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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation BLOOMFIELD FAMILY FOUNDATION		A Employer identification number 20-6156014
Number and street (or P O box number if mail is not delivered to street address) 1262 CORSICA DRIVE	Room/suite	B Telephone number (310) 454-5571
City or town, state, and ZIP code PACIFIC PALISADES, CA 90272		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 40,350,274.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		27,874,698.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		78,852.	78,852.		STATEMENT 1
4 Dividends and interest from securities		559,693.	559,693.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,102,027.			
b Gross sales price for all assets on line 6a	10,124,523.				
7 Capital gain net income (from Part IV, line 2)			1,102,027.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<24,545.>	<24,545.>		STATEMENT 3
12 Total. Add lines 1 through 11		29,590,725.	1,716,027.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		165.	0.		165.
b Accounting fees STMT 5		4,300.	0.		4,300.
c Other professional fees STMT 6		64,072.	64,022.		50.
17 Interest					
18 Taxes STMT 7		13,454.	13,294.		160.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		81,991.	77,316.		4,675.
25 Contributions, gifts, grants paid		558,500.			558,500.
26 Total expenses and disbursements. Add lines 24 and 25		640,491.	77,316.		563,175.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		28,950,234.			
b Net investment income (if negative, enter -0-)			1,638,711.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,243,047.	3,779,304.	3,779,304.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges, receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	0.	400,140.	400,130.
	b Investments - corporate stock STMT 10	9,946,878.	29,197,970.	33,999,226.
	c Investments - corporate bonds STMT 11	1,065,591.	2,117,101.	2,171,614.
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	12,255,516.	35,494,515.	40,350,274.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,255,516.	35,494,515.	
	30 Total net assets or fund balances	12,255,516.	35,494,515.	
	31 Total liabilities and net assets/fund balances	12,255,516.	35,494,515.	

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	12,255,516.
2 Enter amount from Part I, line 27a	2	28,950,234.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	41,205,750.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	5,711,235.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,494,515.

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				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e 10,124,523.		9,022,496.	1,102,027.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,102,027.	
2 Capital gain net income or (net capital loss)		2		1,102,027.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,065,334.	11,829,240.	.090059
2009	602,036.	9,978,596.	.060333
2008	483,612.	12,026,803.	.040211
2007	343,042.	9,832,179.	.034890
2006	346,608.	7,033,404.	.049280
2 Total of line 1, column (d)	2		.274773
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3		.054955
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4		31,048,762.
5 Multiply line 4 by line 3	5		1,706,285.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6		16,387.
7 Add lines 5 and 6	7		1,722,672.
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.	8		563,175.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	32,774.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	32,774.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	32,774.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,080.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	38,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	42,080.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,306.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 9,306. Refunded ☐ 0.	11	0.	

Part VII A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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?	13	X	

Website address ► **N/A**

14 The books are in care of ► **MARGARET BLOOMFIELD** Telephone no. ► **(310) 454-5571**
 Located at ► **1262 CORSICA DRIVE, PACIFIC PALISADES, CA** ZIP+4 ► **90272**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 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	No
		X

Part VII-B: Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
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? ☐ Yes ☒ No		
If "Yes," list the years ►		
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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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.

(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
MARGARET BLOOMFIELD 1262 CORSICA DRIVE PACIFIC PALISADES, CA 90272	PRESIDENT/DIRECTOR 1.00	0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	29,767,558.
b	Average of monthly cash balances	1b	1,732,379.
c	Fair market value of all other assets	1c	21,649.
d	Total (add lines 1a, b, and c)	1d	31,521,586.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31,521,586.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	472,824.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,048,762.
6	Minimum investment return. Enter 5% of line 5	6	1,552,438.

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	1,552,438.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	32,774.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,774.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,519,664.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,519,664.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,519,664.

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	563,175.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	563,175.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	563,175.

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.

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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				1,519,664.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			5,029.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 563,175.				
a Applied to 2010, but not more than line 2a			5,029.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				558,146.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				961,518.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	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 Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

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				
CHILDREN'S HOSPITAL LOS ANGELES DEPARTMENT #7924 LOS ANGELES, CA 90084-7924	NONE	PUBLIC CHARITY	RESEARCH	25,000.
CONCERN FOUNDATION 1026 S ROBERTSON BLVD STE 300 LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	RESEARCH	40,000.
CRIMINAL JUSTICE LEGAL FOUNDATION 2131 L STREET, SACRAMENTO, SACRAMENTO, CA 95812	NONE	PUBLIC CHARITY	RESEARCH	50,000.
JUNIOR ACHIEVEMENT OF SOUTHERN CALIFORNIA 6250 FOREST LAWN DR LOS ANGELES, CA 90068	NONE	PUBLIC CHARITY	EDUCATION	50,000.
LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE AT HARBOR-UCLA MEDICAL CENTER 1124 WEST CARSON ST TORRRANCE, CA 90502	NONE	PUBLIC CHARITY	RESEARCH	15,000.
Total	SEE CONTINUATION SHEET(S)			558,500.
b Approved for future payment				
NONE				
Total				0.

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

[illegible]

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

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

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.

Sign Here

 

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Kelli M Anderson	Kelli Anderson	11/13/12		P00539637
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 350 SOUTH GRAND AVENUE, #200 LOS ANGELES, CA 90071-3462			Phone no. (213) 688-0800	

Form **990-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

BLOOMFIELD FAMILY FOUNDATION

Employer identification number

20-6156014

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒

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

Special Rules

☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.



\$

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

BLOOMFIELD FAMILY FOUNDATION**20-6156014****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARGARET M. BLOOMFIELD 1262 CORSICA DRIVE PACIFIC PALISADES, CA 90272	\$ 27,874,698.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

20-6156014

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE STATEMENT 12	\$ 27,874,698.	VARIOUS
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

BLOOMFIELD FAMILY FOUNDATION

20-6156014

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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

Bloomfield Family Foundation
 2011 Contribution by Mrs. Bloomfield
 From Canterbury Consulting Acc Number: 4070-4458

Date of Transfer	Securities Transferred	Symbol	# Shares	Hi	Lo	Avg	Total
5/27/2011	CASH						\$ 37,925
5/27/2011	AMERICAN FD EUROPACIFIC GWTH FD CL F1	AEGFX	25,055	42.91	42 91	42 91	\$ 1,075,119
5/27/2011	AU OPTRONICS CORP ADR FSPONSORED ADR	AUO	29	8 05	7 97	8 01	\$ 232
5/27/2011	DIAMOND HILL SMALL MID CAP	DHMIX	63,896	13 48	13 48	13 48	\$ 861,312
5/27/2011	DODGE & COX BALANCED FD	DODBX	43,496	74.64	74 64	74 64	\$ 3,246,526
5/27/2011	DODGE & COX INTERNATIONAL STOCK	DODFX	29,715	37.02	37 02	37 02	\$ 1,100,043
5/27/2011	DODGE & COX STOCK FUND FD	DODGX	6,703	115 67	115 67	115 67	\$ 775,282
5/27/2011	ITAU UNI HOLDING SA ADRFSPONSORED	ITUB	40	22 78	22 44	22 61	\$ 904
5/27/2011	NEUBERGER BERMAN LARGE CAP DISCIPLINED GROWTH	NLDLX	96,485	7.98	7 98	7 98	\$ 769,947
	TOTAL						\$ 7,867,291

Bloomfield Family Foundation
2011 Contribution by Mrs. Bloomfield
From Private Financial Counseling Acc No: 6825-8733

Date of Transfer	Securities Transferred	Symbol	# Shares	Hi	Lo	Avg	Total
7/29/2011	CASH						\$ 3,682
7/29/2011	ALLIANCE RES PARTNERS LP	ARLP	500	77.66	74.51	76.09	\$ 38,043
7/29/2011	BAXTER INTERNATIONAL INC	BAX	3,000	58.49	57.66	58.08	\$ 174,225
7/29/2011	CENTRAL FUND OF CANADA LTD	CEF	1,000	24.01	23.59	23.80	\$ 23,800
7/29/2011	CHEVRON CORPORATION	CVX	1,000	105.23	103.07	104.15	\$ 104,150
7/29/2011	CHURCH & DWIGHT	CHD	7,000	40.61	39.81	40.21	\$ 281,470
7/29/2011	CISCO SYSTEMS INC	CSCO	1,000	16.13	15.80	15.97	\$ 15,965
7/29/2011	CNOOC LIMITED ADR	CEO	500	224.10	220.98	222.54	\$ 111,270
7/29/2011	EMERSON ELECTRIC CO	EMR	500	50.05	48.60	49.33	\$ 24,663
7/29/2011	EXXON MOBIL CORPORATION	XOM	1,000	80.88	79.76	80.32	\$ 80,320
7/29/2011	FREEPORT MCMORAN COPPER	FCX	500	53.83	52.18	53.01	\$ 26,503
7/29/2011	GENERAL ELECTRIC COMPANY	GE	1,000	18.11	17.78	17.95	\$ 17,945
7/29/2011	INTUIT INC	INTU	3,500	47.04	46.36	46.70	\$ 163,450
7/29/2011	ISHARES TR RUSSELL	IWN	2,500	71.11	69.53	70.32	\$ 175,800
7/29/2011	JOHNSON & JOHNSON	JNJ	2,000	64.93	64.13	64.53	\$ 129,060
7/29/2011	MC DONALDS CORP	MCD	3,000	86.85	85.82	86.34	\$ 259,005
7/29/2011	MICROSOFT CORP	MSFT	1,000	27.71	27.26	27.49	\$ 27,485
7/29/2011	MONSANTO CO NEW DEL	MON	6,000	74.56	72.61	73.59	\$ 441,510
7/29/2011	OCCIDENTAL PETE CORP	OXY	1,000	99.54	98.04	98.79	\$ 98,790
7/29/2011	PEPSICO INCORPORATED	PEP	2,000	64.21	63.55	63.88	\$ 127,760
7/29/2011	PROCTER & GAMBLE	PG	3,650	62.18	61.49	61.84	\$ 225,698
7/29/2011	QUALCOOMM INC	QCOM	4,000	55.37	54.06	54.72	\$ 218,860
7/29/2011	RIO TINTO PLC SPON ADR	RIO	2,000	71.80	69.72	70.76	\$ 141,520
7/29/2011	S P D R S&P	SPY	11,500	130.55	127.97	129.26	\$ 1,486,490
7/29/2011	SCHWAB CA MUNI MONEY	SWKXX	298,274	-	-	-	\$ 298,274
7/29/2011	SYSCO CORPORATION	SYI	1,000	30.99	30.59	30.79	\$ 30,790
7/29/2011	TEVA PHARM INDS LTD	TEVA	1,000	46.98	46.00	46.49	\$ 46,490
7/29/2011	WISDOMTREE EMERGING MKTSEQUITY	DEM	1,000	59.97	59.31	59.64	\$ 59,640
	TOTAL						\$ 4,832,657

Bloomfield Family Foundation
2011 Contribution by Mrs. Bloomfield
From Canterbury Consulting Acc Number: 4484-9689

Date of Transfer	Securities Transferred	Symbol	# Shares	Hi	Lo	Avg	Total
6/24/2011	CASH						\$ 15,905
6/24/2011	AMR CORPORATION	AAMRQ	700	5.93	5.61	5.77	\$ 4,039
6/24/2011	ARRIS GROUP INC	ARRS	700	10.97	10.81	10.89	\$ 7,623
6/24/2011	ATMEL CORP	ATML	2,700	13.45	13.05	13.25	\$ 35,775
6/24/2011	AVNET INC	AVT	500	31.02	30.12	30.57	\$ 15,285
6/24/2011	BAKER HUGHES INC	BHI	160	70.25	67.27	68.76	\$ 11,002
6/24/2011	BELO CORPORATION SERIES A	BLC	700	7.40	7.10	7.25	\$ 5,075
6/24/2011	BILL BARRETT CORPORATION	BBG	150	45.71	44.60	45.16	\$ 6,773
6/24/2011	BRINKS CO	BCO	250	28.49	27.82	28.16	\$ 7,039
6/24/2011	BROOKS AUTOMATION	BRKS	500	10.68	10.22	10.45	\$ 5,225
6/24/2011	CAE INC	CAE	1,100	12.99	12.86	12.93	\$ 14,218
6/24/2011	CABLEVISION SYS NY	CVC	600	34.87	34.19	34.53	\$ 20,718
6/24/2011	CAMECO CORPORATION	CCJ	700	25.12	24.68	24.90	\$ 17,430
6/24/2011	CINCINNATI BELL INC	CBB	3,800	3.19	3.09	3.14	\$ 11,932
6/24/2011	COGNEX CORP	CGNX	200	34.85	33.19	34.02	\$ 6,804
6/24/2011	CUMMINS INC	CMI	300	100.00	96.26	98.13	\$ 29,439
6/24/2011	DIEBOLD INCORPORATED	DBD	200	30.78	29.90	30.34	\$ 6,068
6/24/2011	DISCOVERY COMMUNITY SERIES C	DISCK	600	36.46	35.90	36.18	\$ 21,708
6/24/2011	FLUSHING FINANCIAL CORP	FFIC	400	12.80	12.49	12.65	\$ 5,058
6/24/2011	FOSTER WHEELER AG ORD	FWLT	450	29.73	28.85	29.29	\$ 13,181
6/24/2011	GANNETT CO INC DEL	GCI	800	13.72	13.45	13.59	\$ 10,868
6/24/2011	GLOBAL CROSSING NEW	GLBC	350	36.95	35.53	36.24	\$ 12,684
6/24/2011	GOODRICH CORPORATION	GR	250	93.50	91.47	92.49	\$ 23,121
6/24/2011	GOODRICH PETE CORP	GDP	300	18.46	17.74	18.10	\$ 5,430
6/24/2011	HARMONIC INC	HLIT	1,500	7.32	7.06	7.19	\$ 10,785
6/24/2011	HEIDRICK&STRUGGLES INTERNATIONAL	HSII	200	21.90	21.36	21.63	\$ 4,326
6/24/2011	HELMERICH & PAYNE INC.	HP	300	61.38	59.65	60.52	\$ 18,155
6/24/2011	HEXCEL CORP NEW	HXL	500	21.19	20.54	20.87	\$ 10,433
6/24/2011	IAC/INTERACTIVE CORP	IACI	200	36.71	35.86	36.29	\$ 7,257
6/24/2011	IMMUNOGEN INC.	IMGN	400	11.94	11.57	11.76	\$ 4,702
6/24/2011	INTERMEC INC	IN	500	11.02	10.67	10.85	\$ 5,423
6/24/2011	ION GEOPHYSICAL CORP	IO	800	8.42	8.07	8.25	\$ 6,596
6/24/2011	ISIS PHARMACEUTICALS INC	ISIS	750	9.06	8.78	8.92	\$ 6,690
6/24/2011	KANSAS CITY SOUTHERN	KSU	250	56.88	55.26	56.07	\$ 14,018
6/24/2011	LAM RESEARCH CORPORATION	LRCX	300	43.75	42.40	43.08	\$ 12,923
6/24/2011	LAS VEGAS SANDS CORP.	LVS	700	40.02	38.92	39.47	\$ 27,629
6/24/2011	LIBERTY MEDIA HOLDING CP	LMCA	100	82.00	79.48	80.74	\$ 8,074
6/24/2011	LIN TV CORP	TVL	800	4.79	4.48	4.64	\$ 3,708
6/24/2011	LSI CORPORATION	LSI	1,600	6.99	6.80	6.90	\$ 11,032
6/24/2011	MADISON SQUARE GARDEN	MSG	150	27.08	26.63	26.86	\$ 4,028
6/24/2011	MARSHALL & ILSEY CP	MI	700	7.69	7.56	7.63	\$ 5,338
6/24/2011	MEADWESTVACO CORPORATION	MWV	300	32.07	31.48	31.78	\$ 9,533
6/24/2011	MICROMET INC.	MITI	1,050	5.56	5.41	5.49	\$ 5,759
6/24/2011	MOSAIC CO NEW	MOS	200	64.65	62.77	63.71	\$ 12,742
6/24/2011	MTRIAD GENETICS INC	MYGN	500	23.17	22.27	22.72	\$ 11,360
6/24/2011	NORTH AMERN ENERGY	NOA	450	7.26	6.98	7.12	\$ 3,204
6/24/2011	NOVELLUS SYSTEMS INC.	NVLS	450	34.46	33.60	34.03	\$ 15,314
6/24/2011	ONYX PHARMACEUTICALS INC.	ONXX	350	35.28	34.60	34.94	\$ 12,229
6/24/2011	ORIENT EXPRESS HOTEL A F CLASS A	OEH	1,200	10.13	9.87	10.00	\$ 12,000
6/24/2011	P D L BIO PHARMA INC	PDLI	700	5.94	5.73	5.84	\$ 4,085
6/24/2011	PALL CORP.	PLL	400	54.87	53.87	54.37	\$ 21,748
6/24/2011	PRECISION CASTPARTS CORP	PCP	180	155.50	152.98	154.24	\$ 27,763
6/24/2011	R F MICRO DEVICES INC.	RFMD	1,100	5.99	5.86	5.93	\$ 6,518
6/24/2011	R T INTL METALS INC	RTI	400	36.02	34.80	35.41	\$ 14,164
6/24/2011	RAYMOND JAMES FINL INC	RJF	300	32.22	31.21	31.72	\$ 9,515
6/24/2011	REGENERON PHARMS INC.	REGN	500	53.57	51.72	52.65	\$ 26,323
6/24/2011	ROBERT HALF INTL	RHI	300	26.61	25.86	26.24	\$ 7,871
6/24/2011	ROWAN COMPANIES INC	RDC	350	36.96	35.90	36.43	\$ 12,751
6/24/2011	ROYAL CARIBBEAN CRUISESF	RCL	300	37.05	35.97	36.51	\$ 10,953
6/24/2011	SAKS INCORPORATED	SKS	800	11.20	10.86	11.03	\$ 8,824
6/24/2011	SEACHANGE INTL	SEAC	1,100	10.67	10.42	10.55	\$ 11,600
6/24/2011	SEATTLE GENETICS INC	SGEN	600	20.82	20.36	20.59	\$ 12,354
6/24/2011	SHAW GROUP INC	SHAW	300	32.74	31.72	32.23	\$ 9,669

6/24/2011	SINCLAIR BROADCAST GRP CLASS A	SBI	1,000	10.47	10.27	10.37	\$ 10,370
6/24/2011	STILLWATER MINING CORP	SWC	1,000	20.75	20.24	20.50	\$ 20,495
6/24/2011	SUNOCO INC.	SUN	250	40.57	39.03	39.80	\$ 9,950
6/24/2011	TRIMBLE NAVIGATION LTD	TRMB	400	38.40	36.97	37.69	\$ 15,074
6/24/2011	TRIQUINT SEMICONDUCTOR	TQNT	1,500	10.84	10.46	10.65	\$ 15,975
6/24/2011	TW TELECOM INC CLASS A	TWTC	700	20.34	19.96	20.15	\$ 14,105
6/24/2011	UNIFI INC NEW	UFI	450	12.27	11.95	12.11	\$ 5,450
6/24/2011	UNITED STATES CELLULAR	USM	200	47.71	46.98	47.35	\$ 9,469
6/24/2011	UNITED STATES STEEL CORP	X	200	43.47	41.68	42.58	\$ 8,515
6/24/2011	VALSPAR CORPORATION	VAL	400	36.21	35.64	35.93	\$ 14,370
6/24/2011	VISHAY INTERTECHNOLOGY	VSH	900	14.66	14.20	14.43	\$ 12,987
6/24/2011	WADDEL & REED FINL CLASS A	WDR	350	35.60	34.60	35.10	\$ 12,285
6/24/2011	WHIRLPOOL CORP	WHR	100	78.23	76.43	77.33	\$ 7,733
6/24/2011	LAZARD LTD	LAZ	250	37.27	35.40	36.34	\$ 9,084
	TOTAL						\$ 905,650

Bloomfield Family Foundation
2011 Contribution by Mrs. Bloomfield
From Reed Connor Birdwell 16H-37545

Date of Transfer	Securities Transferred	Symbol	# Shares	Hi	Lo	Avg	Total
6/30/2011	ACCENTURE PLC SHS	CAN	5,500	60.49	59.89	60.19	\$ 331,045
6/30/2011	AES CORP	AES	36,700	12.76	12.57	12.67	\$ 464,806
6/30/2011	AMER EXPRESS COMPANY	AXP	4,400	51.82	50.17	51.00	\$ 224,378
6/30/2011	BANK NEW YORK MELLON	BK	16,100	25.75	25.15	25.45	\$ 409,745
6/30/2011	BAXTER INTERNTL INC	BAX	3,400	59.88	59.44	59.66	\$ 202,844
6/30/2011	BERKSHIRE HATHAWAY DEL CL B	BRK-B	2,000	77.50	76.56	77.03	\$ 154,060
6/30/2011	BOEING COMPANY	BA	3,500	74.10	72.90	73.50	\$ 257,250
6/30/2011	COVIDIEN PLC SHS NEW	COV	3,850	54.02	52.86	53.44	\$ 205,744
6/30/2011	CHESAPEAKE ENERGY OKLA	CHK	15,300	30.27	29.11	29.69	\$ 454,257
6/30/2011	EQUIFAX INC	EFX	6,300	34.85	34.32	34.59	\$ 217,886
6/30/2011	GENERAL ELECTRIC	GE	10,900	18.90	18.56	18.73	\$ 204,157
6/30/2011	GOODRICH CORPORATION	GR	4,500	96.12	94.01	95.07	\$ 427,793
6/30/2011	HALLIBURTON COMPANY	HAL	5,000	51.39	50.07	50.73	\$ 253,650
6/30/2011	HSBC HLDG PLC SP ADR	HBC	6,200	49.80	49.00	49.40	\$ 306,280
6/30/2011	HEWLETT PACKARD CO DEL	HPQ	4,800	37.24	36.23	36.74	\$ 176,328
6/30/2011	ITT CORP	ITT	4,000	59.15	58.32	58.74	\$ 234,940
6/30/2011	JPMORGAN CHASE & CO	JPM	11,100	41.07	40.37	40.72	\$ 451,992
6/30/2011	KRAFT FOODS INC VA CL A	KFT	3,400	35.47	34.92	35.20	\$ 119,663
6/30/2011	LIBERTY MEDIA HLDG	LINTA	7,600	16.81	16.31	16.56	\$ 125,856
6/30/2011	LIFE TECHNOLOGIES CORP	LIFE	4,200	52.70	51.99	52.35	\$ 219,849
6/30/2011	LOEWS CORP	L	10,000	42.43	41.98	42.21	\$ 422,050
6/30/2011	LOWE'S COMPANIES INC	LOW	18,400	23.63	23.19	23.41	\$ 430,744
6/30/2011	NALCO HLDG CO	NLC	4,200	27.86	27.49	27.68	\$ 116,235
6/30/2011	PIONEER NATURAL RES CO	PXD	1,700	90.41	89.11	89.76	\$ 152,592
6/30/2011	PARKER HANNIFIN CORP	PH	2,000	90.59	87.07	88.83	\$ 177,660
6/30/2011	TYCO INTL LTD NAME-AKT	TYC	4,500	49.61	48.98	49.30	\$ 221,828
6/30/2011	TEXAS INSTRUMENTS	TXN	3,900	32.88	31.95	32.42	\$ 126,419
6/30/2011	3M COMPANY	MMM	1,200	95.06	93.35	94.21	\$ 113,046
6/30/2011	TE CONNECTIVITY LTD REG.SHS	TEL	5,700	37.13	36.22	36.68	\$ 209,048
6/30/2011	WAL-MART STORES INC	WMT	5,000	53.16	52.55	52.86	\$ 264,275
6/30/2011	WHITE MTNS INS GRP LTD	WTM	1,200	428.24	417.29	422.77	\$ 507,318
	TOTAL						\$ 8,183,735

Bloomfield Family Foundation
2011 Contribution by Mrs. Bloomfield
From Morgan Stanley Smith Barney

Date	Activity	Quantity	Description	Symbol	Low	High	Average	Transfer Value
05/18/2011	Transfer(Long)	2160	WISCONSIN ENERGY CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9625	WEC	\$31 43	\$31 73	\$ 31 58	\$ 68,212 80
05/18/2011	Transfer(Long)	1515	WALGREEN CO PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9624	WAG	\$43 81	\$44 34	\$ 44 08	\$ 66,773 63
05/18/2011	Transfer(Long)	760	UNITED TECHNOLOGIES CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9623	UTX	\$86 65	\$87 47	\$ 87 06	\$ 66,165 60
05/18/2011	Transfer(Long)	675	SCHLUMBERGER LTD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9622	SLB	\$82 25	\$84 41	\$ 83 33	\$ 56,247 75
05/18/2011	Transfer(Long)	990	PROCTER & GAMBLE PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9621	PG	\$66 97	\$67 50	\$ 67 24	\$ 66,562 65
05/18/2011	Transfer(Long)	2200	PFIZER INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9620	PFE	\$21 02	\$21 19	\$ 21 11	\$ 46,431 00
05/18/2011	Transfer(Long)	1975	PEPSICO INC NC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9619	PEP	\$70 75	\$71 33	\$ 71 04	\$ 140,304 00
05/18/2011	Transfer(Long)	990	PNC FINL SVCS GP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9618	PNC	\$62 31	\$63 04	\$ 62 68	\$ 62,048 25
05/18/2011	Transfer(Long)	605	OCCIDENTAL PETROLEUM CORP DE PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9617	OXY	\$100 91	\$103 85	\$ 102 38	\$ 61,939 90
05/18/2011	Transfer(Long)	1470	NORFOLK SOUTHERN CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9616	NSC	\$70 32	\$72 24	\$ 71 28	\$ 104,781 60
05/18/2011	Transfer(Long)	3475	MICROSOFT CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9615	MSFT	\$24 25	\$24 74	\$ 24 50	\$ 85,120 13
05/18/2011	Transfer(Long)	2965	GENERAL ELECTRIC CO PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9614	GE	\$19 41	\$19 87	\$ 19 64	\$ 58,232 60
05/18/2011	Transfer(Long)	1645	DOW CHEMICAL CO PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9613	DOW	\$36 42	\$37 10	\$ 36 76	\$ 60,470 20
05/18/2011	Transfer(Long)	1460	WALT DISNEY CO HLDG CO PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9612	DIS	\$40 90	\$41 45	\$ 41 18	\$ 60,115 50
05/18/2011	Transfer(Long)	1805	BAXTER INTL INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9611	BAX	\$59 55	\$60 36	\$ 59 96	\$ 108,218 78
05/18/2011	Transfer(Long)	180	APPLE INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9610	AAPL	\$336 00	\$341 05	\$ 338 53	\$ 60,934 50
05/18/2011	Transfer(Long)	1380	AMERICAN EXPRESS CO PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9609	AXP	\$50 55	\$51 10	\$ 50 83	\$ 70,138 50
05/18/2011	Transfer(Long)	1775	AMERICAN ELECTRIC POWER CO PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9608	AEP	\$38 22	\$38 84	\$ 38 53	\$ 68,390 75
05/18/2011	Transfer(Long)	680	AIR PROD & CHEM INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9607	APD	\$89 42	\$91 44	\$ 90 43	\$ 61,492 40
05/18/2011	Transfer(Long)	1000	MERCK & CO INC NEW COM PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9683	MRK	\$37 11	\$37 62	\$ 37 37	\$ 37,365 00

05/18/2011	Transfer(Long)	1030	ACCENTURE PLC IRELAND CL A PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9682	ACN	\$56 43	\$56 98	\$ 56.71	\$ 58,406 15
05/18/2011	Transfer(Long)	1430	SUNCOR ENERGY INC NEW COM PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9681	SU	\$39 80	\$40 96	\$ 40.38	\$ 57,743 40
05/18/2011	Transfer(Long)	2455	WEATHERFORD INTERNATIONAL LTD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9680	WFT	\$19 01	\$19 55	\$ 19.28	\$ 47,332 40
05/18/2011	Transfer(Long)	4335	POWERSHARES INDIA PORTFOLIO PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9679	PIN	\$22 16	\$22 42	\$ 22 29	\$ 96,627 15
05/18/2011	Transfer(Long)	1210	DOLLAR TREE INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9678	DLTR	\$59 90	\$61 44	\$ 60 67	\$ 73,410.70
05/18/2011	Transfer(Long)	1065	TRAVELERS COMPANIES INC COM PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9677	TRV	\$62 13	\$63 04	\$ 62.59	\$ 66,653 03
05/18/2011	Transfer(Long)	3505	POWERSHARES DB AGRICULTURE FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9676	DBA	\$32 56	\$33 14	\$ 32 85	\$ 115,139 25
05/18/2011	Transfer(Long)	4870	POWERSHARES DB BASE METALS FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9675	DBB	\$22 98	\$23 30	\$ 23.14	\$ 112,691 80
05/18/2011	Transfer(Long)	1185	PWRSHS DB PRECIOUS METALS FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9674	DBP	\$54 72	\$55 31	\$ 55.02	\$ 65,192 78
05/18/2011	Transfer(Long)	2175	PWRSHS DB MULTI-SEC OIL FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9673	DBO	\$29 55	\$30 33	\$ 29 94	\$ 65,119 50
05/18/2011	Transfer(Long)	1870	COVIDIEN PLC NEW PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9672	COV	\$56 16	\$57 55	\$ 56 86	\$ 106,318 85
05/18/2011	Transfer(Long)	1415	ISHARES MSCI INDONESIA INVES PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9626	EIDO	\$31 59	\$32 05	\$ 31 82	\$ 45,025 30
05/18/2011	Transfer(Long)	1250	YUM BRANDS INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9671	YUM	\$54 59	\$55 65	\$ 55 12	\$ 68,900 00
05/18/2011	Transfer(Long)	2252	AT&T INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9670	T	\$30 92	\$31 25	\$ 31 09	\$ 70,003 42
05/18/2011	Transfer(Long)	950	PRUDENTIAL FINANCIAL INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9669	PRU	\$63 03	\$63 99	\$ 63 51	\$ 60,334 50
05/18/2011	Transfer(Long)	5760	UNITED STATES NATURAL GAS FUND PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9667	UNG	\$10 79	\$10 93	\$ 10 86	\$ 62,553 60
05/18/2011	Transfer(Long)	600	CHEVRON CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9668	CVX	\$100 17	\$103 46	\$ 101.82	\$ 61,089 00
05/18/2011	Transfer(Long)	2670	JPMORGAN CHASE & CO PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9666	JPM	\$43 41	\$44 24	\$ 43.83	\$ 117,012 75
05/18/2011	Transfer(Long)	2040	BANK OF NEW YORK MELLON CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9665	BK	\$28 30	\$28 76	\$ 28.53	\$ 58,201.20
05/18/2011	Transfer(Long)	1100	HONEYWELL INTERNATIONAL INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9664	HON	\$58 22	\$59 69	\$ 58 96	\$ 64,850.50

05/18/2011	Transfer(Long)	690	3M COMPANY PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9663	MMM	\$92.75	\$94.18	\$ 93.47	\$ 64,490.85
05/18/2011	Transfer(Long)	1530	EXXON MOBIL CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9662	XOM	\$80.43	\$82.27	\$ 81.35	\$ 124,465.50
05/18/2011	Transfer(Long)	595	ISHARES MSCI SOUTH AFRICA IDX PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9661	EZA	\$69.33	\$70.71	\$ 70.02	\$ 41,661.90
05/18/2011	Transfer(Long)	2620	ISHARES MSCI TAIWAN INDEX FUND PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9660	EWT	\$15.52	\$15.67	\$ 15.60	\$ 40,858.90
05/18/2011	Transfer(Long)	610	ISHARES MSCI TURKEY INDEX FUND PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9659	TUR	\$61.87	\$62.97	\$ 62.42	\$ 38,076.20
05/18/2011	Transfer(Long)	1315	ISHARES MSCI BRAZIL(FREE)INDEX PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9658	EWZ	\$72.40	\$73.61	\$ 73.01	\$ 96,001.58
05/18/2011	Transfer(Long)	6370	ISHRS MSCI UNTD KINGDOM IND FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9657	EWU	\$17.97	\$18.21	\$ 18.09	\$ 115,233.30
05/18/2011	Transfer(Long)	1540	ISHRS MSCI SWITZERLAND IND FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9656	EWL	\$27.18	\$27.47	\$ 27.33	\$ 42,080.50
05/18/2011	Transfer(Long)	1255	ISHARES MSCI SWEDEN INDEX FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9655	EWD	\$34.05	\$34.44	\$ 34.25	\$ 42,977.48
05/18/2011	Transfer(Long)	1830	ISHARES MSCI SPAIN INDEX FUND PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9654	EWP	\$41.83	\$42.42	\$ 42.13	\$ 77,088.75
05/18/2011	Transfer(Long)	660	ISHARES MSCI STH KOREA IND FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9653	EWY	\$64.74	\$65.51	\$ 65.13	\$ 42,982.50
05/18/2011	Transfer(Long)	2935	ISHARES MSCI SINGAPORE IND FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9652	EWS	\$13.98	\$14.13	\$ 14.06	\$ 41,251.43
05/18/2011	Transfer(Long)	955	ISHRS MSCI MEXICO MKT INDEX PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9651	EWV	\$59.81	\$60.83	\$ 60.32	\$ 57,605.60
05/18/2011	Transfer(Long)	1745	ISHRS MSCI NETHERLANDS MKT IDX PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9650	EWN	\$22.30	\$22.57	\$ 22.44	\$ 39,149.08
05/18/2011	Transfer(Long)	2760	ISHRS MSCI MALAYSIA FREE INDFD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9649	EWM	\$14.65	\$14.82	\$ 14.74	\$ 40,668.60
05/18/2011	Transfer(Long)	21980	ISHARES MSCI JAPAN INDEX FUND PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9648	EWJ	\$10.22	\$10.30	\$ 10.26	\$ 225,514.80
05/18/2011	Transfer(Long)	5175	ISHARES MSCI ITALY INDEX FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9647	EWI	\$18.29	\$18.56	\$ 18.43	\$ 95,349.38
05/18/2011	Transfer(Long)	2140	ISHARES MSCI HONG KONG IND FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9646	EWH	\$18.98	\$19.24	\$ 19.11	\$ 40,895.40
05/18/2011	Transfer(Long)	6775	ISHARES MSCI GERMANY INDEX FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9645	EWG	\$26.56	\$26.95	\$ 26.76	\$ 181,265.13
05/18/2011	Transfer(Long)	2935	ISHARES MSCI FRANCE INDEX FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9644	EWQ	\$27.06	\$27.42	\$ 27.24	\$ 79,949.40
05/18/2011	Transfer(Long)	2380	ISHARES MSCI CANADA INDEX FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9643	EWK	\$31.96	\$32.47	\$ 32.22	\$ 76,671.70

05/18/2011	Transfer(Long)	2830	ISHARES MSCI BELGIUM MKT INDEX PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9642	EWK	\$14 73	\$14 83	\$ 14 78	\$ 41,827 40
05/18/2011	Transfer(Long)	2245	ISHARES MSCI AUST INDEX FUND PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9641	EWA	\$26 30	\$26 72	\$ 26 51	\$ 59,514 95
05/18/2011	Transfer(Long)	620	ISHARES NASDAQ BIOTECH FUND PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9640	IBB	\$107 20	\$108 59	\$ 107 90	\$ 66,894 90
05/18/2011	Transfer(Long)	1120	AMERICA MOVIL SA DE CV ADR L PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9639	AMX	\$24 75	\$25 07	\$ 24.91	\$ 27,899 20
05/18/2011	Transfer(Long)	1515	MARKET VECTORS RUSSIA ETF RUSS PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9638	RSX	\$36 84	\$37 62	\$ 37 23	\$ 56,403 45
05/18/2011	Transfer(Long)	5495	ISHARES FTSE/CHINA 25 INDEX FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9637	FXI	\$43 36	\$44 17	\$ 43 77	\$ 240,488 68
05/18/2011	Transfer(Long)	1485	MICROCHIP TECHNOLOGY INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9636	MCHP	\$39.26	\$40 30	\$ 39 78	\$ 59,073 30
05/18/2011	Transfer(Long)	1624	POWERSHARES QQQ TR PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9635	QQQ	\$57 41	\$58 14	\$ 57 78	\$ 93,826 60
05/18/2011	Transfer(Long)	1935	ORACLE CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9634	ORCL	\$33 55	\$34 23	\$ 33 89	\$ 65,577 15
05/18/2011	Transfer(Long)	1515	CARDINAL HEALTH INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9633	CAH	\$44 66	\$45 61	\$ 45 14	\$ 68,379 53
05/18/2011	Transfer(Long)	1085	QUALCOMM INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9632	QCOM	\$55 77	\$56 78	\$ 56 28	\$ 61,058 38
05/18/2011	Transfer(Long)	2865	ISHARES RUSSELL 2000 GROWTH FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9631	IWO	\$93 50	\$95 21	\$ 94 36	\$ 270,327.08
05/18/2011	Transfer(Long)	1580	PHILIP MORRIS INTL INC PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9630	PM	\$68 46	\$69 40	\$ 68.93	\$ 108,909 40
05/18/2011	Transfer(Long)	3575	ISHARES RUSSELL 2000 VALUE FD PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9629	IWN	\$72 95	\$73 97	\$ 73 46	\$ 262,619 50
05/18/2011	Transfer(Long)	820	VISA INC CL A PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9628	V	\$79 48	\$80 43	\$ 79 96	\$ 65,563 10
05/18/2011	Transfer(Long)	4250	BANK OF AMERICA CORP PER LOA FR 250-074608-000 AO 05/18/11 Ref 138J9627	BAC	\$11 73	\$11 90	\$ 11 82	\$ 50,213.75
			Balance as of 5/18/2011					\$ 6,085,365 10

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB #4458	2.
CHARLES SCHWAB #8733	11.
CHARLES SCHWAB #9689	1.
IRS	37.
LESS: ACCRUED INTEREST #37544	<14,332.>
MERRILL LYNCH - #37544	93,125.
MORGAN STANLEY #521	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	78,852.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARISTOTLE #1055	35,510.	0.	35,510.
ARISTOTLE #1055A	520.	0.	520.
CHARLES SCHWAB #4458	42,701.	0.	42,701.
CHARLES SCHWAB #8733	28,226.	0.	28,226.
CHARLES SCHWAB #9689	2,257.	0.	2,257.
MERRILL LYNCH - #37544	355,771.	0.	355,771.
MERRILL LYNCH - #37672	23,928.	0.	23,928.
MORGAN STANLEY #521	70,780.	0.	70,780.
TOTAL TO FM 990-PF, PART I, LN 4	559,693.	0.	559,693.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB AGRICULTURE FUND	<3,095.>	<3,095.>	
POWERSHARES DB OIL FUND	1,341.	1,341.	
POWERSHARES DB PRECIOUS METALS FUND	<8,295.>	<8,295.>	
POWERSHARES DB BASE METALS FUND	<33.>	<33.>	
ALLIANCE RESOURCE PARTNERS, L.P.	<59.>	<59.>	
LAZARD, LTD	0.	0.	
UNITED STATES NATURAL GAS FUND	<14,404.>	<14,404.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<24,545.>	<24,545.>	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	165.	0.		165.
TO FM 990-PF, PG 1, LN 16A	165.	0.		165.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,300.	0.		4,300.
TO FORM 990-PF, PG 1, LN 16B	4,300.	0.		4,300.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	63,174.	63,174.		0.
ACCOUNT FEES	598.	548.		50.
CUSTODIAN FEES	300.	300.		0.
TO FORM 990-PF, PG 1, LN 16C	64,072.	64,022.		50.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	0.		10.
FOREIGN TAXES	7,276.	7,276.		0.
ESTIMATED TAX PAID	6,018.	6,018.		0.
REGISTRY OF CHARITABLE TRUSTS	150.	0.		150.
TO FORM 990-PF, PG 1, LN 18	13,454.	13,294.		160.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION	4,855,759.
BOOK/TAX DIFFERENCES AND BASIS ADJUSTMENTS	855,476.
TOTAL TO FORM 990-PF, PART III, LINE 5	5,711,235.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		400,140.	400,048.
ACCRUED INTEREST ON US GOVT	X		0.	82.
TOTAL U.S. GOVERNMENT OBLIGATIONS			400,140.	400,130.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			400,140.	400,130.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	29,197,970.	33,999,226.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,197,970.	33,999,226.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,117,101.	2,154,955.
ACCRUED INTEREST ON BONDS	0.	16,659.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,117,101.	2,171,614.

SCHEDULE B

STATEMENT 12

CASH, BONDS, SECURITIES, AND OTHER EQUITIES - SEE ATTACHED STATEMENT

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIND RESEARCH INSTITUTE 3631 S. HARBOR BOULEVARD, SUITE 200 SANTA ANA, CA 92704-6951	NONE	PUBLIC CHARITY	RESEARCH	108,500.
NATIONAL PARKINSONS FOUNDATION 1501 N.W. 9TH AVE/BOB HOPE RD. MIAMI, FL 33136-1494	NONE	PUBLIC CHARITY	RESEARCH	20,000.
PROVIDENCE LITTLE COMPANY OF MARY HEALTH FOUNDATION 4101 TORRANCE BOULEVARD TORRANCE, CA 90503	NONE	PUBLIC CHARITY	RESEARCH	25,000.
UCLA DEPT OF NEUROONCOLOGY 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE	PUBLIC CHARITY	RESEARCH	25,000.
UCLA FOUNDATION 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE	PUBLIC CHARITY	RESEARCH	150,000.
UCLA INSTITUTE FOR STEM CELL BIOLOGY/MEDICINE 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE	PUBLIC CHARITY	RESEARCH	50,000.
Total from continuation sheets				378,500.

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	MERRILL LYNCH #37544 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
b	MERRILL LYNCH #37544 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
c	MERRILL LYNCH #37672 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
d	MERRILL LYNCH #37672 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
e	CHARLES SCHWAB #8733 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
f	CHARLES SCHWAB #8733 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
g	CHARLES SCHWAB #9689 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
h	CHARLES SCHWAB #9689 - SEE ATTACHED STATEMENT		VARIOUS	VARIOUS
i	CASH IN LIEU - MORGAN STANLEY #37544	P	VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

(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 1,646,454.		1,432,804.	213,650.
b 7,474,555.		6,764,531.	710,024.
c 38,911.		40,708.	<1,797.>
d 535,322.		432,969.	102,353.
e 68.		68.	0.
f 407,466.		327,935.	79,531.
g 18,583.		21,005.	<2,422.>
h 3,146.		2,476.	670.
i 18.			18.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			213,650.
b			710,024.
c			<1,797.>
d			102,353.
e			0.
f			79,531.
g			<2,422.>
h			670.
i			18.
j			
k			
l			
m			
n			
o			

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	1,102,027.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A



BLOOMFIELD FAMILY FOUNDATION

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
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02/03/11			EMA ANNUAL FEE		150.00	
			Net Total		150.00	

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
50.0000	SIEMENS AG ADR	01/23/08	01/26/11	6,462.09	6,138.00	324.09 LT
90.0000	SIEMENS AG ADR	01/23/08	02/17/11	11,889.37	11,048.40	840.97 LT
100.0000	SIEMENS AG ADR	12/18/09	02/17/11	13,210.42	8,837.50	4,372.92 LT
500.0000	WEATHERFORD INTL LTD.	11/12/09	02/07/11	12,437.41	8,950.63	3,486.78 LT
185.0000	LIBERTY GLOBAL INC SER A	11/12/08	03/03/11	8,115.76	2,610.75	5,505.01 LT
390.0000	LIBERTY GLOBAL INC SER A	12/22/08	03/03/11	17,108.93	5,118.75	11,990.18 LT
185.0000	WILLIS GROUP HOLDINGS	10/14/09	03/22/11	7,259.49	5,081.65	2,177.84 LT
140.0000	COVIDIEN PLC SHS NEW	12/29/08	03/29/11	7,306.46	4,825.10	2,481.36 LT
770.0000	COCA COLA ENTERPRISES	04/13/10	05/19/11	22,626.49	17,001.60	5,624.89 LT
180.0000	COCA COLA ENTERPRISES	10/29/10	05/19/11	5,289.32	4,327.17	962.15 ST
580.0000	SWISS REINS SPNSD ADR	01/23/08	05/26/11	34,985.88	41,870.20	(6,884.32) LT
350.0000	SWISS REINS SPNSD ADR	02/10/10	05/26/11	21,112.18	14,537.25	6,574.93 LT
275.0000	VIRGIN MEDIA INC	01/23/08	04/27/11	8,300.09	3,841.83	4,458.26 LT
895.0000	VIRGIN MEDIA INC	01/23/08	05/06/11	28,467.28	12,503.42	15,963.86 LT
285.0000	DIAGEO PLC SPSD ADR NEW	10/29/09	06/08/11	23,648.51	18,616.55	5,031.96 LT
60.0000	DIAGEO PLC SPSD ADR NEW	02/09/10	06/08/11	4,978.64	3,832.54	1,146.10 LT
135.0000	LIBERTY GLOBAL INC SER A	12/22/08	06/22/11	5,621.13	1,771.88	3,849.25 LT
450.0000	LIBERTY GLOBAL INC SER A	03/06/09	06/22/11	18,737.14	4,587.75	14,149.39 LT
345.0000	LIFE TECHNOLOGIES CORP	04/13/10	06/14/11	17,679.53	17,651.62	27.91 LT
20.0000	LIFE TECHNOLOGIES CORP	08/19/10	06/14/11	1,024.91	878.18	146.73 ST
75.0000	NII HLDGS INC CL B	01/23/08	06/06/11	3,186.23	2,932.81	253.42 LT
665.0000	NII HLDGS INC CL B	03/07/08	06/06/11	28,073.99	24,827.55	3,246.44 LT
320.0000	PHILIP MORRIS INTL INC	12/26/08	05/26/11	22,594.38	13,594.53	8,999.85 LT
100.0000	PHILIP MORRIS INTL INC	08/21/09	05/26/11	7,042.00	4,674.50	2,367.50 LT
200.0000	HEINEKEN NV ADR	02/20/08	07/18/11	5,649.89	5,408.00	241.89 LT
130.0000	NESTLE S A REP RG SH ADR	02/06/08	07/18/11	8,014.35	5,633.68	2,380.67 LT
800.0000	RECKITT BENCKISER GR ADR	05/19/11	07/18/11	8,847.83	8,887.28	(39.45) ST

PLEASE SEE REVERSE SIDE

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Statement Period Year Ending 12/31/11
Account No. 16H-37672

X 00063563

EMA-A-5 23/



BLOOMFIELD FAMILY FOUNDATION

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
445.0000	VIRGIN MEDIA INC	01/23/08	07/22/11	12,446.82	6,216.79	6,230.03 LT
400.0000	VIRGIN MEDIA INC	03/07/08	07/22/11	11,188.17	5,605.80	5,582.37 LT
195.0000	CHUNGHWA TELECOM CO LTD	01/23/08	08/15/11	6,502.09	5,139.71	1,362.38 LT
65.0000	COVIDIEN PLC SHS NEW	12/29/08	08/19/11	3,146.56	2,240.23	906.33 LT
505.0000	LIFE TECHNOLOGIES CORP	08/19/10	08/26/11	19,862.08	22,174.10	(2,312.02) LT
105.0000	WILLIS GROUP HOLDINGS	10/14/09	08/31/11	3,989.56	2,884.18	1,105.38 LT
365.0000	PROVIDENT FINL PLC, BRAD	09/18/09	08/05/11	6,324.09	5,442.15	881.94 LT
590.0000	AES CORP	11/05/08	09/06/11	6,206.68	4,365.87	1,840.81 LT
160.0000	AES CORP	12/05/08	09/06/11	1,683.17	991.61	691.56 LT
125.0000	BROOKFIELD ASSET MGMT	12/08/09	09/12/11	3,419.43	2,635.01	784.42 LT
62.0000	HSBC HLDG PLC SP ADR	01/23/08	09/19/11	2,557.47	4,706.42	(2,148.95) LT
173.0000	HSBC HLDG PLC SP ADR	03/07/08	09/19/11	7,136.19	13,230.23	(6,094.04) LT
655.0000	EXPERIAN PLC SP ADR	03/25/08	10/25/11	8,115.88	5,102.45	3,013.43 LT
165.0000	RECKITT BENCKISER GR ADR	05/19/11	10/25/11	1,737.42	1,833.00	(95.58) ST
185.0000	SWISS RE AG SHS ADR	05/31/11	10/25/11	9,939.86	11,035.21	(1,095.35) ST
195.0000	COVIDIEN PLC SHS NEW	12/29/08	11/23/11	8,455.70	6,720.67	1,735.03 LT
45.0000	COVIDIEN PLC SHS NEW	02/26/09	11/23/11	1,951.32	1,508.94	442.38 LT
430.0000	AFLAC INC COM	12/08/09	12/28/11	18,628.70	19,700.91	(1,072.21) LT
485.0000	AFLAC INC COM	06/10/10	12/28/11	21,011.44	20,526.08	485.36 LT
35.0000	AFLAC INC COM	03/17/11	12/28/11	1,516.30	1,780.45	(264.15) ST
630.0000	KONINKL PHIL E NY SH NEW	01/23/08	12/15/11	12,027.35	23,371.49	(11,344.14) LT
200.0000	NESTLE S A REP RG SH ADR	02/06/08	12/23/11	11,384.94	8,667.20	2,717.74 LT
100.0000	SWISS RE AG SHS ADR	05/31/11	12/27/11	5,068.90	5,964.98	(896.08) ST
300.0000	TESCO PLC SPNRD ADR	03/03/11	12/27/11	5,488.71	6,001.67	(514.96) ST
150.0000	TOYOTA MOTOR CORP ADR	01/23/08	12/23/11	9,663.82	14,820.75	(5,156.93) LT
391.0000	WILLIS GROUP HOLDINGS	10/14/09	12/22/11	14,851.38	10,740.13	4,111.25 LT
9.0000	WILLIS GROUP HOLDINGS	10/15/10	12/22/11	341.85	281.90	59.95 LT

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Statement Period
Year Ending 12/31/11

Account No.
16H-37672

X 00003284

00-17-6080B-IPS5000 05-2011



2011

Charles SCHWAB

Schwab One® Trust Account of
MARGARET M BLOOMFIELD TTEE

Account Number
4484-9689

TAX YEAR 2011
YEAR-END SUMMARY

Date Prepared: February 10, 2012

REALIZED GAIN OR (LOSS)

The information in the following sections includes all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: First In First Out (FIFO); All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
A M R CORPORATION	001765106	300.00	06/24/11	06/30/11	\$ 1,633.14	\$ 1,692.00	\$ 0.00	\$ (58.86)
A M R CORPORATION	001765106	400.00	06/24/11	06/30/11	\$ 2,177.53	\$ 2,256.00	\$ 0.00	\$ (78.47)
Security Subtotal					\$ 3,810.67	\$ 3,948.00	\$ 0.00	\$ (137.33)
BANK MONTREAL QUEBE	063671101	37.71	06/24/11	08/31/11	\$ 2,358.25	\$ 2,358.25	\$ 0.00	\$ 0.00
Security Subtotal					\$ 2,358.25	\$ 2,358.25	\$ 0.00	\$ 0.00
FLUSHING FINANCIAL CO	343873105	400.00	06/24/11	08/31/11	\$ 4,585.28	\$ 5,020.00	\$ 0.00	\$ (434.72)
Security Subtotal					\$ 4,585.28	\$ 5,020.00	\$ 0.00	\$ (434.72)
INTERMEC INC	458786100	200.00	06/24/11	09/20/11	\$ 1,396.97	\$ 2,138.00	\$ 0.00	\$ (741.03)
INTERMEC INC	458786100	300.00	06/24/11	09/20/11	\$ 2,095.46	\$ 3,207.00	\$ 0.00	\$ (1,111.54)
Security Subtotal					\$ 3,492.43	\$ 5,345.00	\$ 0.00	\$ (1,852.57)
LEVEL 3 COMMUN NEW	52729N308	0.33	04/08/11	10/21/11	\$ 7.83	\$ 4.61	\$ 0.00	\$ 3.22
Security Subtotal					\$ 7.83	\$ 4.61	\$ 0.00	\$ 3.22
P D L BIOPHARMA INC	69329Y104	700.00	06/24/11	07/11/11	\$ 4,328.87	\$ 4,328.87	\$ 0.00	\$ 0.00
Security Subtotal					\$ 4,328.87	\$ 4,328.87	\$ 0.00	\$ 0.00
Total Short-Term					\$ 18,583.33	\$ 21,004.73	\$ 0.00	\$ (2,421.40)

charlesschwab

Schwab One® Trust Account of
MARGARET M BLOOMFIELD TTEE

Account Number
4484-9689

**TAX YEAR 2011
YEAR-END SUMMARY**

Date Prepared: February 10, 2012

Long-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: First In First Out (FIFO); All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Acquisition Date	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
BANK MONTREAL QUEBE	063671101	0.99	02/08/10	07/07/11	\$ 63.63	\$ 48.75	\$ 0.00	\$ 14.88
BANK MONTREAL QUEBE	063671101	49.29	02/08/10	08/31/11	\$ 3,082.43	\$ 2,427.25	\$ 0.00	\$ 655.18
Security Subtotal				\$	\$ 3,146.06	\$ 2,476.00	\$ 0.00	\$ 670.06
Total Long-Term				\$	\$ 3,146.06	\$ 2,476.00	\$ 0.00	\$ 670.06

Total Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: First In First Out (FIFO); All Other Investments: First In First Out (FIFO)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss)	\$ 18,583.33	\$ 21,004.73	\$ 0.00	\$ (2,421.40)
Total Long-Term Realized Gain or (Loss)	\$ 3,146.06	\$ 2,476.00	\$ 0.00	\$ 670.06
Total Realized Gain or (Loss)	\$ 21,729.39	\$ 23,480.73	\$ 0.00	\$ (1,751.34)

Schwab has provided realized gain and loss information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. For explanation of Cost Basis Method, please refer to Cost Basis Disclosure. See Terms and Conditions.

When value for the report is unavailable, it is noted as follows: "Missing" or "--"

-- Schwab is not providing Cost Basis on this security type .

Missing

Cost Basis may be missing due to one of the following reasons:

- Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm).
- The security was purchased more than 10 years ago.

CHARLES SCHWAB #9689

February 22, 2012

Private Financial Counseling
1901 Avenue of the Stars, Suite 1100
Los Angeles, CA 90067

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

ZZBloomfield Family Foundation Acct #: 68258733
Margaret M Bloomfield TTEE
Suite 1450
Los Angeles, CA 90036

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains Pre-S/6	Qualified 5 Year Gains	Total Gains	Long Term Gains Post-S/5	Total Long Gains
Church & Dwight	02/24/2004	09/28/2011	500.000	22,369.10	6,818.33				15,550.77	15,550.77	15,550.77
Church & Dwight	02/24/2004	09/28/2011	200.000	8,946.24	2,727.33				6,218.91	6,218.91	6,218.91
Church & Dwight	02/24/2004	09/28/2011	100.000	4,473.70	1,363.67				3,110.03	3,110.03	3,110.03
Church & Dwight	02/24/2004	09/28/2011	200.000	8,946.24	2,727.33				6,218.91	6,218.91	6,218.91
			1,000.000	44,735.28	13,636.66				31,098.62	31,098.62	31,098.62
Monsanto Co New	02/24/2004	09/28/2011	500.000	32,224.92	8,007.50				24,217.42	24,217.42	24,217.42
Monsanto Co New	02/24/2004	09/28/2011	200.000	12,889.96	3,203.00				9,686.96	9,686.96	9,686.96
Monsanto Co New	02/24/2004	09/28/2011	100.000	6,444.71	1,601.50				4,843.21	4,843.21	4,843.21
Monsanto Co New	02/24/2004	09/28/2011	100.000	6,444.08	1,601.50				4,842.58	4,842.58	4,842.58
Monsanto Co New	02/24/2004	09/28/2011	100.000	6,444.08	1,601.50				4,842.58	4,842.58	4,842.58
			1,000.000	64,447.75	16,015.00				48,432.75	48,432.75	48,432.75
Schwab Ca Muni	09/22/2008	11/18/2011	53,626.020	53,626.02	53,626.02				0.00	0.00	0.00
Schwab Ca Muni	10/14/2008	11/18/2011	180,000.000	180,000.00	180,000.00				0.00	0.00	0.00
Schwab Ca Muni	10/15/2008	11/18/2011	524.320	524.32	524.32				0.00	0.00	0.00
Schwab Ca Muni	10/15/2008	11/18/2011	1,229.140	1,229.14	1,229.14				0.00	0.00	0.00
Schwab Ca Muni	10/17/2008	11/18/2011	23,000.000	23,000.00	23,000.00				0.00	0.00	0.00
Schwab Ca Muni	11/12/2008	11/18/2011	14,500.000	14,500.00	14,500.00				0.00	0.00	0.00
Schwab Ca Muni	11/17/2008	11/18/2011	339.230	339.23	339.23				0.00	0.00	0.00
Schwab Ca Muni	11/17/2008	11/18/2011	663.570	663.57	663.57				0.00	0.00	0.00
Schwab Ca Muni	12/31/2008	11/18/2011	14.990	14.99	14.99				0.00	0.00	0.00
Schwab Ca Muni	12/31/2008	11/18/2011	663.400	663.40	663.40				0.00	0.00	0.00
Schwab Ca Muni	12/31/2008	11/18/2011	22,300.000	22,300.00	22,300.00				0.00	0.00	0.00

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

ZZBloomfield Family Foundation Acct #: 68258733

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Total Gains	Long Term Gains Post-5/5	Total Long Gains
Schwab Ca Muni	01/15/2009	11/18/2011	3.860	3.86	3.86				0.00	0.00	0.00
Schwab Ca Muni	01/15/2009	11/18/2011	148.400	148.40	148.40				0.00	0.00	0.00
Schwab Ca Muni	02/17/2009	11/18/2011	3.770	3.77	3.77				0.00	0.00	0.00
Schwab Ca Muni	02/17/2009	11/18/2011	231.100	231.10	231.10				0.00	0.00	0.00
Schwab Ca Muni	03/16/2009	11/18/2011	260.590	260.59	260.59				0.00	0.00	0.00
Schwab Ca Muni	04/15/2009	11/18/2011	228.210	228.21	228.21				0.00	0.00	0.00
Schwab Ca Muni	05/15/2009	11/18/2011	215.760	215.76	215.76				0.00	0.00	0.00
Schwab Ca Muni	06/15/2009	11/18/2011	90.580	90.58	90.58				0.00	0.00	0.00
Schwab Ca Muni	07/15/2009	11/18/2011	16.560	16.56	16.56				0.00	0.00	0.00
Schwab Ca Muni	08/17/2009	11/18/2011	40.420	40.42	40.42				0.00	0.00	0.00
Schwab Ca Muni	09/15/2009	11/18/2011	19.500	19.50	19.50				0.00	0.00	0.00
Schwab Ca Muni	10/15/2009	11/18/2011	5.350	5.35	5.35				0.00	0.00	0.00
Schwab Ca Muni	11/16/2009	11/18/2011	4.940	4.94	4.94				0.00	0.00	0.00
Schwab Ca Muni	12/31/2009	11/18/2011	6.750	6.75	6.75				0.00	0.00	0.00
Schwab Ca Muni	12/31/2009	11/18/2011	32.710	32.71	32.71				0.00	0.00	0.00
Schwab Ca Muni	01/15/2010	11/18/2011	2.250	2.25	2.25				0.00	0.00	0.00
Schwab Ca Muni	02/16/2010	11/18/2011	4.800	4.80	4.80				0.00	0.00	0.00
Schwab Ca Muni	03/15/2010	11/18/2011	3.870	3.87	3.87				0.00	0.00	0.00
Schwab Ca Muni	04/15/2010	11/18/2011	4.380	4.38	4.38				0.00	0.00	0.00
Schwab Ca Muni	05/17/2010	11/18/2011	4.530	4.53	4.53				0.00	0.00	0.00
Schwab Ca Muni	06/15/2010	11/18/2011	4.100	4.10	4.10				0.00	0.00	0.00
Schwab Ca Muni	07/15/2010	11/18/2011	4.240	4.24	4.24				0.00	0.00	0.00
Schwab Ca Muni	08/16/2010	11/18/2011	4.530	4.53	4.53				0.00	0.00	0.00
Schwab Ca Muni	09/15/2010	11/18/2011	4.240	4.24	4.24				0.00	0.00	0.00
Schwab Ca Muni	10/15/2010	11/18/2011	4.240	4.24	4.24				0.00	0.00	0.00
Schwab Ca Muni	11/15/2010	11/18/2011	4.400	4.40	4.40				0.00	0.00	0.00
Schwab Ca Muni	12/31/2010	11/18/2011	6.510	6.51	6.51				0.00	0.00	0.00
Schwab Ca Muni	12/31/2010	11/18/2011	10.460	10.46	10.46				0.00	0.00	0.00
Schwab Ca Muni	12/31/2010	11/18/2011	20.930	20.93	20.93				0.00	0.00	0.00
Schwab Ca Muni	01/18/2011	11/18/2011	2.550	2.55	2.55	0.00			0.00	0.00	0.00
Schwab Ca Muni	02/15/2011	11/18/2011	3.960	3.96	3.96	0.00			0.00	0.00	0.00
Schwab Ca Muni	03/15/2011	11/18/2011	3.960	3.96	3.96	0.00			0.00	0.00	0.00
Schwab Ca Muni	04/15/2011	11/18/2011	3.400	3.40	3.40	0.00			0.00	0.00	0.00
Schwab Ca Muni	05/16/2011	11/18/2011	2.790	2.79	2.79	0.00			0.00	0.00	0.00
Schwab Ca Muni	06/15/2011	11/18/2011	2.590	2.59	2.59	0.00			0.00	0.00	0.00
Schwab Ca Muni	07/15/2011	11/18/2011	2.440	2.44	2.44	0.00			0.00	0.00	0.00
Schwab Ca Muni	08/15/2011	11/18/2011	1.220	1.22	1.22	0.00			0.00	0.00	0.00
Schwab Ca Muni	09/15/2011	11/18/2011	2.520	2.52	2.52	0.00			0.00	0.00	0.00
Schwab Ca Muni	10/17/2011	11/18/2011	2.610	2.61	2.61	0.00			0.00	0.00	0.00

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

ZZBloomfield Family Foundation Acct #: 68258733

Realized Gains and Losses											
Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Total Gains	Long Term Gains Post-5/5	Total Long Gains
Schwab Ca Muni	11/15/2011	11/18/2011	2,360	2,36	2,36	0.00			0.00		
			298,283.050	298,283.05	298,283.05	0.00			0.00		0.00
Short Term Gains						0.00					
Long Term Gains											
Qualified 5 Year Gains											
Long Term Gains						407,397.78	327,866.41		79,531.37		79,531.37
Total Long Gains						407,397.78	327,866.41		79,531.37		79,531.37
Total (Sales) Net						407,466.08	327,934.71		79,531.37		79,531.37
Total Gains						407,466.08	327,934.71		79,531.37		79,531.37

BLOOMFIELD FAMILY FOUNDATION (20-6156014)
REALIZED GAIN/LOSS - ML - (16H-37544)
12/31/2011

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Cost Basis	Proceeds	Gain/Loss
				per page 60 to 66	per page 190 to 196	per page 24 and 25
1,375	TYCO ELECTRONIC LTD	4/20/2005	1/12/2011	49,599 27	49,518 08	(81 19)
25	TYCO ELECTRONIC LTD	5/3/2005	1/12/2011	813 58	900 32	86 74
200	TYCO ELECTRONIC LTD	8/3/2005	1/12/2011	6,329 89	7,202 63	872 74
475	TYCO ELECTRONIC LTD	12/15/2006	1/12/2011	16,469 62	17,106 24	636 62
1,625	TYCO ELECTRONIC LTD	2/1/2007	1/12/2011	60,047 65	58,521 38	(1,526 27)
800	TYCO ELECTRONIC LTD	12/12/2007	1/12/2011	29,049 09	28,810 53	(238 56)
2,700	CHESAPEAKE ENERGY OKLA	12/17/2007	2/3/2011	102,267 96	81,204 59	(21,063 37)
1,375	TYCO ELECTRONIC LTD	4/20/2005	1/12/2011	(49,599 27)	(49,518 08)	81 19
1,375	TYCO ELECTRONIC LTD	4/20/2005	1/12/2011	50,259 27	49,518 08	(741 19)
25	TYCO ELECTRONIC LTD	5/3/2005	1/12/2011	(813 58)	(900 32)	(86 74)
25	TYCO ELECTRONIC LTD	5/3/2005	1/12/2011	825 58	900 32	74 74
200	TYCO ELECTRONIC LTD	8/3/2005	1/12/2011	(6,329 89)	(7,202 63)	(872 74)
200	TYCO ELECTRONIC LTD	8/3/2005	1/12/2011	6,425 89	7,202 63	776 74
475	TYCO ELECTRONIC LTD	12/15/2006	1/12/2011	(16,469 62)	(17,106 24)	(636 62)
475	TYCO ELECTRONIC LTD	12/15/2006	1/12/2011	16,697 62	17,106 24	408 62
1,625	TYCO ELECTRONIC LTD	2/1/2007	1/12/2011	(60,047 65)	(58,521 38)	1,526 27
1,625	TYCO ELECTRONIC LTD	2/1/2007	1/12/2011	60,827 65	58,521 38	(2,306 27)
800	TYCO ELECTRONIC LTD	12/12/2007	1/12/2011	(29,049 09)	(28,810 53)	238 56
800	TYCO ELECTRONIC LTD	12/12/2007	1/12/2011	29,433 09	28,810 53	(622 56)
500,000	REPUBLIC OF NEW YORK 7 00%	6/14/2005	3/22/2011	563,715 00	500,000 00	(63,715 00)
1,200	HALLIBURTON COMPANY	12/10/2007	3/2/2011	45,588 00	54,685 05	9,097 05
1,700	HALLIBURTON COMPANY	5/15/2009	3/2/2011	35,725 50	77,470 51	41,745 01
4,000	KRAFT FOODS INC VA CL A	10/15/2008	3/2/2011	107,296 96	126,258 81	18,961 85
1,375	TYCO INTL LTD NAMEN-AKT	4/20/2005	3/2/2011	66,748 10	62,081 52	(4,666 58)
25	TYCO INTL LTD NAMEN-AKT	5/3/2005	3/2/2011	1,096 34	1,128 75	32 41
200	TYCO INTL LTD NAMEN-AKT	8/3/2005	3/2/2011	8,528 13	9,030 05	501 92
800	BAXTER INTERNTL INC	12/15/2006	4/5/2011	37,200 00	43,056 35	5,856 35
1,000	BAXTER INTERNTL INC	12/10/2007	4/5/2011	60,990 00	53,820 45	(7,169 55)
1,200	BAXTER INTERNTL INC	4/23/2010	4/5/2011	60,430 92	64,584 54	4,153 62
1,200	BAXTER INTERNTL INC	6/10/2010	4/5/2011	49,078 18	64,584 54	15,506 36
800	PIONEER NATURAL RES CO	3/18/2010	4/11/2011	42,294 81	82,648 23	40,353 42
475	TYCO INTL LTD NAMEN-AKT	12/15/2006	4/15/2011	22,171 43	24,785 02	2,613 59
25	TYCO INTL LTD NAMEN-AKT	2/1/2007	4/15/2011	1,242 98	1,304 48	61 50
1,400	RALCORP HLDGS INC NEW	4/15/2009	5/2/2011	76,047 03	116,110 52	40,063 49
2,600	RALCORP HLDGS INC NEW	4/15/2009	5/10/2011	141,230 21	234,207 74	92,977 53
7,800	NALCO HLDG CO	3/4/2011	7/20/2011	202,915 44	279,612 54	76,697 10
4,200	NALCO HLDG CO	3/4/2011	7/20/2011	109,262 16	150,560 60	41,298 44
11,700	YAHOO INC	2/2/2009	6/29/2011	142,413 80	173,612 49	31,198 69
10,200	YAHOO INC	8/12/2009	6/29/2011	150,131 86	151,354 48	1,222 62
1,800	BOEING COMPANY	4/10/2008	8/4/2011	141,852 30	120,465 67	(21,386 63)
3,000	BOEING COMPANY	11/20/2008	8/4/2011	112,761 55	200,776 12	88,014 57
800	BOEING COMPANY	5/15/2009	8/4/2011	34,524 00	53,540 29	19,016 29
3,100	BOEING COMPANY	12/14/2010	8/4/2011	200,881 61	207,468 67	6,587 06
500	BOEING COMPANY	12/14/2010	8/4/2011	32,400 26	33,462 69	1,062 43
900	CHESAPEAKE ENERGY OKLA	12/17/2007	7/28/2011	34,089 32	30,242 62	(3,846 70)
6,900	CHESAPEAKE ENERGY OKLA	11/20/2008	7/28/2011	98,390 48	231,860 11	133,469 63
1,400	CHESAPEAKE ENERGY OKLA	1/14/2010	7/28/2011	39,572 96	47,044 08	7,471 12
2,985	CHESAPEAKE ENERGY OKLA	10/19/2010	7/28/2011	65,619 08	100,304 70	34,685 62
3,415	CHESAPEAKE ENERGY OKLA	10/19/2010	7/28/2011	75,071 74	114,753 96	39,682 22
1,300	PIONEER NATURAL RES CO	3/18/2010	7/28/2011	68,729 07	122,135 02	53,405 95
2,600	GOODRICH CORPORATION	4/21/2010	9/20/2011	187,309 80	273,255 79	85,945 99
3,100	GOODRICH CORPORATION	4/21/2010	9/20/2011	223,330 91	325,804 98	102,474 07
1,400	GOODRICH CORPORATION	12/23/2010	9/20/2011	122,990 74	147,137 73	24,146 99
2,100	GOODRICH CORPORATION	3/2/2011	9/20/2011	174,138 62	220,706 61	46,567 99
70	WHITE MTNS INS GRP LTD	12/7/2001	9/7/2011	25,138 93	27,553 44	2,414 51
30	WHITE MTNS INS GRP LTD	4/4/2002	9/7/2011	10,506 03	11,808 61	1,302 58
200	WHITE MTNS INS GRP LTD	5/10/2002	9/7/2011	73,437 10	78,724 12	5,287 02
100	WHITE MTNS INS GRP LTD	5/2/2005	9/7/2011	65,405 00	39,362 06	(26,042 94)
200	WHITE MTNS INS GRP LTD	1/12/2006	9/7/2011	111,010 00	78,724 11	(32,285 89)
40	WHITE MTNS INS GRP LTD	2/8/2007	9/7/2011	22,881 60	15,744 82	(7,136 78)
125	WHITE MTNS INS GRP LTD	3/14/2007	9/7/2011	68,130 00	49,202 57	(18,927 43)
235	WHITE MTNS INS GRP LTD	12/12/2007	9/7/2011	122,477 30	92,500 84	(29,976 46)
900	WHITE MTNS INS GRP LTD	11/20/2008	9/7/2011	189,867 75	354,258 57	164,390 82
3,600	ITT CORP	1/25/2010	10/11/2011	177,571 84	157,761 92	(19,809 92)
3,200	ITT CORP	4/6/2010	10/11/2011	173,226 30	140,232 82	(32,993 48)
4,000	ITT CORP	1/19/2011	10/11/2011	235,099 52	175,291 05	(59,808 47)
5,200	LOEWS CORP	1/22/2010	10/4/2011	189,179 95	174,532 25	(14,647 70)
6,100	LOEWS CORP	1/22/2010	10/4/2011	221,922 64	204,739 76	(17,182 88)
1,800	LOEWS CORP	2/17/2010	10/4/2011	64,896 16	60,415 01	(4,481 15)
3,900	LOEWS CORP	2/17/2010	10/4/2011	140,608 34	130,899 20	(9,709 14)
3,600	LIFE TECHNOLOGIES CORP	4/15/2010	11/4/2011	187,312 79	144,599 50	(42,713 29)
4,200	LIFE TECHNOLOGIES CORP	4/15/2010	11/4/2011	218,531 58	168,699 42	(49,832 16)
4,000	LIFE TECHNOLOGIES CORP	8/18/2010	11/4/2011	180,738 80	160,666 12	(20,072 68)
1,600	TYCO INTL LTD NAMEN-AKT	2/1/2007	11/11/2011	78,750 58	71,361 66	(7,388 92)
2,300	TYCO INTL LTD NAMEN-AKT	12/12/2007	11/11/2011	92,374 41	102,582 40	10,207 99
4,500	TYCO INTL LTD NAMEN-AKT	11/20/2008	11/11/2011	65,818 82	200,704 70	134,885 88
700	ARRIS GROUP INC	2/5/2010	12/1/2011	6,649 30	7,539 34	890 04
75	AMC NETWORKS INC SHS	9/8/2009	12/1/2011	1,607 00	2,703 70	1,096 70
50	AMC NETWORKS INC SHS	9/9/2009	12/1/2011	1,084 84	1,802 46	717 62
25	AMC NETWORKS INC SHS	9/10/2009	12/1/2011	540 63	901 24	360 61
29	AU OPTRONICS CORP ADR	11/23/2011	12/1/2011	-	146 00	146 00

800	ATMEL CORP	9/8/2009	12/1/2011	3,488 00	7,103 86	3,615 86
400	ATMEL CORP	9/9/2009	12/1/2011	1,767 20	3,551 93	1,784 73
400	ATMEL CORP	9/10/2009	12/1/2011	1,775 20	3,551 93	1,776 73
700	ATMEL CORP	11/23/2009	12/1/2011	2,811 69	6,215 88	3,404 19
400	ATMEL CORP	1/1/2010	12/1/2011	2,039 40	3,551.94	1,512 54
300	AVNET INC	9/8/2009	12/1/2011	8,069 16	8,813 83	744 67
200	AVNET INC	3/23/2010	12/1/2011	5,938 56	5,875 89	(62 67)
1	BAKER HUGHES INC	9/8/2009	12/1/2011	41 61	55 20	13 59
79	BAKER HUGHES INC	9/8/2009	12/1/2011	3,289 05	4,361 21	1,072 16
80	BAKER HUGHES INC	9/9/2009	12/1/2011	3,306 71	4,416 43	1,109 72
500	BROOKS AUTOMATION INC	1/22/2010	12/1/2011	4,590 00	4,813 91	223 91
250	BRINKS CO	8/23/2010	12/1/2011	4,937 73	6,272 38	1,334 65
150	BARRET BILL CORP	9/8/2009	12/1/2011	4,650 41	5,823 90	1,173 49
1,900	BANK NEW YORK MELLON	1/14/2009	12/5/2011	44,707 00	37,570 25	(7,136 75)
13,400	BANK NEW YORK MELLON	9/22/2010	12/5/2011	342,459 78	264,969 19	(77,490 59)
14,200	BANK NEW YORK MELLON	9/22/2010	12/5/2011	362,905 14	280,788 25	(82,116 89)
700	BELO CORP	9/8/2009	12/1/2011	2,295 30	4,353 92	2,058 62
1,100	CAE INC CDA COM NPV	11/22/2011	12/1/2011	9,058 00	10,702 79	1,644 79
300	CABLEVISION NY GRP CL	9/8/2009	12/1/2011	5,852 14	4,481 91	(1,370 23)
200	CABLEVISION NY GRP CL	9/9/2009	12/1/2011	3,950 63	2,987 94	(962 69)
100	CABLEVISION NY GRP CL	9/10/2009	12/1/2011	1,968 78	1,493 98	(474 80)
700	CAMECO CORP	11/22/2011	12/1/2011	19,650 00	13,138 75	(6,511 25)
1,000	CINCINNATI BELL INC	9/8/2009	12/1/2011	3,129 00	2,879 94	(249 06)
600	CINCINNATI BELL INC	9/10/2009	12/1/2011	2,033 40	1,727 96	(305 44)
700	CINCINNATI BELL INC	9/14/2009	12/1/2011	2,407 30	2,015 96	(391 34)
1,500	CINCINNATI BELL INC	12/27/2010	12/1/2011	3,840 85	4,319 93	479 08
4,985	CHESAPEAKE ENERGY OKLA	10/19/2010	12/13/2011	109,584 96	117,607 35	8,022 39
7,715	CHESAPEAKE ENERGY OKLA	10/20/2010	12/1/2011	171,324 69	182,014 18	10,689 49
200	COGNEX CORP	9/10/2009	12/1/2011	3,299 42	6,981 87	3,682 45
200	CUMMINS INC	9/8/2009	12/1/2011	9,323 20	19,307 62	9,984 42
100	CUMMINS INC	9/8/2009	12/1/2011	4,671 25	9,653 82	4,982 57
300	DISCOVERY COMMUNICATION	9/8/2009	12/1/2011	7,225 80	11,264 78	4,038 98
200	DISCOVERY COMMUNICATION	9/9/2009	12/1/2011	4,879 78	7,509 86	2,630 08
100	DISCOVERY COMMUNICATION	9/11/2009	12/1/2011	2,539 75	3,754 93	1,215 18
200	DIEBOLD INC	2/5/2010	12/1/2011	5,457 00	6,035 88	578 88
150	FOSTER WHEELER AG	6/15/2010	12/1/2011	3,811 56	2,795 95	(1,015 61)
150	FOSTER WHEELER AG	7/14/2010	12/1/2011	3,396 84	2,795 95	(600 89)
150	FOSTER WHEELER AG	9/16/2010	12/1/2011	3,631 99	2,795 94	(836 05)
300	GANNET CO	9/8/2009	12/1/2011	2,459 40	3,365 93	906 53
250	GANNET CO	6/14/2010	12/1/2011	4,018 18	2,804 95	(1,213 23)
250	GANNET CO	5/3/2011	12/1/2011	3,843 98	2,804 95	(1,039 03)
200	GOODRICH PETROLEUM	9/9/2009	12/1/2011	4,873 40	2,916 60	(1,956 80)
100	GOODRICH PETROLEUM	11/18/2009	12/1/2011	2,286 82	1,458 31	(828 51)
150	GOODRICH PETROLEUM	9/8/2009	12/1/2011	8,511 00	18,388 14	9,877 14
100	GOODRICH PETROLEUM	9/9/2009	12/1/2011	5,653 60	12,258 77	6,605 17
200	HEIDRICK & STRUGGLES INTL	9/8/2009	12/1/2011	4,316 80	4,166 92	(149 88)
300	HEXCEL CORP NEW COM	9/8/2009	12/1/2011	3,296 40	7,427 37	4,130 97
200	HEXCEL CORP NEW COM	9/8/2009	12/1/2011	2,269 80	4,951 59	2,681 79
1,500	HARMONIC PAYNE INC	2/5/2010	12/1/2011	9,163 50	8,055 14	(1,108 36)
200	HELMERICH PAYNE INC	9/8/2009	12/1/2011	7,093 80	11,617 12	4,523 32
100	HELMERICH PAYNE INC	9/17/2009	12/1/2011	4,001 20	5,808 56	1,807 36
400	IMMUNOGEN INC	5/20/2010	12/1/2011	3,570 64	4,950 90	1,380 26
600	ISIS PHARMACEUTICALS INC	2/11/2010	12/1/2011	5,309 10	4,391 91	(917 19)
150	ISIS PHARMACEUTICALS INC	4/9/2010	12/1/2011	1,631 96	1,097 98	(533 98)
400	ION GEOPHYSICAL CORP	9/8/2009	12/1/2011	1,075 60	2,331 95	1,256 35
400	ION GEOPHYSICAL CORP	9/10/2009	12/1/2011	1,195 60	2,331 96	1,136 36
200	IAC INTERACTIVECORP	9/8/2009	12/1/2011	3,783 60	8,432 72	4,649 12
40	ITAU UNIBANCO HOLD	10/21/2008	12/1/2011	412 91	736 79	323 88
300	INTERXION HOLDING N V	9/9/2011	12/1/2011	3,672 73	3,911 92	239 19
150	KANSAN CITY SOUTHERN	9/8/2009	12/1/2011	3,926 70	10,304 80	6,378 10
100	KANSAN CITY SOUTHERN	9/11/2009	12/1/2011	2,759 90	6,869 87	4,109 97
600	LSI CORPORATION	9/8/2009	12/1/2011	3,137 64	3,383 93	246 29
600	LSI CORPORATION	9/11/2009	12/1/2011	3,299 40	3,383 94	84 54
200	LSI CORPORATION	10/13/2010	12/1/2011	937 73	1,127 98	190 25
200	LSI CORPORATION	11/5/2010	12/1/2011	1,130 95	1,127 98	(2 97)
300	LAM RESEARCH CORP	9/8/2009	12/1/2011	9,605 91	12,443 76	2,837 85
400	LIN TV CORP	9/8/2009	12/1/2011	1,194 80	1,349 49	154 69
400	LIN TV CORP	9/8/2009	12/1/2011	1,219 92	1,349 50	129 58
400	LAS VEGAS SANDS CORP	9/8/2009	12/1/2011	6,415 60	18,667 63	12,252 03
300	LAS VEGAS SANDS CORP	9/10/2009	12/1/2011	4,868 70	14,000 74	9,132 04
250	LAZARD LTD CL	11/22/2011	12/1/2011	9,520 00	6,352 38	(3,167 62)
100	LIBERTY MEDIA CORP	9/8/2009	12/1/2011	2,005 00	7,517 86	5,512 86
373	LEVEL 3 COMMUNICATIOS INC	4/8/2011	12/1/2011	5,163 10	7,560 56	2,397 46
500	MYRIAD GENETICS INC	2/5/2010	12/1/2011	11,094 50	10,689 79	(404 71)
200	MAEDWESTVACO CORP	9/8/2009	12/1/2011	4,373 60	5,943 88	1,570 28
100	MEADWESTVACO CORP	9/10/2009	12/1/2011	2,201 80	2,971 95	770 15
500	MICROMET INC	6/23/2010	12/1/2011	3,396 10	3,198 03	(198 07)
550	MICROMET INC	4/29/2011	12/1/2011	3,776 12	3,517 85	(258 27)
75	THE MADISON SQUARE	9/8/2009	12/1/2011	1,308 26	2,158 46	850 20
50	THE MADISON SQUARE	9/9/2009	12/1/2011	883 17	1,438 97	555 80
25	THE MADISON SQUARE	9/10/2009	12/1/2011	440 12	719 49	279 37
450	NORTH AMERN ENERGY	11/22/2011	12/1/2011	5,039 00	3,064 44	(1,974 56)
300	NOVELLUE SYS INC	9/8/2009	12/1/2011	5,846 40	10,477 12	4,630 72
100	NOVELLUE SYS INC	9/9/2009	12/1/2011	1,956 80	3,492 37	1,535 57
50	NOVELLUE SYS INC	9/10/2009	12/1/2011	1,132 40	1,746 19	613 79
200	ONYX PHARMACEUTICALS	2/26/2010	12/1/2011	5,615 20	8,865 82	3,250 62
150	ONYX PHARMACEUTICALS	5/6/2010	12/1/2011	3,909 93	6,649 38	2,739 45
1,200	ORIENT-EXPRESS HOTELS	11/22/2011	12/1/2011	12,369 00	8,903 83	(3,465 17)
200	PALL CORP	9/8/2009	12/1/2011	6,163 72	10,883.29	4,719 57
100	PALL CORP	9/14/2009	12/1/2011	3,210 86	5,441.64	2,230 78

100	PALL CORP	9/15/2009	12/1/2011	3,220 60	5,441 65	2,221 05
300	RAYMOND JAMES FINL INC	9/8/2009	12/1/2011	6,704 70	8,861 83	2,157 13
500	RF MICRO DEVICES INC	9/8/2009	12/1/2011	2,429 00	3,069 94	640 94
300	RF MICRO DEVICES INC	9/9/2009	12/1/2011	1,493 40	1,841 96	348 56
300	RF MICRO DEVICES INC	9/14/2009	12/1/2011	1,634 40	1,841 97	207 57
400	RTI INTL METALS OHIO	9/14/2009	12/1/2011	8,518 00	10,531 80	2,013 80
200	REGENERON PHARMACEUTICALS	9/8/2009	12/1/2011	4,393 20	12,010 78	7,617 58
100	REGENERON PHARMACEUTICALS	9/8/2009	12/1/2011	2,197 60	6,005 39	3,807 79
200	REGENERON PHARMACEUTICALS	9/14/2009	12/1/2011	4,072 40	12,010 80	7,938 40
300	ROBERTHALF INTL INC COM	9/8/2009	12/1/2011	7,730 40	7,967 85	237 45
200	ROWAN COMPANIES	9/9/2009	12/1/2011	4,285 60	6,653 87	2,368 27
150	ROWAN COMPANIES	6/14/2010	12/1/2011	3,544.82	4,990 41	1,445 59
200	ROYAL CARIBBEAN CRUISES	9/10/2009	12/1/2011	4,181 60	5,469 90	1,288 30
100	ROYAL CARIBBEAN CRUISES	9/14/2010	12/1/2011	2,118 70	2,734 94	616 24
500	STILLWATER MINING	9/8/2009	12/1/2011	3,563 40	5,359 89	1,796 49
300	STILLWATER MINING	9/9/2009	12/1/2011	2,075 70	3,215 94	1,140 24
200	STILLWATER MINING	10/1/2009	12/1/2011	1,320 00	2,143 96	823 96
600	SINCLAIR BRDCSTING CL A	9/8/2009	12/1/2011	1,660 80	6,245 28	4,584 48
400	SINCLAIR BRDCSTING CL A	3/30/2010	12/1/2011	1,999 52	4,163 52	2,164 00
400	SEA CHANGE INTL INC	9/8/2009	12/1/2011	3,047 52	2,951 38	(96 14)
400	SEA CHANGE INTL INC	9/10/2009	12/1/2011	3,106 68	2,951 38	(155 30)
300	SEA CHANGE INTL INC	12/16/2009	12/1/2011	1,828 20	2,213 54	385 34
400	SAKS INC	9/8/2009	12/1/2011	2,467 60	3,815 92	1,348 32
400	SAKS INC	9/9/2009	12/1/2011	2,515 60	3,815 93	1,300 33
250	SUNOCO INC	9/9/2009	12/1/2011	6,589 00	9,717 31	3,128 31
600	SEATTLE GENETICS INC	2/5/2010	12/1/2011	5,595 42	9,725 81	4,130 39
150	SOTHEBY'S	11/3/2011	12/1/2011	5,102 25	4,795 41	(306 84)
100	SOTHEBY'S	11/3/2011	12/1/2011	3,230.23	3,196 94	(33 29)
1,000	SYSCO CORPORATION	4/29/2009	12/1/2011	22,938 95	28,999 44	6,060 49
300	TRIMBLE NAV LTD	9/8/2009	12/1/2011	7,627.20	12,874 67	5,247 47
100	TRIMBLE NAV LTD	11/23/2009	12/1/2011	2,353 04	4,291 56	1,938 52
150	TRIMBLE NAV LTD	6/29/2011	12/1/2011	5,837 19	6,437 34	600 15
1,500	TRIQUINT SEMICONDUCTOR	3/19/2010	12/1/2011	10,393 50	6,870 32	(3,523 18)
1,600	TYCO INTLD LTD NAMEN-AKT	2/1/2007	12/1/2011	(78,750 58)	(71,361 66)	7,388 92
1,600	TYCO INTLD LTD NAMEN-AKT	2/1/2007	12/1/2011	79,550 58	71,361 66	(8,188 92)
2,300	TYCO INTLD LTD NAMEN-AKT	12/12/2007	12/1/2011	(92,374 41)	(102,582 40)	(10,207 99)
2,300	TYCO INTLD LTD NAMEN-AKT	12/12/2007	12/1/2011	93,524 41	102,582 40	9,057 99
4,500	TYCO INTLD LTD NAMEN-AKT	11/20/2008	12/1/2011	(65,818 82)	(200,704 70)	(134,885 88)
4,500	TYCO INTLD LTD NAMEN-AKT	11/20/2008	12/1/2011	66,943 82	200,704 70	133,760 88
200	THE MOSAIC COMPANY	9/8/2009	12/1/2011	10,527 60	10,567 80	40 20
100	THE MOSAIC COMPANY	6/30/2011	12/1/2011	6,688 76	5,283 90	(1,404 86)
50	UNITED STS STL CORP NEW	9/11/2009	12/1/2011	2,261 80	1,348 47	(913 33)
50	UNITED STS STL CORP NEW	9/14/2010	12/1/2011	2,346 41	1,348 47	(997 94)
100	UNITED STS STL CORP NEW	3/7/2011	12/1/2011	5,553 72	2,696 96	(2,856 76)
1	UNIFI INC	9/8/2009	12/1/2011	7 99	7 67	(0 32)
166	UNIFI INC	9/8/2009	12/1/2011	1,284 79	1,274 85	(9 94)
133	UNIFI INC	9/14/2009	12/1/2011	1,129 17	1,021 42	(107 75)
150	UNIFI INC	1/13/2011	12/1/2011	2,570 79	1,151 99	(1,418 80)
200	US CELLULAR CORP	9/8/2009	12/1/2011	7,647 40	8,623 83	976 43
200	VALSPAR CORP	9/8/2009	12/1/2011	5,399 60	7,269 86	1,870 26
200	VALSPAR CORP	9/11/2009	12/1/2011	5,495 80	7,269 86	1,774 06
40	VISHAY INTERTECHNOLOGY	9/8/2009	12/1/2011	2,956 02	3,883 92	927 90
300	VISHAY INTERTECHNOLOGY	9/8/2009	12/1/2011	2,230 19	2,912 94	682 75
200	VISHAY INTERTECHNOLOGY	9/11/2009	12/1/2011	1,411 55	1,941 97	530 42
150	WADDELL & REED FINL	9/8/2009	12/1/2011	3,989 85	3,978 78	(11 07)
200	WADDELL & REED FINL	9/9/2009	12/1/2011	5,319 80	5,305 04	(14 76)
100	WHIRLPOOL CORP	9/11/2009	12/1/2011	6,650 80	4,901 91	(1,748 89)
200	WADDELL & REED FINL	9/9/2009	12/1/2011	53,287 50	72,253 11	18,965 61
100	WHIRLPOOL CORP					
				8,197,334 95	9,121,009.14	923,674 19

	Proceeds	Cost	Gain/(Loss)
Short Term	1,646,453 57	1,432,803 99	213,649 58
Long Term	7,474,555 25	6,764,531 38	710,023 87
			923,673.45

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II: Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BLOOMFIELD FAMILY FOUNDATION	☒ 20-6156014
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1262 CORSICA DRIVE	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PACIFIC PALISADES, CA 90272	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MARGARET BLOOMFIELD

- The books are in the care of **1262 CORSICA DRIVE - PACIFIC PALISADES, CA 90272**

Telephone No. **(310) 454-5571**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED IN ORDER TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	42,080.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	42,080.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date

Form 8868 (Rev. 1-2012)