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# Form **990-PF**

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

OMB No 1545 0052

2011

Department of the Treasury Internal Revenue Service

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

A Employee dendification number 200-555738   B Imployee dendification number 200-55738   B Imployee dendification number 200-55738   B Imployee dendification number 200-555738   B Imployee dendification number 200-55738	For cale	endar year 2011, or tax year beginning	, 2011,	and ending				
TRVINE, CA 92614   B   Telephone mathet crose the involutioning   Section 9497(a)(1) nonexempt character than   Address change   Manne change   Section 4947(a)(1) nonexempt charable trust   Amended return   A						nber .		
G Check all that apply   Instal return   Address change   Instal Return of a former public charity   Address change   Instal Return of a former public charity   Instal Return of a former former by the return of a former form	IRVINE, CA 92614			E				
G Check all that apply   Instal return   Address change   Instal Return of a former public charity   Address change   Instal Return of a former public charity   Instal Return of a former former by the return of a former form					If exemption application is	pending, check here		
Final return   Name change	<b>G</b> Che	ck all that apply     Initial return	Initial Return of a form	mer public charity				
Check type of organization								
Section 4947(a)(1) nonexempt charitable trust   Other taxable private foundation   Far maket used at lastest and of year   Accounting method   X   Cash   A				oundation				
Fart market value of all assets at end of year   Accounting method   XI Cash   Accounting (firm) ## If Location (0), the 19   Other (speed)	H C				If private foundation status	was terminated		
Part I Analysis of Revenue and Expenses (The total of amounts in Expenses) (The Expenses and disbursements) (The Expenses and the Expenses and the		ir market value of all assets at end of year   J Acc						
Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (b) (c), and (d) may not necessarily equal the amounts in column (a) (b) (c), and (d) may not necessarily equal the amounts in column (a) (c) (see instructions)   450,000.   450,000.   2 c. k	•		· · · ————					
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Sample equal the amounts in column (a)   Sample equal the amounts in column (a)	<u>i aiti</u>	Expenses (The total of amounts in						
		columns (b), (c), and (d) may not neces- sarily equal the amounts in column (a)	·					
2		(see instructions) )	450,000			(00011 00010 0111)		
Total Add Iness I through I   235,704   639   77.   1.   235,704   639   77.   2.   2.   2.   2.   2.   2.   2			450,000.					
A Dividends and interest from securities   177.		3 Interest on savings and temporary	5.60	F.C.2				
Sa Gross rents   New regratal accome   See   S								
Comparation of officers, directors, trustees, etc.   Comparation of officers and ways   Comparation of officers, directors, trustees, etc.   Comparation of officers, directors, trustees, et	7							
B   Cross sales proce for all   17, 343, 765.		or (loss)	014 025					
See			-214,935.	<u> </u>				
Second   S		assets on line 6a		C	).			
12   Total. Add lines   Through   11   235,704   639   77	Š	8 Net short-term capital gain						
12   Total. Add lines   Through   11   235,704   639   77	⊸ E T U	9 Income modifications	10					
12   Total. Add lines   Through   11   235,704   639   77	ij	allowances ( Op )	NS N					
12   Total. Add lines   Through   11   235,704   639   77	<u>2</u> 2	b Less Cost of Si AUG 23 2012	Ś					
12   Total. Add lines   Through   11   235,704   639   77	<b>S</b>							
13   Compensation of officers, directors, trustees, etc   14   Other employee salaries and wages   15   Pension plans, employee benefits   16 a Legal fees (attach schedule)   SEE   ST   2   363.	あ	11 Other income (attach schedule)						
14 Other employee salanes and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) SEE ST 1		12 Total. Add lines 1 through 11	235,704.	_ 639	77.			
15   Pension plans, employee benefits   16a   Legal fees (attach schedule)   SEE ST 1   363.   363		•	0.					
16a Legal fees (attach schedule)   SEE ST 1   363.   363.   363.     b Accounting fees (attach sch)   SEE ST 2   8,966.   1,345.   7,621.     c Other prof fees (attach sch)   17 Interest   18   Tases (attach schedule)(see instirs)   SEE STM 3   165.   75.   90.     17								
b Accounting fees (attach sch) SEE ST 2 c Other prof fees (attach sch)  17 Interest 18 Taues (attach scheduleXsee instrs) SEE STM 3 19 Depreciation (attach sch) 11 Travel, conferences, and meetings 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) SEE STATEMENT 4 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid PART XV 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  1	Δ		363.					
No.	D		8,966.	1,345	5.	7,621.		
18   Taxes (attach schedule)xsee instrs)   SEE STM   3   165.   75.   90.     19   Depreciation (attach sch) and depletion   20   Occupancy   21   Travel, conferences, and meetings   22   Printing and publications   23   Other expenses (attach schedule)   SEE STATEMENT   4   38.   38.     24   Total operating and administrative expenses. Add lines 13 through 23   25   Contributions, gifts, grants paid PART   XV   26   Total expenses and disbursements. Add lines 24 and 25   96,963.   1,458.   0.   95,505.     27   Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements   b Net investment income (if negative, enter -0-)   0.	Ň	. , , ,						
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b Net investment income (if negative, enter -0-)		a Excess of revenue over expenses	100 741					
			138, /41.	ļr	).			
		1						

Part II   Balance Sheets   Security Habitate for mered year amounts only   Cop Book Value   Cop Four Market Value   Cop Four	D		Attached schedules and amounts in the description	Beginning of year	End o	of year
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 Less allowance for doubtful accounts   7 Other mets and fairs receivable Less allowance for doubtful accounts   8 Inventiones for saic out and the state of the s	Part	Ш	Balance Sheets column should be for end-of-year amounts only (See instructions )	(a) Book Value	(b) Book Value	(c) Fair Market Value
A Accounts receivable Less allowance for doubtful accounts   Less: allowance for doubtful accounts   Security of the content o		1	Cash - non-interest-bearing			
A Pledges receivable Less allowance for doubtful accounts >		2	Savings and temporary cash investments	2,292,404.	2,431,145.	2,431,145.
A Pledges receivable Less: allowance for doubtful accounts = 5 Cornots receivable 6 Receivables due from officers, directors, trisites, and other disqualificity persons (father schedule) 7 Other notes and loans receivable (attent schedule) 1 Less allowance for doubtful accounts = 1 1 Investments = US and state government obligations (attent schedule) 1 Investments = US and state government obligations (attent schedule) 1 Investments = Loropate statek (attent schedule) 1 Investments = Land, buildings, and equipment basis 1 Investments = nand, buildings, and equipment basis 1 Investments = nand, buildings, and equipment basis 1 Investments = mortgage loans 2 Investments = mortgage loans 2 Investments = nortgage loans 2 Investments = other (attent schedule) 1 Land, buildings, and equipment basis 1 Investments = other (attent schedule) 2 Investments = other (attent schedule) 3 Investments = other (attent schedule) 3 Investments = other (attent schedule) 4 Investments = other (attent schedule) 4 Investments = other (attent schedule) 5		3	-			
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Less allowance for doubtful accounts *		_	disqualified persons (attach schedule) (see instructions)		<del></del>	1
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L 20 Loans from officers, directors, trustees, & other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other liabilities (describe	Å	18	, ,		· · · · · · · · · · · · · · · · · ·	Ì
21   Mortgages and other notes payable (attach schedule)	Ŗ	19				!
Total net assets or fund balances (see instructions)  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)  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)  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)  Total net assets or fund balances (see instructions)  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)  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)  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)  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)  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)  Total net assets or fund balances at beginning of year — Part II, column (balances)  Total net assets or fund balances at beginning of year — Part II, column (balances)  Total net assets or fund balances at beginning of year — Part II, column (balances)  Total net assets or fund balances at beginning of year — Part II, column (balances)  Total net assets or fund balances at beginning of year — Part II, column (balances)  Total net assets or fund balances at beginning of year — Part II, column (balances)  Total net assets or fund balances at beginning of year — Part II, column (balances)  Total net assets or fund balan	Ŀ	20				1
E S 23 Total liabilities (add lines 17 through 22) 0. 0. 0.  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  F U S 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 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 29 Retained earnings, accumulated income, endowment, or other funds 20 (see instructions) 31 Total liabilities and net assets of fund balances (see instructions) 2, 292, 404. 2, 431, 145.  Part III   Analysis of Changes in Net Assets or Fund Balances  1 Total net assets or fund balances at beginning of year — Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 1 2,292,404. 2 138,741.  2 Enter amount from Part I, line 27a 138,741.  3 Other increases not included in line 2 (itemize) 5 5	ļ	I	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			ļ
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  N F E U Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  28 Paid-in or capital surplus, or land, building, and equipment fund C O E U Sequence arings, accumulated income, endowment, or other funds 31 Total liabilities and net assets/fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions)  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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)  5 Including a liabilities and a line 2 (itemize)  5 Including a liabilities and a liabili	i	22	Other liabilities (describe			
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 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions)  1 Total ret 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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5	E S	23	Total liabilities (add lines 17 through 22)	0.	0.	
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D 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 S N 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions)  2, 292, 404. 2, 431, 145.  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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5	ΝF	24				
D 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 S N 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions)  2, 292, 404. 2, 431, 145.  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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5	EU	25	Temporarily restricted			]
S N 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 2, 292, 404. 2, 431, 145. 30 Total net assets or fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 Total liabilities and net assets/fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 Total net assets or fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 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 2, 292, 404. 2 138, 741. 3 Other increases not included in line 2 (itemize) 1 3	D	26				
S N 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 2, 292, 404. 2, 431, 145. 30 Total net assets or fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 Total liabilities and net assets/fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 Total net assets or fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 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 2, 292, 404. 2 138, 741. 3 Other increases not included in line 2 (itemize) 1 3	S B S A		Foundations that do not follow SFAS 117, check here X and complete lines 27 through 31.			
S N 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 2, 292, 404. 2, 431, 145. 30 Total net assets or fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 Total liabilities and net assets/fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 Total net assets or fund balances (see instructions) 2, 292, 404. 2, 431, 145. 31 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 2, 292, 404. 2 138, 741. 3 Other increases not included in line 2 (itemize) 1 3	E L	27	Capital stock, trust principal, or current funds			
R S 30 Total net assets or fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions) 32,292,404. 2,431,145. 33 Total liabilities and net assets/fund balances (see instructions) 31 Total liabilities and net assets/fund balances (see instructions)  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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5	SŅ	I				]
R S 30 Total net assets or fund balances (see instructions) 2,292,404. 2,431,145.  31 Total liabilities and net assets/fund balances (see instructions) 2,292,404. 2,431,145.  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 2,292,404.  2 Enter amount from Part I, line 27a 2 138,741.  3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5		29	Retained earnings, accumulated income, endowment, or other funds	2,292,404.	2,431,145.	
(see instructions)    Part III   Analysis of Changes in Net Assets or Fund Balances   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)   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)   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)   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		30	Total net assets or fund balances (see instructions)	2,292,404.	2,431,145.	
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5		31	• • • • • • • • • • • • • • • • • • • •	2 292 404	2 431 145	
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)  2 Enter amount from Part I, line 27a	Dar	<u> </u>  -			2,431,143.	
end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a					area with	
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3. 5 Decreases not included in line 2 (itemize) 5 138,741. 2 138,741. 3 4 2,431,145.	7	Tota end-	il net assets or fund balances at beginning of year — Part II, colu of-year figure reported on prior year's return)	mn (a), line 30 (must a	gree with 1	2,292,404.
3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 Decreases not included in line 2 (itemize) 5	2				2	
4 Add lines 1, 2, and 3.  5 Decreases not included in line 2 (itemize)  5 Decreases not included in line 2 (itemize)					3	
5 Decreases not included in line 2 (itemize) 5	_				4	2,431,145.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 6 2, 431, 145.	_	Decre	eases not included in line 2 (itemize)			
	6_	Tota	I net assets or fund balances at end of year (line 4 minus line 5)	<ul> <li>Part II, column (b), I</li> </ul>	ine 30 <b>6</b>	2,431,145.

Partii Viii   Capital Gains and I	Losses for lax on investmen	it income				
(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)					(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a C.SCHWAB: PUBLICLY TRADED SECURITIES (SEE ATTACHED)					VARIOUS	VARIOUS
b WEDBUSH: PUBLICLY TRADED SECURITIES:QID					1/01/11	8/09/11
c WEDBUSH: PUBLICLY TRADED SECURITIES:SDS					VARIOUS	VARIOUS
d						
е						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other ba plus expense of sa			(h) Gain or (e) plus (f) m	(loss) inus (g)
a 16,958,931.		17,15	7,744.			-198,813.
b 32,663.		3	5,345.			-2,682.
c 352,171.		36	5,611.			-13,440.
d						
e						
Complete only for assets show	ing gain in column (h) and owned b	y the foundation on 12/31/6	9		(I) Gains (Colu	ımn (h)
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column over column (j), if a	ı (ı) ny		ain minus column (k an -0-) <b>o</b> r Losses (fr	), but not less
a						-198,813.
b						-2,682.
С						-13,440.
d						
е						
2 Capital gain net income or (ne	t capital loss).   If gain, also If (loss), en	enter in Part I, line 7 ter -0- in Part I, line 7	-	2		-214,935.
3 Net short-term capital gain or (	(loss) as defined in sections 1222(5)	and (6).	Ī			
If gain, also enter in Part I, line	e 8, column (c) (see instructions) If	(loss), enter -0-	-	3		-214,935.
Part V Qualification Under	Section 4940(e) for Reduce	d Tax on Net Investme	ent Incor	ne		
(For optional use by domestic private	· · · · · · · · · · · · · · · · · · ·				N/A	
	·				•	
If section 4940(d)(2) applies, leave t	his part blank					
Was the foundation liable for the sec	tion 4942 tax on the distributable ar	mount of any year in the bas	se period?		□Yes	□No
If 'Yes,' the foundation does not qua		• •				
	n each column for each year; see the		g any entr	ies		
(a)  Base period years  Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use as:			<b>(d)</b> Distribution umn (b) divided l	
2010					<del>.</del>	
2009			<del></del>			
2008						
2007		•		•		
2006						<del></del>
		<del></del>				
2 Total of line 1, column (d)				2		_
3 Average distribution ratio for th	ne 5-year base period – divide the to	otal on line 2 by 5, or by the	` [			
number of years the foundation	n has been in existence if less than	5 years		3		<u> </u>
4 Enter the net value of nonchar	itable-use assets for 2011 from Part	X, line 5	-	4		<del></del>
5 Multiply line 4 by line 3				5		
6 Enter 1% of net investment inc	come (1% of Part I, line 27b)			6		
7 Add lines 5 and 6				7		
8 Enter qualifying distributions fr	om Part XII, line 4			8		
If line 8 is equal to or greater t Part VI instructions	han line 7, check the box in Part VI,	line 1b, and complete that	part using	a 1%	tax rate. See t	he

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Form 990-PF (2011)

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses SEE STATEMENT 5

Par	t VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		х
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	ad   12		х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address  The books are in care of ► LEE HARRIS CPA  Located at ► 2020 MAIN STREET, SUITE 960 IRVINE CA  Telephone no ► 94  ZIP + 4 ► 92614	9-851-6	277	
	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	N/A	<b>-</b>	∏ N/A
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?	a 16	Yes	No X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			
Par	t 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
1 a	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? $\qquad \qquad \boxed{X}$	No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes	No		
	see affached disclosure	No 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  X	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	lf any answer is 'Yes' to 1a(1)-(6), did <b>any</b> 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 instructions)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here			
С	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		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	No		
	If 'Yes,' list the years ► 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to			
_	all years listed, answer 'No' and attach statement — see instructions )	2b	N.	/ <u>A</u>
С	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here  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?	No		
b	olf '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? (Use Schedule C, Form 4720, to			
	determine if the foundation had excess business holdings in 2011)	_3b	N	/ <u>A</u>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<u> </u>
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		X
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Form 990-PF (2011) ELERDING FAMILY FO			20-56	55738 Page		
Part VII-B   Statements Regarding Activit	<u>ies for Which Forn</u>	<u>1 4720 May Be Req</u>	uired (continued)			
<ul><li>5 a During the year did the foundation pay or incu</li><li>(1) Carry on propaganda, or otherwise attempt</li></ul>	•	n (section 4945(e))?	Yes X	No		
(2) Influence the outcome of any specific pub on, directly or indirectly, any voter registra	ation drive?		Yes X	No 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  (5) Provide for any purpose other than religion	4940(d)(2)? (see instri	uctions)	Yes X	No		
educational purposes, or for the prevention	n of cruelty to children	or animals?		No		
<ul> <li>b If any answer is 'Yes' to 5a(1)-(5), did any of described in Regulations section 53.4945 or in (see instructions)?</li> <li>Organizations relying on a current notice rega</li> </ul>	a current notice regard	ding disaster assistance	►	5b N/A		
c If the answer is 'Yes' to question 5a(4), does tax because it maintained expenditure respon If 'Yes,' attach the statement required by Region 1.	sibility for the grant?	•	N/A Yes	No		
<ul> <li>6a Did the foundation, during the year, receive at on a personal benefit contract?</li> <li>b Did the foundation, during the year, pay prem</li> </ul>			∐Yes X	No 6b X		
If 'Yes' to 6b, file Form 8870  7a At any time during the tax year, was the found	dation a party to a proh	ibited tax shelter transa	ction? Yes X	No		
b If 'Yes,' did the foundation receive any procee				N/A   7b		
Part VIII Information About Officers, D and Contractors	irectors, Trustees,	roundation Manaç	jers, Highly Paid E	imployees,		
1 List all officers, directors, trustees, foundation	n managers and their	compensation (see inst	ructions).			
(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		
JANET ELERDING	PRESIDENT	0.	0.	0		
2020 MAIN STREET, SUITE 960 IRVINE, CA 92614	1.00					
LEE HARRIS	TREASURER	0.	0.	0		
2020 MAIN STREET, SUITE 960 IRVINE, CA 92614	2.00					
STEPHEN DUNN	DIRECTOR	0.	0.	0		
26000 TOWNE CENTRE, SUITE 200 FOOTHILL RANCH, CA 92610	0					
2 Compensation of five highest-paid employee	les (other than those inc	luded on line 1— see ir	structions). If none, e	l nter '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	<u>                                       </u>			0		
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PartVIII Information About Officers, Directors, Trustees, Found and Contractors (continued)	ation Managers, Highly Paid E	mployees,
3 Five highest-paid independent contractors for professional services (see in	structions). 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	<b>&gt;</b>	.0
Partix: A Summary of Direct Charitable Activities		0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical organizations and other beneficiaries served, conferences convened, research papers produced, etc.	information such as the number of	Expenses
1 <u>N/A</u>		
2		
3		
4		
Part和X:Bi Summary of Program-Related Investments (see instruc	tions)	
Describe the two largest program-related investments made by the foundation during	ng the tax year on lines 1 and 2	Amount
1		
2		<del></del>

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Total. Add lines 1 through 3

All other program-related investments See instructions

Form **990-PF** (2011)

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes a Average monthly fair market value of securities 1 a 502,416. 1 b 554,857 b Average of monthly cash balances 1 c c Fair market value of all other assets (see instructions) 2,057,273 1 d d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c 1 e 0. (attach detailed explanation) 2 2 Acquisition indebtedness applicable to line 1 assets. 3 2,057,273. 3 Subtract line 2 from line 1d Cash deemed held for charitable activities Enter 1-1/2% of line 3 4 30,859. (for greater amount, see instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V. line 4. 5 2. 026,414. 6 101,321. Minimum investment return. Enter 5% of line 5 Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations Part XI and certain foreign organizations check here ▶ and do not complete this part.) 1 101,321. Minimum investment return from Part X, line 6 2a Tax on investment income for 2011 from Part VI, line 5 2a 2b b Income tax for 2011 (This does not include the tax from Part VI) 2 c c Add lines 2a and 2b 3 101,321. 3 Distributable amount before adjustments Subtract line 2c from line 1 4 4 Recoveries of amounts treated as qualifying distributions 5 101.321 Add lines 3 and 4 6 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 321 Part XII | Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 95,505. 1 a **b** Program-related investments — total from Part IX-B 1 b 2 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes Amounts set aside for specific charitable projects that satisfy the. a Suitability test (prior IRS approval required) 3 a b Cash distribution test (attach the required schedule) 3 b Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 95,505 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 instructions) 5 6 95,505. Adjusted qualifying distributions. Subtract line 5 from line 4 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

Form 990-PF (2011)

## Part XIII Undistributed Income (see instructions)

,	<b>(a)</b> Corpus	<b>(b)</b> Years prior to 2010	<b>(c)</b> 2010	<b>(d)</b> 2011
Distributable amount for 2011 from Part XI, line 7				101,321.
2 Undistributed income, if any, as of the end of 2011:				101,321.
a Enter amount for 2010 only			87,431.	
<b>b</b> Total for prior years 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part				
XII, line 4 ► \$95,505.				
a Applied to 2010, but not more than line 2a			87,431.	
<ul> <li>Applied to undistributed income of prior years (Election required – see instructions)</li> </ul>		0.		
c Treated as distributions out of corpus				
(Election required — see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				8,074.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the	0.			0.
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>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency			•	
has been issued, or on which the section				
4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable				
amount — see instructions		0.	-	
e Undistributed income for 2010 Subtract line 4a from			0.	
line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines				
4d and 5 from line 1. This amount must be distributed in 2012.				93,247.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed				
by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
Evenes distributions correspond from 2006 not.				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007 .			}	
<b>b</b> Excess from 2008			}	
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				Form <b>990-PF</b> (2011)

Form 990-PF (2011) ELERDING FAMILY I	FOUNDATION			20-5655 <u>7</u> 38	B Page <b>10</b>
Part XIV   Private Operating Foundat	<del></del>				N/A
1 a If the foundation has received a ruling or d is effective for 2011, enter the date of the	ruling		•	*]	
<b>b</b> Check box to indicate whether the foundate		erating foundation d		4942(j)(3) or	4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum	Tax year		Prior 3 years	4,0,000	, . <b>.</b>
investment return from Part X for each year listed	(a) 2011	<b>(b)</b> 2010	(c) 2009	(d) 2008	(e) Total
<b>b</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					
<ul> <li>Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c</li> </ul>					
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.	L	1			
Part XV Supplementary Information assets at any time during th  1 Information Regarding Foundation Managers of the foundation who have close of any tax year (but only if they have	e year — see ingers:  nave contributed m	ore than 2% of the	total contributions re		
JANET ELERDING		<b>.</b> 40,000, (000			
<b>b</b> List any managers of the foundation who ca partnership or other entity) of which the NONE	own 10% or more of foundation has a	of the stock of a cor 10% or greater intere	poration (or an equa est.	ally large portion of t	the ownership of
2 Information Regarding Contribution, Gran Check here ► X if the foundation only n requests for funds If the foundation make complete items 2a, b, c, and d	nakes contribution	s to preselected cha	ırıtable organizations	s and does not acce anizations under oth	pt unsolicited er conditions,
<b>a</b> The name, address, and telephone number	r of the person to	whom applications s	should be addressed	i	
<b>b</b> The form in which applications should be s	submitted and info	rmation and materia	als they should inclu	de:	
c Any submission deadlines.		· · · · · · · · · · · · · · · · · · ·			
d Any restrictions or limitations on awards,	such as by geogra	phical areas, charita	ible fields, kinds of i	nstitutions, or other	factors:

3 Grants and Contributions Paid During the Ye	ar or Approved for Fut	ure Paymen	t	
Recipient		Foundation status of recipient		Amount
	substantial contributor	recipient		
Name and address (home or business)  a Paid during the year  SEE STATEMENT 6	any toundation manager or substantial contributor	recipient	contribution	Allount
Total			► 3a	87,431.
<b>b</b> Approved for future payment				
Total	<del></del>		▶ 3h	

Part XVI-A	Analysis	s of Income	-Producina	Activities
. u	/ 111 at y 211	J		

Part	XVI-A Analysis of Income-Producing	Activities				
Enter	gross amounts unless otherwise indicated	Unrelate	d business income	Excluded by	section 512, 513, or 514	(a)
	Program service revenue	(a) Business code	<b>(b)</b> Amount	(c) Exclu- sion code	<b>(d)</b> Amount	(e) Related or exempt function income (See instructions)
·						
b						<del></del>
ď						
e		1				
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					562.
4	Dividends and interest from securities					77.
5	Net rental income or (loss) from real estate					
	Debt-financed property					<del></del>
	Not debt-financed property					
_	Net rental income or (loss) from personal property					
	Other investment income	-		<del>                                     </del>		-214,935.
_	Gain or (loss) from sales of assets other than inventory		-	<del>   </del>		-214,933.
	Net income or (loss) from special events Gross profit or (loss) from sales of inventory		· · · · · · · · · · · · · · · · · · ·	+ +	<u> </u>	
	Other revenue	-				
ii a			<u> </u>			<u></u>
b						
c				<del>                                     </del>		
d						
e						
12	Subtotal Add columns (b), (d), and (e)					-214,296.
	Total. Add line 12, columns (b), (d), and (e)				13	-214,296.
(See	worksheet in line 13 instructions to verify calculation	ons )				
Parl	XVI-B Relationship of Activities to the	Accompli	shment of Exemp	pt Purpose	es .	
	Explain below how each activity for which in accomplishment of the foundation's exempt	ncome is repo	orted in column (e) of	Part XVI-A c	ontributed important	y to the
		purposes (or	ner than by providing	Turius for sur	ch purposes) (See ii	
N	/A					
						<del></del>
			<u></u>			
				·		<del></del>
			<del></del> ,			
				·		<del></del>

Part XVII	Information Regarding	Transfers To	o and	Transaction:	and Relati	ionships Wit	h Noncharitable	9
	Exempt Organizations					-		

												Yes	No
de	escribed	rganization directly f in section 501(c) o o political organizat	of the Code (of	ngage in an ther than se	y of the follow ction 501(c)(3)	ing with organi	n any ot izations)	her organization or in section	on 527,	ļ			
	_	from the reporting		a noncharita	able exempt o	rganiza	tion of:			ŀ			
	) Cash				•	-				[	1a (1)		X
•	•	r assets									1a (2)		X
•	•	nsactions											
		of assets to a non	charitable exe	mpt organiz	ation					[	1b(1)		X
•	•	nases of assets from								T-	1b(2)		X
•	•	al of facilities, equip		•							1 b (3)		X
•	•	bursement arrange	•								1b (4)		X
•	•	s or loan guarantee									1b (5)		X
•	•	rmance of services		ip or fundrai	sina solicitatio	ons					1b (6)		X
•	•	of facilities, equipme		•	ŭ		es				1c		X
• • •		, , , , , , , , , , , , , , , , , , ,	,g	,									
th	e good:	swer to any of the a s, other assets, or s action or sharing a	services aiven	by the repor	tına foundatıo	n If the	e founda	tion received	less than fair	r market <sup>,</sup>	arket valu value in	ue of	
(a) Line	no	(b) Amount involved	(c) Name o	of noncharitable	e exempt organizat	tion	(d)	Description of tra	nsfers, transact	ions, and sh	naring arran	igement	s
N/A													
					·-								
		<del> </del>											
			<u> </u>										
			ļ										
			<u>_</u>										
			1										
de	escribed	indation directly or d in section 501(c) o complete the followi	of the Code (of	ated with, oi ther than se	related to, or ction 501(c)(3	ne or m )) or in	ore tax- section	exempt organı 527?	zations		Yes	X	No
<u> </u>		Name of organizati		(b)	Type of organ	ızatıon		(	c) Descriptio	n of relat	ionship		
N/A	(4)	so or organizati			.,po or organ			•	-7 - 300/10/10				
, **				_					-	***			
			·					, ,					-
			_										
	Under pe	enalties of perjury, I declar and complete Declaration	re that I have exam	ined this return,	including accompa	anying sch	nedules an	d statements, and	to the best of my	knowledge	and belief, i	t is true	,
Sign Here	correct,	and complete Declaration	An U	anso		rmation o	/.	REASURER	wiedge 		May the i this return preparer: (see instr	RS disci n with the shown b	uss ne pelow
	Signat	ure of officer or trustee	1/-1		Date		أكرب	tle			X	Yes	No
		Print/Type preparer's na	me	Prepa	arer's signature	1 L	✓ .	Date	Check	(A)"	PTIN		
Paid		LEE HARRIS			Y A	CU	mo	08.15.1			P00098	376	
Prepa	rer	_		REENE LL		- 1			Firm's EIN ►	33-01	<u>09175</u>		
Use O		Firm's address   2	2020 MAIN										
		Į I	RVINE, CA	A 92614-	8203			_	Phone no	(949)	851-6	<u>6277</u>	
BAA											Form <b>99</b>	0-PF (	(2011)

#### Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

## **Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization			Employer identification number
ELERDING FAMILY FOUNDATIO	'N		20-5655738
Organization type (check one).		• • •	
Filers of:	Section:		
Form 990 or 990-EZ	501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust <b>not</b> 527 political organization		private foundation
Form 990-PF	X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treat 501(c)(3) taxable private foundation	ted as a priva	ate foundation
Check if your organization is covered by Note. Only a section 501(c)(7), (8), or (1	the <b>General Rule</b> or a <b>Special Rule</b> 10) organization can check boxes for both the General	Rule and a S	pecial Rule See instructions
General Rule  X For an organization filing Form 990, contributor (Complete Parts I and II	990-EZ, or 990-PF that received, during the year, \$5,0	00 or more (ı	n money or property) from any one
Special Rules			
$509(a)(1)$ and $170(b)(1)(A)(v_1)$ and r	filing Form 990 or 990-EZ that met the 33-1/3% supporteceived from any one contributor, during the year, a coop, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Comple	ontribution of	the greater of (1) \$5,000 or
total contributions of more than \$1.0	organization filing Form 990 or 990-EZ that received fro 00 for use <i>exclusively</i> for religious, charitable, scientifi or animals Complete Parts I, II, and III.	om any one o c, literary, or	ontributor, during the year, educational purposes, or
contributions for use <i>exclusively</i> for i	organization filing Form 990 or 990-EZ that received from freligious, charitable, etc., purposes, but these contributes total contributions that were received during the year apparts unless the <b>General Rule</b> applies to this organizations of \$5,000 or more during the year.	ions did not t for an <i>exclus</i>	otal to more than \$1,000. sively religious, charitable, etc.
			т
990-PF) but it must answer 'No' on Part	ered by the General Rule and/or the Special Rules doe IV, line 2, of its Form 990, or check the box on line H meet the filing requirements of Schedule B (Form 990,	of its Form 9	90-EZ or on Part I, line 2, of its
BAA For Paperwork Reduction Act No 990EZ, or 990-PF.	tice, see the Instructions for Form 990,	Schedule I	<b>B</b> (Form 990, 990-EZ, or 990-PF) (2011

O a la calada	_	/F 000	000 57		000 DE	(2011	`
Scheaule	В	(Form 990	, 99U-EZ,	OI	99U-PF)	(2011	,

1 of Part 1

Name of organization

ELERDING FAMILY FOUNDATION

Page 1 of ...
Employer identification number

20-5655738

Part la	Contributors (see instructions) Use duplicate copies of Part I if additional s	pace is needed	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JANET ELERDING  2020 MAIN STREET, SUITE 960  IRVINE, CA 92614	\$450,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

1 to\_

1 of Part II

Name of organization

ELERDING FAMILY FOUNDATION

Employer identification number

20-5655738

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(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
		\$\$	

1 of Part III

Name of organization

Employer identification number

20-5655738 ELERDING FAMILY FOUNDATION Part III' | Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter 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) (c) No. from Purpose of gift Use of gift Description of how gift is held Part I N/A (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (d) (a) (c) Description of how gift is held No. from Purpose of gift Use of gift Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (d) (b) (c) (a) No. from Purpose of gift Use of gift Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (b) (c) (a) No. from Use of gift Description of how gift is held Purpose of gift Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

2011	FEDERAL STATEMENTS	PAGE 1
	ELERDING FAMILY FOUNDATION	20-5655738
STATEMENT 1 FORM 990-PF, PART I, LINE 16A LEGAL FEES		
CORPORATE ADMINISTRATION	(A)       (B)       NET       (C)         EXPENSES       INVESTMENT       ADJUSTED         PER BOOKS       INCOME       NET INCOME         TOTAL       \$ 363.       \$ 0.	\$ 363.
STATEMENT 2 FORM 990-PF, PART I, LINE 16B ACCOUNTING FEES		
TAX/ACCOUNTING/CONSULTING	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME  \$ 8,966. \$ 1,345. TOTAL \$ 8,966. \$ 1,345. \$ 0	\$ 7,621.
STATEMENT 3 FORM 990-PF, PART I, LINE 18 TAXES		:
CA ATTENTY CENTE FORM DDE 1.2	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME	(D) CHARITABLE PURPOSES
CA ATTNY GEN'L FORM RRF-1;2 FRANCHISE TAX BOARD;2010 FO FRANCHISE TAX BOARD;2010 FO	RM 199 10.	\$ 10. 25.
STATE OF DELAWARE; 2010	55.	\$ 55. \$ 90.
STATEMENT 4 FORM 990-PF, PART I, LINE 23 OTHER EXPENSES		
	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	TOTAL \$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	\$ 0.

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### **FEDERAL STATEMENTS**

PAGE 2

#### **ELERDING FAMILY FOUNDATION**

20-5655738

**STATEMENT 5** FORM 990-PF, PART VII-A, LINE 10 SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR

ADDRESS OF SUBSTANTIAL CONTRIBUTOR

JANET ELERDING

2020 MAIN ST. SUITE 960 IRVINE, CA 92614

## **STATEMENT 6** FORM 990-PF, PART XV, LINE 3A RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	 AMOUNT
CHILDREN'S HOSPITAL OF ORANGE COUNTY 455 S. MAIN STREET ORANGE, CA 92868	NONE	509(A)(1)	PEDIATRIC RESEARCH	\$ 10,000.
GUIDE DOGS FOR THE BLIND PO BOX 151200 SAN RAFAEL, CA 94915	NONE	509(A)(1)	TO ASSIST IN TRAINING GUIDE DOGS FOR THE BLIND	5,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 2440 S. SEPULVEDA BLVD, SUITE 115 LOS ANGELES, CA 90064	NONE	509(A)(1)	TO ASSIST WITH FINDING THE CAUSE AND CURE OF MULTIPLE SCLEROSIS.	15,000.
ORANGE COUNTY HIGH SCHOOL OF THE ARTS 1010 N. MAIN STREET SANTA ANA, CA 92701	NONE	509(A)(1)	ASSIST A HIGH SCHOOL OF THE ARTS WITH THE ARTS CONSERVATORY PROGRAM.	25,000.
THE HUMANE SOCIETY OF THE US 2100 L STREET, NW WASHINGTON, DC 20037	NONE	509(A)(1)	ASSIST IN THE PREVENTION OF THE CRUELTY TO ANIMALS.	10,000.
FAMILIES FORWARD 9221 IRVINE BLVD. IRVINE, CA 92618	NONE	509(A)(1)	ASSISTANCE TO HOMELESS AND LOW-INCOME FAMILIES.	5,000.
COURT APPNTD. SPECIAL ADVOCATES OF O.CTY 1505 E. 17TH STREET, SUITE 214 SANTA ANA, CA 92705	NONE	509(A)(1)	PAIRING OF SEVERLY ABUSED AND NEGLECTED CHILDREN WITH MENTORS.	5,000.

2011

## **FEDERAL STATEMENTS**

PAGE 3

#### **ELERDING FAMILY FOUNDATION**

20-5655738

STATEMENT 6 (CONTINUED) FORM 990-PF, PART XV, LINE 3A RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	 AMOUNT
BIG BROTHERS BIG SISTERS OF ORANGE CTY 14131 YORBA STREET, SUITE 200 TUSTIN, CA 92780	NONE	509(A)(1)	PAIRING OF PARENTLESS LOW-INCOME CHILDREN WITH MENTORS.	\$ 5,000.
UNITED WAY OF ORANGE COUNTY 18012 MITCHELL AVENUE SOUTH IRVINE, CA 92614	NONE	509(A)(1)	ASSIST LOW-INCOME CHILDREN AND FAMILIES WITH FOOD, SHELTER & MEDICAL CARE.	7,431.
			TOTAL	\$ 87,431.

2011

### FEDERAL SUPPLEMENTAL INFORMATION

PAGE 1

**ELERDING FAMILY FOUNDATION** 

20-5655738

PART VII-B QUESTION 1A(3)

THE FOUNDATION ENGAGED THE SERVICES OF LEE HARRIS, CPA, TO PERFORM ACCOUNTING, TAX, AND CONSULTING SERVICES FOR THE ANNUAL DONATIONS OF THE FOUNDATION, WITH RELATED ANNUAL FILING REQUIREMENTS INCLUDING ALL TAX RETURNS. FEES PAID DURING 2011 TOTALLED \$8,966. LEE HARRIS IS AN OFFICER (TREASURER) AND DIRECTOR OF THE FOUNDATION.

<u></u>	∞1		떢		_						
PAGE 2	20-5655738		DECEMBER								
PA	20-5(			2							
			NOVEMBER	181,272 181,272							
			OCTOBER	987, 525 987, 525							
ı			SEPTEMBER	231, 959 231, 959							
			AUGUST	205,023 205,023							
			A	20							
TS	NO		JULY	703, 634 703, 634							
HE	IDATI			700							
3KS	FOUR		JUNE	476,054 476,054							
WOF	MILY			476							
FEDERAL WORKSHEETS	ELERDING FAMILY FOUNDATION		MAY	764,365	12						
DER	ERDIN	ES		<u> 797</u>							
FE	ELI	URIT	APRIL	749, 772 749, 772	II						
		F SEC	A	749	THS						
		UE OI	MARCH	718	F MON	502,416					
		VAL	M	939, 718 939, 718	NUMBER OF MONTHS	502,					
		RKET	ARY	724	NO	TOE =					
		R MA	FEBRUARY	380, 724 380, 724		ET VA					
		Y FA		146 146	392	R MARI					į
		NTHL PAR	JANUARY	408,946 408,946	6,028,992	Y FAL					
		AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES FORM 990-PF, PART X, LINE 1A	54		1	AVERAGE MONTHLY FAIR MARKET VALUE					
		ERAG RM 99	SECURITY	AVERAGES	TOTALS	RAGE 1					
2011		A POI	SE	AVE	H	AVE					
		L						 	_		

# FEDERAL SUPPLEMENTAL INFORMATION ELERDING FAMILY FOUNDATION 20-5655738 PART IV, LINE la.

C.SCHWAB; PUBLICLY TRADED SECURITIES

Page last updated 8:38 PM ET, 01/10/2012

EFF 6992-4389

ew Unreali	zed Gain/Loss						Rule	s & Assumptions
elect Date I			To.		_			
		/01/2011	12/31/	2011	Search			
eporang P	eriod: 01 Jan, 2011 to 3 4389	1 Dec, 2011		Proceeds	Cost Basis	Total Gain/Loss (\$  % )	Long Term Gain/Loss (\$  % )	Short Term Gain/Loss (\$  % )
Fotal			\$1	6,958,931.08	\$17,157,743.75	-\$198,812.67	+\$0.00	-\$198,812.67 E
Symbol BGZ	Name ( Full [Short) DIREXION SHS	Closed Date 09/01/2011	Quantity 2,000	Proceeds \$79,889 52	Cost Basis <u>\$77.904.48</u>	Total Gain/Loss (\$] %) +\$1,985 04	Long Term Gam/Loss (\$  % )	Short Term Gain/Loss (\$ %) +\$1,985 04
BGZ	DIREXION SHS	09/02/2011	2,000	\$84,991 42	<u>\$77.904.47</u>	+\$7,086 95	-	+\$7,086 95
BGU	DIREXION SHS	09/13/2011	8,000	\$415,991.06	<b>\$420.808.95</b>	-\$4,817 89		-\$4,817.89
BGU .	DIREXION SHS .	09/13/2011	8,000	\$417,983 02	\$412.417.90	+\$5,565 12	-	+\$5,565 12
BGU	DIREXION SHS	09/13/2011	3,500	\$186,888 58	<b>\$184,457.83</b>	+\$2,430.75		+\$2,430 75
BGU	DIREXION SHS .	09/13/2011	200	\$10,679 54	\$10,540 45	+\$139 09	-	-\$139 09
BGU	DIREXION SHS	09/13/2011	200	\$10,679 54	<b>\$10.540.45</b>	+\$139.09	_	<b>-\$1</b> 39.09
3 <u>GU</u>	DIREXION SHS	09/13/2011	100	\$5,339.92	\$5,270 22	+\$69 70		+\$69 70
<u>igū</u>	DIREXION SHS	09/14/2011	000,8	\$415,983 06	\$419,169,66	-\$3,186 60	- -	<b>-\$</b> 3,186 60
3GZ	DIREXION SHS	09/22/2011	2,301	\$109,980 54	\$107,576,90	+\$2,403 64	-	+\$2,403 64
BGZ	DIREXION SHS	09/22/2011	1,699	\$81,206.84	\$79,432,05	+\$1,774 79	_	+\$1 774 79
3 <u>GU</u>	DIREXION SHS .	09/26/2011	2,400	\$117,256 38	\$114,826,07	+\$2,430 31	_	+\$2,430 31
<u></u>	DIREXION SHS	09/26/2011	1,000	\$48,857 82	<u>\$47,852 24</u>	+\$1,005.58	-	+\$1,005 58
3GU	DIREXION SHS	09/26/2011	600	\$29,314 70	\$28,704,74	+\$609 96		+\$609 96
BGZ	DIREXION SHS .	09/30/2011	5,000	\$232,086.59	\$229.554.15	+\$2,532.44		+\$2,532 44
BGU	DIREXION SHS	09/30/2011	5,000	\$238,436 47	\$239,502,95	-\$1,066.48		-\$1,066 48
3 <u>GZ</u>	DIREXION SHS .	10/03/2011	1,300	\$64,385 45	\$62,674.02	+\$1,711.43		+\$1,711 43
BGZ	DIREXION SHS	10/03/2011	1,200	\$59,444 71	\$57,852,95	+\$1,591 76		+\$1,591 76
3GZ	DIREXION SHS .	10/03/2011	1,100	\$54,481 08	\$53,031 87	+\$1,449.21	·	+\$1 449 21
BGZ	DIREXION SHS	10/03/2011	400	\$19,806 90	\$19,284,32	+\$522 58		<b>-\$522</b> 58
BGZ	DIREXION SHS .	10/03/2011	300	\$14,855.17	\$14,463.23	+\$391.94		+\$391,94
BGZ	DIREXION SHS	10/03/2011	300	\$14,8 <del>64</del> .17	\$14,463.24	+\$400 93	-	+\$400 93
BGZ	DIREXION SHS .	10/03/2011	300	\$14,861 17	\$14,463,24	+\$397 93	• - —	+\$397 93
BGZ	DIREXION SHS	10/03/2011	100	\$4,951.82	\$4,821 08	+\$130 74		+\$130 74
 3GZ	DIREXION SHS .	10/04/2011	4,900	\$253,071 37	\$252,832 44	+\$238 93		+\$238 93
BGZ	DIREXION SHS .	10/04/2011	4,300	\$216,153 45	\$216,082,70	+\$70 75		+\$70.75
3GZ	DIREXION SHS	10/04/2011	700	\$35,187 07	\$35,176.25	+\$10 82		+\$10 82
3GZ	DIREXION SHS	10/04/2011	100	\$5,165 72		+\$5 36		+\$5 36
3GZ	DIREXION SHS	10/10/2011	6,190	\$242,025 01	\$242,034.54	-\$9.53	_	-\$9.53
3GZ	DIREXION SHS .	10/10/2011	3,000	\$117,298 06		-\$4 63	. <u>.</u> _	-\$4 63
3GZ	DIREXION SHS .	10/10/2011	800	\$31,278 68	\$31,280,71	-\$2 03		-\$2 03
BGZ	DIREXION SHS	10/10/2011	10	\$391.08	\$391.01	+\$0.07		-\$2 03 +\$0 07
	DIREXION SHS	10/13/2011	1,900	\$72,026 12	\$72,013,40	+\$12.72		+\$12.72

BGZ	DIREXION SHS	10/13/2011	1,800	\$68,233 47	\$68,223 22	+\$10 25	<del>.</del>	+\$10 25
<u>BGZ</u>	DIREXION SHS .	10/13/2011	1,100	\$41,699 33	\$41.691.97	+\$7 36		+\$7 36
<u>BGZ</u>	DIREXION SHS	10/13/2011	200	\$7,581 83	<u>\$7,580,36</u>	+\$1 47	-	+\$1 47
BGZ	DIREXION SHS .	10/24/2011	4,500	\$147,642 65	\$146,254.02	+\$1,388 63		+\$1 388 63
BGZ	DIREXION SHS .	10/24/2011	2,700	\$88,582,88	\$87.7 <u>52.42</u>	+\$830 46	_	+\$830 46
BGZ	DIREXION SHS .	10/24/2011	2,500	\$82,023 69	\$81,252,24	+\$771 45	_	+\$771 45
BGZ	DIREXION SHS .	10/24/2011	100	\$3,280 91	\$3,250.09	+\$30 82	_	+\$30 82
3GZ	DIREXION SHS	10/24/2011	100	\$3,280 94	\$3,250,09	+\$30 85		+\$30 85
3GZ	DIREXION SHS .	10/24/2011	100	\$3,280 90	\$3,250.09	+\$30 81	_	+\$30 81
3GZ	DIREXION SHS .	10/25/2011	3,600	\$121,318 05	\$121.287.22	+\$30 83	_	+\$30 83
3GZ	DIREXION SHS	10/25/2011	2,900	\$97,757 42	\$97.703.60	+\$53 82	_	+\$53 82
BGZ	DIREXION SHS .	10/25/2011	2,000	\$67,398 92	\$67.381.79	+\$17 13		+\$17 13
3GZ	DIREXION SHS	10/25/2011	1,300	\$43,808 00	\$43,798,16	+\$9 84	_	+\$9 84
3GZ	DIREXION SHS .	10/25/2011	100	<b>\$</b> 3,370.28	\$3,369,09	+\$1 19	· _	+\$1 19
<u> BGZ</u>	DIREXION SHS .	10/25/2011	100	\$3,370 30	\$3,369,09	+\$1 21	_	+\$1 21
GZ	DIREXION SHS	10/27/2011	12,100	\$368,442 81	<b>\$</b> 454,499,20	-\$86,056 39	_	<b>-\$</b> 86,056 39
GZ	DIREXION SHS	10/27/2011	2,900	\$88,301.57	\$112,525,19	-\$24,223 62	_	-\$24,223 62
GU	DIREXION SHS	11/01/2011	4,000	\$230,393 61	\$229,600,93	+\$792 68	_	+\$792 68
3GZ	DIREXION SHS .	11/01/2011	3,200	\$110,398 23	\$134.405.73	-\$24,007 50	_	-\$24,007 50
BGZ	DIREXION SHS .	11/01/2011	2,900	\$100,048 38	\$123,205,19	-\$23,156 81	_	-\$23,156 81
BGZ	DIREXION SHS .	11/01/2011	2,700	\$93,148 49	\$116,104 83	-\$22,956 34	_	-\$22,956 34
IGU	DIREXION SHS	11/01/2011	2,000	\$115,194 81	\$115,383,97	-\$189 16	_	-\$189 16
IGZ	DIREXION SHS .	11/01/2011	800	\$27,598 75	\$34,401 43	-\$6,802 68		-\$6,802 68
GZ	DIREXION SHS .	11/01/2011	100	\$3,450 10	\$4,200 18	-\$750 08	_	-\$750 08
GZ	DIREXION SHS	11/01/2011	100	\$3,449 84	\$4,300 18	-\$850 34	_	-\$850 34
GZ	DIREXION SHS.	11/01/2011	100	\$3,450 20	\$4,200 18	-\$749 98	_	-\$749 98
IGZ	DIREXION SHS	11/01/2011	100	\$3,450 16	\$4,200 18	-\$750 02	_	-\$750 02
BGU	DIREXION SHS .	11/02/2011	2,000	\$117,028 80	\$119,008,95	-\$1,980 15	-	-\$1,980 15
IGZ	DIREXION SHS .	11/03/2011	3,900	\$121,709 68	\$124,221 98	-\$2,512 30	_	-\$2,512 30
IGZ	DIREXION SHS	11/03/2011	900	\$28,087 75	\$28,666 61	-\$578 86		-\$578 86
IGZ	DIREXION SHS	11/03/2011	100	\$3,121 08	\$3,185,18	<b>-\$64</b> 10		<b>-\$64</b> 10
IGZ	DIREXION SHS .	11/03/2011	100	\$3,120 80	\$3,185,18	<b>-\$64</b> 38	_	-\$64 38
GZ	DIREXION SHS	11/04/2011	2,000	\$64,175 19	\$64,503.58	<b>-\$</b> 328 39		-\$328 39
GZ	DIREXION SHS	11/04/2011	2,000	\$64,177 19	\$64,503,57	-\$326 38	_	-\$326 38
GZ	DIREXION SHS	11/04/2011	1,000	\$32,088 59	\$32,251 80	-\$163 21		-\$163 21
GZ	DIREXION SHS .	11/14/2011	5,000	\$155,588 06	\$155,508 95	+\$79 11		+\$79 11
GZ	DIREXION SHS .	11/17/2011	5,000	\$167,587 83	\$164,508,95	+\$3,078 88		+\$3,078 88
GU	DIREXION SHS	11/22/2011	3,800	\$197,967 69	\$199 990 80	-\$2,023 11	_	-\$2,023 11
<u>GU</u>	DIREXION SHS .	11/22/2011	100	\$5,209 78	\$5,255 45	-\$2,023 11 -\$45 67	_	-\$2,025 11 -\$45 67
<u>GU</u>	DIREXION SHS .	11/22/2011	100	\$5,209 78	\$5,270,35	-\$60 57	-	
IGU	DIREXION SHS	11/30/2011	2,000	\$116,628 81	\$106,608,95	+\$10,019.86		-\$60 57 +810 010 96
<u>GU</u>	DIREXION SHS	12/01/2011	4,000	\$236,786 50		-	. –	+\$10 019 86
IGU	DIREXION SHS				\$239,917,90 \$304,359,65	-\$3,131 40	_	-\$3,131 40
<u>GU</u>	DIREXION SHS	12/02/2011 12/07/2011	5,000 3,800	\$302,985 23 \$227,988 82	\$304,258,65 \$226,477,00	-\$1,273 42	- <b>-</b>	-\$1,273 42
					\$226,477,00	+\$1,511.82	-	+\$1 511 82
<u>GU</u>	DIREXION SHS	12/07/2011	600	\$35,998 84	\$35.765.37 \$17.001.70	+\$233 47	_	+\$233 47
GU GU	DIREXION SHS .	12/07/2011	300	\$17,999 41	\$17.901.79	+\$97 62	_	+\$97 62
<u>GU</u>	DIREXION SHS	12/07/2011	200	\$11,999 41	\$11.921.79	+\$77 62	-	+\$77 62
<u>GU</u>	DIREXION SHS .	12/07/2011	100	\$5,999 70	\$5,960,90	+\$38 80	-	+\$38 80
<u>GU</u>	DIREXION SHS .	12/08/2011	5,000	\$294,935 39	\$297,508 95	-\$2,573 56	-	<b>-\$</b> 2,573 56
GU	DIREXION SHS .	12/08/2011	3,200	\$191,990 58	\$191,205 73	+\$784 85	-	+\$784 85
<u>GU</u>	DIREXION SHS ¬	12/08/2011	2,900	<b>\$</b> 175, <b>44</b> 1.45	<b>\$1</b> 76.180 18	-\$738 73	-	-\$738 73
<b>IGU</b>	DIREXION SHS	12/08/2011	1,600	\$95,996.90	\$95,602,86	+\$394 04	-	+\$394 04

3GU	DIREXION SHS	12/08/2011	1,100	\$66,546.75	\$66,826 97	-\$280 22	_	-\$280 22
3 <u>GU</u>	DIREXION SHS .	12/08/2011	400	\$24,199 22	\$24,300.72	-\$101 50	_	-\$101 50
<u>igu</u>	DIREXION SHS .	12/08/2011	200	\$11,999 41	\$11,950 36	+\$49 05	_	+\$49 05
3GU	DIREXION SHS	12/08/2011	200	\$12,099 41	\$12,150.36	-\$50 95	-	<b>-\$</b> 50 95
<u>igu</u>	DIREXION SHS	12/08/2011	100	\$6,050 81	\$6,075,18	-\$24 37	_	-\$24 37
3GU	DIREXION SHS	12/08/2011	100	\$6,050 70	\$6,075,18	-\$24.48		-\$24 48
3GU	DIREXION SHS .	12/08/2011	100	\$6,049 75	\$6,075.18	-\$25 43		-\$25 43
3GU	DIREXION SHS	12/08/2011	100	\$6,049 80	\$6.075.18	-\$25.38		-\$25 38
3GU	DIREXION SHS	12/15/2011	2,300	\$127,185 74	\$127.079.12	+\$106 62	- 	+\$106 62
	DIREXION SHS.	12/15/2011	1,600	\$88,475 44	\$88,402.86	+\$72 58	_	+\$72 58
<u>sgu</u>	DIREXION SHS	12/15/2011	900	\$49,768 33	\$49.726.61	+\$41 72	_	+\$41 72
3 <u>GU</u>	DIREXION SHS .	12/15/2011	100	\$5,530 03	\$5,525,18	+\$4 85		+\$4 85
3GU		-	-		-	+\$4 73	_	+\$4 73
<u>IGU</u>	DIREXION SHS	12/15/2011	100	\$5,529 91	\$5,525,18		_	
NR.	ETFS SILVER	04/25/2011	500	\$23,015 61	\$21,008,95	+\$2,006 66	-	+\$2,006 66
STA.	ISHARES SILV	04/05/2011	1,000	\$38,310.31	\$33,577,95	+\$4,732 36		+\$4,732 36
LV	ISHARES SILV	04/05/2011	425	\$16,277.64	\$14.993.21	+\$1,284.43	<del>-</del> .	+\$1,284 43
<u>LV</u>	ISHARES SILV	04/05/2011	261	\$9,996 38	\$9,207.59	+\$788 79	-	+\$788 79
ELV	ISHARES SILV.	04/05/2011	250	\$9,575 08	<u>\$8,819,54</u>	+\$755 54	_	+\$755 54
<u>LV</u>	ISHARES SILV	04/05/2011	35	\$1,340 51	\$1.234.74	+\$105 77	-	+\$105 77
PT.	ISHARES SILV	04/05/2011	29	\$1,110 71	<u>\$1.023.07</u>	+\$87 64		+\$87.64
SDX	MARKET VECTO	03/23/2011	500	<b>\$</b> 29,944 95	\$30,328,45	-\$383 50		-\$383 50
<u>XOX</u>	MARKET VECTO	03/23/2011	500	\$29,944.94	\$27.758.95	+\$2,185 99	_	+\$2,185.99
<u>so</u>	PROSHARES UL	01/07/2011	5,000	\$241,886 96	\$246,903 24	<b>-\$</b> 5,016 28		-\$5,016 28
SO	PROSHARES UL .	01/19/2011	5,000	\$250,786 23	\$249,508 <u>95</u>	+\$1,277 28	-	+\$1,277 28
<u>so</u>	PROSHARES UL	01/20/2011	5,000	\$246,386 32	\$248,758 <u>95</u>	-\$2,372 63	-	-\$2,372 63
ĬΠ	PROSHARES UL	01/21/2011	9,920	\$110,001 81	\$110,01633	-\$14 52	-	-\$14 52
)ID	PROSHARES UL .	01/21/2011	80	\$887 11	\$887 <u>27</u>	-\$0 16		-\$0 16
SO	PROSHARES UL	02/25/2011	5,000	\$262,986 00	\$257,553 95	+\$5,432 05		+\$5 432 05
so	PROSHARES UL.	02/25/2011	5,000	\$263,840 98	\$258,058,95	+\$5,782 03	_	+\$5,782 03
so	PROSHARES UL .	06/03/2011	4,000	\$207,387 07	\$205,408 9 <u>5</u>	+\$1,978 12	-	+\$1,978 12
sso	PROSHARES UL	06/06/2011	16,000	\$807,175 55	\$818,435,80	-\$11,260.25	_	-\$11,260 25
SO	PROSHARES UL	06/08/2011	4,000	\$199,787 21	\$202,608 <u>95</u>	-\$2,821 74		-\$2,821 74
so	PROSHARES UL .	06/14/2011	8,000	\$403,983 29	\$399,017 90	+\$4,965 39		+\$4,965 39
SSQ	PROSHARES UL	06/15/2011	2,000	\$97,589 18	\$97,908,95	-\$319 77		-\$319 77
SSO	PROSHARES UL .	06/15/2011	2,000	\$97,109.19	\$99,308 95	-\$2,199.76	_	-\$2,199 76
sso	PROSHARES UL.	06/16/2011	4,000	\$193,791 33	\$195,808,95	-\$2,017 62	_	-\$2,017 62
SSO	PROSHARES UL	06/29/2011	3,259	\$168,483 03	\$169,376,41	-\$893 38		-\$893 38
	PROSHARES UL	06/29/2011	· 741	\$38,307 30	\$38,511 43	-\$204 13	_	-\$204 13
880			7,700	\$405,473 30	\$403,957 23	+\$1,516.07		+\$1,516 07
iso	PROSHARES UL	06/30/2011	300	\$15,797 36		+\$136 69	_	+\$136 69
SSO	PROSHARES UL	06/30/2011		~~~~~~~~~	\$15,660,67			+\$4 205 62
SSO	PROSHARES UL .	07/07/2011	1,621	\$89,960 14	\$85,754,52	+\$4,205 62	-	+\$4,055 14
SSO	PROSHARES UL .	07/07/2011	1,563	\$86,741 34	\$82,686,20	+\$4,055 14	_	
SSO	PROSHARES UL	07/07/2011	800	\$44,397 36	\$42.321.79	+\$2,075 57	_	+\$2,075 57
SSO	PROSHARES UL.	07/07/2011	16	\$887 94	<u>\$846.44</u>	+\$41 50	_	+\$41 50
SSO	PROSHARES UL	08/05/2011	3,800	\$163,198 37	\$192.511.75	-\$29,313 38	-	-\$29,313 38
SSO _	PROSHARES UL	08/05/2011	1,500	\$66,415 76	\$75,991 92	-\$9,576 16	-	-\$9,576 16
SSO	PROSHARES UL	08/05/2011	800	<b>\$</b> 35,428 93	\$40,529,02	-\$5,100 09	-	-\$5,100 09
sso	PROSHARES UL.	08/05/2011	300	\$13,282 84	\$15.198.38	-\$1,915.54		-\$1,915 54
SSO	PROSHARES UL	08/05/2011	200	\$8,855 23	\$10,132 26	-\$1,277 03	-	-\$1,277.03
SSO	PROSHARES UL	08/05/2011	200	\$8,589 59	\$10,132,06	-\$1,542 47	_	-\$1,542 47
SSO	PROSHARES UL	08/05/2011	200	\$8,855.57	\$10,132.26	-\$1,276.69	_	-\$1,276 69
SDS	PROSHS ULTRA	02/07/2011	10,000	\$214,786 93	\$219,967,90	-\$5,180 97		-\$5,180.97

SDS .	PROSHS ULTRA	02/28/2011	10,000	\$211,886 98	\$212,708 95	-\$821 97	-	-\$821 97
SDS	PROSHS ULTRA	03/01/2011	4,750	\$103,112.02	\$103,031,25	+\$80 77	_	+\$80 77
SDS	PROSHS ULTRA.	03/01/2011	250	\$5,426.95	<u>\$5,422 70</u>	+\$4 25	-	+\$4 25
SDS	PROSHS ULTRA	03/02/2011	6,500 🚁	\$141,824 83	\$139,693,95	+\$2,130 88	-	+\$2 130 88
SDS	PROSHS ULTRA.	03/03/2011	10,000	\$209,187 03	\$211,208,95	-\$2,021 92	_	-\$2,021.92
SDS	PROSHS ULTRA	03/04/2011	10,000	\$214,386 93	\$215,404,48	-\$1,017 55	-	-\$1,017 55
SDS	PROSHS ULTRA.	03/04/2011	5,400	\$115,714 97	\$114,322 82	+\$1,392 15	-	+\$1,392 15
SDS	PROSHS ULTRA.	03/04/2011	2,600	\$55,507 12	\$56,005 17	-\$498 05	_	-\$498.05
SDS	PROSHS ULTRA	03/04/2011	1,300	\$27,753.96	\$28,002 58	-\$248 62	_	-\$248 62
SDS	PROSHS ULTRA.	03/04/2011	1,100	\$23,484.34	\$23,694,49	-\$210 15	_	-\$210 15
SDS	PROSHS ULTRA	03/04/2011	900	\$19,214 09	\$19,386 41	-\$172 32	_	-\$172 32
<u>SDS</u>	PROSHS ULTRA	03/04/2011	900	\$19,214 18	\$19,386 40	-\$172 22	_	-\$172 22
SDS	PROSHS ULTRA.	03/04/2011	800	\$17,143.11	\$16,936 71	+\$206 40	_	+\$206 40
SDS	PROSHS ULTRA	03/04/2011	600	\$12,857.39	\$12,702 54	+\$154 85	<del>-</del>	+\$154 85
SDS	PROSHS ULTRA	03/04/2011	600	\$12,857 33	\$12,702 54	+\$154 79	-	+\$154 79
SDS	PROSHS ULTRA.	03/04/2011	500	\$10,674 50	\$10,770 22	-\$95 72	_	<b>-\$</b> 95 72
SDS	PROSHS ULTRA	03/04/2011	500	\$10,674 37	\$10,770.22	<b>-\$</b> 95 85	_	-\$95 85
SDS	PROSHS ULTRA.	03/04/2011	400	\$8,539 96	\$8,616,18	<b>-\$</b> 76 22	_	-\$76.22
SDS	PROSHS ULTRA.	03/04/2011	400	\$8,539 92	\$8,616 18	-\$76.26		<b>-\$</b> 76 26
SDS	PROSHS ULTRA .	03/04/2011	400	\$8,539 72	\$8,616 18	-\$76 46	_	-\$76 46
SDS	PROSHS ULTRA.	03/04/2011	400	\$8,571 52	\$8,468.36	+\$103.16	_	+\$103 16
SDS	PROSHS ULTRA.	03/04/2011	400	\$8,539 72	\$8,616 18	-\$76 46		-\$76 46
SDS	PROSHS ULTRA.	03/04/2011	300	\$6,404 82	\$6,462.13	-\$57 31		-\$57 31
SDS	PROSHS ULTRA	03/04/2011	300	\$6,404 73	\$6,462 13	-\$57 40	_	-\$57 40
SDS	PROSHS ULTRA	03/04/2011	300	\$6,428 70	\$6,351,27	+\$77 43		+\$77 43
SDS	PROSHS ULTRA.	03/04/2011	300	\$6,428 70	\$6,351,27	+\$77 43	_	+\$77 43
SDS	PROSHS ULTRA.	03/04/2011	300	\$6,428 79	\$6,351 27	+\$77 52	_	+\$77 52
SDS	PROSHS ULTRA.	03/04/2011	300	\$6,428 67	\$6,351 27	+\$77 40	_	+\$77 40
SDS	PROSHS ULTRA.	03/04/2011	200	\$4,285.88	\$4,234 18	+\$51 70	_	+\$51 70
SDS	PROSHS ULTRA	03/04/2011	200	\$4,285.82	\$4,234,18	+\$51 64	` _	+\$51 64
	PROSHS ULTRA	03/04/2011	200	\$4,285 78	\$4.234.18	+\$51 60	-	+\$51 60
SDS SDS	PROSHS ULTRA.	03/04/2011	200	\$4,285 82	\$4,234,18	+\$51 64	_	+\$51 64
SDS	PROSHS ULTRA.	03/04/2011	100		\$2.117.09	+\$25 80	_	+\$25 80
SDS		03/04/2011		\$2,142.89			-	
SDS	PROSHS ULTRA.		100	\$2,142 91	\$2.117.09	+\$25 82	_	+\$25 82
SDS	PROSHS ULTRA.	03/09/2011	5,400	\$115,282 96	\$114.484.83	+\$798 13	-	+\$798 13
SDS	PROSHS ULTRA.	03/09/2011	3,900	\$83,259 91	\$82,683,49	+\$576 42	-	+\$576 42
SDS	PROSHS ULTRA.	03/09/2011	700	\$14,944 08	\$14,840 63	+\$103.45	-	+\$103 45
SDS SDS	PROSHS ULTRA.	03/14/2011	10,000	\$221,486 80	\$222,808,95	-\$1,322 15	-	-\$1,322.15
SDS	PROSHS ULTRA	04/14/2011	10,000	\$215,286 92	\$216.767.90	-\$1,480 98	_	-\$1,480 98
SDS	PROSHS ULTRA	04/18/2011	10,000	\$218,486 85	\$214,908 95	+\$3,577 90	-	+\$3,577 90
SDS .	PROSHS ULTRA.	06/06/2011	10,000	\$216,986 88	\$217.508.95	-\$522 07	-	-\$522 07
SDS	PROSHS ULTRA	06/06/2011	5,000	\$107,988 98	\$111.758 95	-\$3,769 97	-	-\$3,769.97
<u>SDS</u>	PROSHS ULTRA.	07/27/2011	15,000	\$310,635.09	\$310,517 90	+\$117 19	-	+\$117 19
<u>SDS</u>	PROSHS ULTRA.	08/18/2011	10,000	\$256,186 13	<u>\$256,017 90</u>	+\$168 23	_	+\$168 23
SLW	SILVER WHEAT.	03/10/2011	800	\$32,696 21	\$32,831 16	-\$134 95	-	-\$134 95
SLW	SILVER WHEAT	03/10/2011	140	\$5,721 84	<u>\$5,745 45</u>	<b>-\$</b> 23 61	. <del>-</del> .	-\$23 61
<u>slw</u>	SILVER WHEAT	03/10/2011	60	\$2,452 21	\$2,462 34	-\$10 13	-	-\$10 13
<u>SLW</u>	SILVER WHEAT	03/18/2011	1,000	\$39,990 28	\$38,958 95	+\$1,031 33	-	+\$1 031 33
SLW	SILVER WHEAT	03/23/2011	2,000	\$89,189 34	<u>\$88,184 77</u>	+\$1,004 57	-	+\$1,004 57
GLD	SPDR GOLD TR	04/05/2011	500	\$71,029 69	\$69,438.45	+\$1,591 24		+\$1,591 24