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

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

2011

For calendar year 2011 or tax year beginning _____, and ending _____

Name of foundation Sally and Dick Roberts Coyote Foundation		A Employer identification number 20-5970941
Number and street (or P O box number if mail is not delivered to street address) 7222 Cirrus Way		B Telephone number (see instructions) (213) 507-5389
City or town, state, and ZIP code West Hills CA 91307		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 5,867,332	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	143,492	143,492		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	274,025			
	b Gross sales price for all assets on line 6a	3,121,420			
	7 Capital gain net income (from Part IV, line 2)		274,025		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	417,517	417,517			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	82,696	42,949	39,747	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,202	3,502		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,769		5,769	
	22 Printing and publications				
	23 Other expenses (attach schedule)	32,018	682	31,336	
	24 Total operating and administrative expenses.	125,685	47,133	76,852	
Add lines 13 through 23	346,792		346,792		
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements Add lines 24 and 25	472,477	47,133	423,644		
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-54,960				
b Net investment income (if negative, enter -0-)		370,384			
c Adjusted net income (if negative, enter -0-)					

get 14

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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		133,961	172,743	172,743
	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 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				
	10 a Investments—U S and state government obligations (attach schedule)		923,358	822,488	849,899
	b Investments—corporate stock (attach schedule)		4,003,048	4,010,176	4,170,255
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		578,959	578,959	674,435
	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)		5,639,326	5,584,366	5,867,332
	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 ►)		0	0	
	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. ► <input type="checkbox"/>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		5,639,326	5,584,366	
	30 Total net assets or fund balances (see instructions)		5,639,326	5,584,366	
	31 Total liabilities and net assets/fund balances (see instructions)		5,639,326	5,584,366	

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	5,639,326
2 Enter amount from Part I, line 27a	2	-54,960
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	5,584,366
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,584,366

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a Publicly-traded Securities				
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 3,121,420		2,847,395	274,025	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			274,025	
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	274,025
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 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 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	359,101	5,969,656	0 060154
2009	363,383	5,574,340	0 065189
2008	418,242	6,277,726	0 066623
2007	304,318	7,977,911	0 038145
2006	0	308,393	0 000000

- 2 Total of line 1, column (d)**
- 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**
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5**
- 5 Multiply line 4 by line 3**
- 6 Enter 1% of net investment income (1% of Part I, line 27b)**
- 7 Add lines 5 and 6**
- 8 Enter qualifying distributions from Part XII, line 4**
- If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**1 a** 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**c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)**2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-**6 Credits/Payments****a** 2011 estimated tax payments and 2010 overpayment credited to 2011**b** Exempt foreign organizations—tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**6a** 1,932**6b****6c** 1,772**6d****7 Total credits and payments** Add lines 6a through 6d**8 Enter any penalty for underpayment of estimated tax** Check here ► if Form 2220 is attached**9 Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed**10 Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11 Enter the amount of line 10 to be Credited to 2012 estimated tax** ► 0

Refunded ►

7	3,704
8	0
9	0
10	0
11	0

Part VII-A Statements Regarding Activities**1 a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

	Yes	No
1b	X	

*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?

	Yes	No
1c	X	

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

	Yes	No
2	X	

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

	Yes	No
3	X	

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*

	Yes	No
4a	X	

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

	Yes	No
4b	N/A	

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?**b** If "Yes," has it filed a tax return on Form 990-T for this year?

	Yes	No
5	X	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?*If "Yes," attach the statement required by General Instruction T*

	Yes	No
6	X	

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

	Yes	No
7	X	

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 XIV***8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

	Yes	No
8b	X	

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*

	Yes	No
9	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***10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation 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)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X
14	The books are in care of ► Foundation Source Located at ► 501 Silverside Road, Suite 123 Wilmington DE	Telephone no ► (800) 839-1754	ZIP+4 ► 19809-1377
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	► <input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 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/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
SEE ATTACHMENT				
.....				
.....				
.....				
.....				
2 Compensation of five highest-paid employees (other than those included on line 1—see 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	00			
.....	00			
.....	00			
.....	00			
.....	00			
Total number of other employees paid over \$50,000 ►				

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

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

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions

3	
Total. Add lines 1 through 3	► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,285,643
b	Average of monthly cash balances	1b	126,159
c	Fair market value of all other assets (see instructions)	1c	674,435
d	Total (add lines 1a, b, and c)	1d	6,086,237
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,086,237
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	91,294
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,994,943
6	Minimum investment return. Enter 5% of line 5	6	299,747

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

1	Minimum investment return from Part X, line 6	1	299,747
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,704
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	3,704
3	Distributable amount before adjustments Subtract line 2c from line 1	3	296,043
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	296,043
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	296,043

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	423,644
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	0
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	423,644
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 instructions)	5	3,704
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	419,940

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				296,043
2 Undistributed income, if any, as of the end of 2011				0
a Enter amount for 2010 only				
b Total for prior years 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	1,764			
d From 2009	87,128			
e From 2010	64,426			
f Total of lines 3a through e	153,318			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 423,644				0
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				296,043
e Remaining amount distributed out of corpus	127,601			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:	280,919			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from 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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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	280,919			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	1,764			
c Excess from 2009	87,128			
d Excess from 2010	64,426			
e Excess from 2011	127,601			

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

NA

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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))

Richard F Roberts

Sally Roberts

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

NONE

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

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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				
BEACON SLOOP CLUB INC PO BOX 527 BEACON NY 12508	N/A	509(a)(1)	General & Unrestricted	5,000
CENTER FOR CREATIVE EDUCATION 15 RAILROAD ROAD AVE KINGSTON NY 12401	N/A	509(a)(2)	General & Unrestricted	30,000
CHILDREN INTERNATIONAL 2000 E RED BRIDGE RD KANSAS CITY MO 64131	N/A	509(a)(1)	Youth Empowerment Fund	20,000
COMMUNITY SERVICES UNLIMITED 13441/2 W MARTIN LUTHER KING BLVD LOS ANGELES CA 90037	N/A	509(a)(1)	Growing Healthy Program	5,000
ERIKSON INSTITUTE 451 N LA SALLE DR CHICAGO IL 60654	N/A	509(a)(1)	Halpern Monograph Project	24,167
ERIKSON INSTITUTE 451 N LA SALLE DR CHICAGO IL 60654	N/A	509(a)(1)	Janet Kelley Research Project	30,000
INSTITUTE FOR POLICY STUDIES 1112 16TH ST NW WASHINGTON DC 20036	N/A	509(a)(1)	New Internationalism Project	10,000
L A S BEST 200 N SPRING ST RM M-120 LOS ANGELES CA 90012	N/A	509(a)(1)	El Sistema Project	20,000
LOS ANGELES COUNTY EDUCATION FOUNDATION 9300 IMPERIAL HWY RM 106 DOWNEY CA 90242	N/A	509(a)(1)	Blue Sky Meadows Program	10,000
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES CA 90012	N/A	509(a)(2)	Educational Program - YOLA	25,000
LOS ANGELES UNIFIED SCHOOL DISTRICT 333 S BEAUDRY LOS ANGELES CA 90017	N/A	509(a)(1)	All District High School Honor Band	15,000
Total	See Attached Statement		► 3a	346,792
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	143,492
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	274,025
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		417,517	0
13 Total Add line 12, columns (b), (d), and (e)			13		417,517
(See worksheet in line 13 instructions to verify calculations)					

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (see instructions)

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- a Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1) Cash
 - (2) Other assets
 - b Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

Yes No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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) is based on all information of which preparer has any knowledge

May the IRS discuss this return
with the preparer shown below (see
instructions)? Yes No

Sign
Here

Signature of officer or trustee

100

Title

Signature of preparer or trustee		Date	Filing date	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Jeffrey D. Haskell	Jeffrey D. Haskell	7/9/2012	P01345770
	Firm's name ► Foundation Source	Firm's EIN ► 51-0398347		
Firm's address ► 55 Walls Drive, Fairfield, CT 06824	Phone no (800) 839-1754			

Form 990-PF, Part I, Line 16c - Other Professional Fees

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	42,949	42,949	0	0
2	Administrative Services	34,167	0	0	34,167
3	Consulting Services	5,580	0	0	5,580
4					
5					
6					
7					
8					
9					
10					
TOTAL:		82,696	42,949	0	39,747

Form 990-PF, Part I, Line 18 - Taxes

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2011	1,700	0	0	0
2	Foreign Tax Paid	3,502	3,502	0	0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Administrative Fees	30,791	0	0	30,791
2	Bank Charges	682	682	0	0
3	Foundation Dues & Memberships	500	0	0	500
4	Website Development	45	0	0	45
5					
6					
7					
8					
9					
10					
TOTAL:		32,018	682	0	31,336

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

	Description	TOTAL:	Book Value End of Year	FMV End of Year
1	FHLB - 3.875% - 06/14/2013 (31339X2M5)		100,848	105,200
2	FHLB - 5.250% - 06/18/2014 (3133X7FK5)		216,013	223,062
3	FHLMC - 3.000% - 07/28/2014 (3137EACD9)		176,131	185,920
4	FHLMC - 4.750% - 11/17/2015 (3134A4VG6)		110,940	114,733
5	FNMA - 5.250% - 09/15/2016 (31359MMW41)		113,331	118,917
6	FNMA - 5.750% - 05/15/2012 (3133MNVV0)		105,225	102,067
7				
8				
9				
10				

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year	TOTAL:	4,010,176	4,170,255
1	ABB LTD (ABB)	330	7,816	6,214			
2	ADDIDAS-SALOMON AG (ADDYY PK)	442	14,372	14,414			
3	AMADEUS IT HLDGS SA (AMADY PK)	151	2,532	2,454			
4	AMERICA MOVIL SA (AMX)	286	7,362	6,464			
5	APOLLO GROUP INC CLA (APOL)	580	25,594	31,245			
6	APPLE INC (AAPL)	145	22,637	58,724			
7	ARM HOLDINGS PLC (ARMH)	159	677	4,400			
8	ASSA ABLOY UNSP/ADR (ASAZY PK)	824	11,208	10,267			
9	AVON PRODUCTS (AVP)	910	17,567	15,898			
10	BANCO BRADESCO SA SPONS ADR NEW (BBD)	559	9,404	9,324			
11	BANCO ITAU HOLDING FINANCIERA (ITUB)	570	10,521	10,579			
12	BANK NEW YORK MELLON CORP COM (BK)	525	9,879	10,453			
13	BARD CRING (BCR)	445	45,047	38,048			
14	BECTON DICKINSON & CO (BDX)	190	16,340	14,197			
15	BG GROUP PLC ADS (BRGYY PK)	180	15,311	19,260			
16	BHP BILLITON LIMITED (BHP)	116	9,412	8,193			
17	BNP PARIBAS SPONS ADR (BNPQY PK)	195	6,956	3,832			
18	BRAMBLES LTD UNSP AD (BMBLY PK)	433	6,331	6,291			
19	BRITISH AMERICAN TOBACCO PLC (BTI)	81	5,612	7,685			
20	BROADCOM CORPORATION (BRCM)	413	14,165	12,126			
21	BUNZL PLC SPONSORED ADR NEW (BZLFFY PK)	125	7,416	8,600			
22	CANADIAN NATL RAILWAY CO (CNI)	199	10,888	15,633			
23	CANADIAN NATURAL RESOURCES LTD (CNQ)	171	4,992	6,390			
24	CANON INC (CAJ)	486	20,341	21,403			
25	CAP GEMINI SA UNSP/ADR (CGEMY PK)	312	8,170	4,902			
26	CARNIVAL CORP (CCL)	352	11,647	11,489			
27	CELGENE CORP (CELG)	692	37,770	46,779			
28	CENOVUS ENERGY INC (CVE)	85	2,525	2,822			
29	CENTRICA PLC S/ADR (CPYYY PK)	300	5,250	5,346			
30	CGI GROUP INC CL A SUB VTG SHS (GIB)	195	4,174	3,676			
31	CHECK POINT SOFTWARE TECHNOLOGIES LTD (CHKP)	373	20,573	19,597			
32	CHEUNG KONG HLDGS LTD ADR (CHEUY PK)	520	7,030	6,152			
33	CHINA MOBILE HKG LTD (CHL)	86	4,152	4,170			
34	CIELO SA ADR (CIOXY PK)	122	2,760	3,162			
35	CISCO SYSTEMS INC (CSCO)	4,358	71,250	78,792			
36	CITIGROUP INC (C)	555	16,014	14,602			
37	CITRIX SYSTEMS INC (CTXS)	330	22,966	20,038			
38	CLOROX CO (CLX)	320	21,577	21,299			
39	CNOOC LTD ADS (CEO)	117	19,190	20,438			
40	COCA-COLA AMATIL LTD ADR (CCLAY PK)	310	6,887	7,232			
41	COCA-COLA CO (KO)	640	42,881	44,781			

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year	TOTAL: 4,010,176 4,170,255
42	COCA-COLA HELLEN ADS (CCH)	175	4,787	2,923	
43	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	217	14,125	13,955	
44	COMCAST CORP (CMCSK)	1,145	27,393	26,976	
45	COMCAST CORP CLA (CMCSA)	1,120	25,138	26,555	
46	COMPASS GROUP PLC ADR (CMPGY.PK)	1,139	9,427	10,798	
47	CONOCOPHILLIPS (COP)	662	50,861	48,240	
48	CORNING INC (GLW)	920	14,616	11,942	
49	CREDIT SUISSE GROUP ADR (CS)	356	14,750	8,359	
50	DANAHER CORP (DHR)	460	24,409	21,638	
51	DASSAULT SYSS SA SPN ADR (DASTY PK)	57	2,621	4,583	
52	DENSO CORP ADR (DNZOY PK)	433	6,783	5,919	
53	DOVER CORP (DOV)	257	14,641	14,919	
54	DOW CHEMICAL PV (DOW)	560	22,442	16,106	
55	ELI LILLY & CO (LLY)	645	23,946	26,806	
56	EMBRAER EMPRESA BR (ERJ)	294	5,520	7,415	
57	EMC CORP-MASS (EMC)	943	19,872	20,312	
58	ERICSSON LM TEL CO (ERIC)	642	7,495	6,503	
59	EXXON MOBIL CORP (XOM)	160	12,886	13,562	
60	FANUC LIMITED UNSPONSORED (FANUY PK)	565	9,058	14,295	
61	FELSMIDTH & CO A/S S/ADR (FLDY PK)	808	5,045	4,678	
62	FOMENTO ECONOMICO MEXICANO (FMX)	112	6,074	7,808	
63	FORD MOTOR COMPANY (F)	473	4,845	5,089	
64	FRESENIUS MED CAR AG (FMS)	234	10,562	15,907	
65	GENERAL ELECTRIC CO (GE)	1,080	19,907	19,343	
66	GENERAL MILLS INC (GIS)	549	20,665	22,185	
67	GILAXOSMITHKLINE PLC (GSK)	88	3,780	4,015	
68	GOLDMAN SACHS CORE FIXED INCOME FUND INSTITUTIONAL (GSFIX)	68,861	657,333	710,649	
69	GOLDMAN SACHS HIGH YIELD FUND INSTITUTIONAL SHARES (GSHIX)	38,103	243,965	261,767	
70	GOOGLE INC CLA (GOOG)	70	33,068	45,213	
71	GROUPE DANONE ADS (DANOY PK)	629	8,288	7,951	
72	GRUPO TELEVISA (ADR) (TV)	312	7,003	6,571	
73	GS LOCAL EMERGING MKTS DEBT FD MUTUAL FUND - CL I (GIMDX)	2,867	26,292	24,767	
74	H&R BLOCK INC (HRB)	1,180	15,765	19,269	
75	HALLIBURTON COMPANY (HAL)	563	16,417	19,429	
76	HANG LUNG PROPERTIES-SP ADR (HLPPY PK)	280	3,381	3,976	
77	HENNES & MAURITZ AB (HNMMY PK)	1,824	8,126	11,601	
78	HERSHEY FOODS CORP COMMON (HSY)	523	28,335	32,311	
79	HEWLETT PACKARD CO (HPQ)	935	31,167	24,086	
80	HOME DEPOT INC (HD)	371	14,597	15,597	
81	HONG KONG EX&CL UNSPADR (HKXCY PK)	351	2,966	5,609	
82	HUTCHISON WHAMPOA LTD ADR (HUVHY PK)	410	5,994	6,798	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year	TOTAL: 4,010,176 4,170,255
83	IMPERIAL TOBACCO GRO (ITYBY PK)	152	9,384	11,452	
84	INDUSTRIAL & COM UNSP/ADR (IDCBY PK)	1,250	17,992	14,839	
85	INFOSYS TECH LTD SPD ADR (INFY)	107	6,678	5,498	
86	ING GROUP NV SPONSORED ADR (ING)	924	7,468	6,625	
87	INTERNATIONAL BUSINESS MACHINES (IBM)	103	18,687	18,940	
88	INTERNATIONAL POWER (IPR PY PK)	82	4,244	4,280	
89	ISHARES MSCI EMERGING MARKETS INDEX FD (EEM)	1,637	62,103	62,107	
90	ISHARES MSCI-JAPAN (EWJ)	5,545	59,941	50,515	
91	ISHARES RUSSELL 2000 (IWM)	1,910	149,945	140,862	
92	ISHARES S&P GLOBAL ENERGY SECTOR (IXC)	676	24,726	25,816	
93	JOHNSON & JOHNSON (JNJ)	655	43,576	42,955	
94	JULIUS BAER GROUP LTD (JBAXY PK)	856	4,979	6,634	
95	KDDI CP UNSP ADR (KDDIY PK)	324	5,552	5,216	
96	KEPPEL CORP LTD ADR (KPELY PK)	445	5,411	6,337	
97	KINGFISHER PLC (KGFHY PK)	2,217	13,819	17,049	
98	KOMATSU LTD. (KMTUY PK)	620	9,383	14,644	
99	KONINKLIJKE AHOLD (AHONY PK)	386	5,381	5,192	
100	L'OREAL ADR (LRLCY PK)	188	3,669	3,916	
101	LAS VEGAS SANDS CORP (LVS)	53	2,231	2,265	
102	LI & FUNG UNSP/ADR (LFUGY PK)	1,901	6,974	6,977	
103	LOWES COMPANIES INC. (LOW)	811	19,755	20,583	
104	LVMH MOET HENNUNSP (LVMUY PK)	477	6,942	13,404	
105	MACY'S INC (M)	654	20,190	21,046	
106	MASTERCARD INC (MA)	56	15,896	20,878	
107	MERCADOLIBRE, INC (MELI)	68	4,334	5,409	
108	MICROSOFT CORPORATION (MSFT)	3,185	81,951	82,682	
109	mitsubishi TOKYO FIN (MTU)	1,665	10,063	6,976	
110	NATL OILWELL VARCO (NOV)	283	7,596	19,241	
111	NESTLE SA (NSRGY PK)	311	11,925	17,948	
112	NEWMONT MINING CORP (NEM)	298	19,608	17,883	
113	NEWS CORP LTD CL A (NWSA)	6,915	120,558	123,363	
114	NIDEC CORPORATION ADR (NJ)	244	6,188	5,266	
115	NOVARTIS AG ADR (NVS)	346	16,838	19,781	
116	NOVO NORDISK A S (NVO)	167	8,311	19,248	
117	OAO GAZPROM SPONS GDR (OGZPY PK)	436	5,207	4,657	
118	OCCIDENTAL PETE CORP (OXY)	191	15,457	17,897	
119	ORACLE CORP (ORCL)	930	18,901	23,855	
120	PEPSICO INC (PEP)	1,595	108,707	105,827	
121	PFIZER INC (PFE)	1,910	39,626	41,332	
122	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	201	7,311	8,297	
123	PRECISION CASTPARTS (PCP)	106	15,964	17,468	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year	TOTAL: 4,010,176 4,170,255
124	PROCTER GAMBLE CO (PG)	1,390	87,254	92,726	
125	PUBLICIS GROUPE SA (PUBGY PK)	469	10,490	10,726	
126	QUALCOMM INC (QCOM)	441	20,669	24,123	
127	RECKITT BENCKISER GRP PLC ADR (RBGPY.PK)	1,271	11,553	12,507	
128	REED ELSEVIER PLC (RUK)	257	8,390	8,291	
129	RESEARCH IN MOTION LTD NEW (RIMM)	715	13,985	10,368	
130	ROCHE HOLDING LTD ADR (RHHBY PK)	174	6,569	7,404	
131	ROYAL DUTCH SHELL PLC SPONS ADR B (RDS-B)	117	7,162	8,893	
132	SABMILLER PLC S/ADR (SBMRY PK)	125	1,838	4,381	
133	SAP AKTIENGESELLADS (SAP)	387	16,928	20,492	
134	SBERBANK SPONSORED ADR (SBRKY PK)	627	6,777	6,232	
135	SCHLUMBERGER LTD (SLB)	376	23,383	25,685	
136	SCHNEIDER ELEC UNSP/ADR (SBGSY PK)	234	3,020	2,459	
137	SHIRE PHARMACEUTICALS, INC (SHPGY PK)	52	3,442	5,403	
138	SIEMENS AG ADR (SI)	102	12,114	9,752	
139	SMITH & NEPHEW PLC ADR (SNN)	94	5,046	4,526	
140	SOUTHERN COPPER CORP (SCCO)	71	2,236	2,143	
141	SPDR S&P BANK ETF (KBE)	1,183	29,989	23,459	
142	STANLEY BLACK & DECKER INC (SWK)	225	14,500	15,210	
143	STARBUCKS CORP COM (SBUX)	340	14,490	15,643	
144	STRYKER CORPORATION (SYK)	455	25,778	22,618	
145	SUNCOR ENERGY INC (SU)	879	29,977	25,342	
146	SWATCH GROUP AG (SWGAY PK)	279	5,287	5,217	
147	SWEDBANK AB S/ADR (SWDBY PK)	316	5,441	4,061	
148	SYNGENTA AG ADS (SYT)	134	6,888	7,898	
149	SYSCO CORP (SYY)	1,230	38,245	36,076	
150	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	660	7,036	8,521	
151	TARGET CORPORATION (TGT)	374	19,149	19,156	
152	TECK COMINCO LIMITED CL B SV (TCK)	140	6,879	4,927	
153	TELEFONICA SA ADR (TEF)	330	6,714	5,673	
154	TENCENT HOLDINGS LIMITED (TCEHY PK)	384	7,869	7,734	
155	TESCO PLC ADR (TSCDY PK)	981	19,845	18,482	
156	TEVA PHARMEUTICAL SP ADR (TEVA)	563	28,549	22,723	
157	TOTAL FINA ELF S.A. (TOT)	87	5,279	4,447	
158	TOTAL SYSTEMS SERVICES INC (TSS)	270	4,967	5,281	
159	TOYOTA MTR CORP (TM)	208	16,522	13,755	
160	TRANSCANADA CORP (TRP)	200	7,488	8,734	
161	TURKIYE GARANTI BANK (TKGBY PK)	1,850	8,308	5,754	
162	TYCO INTERNATIONAL LTD (TYC)	527	24,395	24,616	
163	UNILEVER N.V. N.Y. (UN)	236	6,252	8,111	
164	UNITED TECHNOLOGIES CORP (UTX)	331	23,583	24,193	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
165	UNITEDHEALTH GROUP INC (UNH)	315	16,293	15,964
166	US BANCORP DEL NEW (USB)	1,075	25,342	29,079
167	VALERO ENERGY CORP NEW (VLO)	890	21,224	18,735
168	VERTEX PHARMCTLS INC (VRTX)	596	25,939	19,793
169	VIACOM INC CL B (VIA-B)	1,522	66,550	69,113
170	VIMPELCOM LTD (VIP)	254	4,460	2,405
171	VODAFONE GROUP PLC (VOD)	331	7,894	9,278
172	VOLKSWAGEN AG (VWKPY PK)	349	9,704	10,428
173	VOLVO AB ADR B (VOLVY PK)	236	4,287	2,558
174	VAL-MART DE MEX V SP/ADR (VMMVY PK)	269	2,856	7,368
175	VAL-MART STORES INC. (VMMT)	410	21,643	24,502
176	WARNER CHILCOTT PLC IRELAND SHS-A (WCRX)	1,429	32,196	21,621
177	WEATHERFORD INTL NEW (WFT)	737	13,279	10,790
178	WELLS FARGO & CO. (WFC)	567	14,874	15,627
179	WORLEY PARSONS LTD (WYGPY PK)	240	7,417	6,271
180	WPP GROUP PLC (WPPGY PK)	123	6,542	6,424
181	YAMADA DENKI CO LTD (YMDAF.PK)	64	5,207	4,390
182	YANDEX N V (YNDX)	163	5,171	3,211
TOTAL:			4,010,176	4,170,255

Form 990-PF, Part II, Line 13 - Investments - Other

	Asset Description	TOTAL:	Book Value End of Year	FMV End of Year
1	GS HEDGE FUND OPP, LTD CLASS A, SERIES 13		578,959	674,435
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct	TOTAL:	0	0	0
1	Jon-Paul Cowen	7222 Cirrus Way	West Hills	CA	91307	Director / Vice-Chairman	1	0	0	0				
2	Terry Lloyd	7222 Cirrus Way	West Hills	CA	91307	Director / Secretary / Treasurer	1	0	0	0				
3	Richard F Roberts	7222 Cirrus Way	West Hills	CA	91307	President / Chairman / Director	1	0	0	0				
4	Sally Roberts	7222 Cirrus Way	West Hills	CA	91307	Co-Chairman / Director	1	0	0	0				
5														
6														
7														
8														
9														
10														

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MASA-MEXED INC

Street

135 E 22ND ST, RM 909

City NEW YORK	State NY	Zip Code 10010	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)		
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Purpose of grant/contribution General & Unrestricted	Amount 5,000
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Name

NATIONAL SECURITY ARCHIVE FUND INC

Street

2130 H ST NW STE 701

City WASHINGTON	State DC	Zip Code 20052	Foreign Country
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Relationship N/A	Foundation Status 509(a)(2)		
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Purpose of grant/contribution Latin America Human Rights Evidence	Amount 10,000
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Name

NEW VISION PARTNERS INC

Street

2750 NEW YORK DR

City PASADENA	State CA	Zip Code 91107	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)		
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Purpose of grant/contribution WIN Malawi Program	Amount 15,000
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Name

REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES

Street

10920 WILSHIRE BLVD STE 620

City LOS ANGELES	State CA	Zip Code 90024	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)		
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Purpose of grant/contribution High Tech HS Project	Amount 20,000
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Name

SCHRIEVER EDUCATION FOUNDATION

Street

PO BOX 394

City EL SEGUNDO	State CA	Zip Code 90245	Foreign Country
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Relationship N/A	Foundation Status 509(a)(2)		
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Purpose of grant/contribution Cyber Patriot Program	Amount 8,300
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Name

TAKING THE REINS

Street

3919 1/2 RIGALI AVE

City LOS ANGELES	State CA	Zip Code 90039	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)		
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Purpose of grant/contribution General & Unrestricted	Amount 5,000
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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE INSTITUTE FOR HEALING OF MEMORIES

Street

270 E 2ND ST

City

NEW YORK

State

NY

Zip Code

10009

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

19,858

Name

THE U C DAVIS FOUNDATION

Street

550 ALUMNI LN

City

DAVIS

State

CA

Zip Code

95616

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

High Tech HS Project

Amount

20,000

Name

UC SANTA CRUZ FOUNDATION

Street

2155 DELAWARE AVE STE 200

City

SANTA CRUZ

State

CA

Zip Code

95060

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

SOAR - Kinetic Poetics Project

Amount

5,320

Name

VERDUGO YOUNG MUSICIANS A CALIFORNIA NON-PROFIT CORPORATION

Street

PO BOX 8343

City

LA CRESCENTA

State

CA

Zip Code

91224

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

VISTA DEL MAR CHILD AND FAMILY SERVICES

Street

3200 MOTOR AVE

City

LOS ANGELES

State

CA

Zip Code

90034

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

My Friend's Place Program

Amount

24,147

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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