128.936 SHS IVY GLOBAL NATURAL RESOURCES FUND	AT COST	101,066	103,947

TY 2011 Legal Fees Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	11,581	0		11,581

TY 2011 Other Decreases Schedule**Name:** JOHN & HILDA ARNOLD FOUNDATION INC**EIN:** 20-0241446

Description	Amount
ENERGY TRANSFER PARTNERS, L.P.-NONDEDUCTIBLE EXPENSES	8
PLAINS ALL AMERICAN PIPELINE, L.P.-NONDEDUCTIBLE EXPENSES.	75
KINDER MORGAN, L.P.-NONDEDUCTIBLE EXPENSES.	4

TY 2011 Other Expenses Schedule**Name:** JOHN & HILDA ARNOLD FOUNDATION INC**EIN:** 20-0241446

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	103,702	103,702		0
INVESTMENT EXPENSES	118	118		0
PARTNERSHIP LOSSES	17,374	17,374		0

TY 2011 Other Income Schedule

Name: JOHN & HILDA ARNOLD FOUNDATION INC

EIN: 20-0241446

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BP PRUDOE BAY ROYALTY INCOME	4,254	4,254	4,254

TY 2011 Taxes Schedule**Name:** JOHN & HILDA ARNOLD FOUNDATION INC**EIN:** 20-0241446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	10	0		10
FOREIGN TAX	1,361	1,361		0
FEDERAL TAXES	3,604	0		0
STATE FILING FEES	20	0		20
STATE RENEWAL FEES	75	0		75