Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

Name of foundation
SOPHIE & ARTHUR BRODY FOUNDATION
C/O LOWENSTEIN, SANDLER, ET AL

A Employer identification number
22-6097164

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
65 LIVINGSTON AVENUE

B Telephone number
(973) 597-2500

City or town, state, and ZIP code
ROSELAND, NJ 07068

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 4,506,621.

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

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).)

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	132,268.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	6,712.	6,712.		STATEMENT 2
	4	Dividends and interest from securities	142,656.	142,656.		STATEMENT 3
	5a	Gross rents	-3,191.	-3,191.		STATEMENT 4
	b	Net rental income or (loss) -3,191.				
	6a	Net gain or (loss) from sale of assets not on line 10	564,945.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 3,110,154.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	691.	691.		STATEMENT 5
	12	**Total.** Add lines 1 through 11	844,081.	146,868.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 6	4,185.	0.		4,185.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 7	3,219.	1,125.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	765.	566.		199.
	24	**Total operating and administrative expenses** Add lines 13 through 23	8,169.	1,691.		4,384.
	25	Contributions, gifts, grants paid	3,066,453.			3,066,453.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,074,622.	1,691.		3,070,837.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-2,230,541.			
	b	**Net investment income** (if negative, enter -0-)		145,177.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	27,569.	187,690.	187,690.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 1,053,812.			
	Less: allowance for doubtful accounts ▶ 0.	1,032,602.	1,053,812.	1,015,882.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	6,395,982.	4,117,793.	3,203,259.
	c Investments - corporate bonds STMT 10	105,333.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	126,879.	99,313.	99,313.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	1,261.	477.	477.
	16 Total assets (to be completed by all filers)	7,689,626.	5,459,085.	4,506,621.
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	7,689,626.	5,459,085.	
	30 Total net assets or fund balances	7,689,626.	5,459,085.	
	31 Total liabilities and net assets/fund balances	7,689,626.	5,459,085.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,689,626.
2	Enter amount from Part I, line 27a	2	-2,230,541.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,459,085.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,459,085.

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	3,110,154.		3,407,018.	-296,864.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-296,864.

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 -296,864.

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	1,634,901.	7,793,191.	.209786
2009	465,341.	7,678,356.	.060604
2008	572,645.	9,383,960.	.061024
2007	554,457.	11,766,122.	.047123
2006	504,662.	11,125,101.	.045362

2	Total of line 1, column (d)	2	.423899
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	.084780
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,904,402.
5	Multiply line 4 by line 3	5	500,575.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,452.
7	Add lines 5 and 6	7	502,027.
8	Enter qualifying distributions from Part XII, line 4	8	3,070,837.

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

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

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 ▶ [X] and enter 1% of Part I, line 27b			1	1,452.
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	1,452.
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	1,452.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,160.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	2,160.
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	708.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	708.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		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?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ SOPHIE & ARTHUR BRODY FOUNDATION Telephone no. ▶ (973) 597-2500
Located at ▶ 65 LIVINGSTON AVE, ROSELAND, NJ ZIP+4 ▶ 07068

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

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

			Line	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

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 | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ARTHUR BRODY P.O. BOX 655 RANCHO SANTA FE, CA 92067-0655	PRESIDENT 0.75	0.	0.	0.
DONALD BRODY 2431 FIFTH STREET BERKELEY, CA 94710	TREASURER 0.75	0.	0.	0.
JANICE BRODY 820 BEAR GULCH ROAD WOODSIDE, CA 94062-4430	SECRETARY 0.75	0.	0.	0.
TERESA WHORTON P.O. BOX 655 RANCHO SANTA FE, CA 92067-0655	ASSISTANT TREASURER 0.75	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

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.

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	4,547,508.
b	Average of monthly cash balances		1b	107,629.
c	Fair market value of all other assets		1c	1,339,180.
d	Total (add lines 1a, b, and c)		1d	5,994,317.
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	5,994,317.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	89,915.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,904,402.
6	**Minimum investment return.** Enter 5% of line 5		6	295,220.

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	295,220.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 1,452.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,452.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	293,768.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	293,768.
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	293,768.

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	3,070,837.
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	3,070,837.
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	1,452.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,069,385.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				293,768.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
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 875,427.				
f Total of lines 3a through e	875,427.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 3,070,837.				
a Applied to 2010, but not more than line 2a			0.	
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				293,768.
e Remaining amount distributed out of corpus	2,777,069.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,652,496.			
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				0.
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	3,652,496.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 875,427.				
e Excess from 2011 2,777,069.				

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)

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

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

ARTHUR BRODY

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACLU 125 BROAD STREET, 18TH FL NEW YORK, NY 10004-2400		501C(3)	GENERAL OPERATIONS	50.
ADOLESCENT COUNSELING SERVICES 1717 EMBARCADERO RD, SUITE 4000 PALO ALTO, CA 94303		501C(3)	GENERAL OPERATIONS	500.
AMERICAN HEART ASSOCIATION 1710 GILBRETH RD BURLINGAME, CA 94709		501C(3)	GENERAL OPERATIONS	200.
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET, NW WASHINGTON, DC 20001		501C(3)	GENERAL OPERATIONS	101,500.
AMERICAN TECHNION SOCIETY 55 E 59 TH STREET NEW YORK, NY 10022		501C(3)	GENERAL OPERATIONS	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,066,453.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,712.	
4 Dividends and interest from securities			14	142,656.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			15	-3,191.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	691.	
8 Gain or (loss) from sales of assets other than inventory			18	564,945.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		711,813.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 711,813.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Teresa Shafer (signature) | 5/11/12 | ASSISTANT TREASURER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DENNIS M. LAVINE	Dennis Lavine (signature)	MAY 09 2012		P00100915

Firm's name ▶ LAVINE, LOFGREN, MORRIS & ENGELBERG LLP | Firm's EIN ▶ 33-0690020

Firm's address ▶ 4180 LA JOLLA VILLAGE DR, STE 300
LA JOLLA, CA 92037 | Phone no. (858)455-1200

Form 990-PF (2011)

123622
12-02-11

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
SOPHIE & ARTHUR BRODY FOUNDATION C/O LOWENSTEIN, SANDLER, ET AL	22-6097164

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).

Name of organization	Employer identification number
SOPHIE & ARTHUR BRODY FOUNDATION C/O LOWENSTEIN, SANDLER, ET AL	22-6097164

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	ARTHUR BRODY P.O. BOX 655 RANCHO SANTA FE, CA 92067-0655	$ 132,268.	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)

Name of organization	Employer identification number
SOPHIE & ARTHUR BRODY FOUNDATION C/O LOWENSTEIN, SANDLER, ET AL	22-6097164

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1000 SHS (QCOM) $54,600; 1180 SHS (JNJ)$77,668	$ 132,268.	12/22/11

(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
SOPHIE & ARTHUR BRODY FOUNDATION C/O LOWENSTEIN, SANDLER, ET AL	22-6097164

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

(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

(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

(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

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
AMNESTY INTERNATIONAL 5 PENN PLAZA-14TH FLOOR NEW YORK, NY 10001		501C(3)	GENERAL OPERATIONS	100.
BERKELEY HIGH HOLIDAY SERVICES JCC 1414 WALNUT STREET BERKELEY, CA 94709		501C(3)	GENERAL OPERATIONS	1,160.
BOY SCOUTS OF AMERICA 1207 UPAS ST SAN DIEGO, CA 92103-5127		501C(3)	GENERAL OPERATIONS	500.
BUILDING OPPTY FOR SELF SUFFICIENCY 2065 KITTREDGE ST. BERKELEY, CA 94704		501C(3)	GENERAL OPERATIONS	50.
CHALLENGED ATHLETES PO BOX 910769 SAN DIEGO, CA 92191		501C(3)	GENERAL OPERATIONS	6,600.
COLORADO COLLEGE 14 E CACHE LA POUDRE STREET COLORADO SPRINGS, CO 80903		501C(3)	GENERAL OPERATIONS	100.
CONGREGATION OF BETH ISRAEL 9001 TOWNE CENTRE DRIVE SAN DIEGO, CA 92122		501C(3)	GENERAL OPERATIONS	236,658.
CONNECT FOUNDATION 8950 VILLA LA JOLLA DRIVE, SUITE A-124 LA JOLLA, CA 92037		501C(3)	GENERAL OPERATIONS	25,000.
CYSTIC FIBROSIS FOUNDATION 10455 SORRENTO VALLEY ROAD, SUITE 103 SAN DIEGO, CA 92121		501C(3)	GENERAL OPERATIONS	2,000.
DEMOCRACY IN ACTION 1700 CONNECTICUT AVE, NW STE 403 WASHINGTON, DC 20090		501C(3)	GENERAL OPERATIONS	250.
Total from continuation sheets				2,962,203.

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
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVENUE EAST PALO ALTO, CA 94303		501C(3)	GENERAL OPERATIONS	7,500.
HEAD ROYCE SCHOOL 4315 LINCOLN AVE OAKLAND, CA 94602		501C(3)	GENERAL OPERATIONS	200.
JAMES BROWN LIBRARY 19 EAST FOURTH STREET WILLIAMSPORT, PA 17701		501C(3)	GENERAL OPERATIONS	1,000.
JCC EAST BAY 1414 WALNUT STREET BERKELEY, CA 94709		501C(3)	GENERAL OPERATIONS	100.
JEWISH COMMUNITY FEDERATION 300 GRAND AVE OAKLAND, CA 94610-4826		501C(3)	GENERAL OPERATIONS	2,500.
JEWISH FAMILY SERVICES 8804 BALBOA AVE SAN DIEGO, CA 92123		501C(3)	GENERAL OPERATIONS	100,000.
KIDS INCLUDED TOGETHER 2820 ROOSEVELT ROAD, SUITE 202 SAN DIEGO, CA 92106		501C(3)	GENERAL OPERATIONS	1,000.
KQED 2601 MARIPOSA ST. SAN FRANCISCO, CA 94110		501C(3)	GENERAL OPERATIONS	510.
LA JOLLA PLAYHOUSE PO BOX 12039 LA JOLLA, CA 92039		501C(3)	GENERAL OPERATIONS	4,856.
LAWRENCE FAMILY JCC 4126 EXECUTIVE DRIVE LA JOLLA, CA 92037-1348		501C(3)	GENERAL OPERATIONS	10,000.
Total from continuation sheets				

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
MEALS ON WHEELS 2254 SAN DIEGO AVE., STE. 200 SAN DIEGO, CA 92110		501C(3)	GENERAL OPERATIONS	100,000.
MT DIABLO SILVERADO COUNCIL - BOY SCOUTS OF AMERICA 800 ELLINWOOD WAY PLEASANT HILL, CA 94523		501C(3)	GENERAL OPERATIONS	725.
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOR NORWALK, CT 06851		501C(3)	GENERAL OPERATIONS	100.
NAPAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET, NW, SUITE 700 WASHINGTON, DC 20005		501C(3)	GENERAL OPERATIONS	3,000.
ONE WORLD CHILDREN'S FUND 1016 LINCOLN BLVD SAN FRANCISCO, CA 94129		501C(3)	GENERAL OPERATIONS	500.
PENINSULA HUMANE SOCIETY 12 AIRPORT BOULEVARD SAN MATEO, CA 94401-1006		501C(3)	GENERAL OPERATIONS	500.
RADY CHILDREN'S HOSPITAL 3020 CHILDREN'S WAY/MC 5005 SAN DIEGO, CA 92123-4282		501C(3)	GENERAL OPERATIONS	100,000.
REDWOOD DAY SCHOOL 3245 SHEFFIELD AVE. OAKLAND, CA 94602		501C(3)	GENERAL OPERATIONS	200.
SALK INSTITUTE 10010 N. TORREY PINES ROAD LA JOLLA, CA 92037		501C(3)	GENERAL OPERATIONS	65,000.
SAN DIEGO CENTER FOR CHILDREN 3002 ARMSTRONG ST SAN DIEGO, CA 92111		501C(3)	GENERAL OPERATIONS	20,000.
Total from continuation sheets				

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
SAN DIEGO HOSPICE 4311 THIRD AVE SAN DIEGO, CA 92103		501C(3)	GENERAL OPERATIONS	5,000.
SAN DIEGO MUSEUM OF ART PO BOX 122107 SAN DIEGO, CA 92112		501C(3)	GENERAL OPERATIONS	4,825.
SAN DIEGO SYMPHONY 1245 SEVENTH AVE SAN DIEGO, CA 92101		501C(3)	GENERAL OPERATIONS	468,746.
SAN FRANCISCO OPERA 301 VAN NESS SAN FRANCISCO, CA 94102		501C(3)	GENERAL OPERATIONS	200.
SANFORD BURNHAM MEDICAL RESEARCH 10901 NORTH TORREY PINES ROAD LA JOLLA, CA 92037		501C(3)	GENERAL OPERATIONS	204,320.
SAVE THE BAY 350 FRANK H. OGAWA PLAZA, SUITE 900 OAKLAND, CA 94612-2016		501C(3)	GENERAL OPERATIONS	300.
SCRIPPS HEALTH FOUNDATION PO BOX 2669 LA JOLLA, CA 92038		501C(3)	GENERAL OPERATIONS	1,001,992.
SEACREST FOUNDATION 211 SAXONY ROAD ENCINITAS, CA 92024		501C(3)	GENERAL OPERATIONS	215,580.
SECOND HARVEST FOOD BANK 35 E WACKER DR, SUITE 2000 CHICAGO, IL 60601		501C(3)	GENERAL OPERATIONS	100.
SHILEY EYE CENTER UCSD 9500 GILMAN DRIVE #0940 LA JOLLA, CA 92093		501C(3)	GENERAL OPERATIONS	129,773.
Total from continuation sheets				

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
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105		501C(3)	GENERAL OPERATIONS	75.
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305		501C(3)	GENERAL OPERATIONS	100.
T.E.A.M. 1106 2ND ST #131 ENCINITAS, CA 92024		501C(3)	GENERAL OPERATIONS	75,000.
UC SAN DIEGO FOUNDATION - BRUCE BRUNNER GORDER MELANOMA MEMORIAL FUND 9500 GILMAN DRIVE #0940 LA JOLLA, CA 92093-0940		501C(3)	GENERAL OPERATIONS	5,000.
UC SAN DIEGO FOUNDATION - CHANCELLOR'S ASSOC 9500 GILMAN DRIVE #0940 LA JOLLA, CA 92093-0940		501C(3)	GENERAL OPERATIONS	9,913.
UC SAN DIEGO FOUNDATION - LIBRARY 9500 GILMAN DRIVE #0940 LA JOLLA, CA 92093-0940		501C(3)	GENERAL OPERATIONS	49,145.
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE #0940 LA JOLLA, CA 92093-0940		501C(3)	GENERAL OPERATIONS	100,000.
UNIVERSITY OF PENNSYLVANIA 3541 WALNUT ST, 433 FRANKLIN BLDG PHILADELPHIA, PA 19104-6205		501C(3)	GENERAL OPERATIONS	800.
UNTIL THERE'S A CURE 560 MOUNTAIN HOME RD REDWOOD CITY, CA 94062		501C(3)	GENERAL OPERATIONS	200.
WOMEN'S DAYTIME DROP-IN CENTER PO BOX 11612 BERKLEY, CA 94712		501C(3)	GENERAL OPERATIONS	25.
Total from continuation sheets				

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
WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104		501C(3)	GENERAL OPERATIONS	1,000.
Total from continuation sheets				

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	2000 SHS ALCOA INC	P		10/13/11
b	4000 SHS ALCOA INC	P		12/02/11
c	2000 SHS BP PLC ADR	P		01/10/11
d	1800 SHS CISCO	P		12/02/11
e	4200 SHS CISCO	P		12/22/11
f	250 SHS COMMONWEALTH REIT	P		12/02/11
g	1200 SHS CORNING INC	P		07/11/11
h	13300 SHS GENERAL ELECTRIC	P		12/22/11
i	1000 SHS GUGGENHEIM EXCH	P		05/04/11
j	3825 SHS GUGGENHEIM EXCH	P		06/10/11
k	1675 SHS GUGGENHEIM EXCH	P		07/13/11
l	1500 SHS HOME DEPOT	P		07/15/11
m	3000 SHS INTEL CORP	P		07/11/11
n	2000 SHS LOWES	P		05/17/11
o	500 SHS LOWES	P		07/15/11

	(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	19,891.		45,600.	-25,709.
b	40,234.		76,729.	-36,495.
c	92,032.		96,739.	-4,707.
d	33,794.		51,480.	-17,686.
e	76,307.		91,820.	-15,513.
f	4,169.		10,214.	-6,045.
g	20,801.		20,579.	222.
h	240,200.		370,078.	-129,878.
i	22,023.		26,110.	-4,087.
j	80,278.		96,994.	-16,716.
k	36,268.		42,474.	-6,206.
l	53,906.		48,030.	5,876.
m	68,693.		63,078.	5,615.
n	49,532.		51,340.	-1,808.
o	11,537.		10,268.	1,269.

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				-25,709.
b				-36,495.
c				-4,707.
d				-17,686.
e				-15,513.
f				-6,045.
g				222.
h				-129,878.
i				-4,087.
j				-16,716.
k				-6,206.
l				5,876.
m				5,615.
n				-1,808.
o				1,269.

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	
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	

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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	1000 SHS NOVARTIS	P		12/02/11
b	500 SHS PNC FINL SERVICES	P		07/11/11
c	1000 SHS SINGAPORE FUND	P		07/13/11
d	500 SHS TRANSOCEAN	P		12/02/11
e	975 SHS VERIZON	P		07/15/11
f	800 SHS WALGREEN	P		07/11/11
g	CHARLES SCHWAB #1001 UNRECAP 1250	P		
h	LT CAP GAIN FROM PARTNERSHIP - WP CAREY	P		
i	LT CAP GAIN FROM PARTNERSHIP - YOSEMITE	P		
j	2000 SHS CHEVRON	P		10/13/11
k	1000 SHS IBM	P		10/13/11
l	500 SHS ORACLE	P		10/13/11
m	2000 SHS EXXON MOBIL	P		10/13/11
n	1500 SHS WP CAREY	P		10/13/11
o	2750 SHS HONEYWELL	P		10/13/11

	(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	53,911.		56,840.	-2,929.
b	29,461.		27,105.	2,356.
c	14,537.		9,467.	5,070.
d	22,132.		60,511.	-38,379.
e	35,970.		50,754.	-14,784.
f	34,776.		32,660.	2,116.
g	37.			37.
h	407.			407.
i	77.			77.
j	195,580.		195,580.	0.
k	187,050.		187,050.	0.
l	15,570.		15,570.	0.
m	152,740.		152,740.	0.
n	57,885.		57,885.	0.
o	131,698.		131,698.	0.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-2,929.
b				2,356.
c				5,070.
d				-38,379.
e				-14,784.
f				2,116.
g				37.
h				407.
i				77.
j				0.
k				0.
l				0.
m				0.
n				0.
o				0.

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	
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	

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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	1600 SHS EMERSON ELECTRIC	P		10/13/11
b	4000 SHS JOHNSON & JOHNSON	P		12/22/11
c	1250 SHS NESTLE	P		04/07/11
d	100000 SHS HEINZ HJ CO 6.625%	P		04/07/11
e	7500 SHS THE SOUTHERN COMPANY	P		04/07/11
f	1000 SHS COLGATE PALMOLIVE	P		04/07/11
g	1000 SHS CHINA PETE & CHEM	P		04/07/11
h	2000 SHS LUXOTTICA	P		04/07/11
i	4000 SHS UNILEVER	P		04/07/11
j	1600 SHS EXXON MOBIL	P		04/07/11
k	500 SHS MICROSOFT	P		04/07/11
l	CAPITAL GAINS DIVIDENDS			
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	74,208.		74,208.	0.
b	260,640.		260,640.	0.
c	72,600.		72,600.	0.
d	101,659.		101,659.	0.
e	290,025.		290,025.	0.
f	81,530.		81,530.	0.
g	103,800.		103,800.	0.
h	66,160.		66,160.	0.
i	127,640.		127,640.	0.
j	136,288.		136,288.	0.
k	13,075.		13,075.	0.
l	1,033.			1,033.
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				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
j				0.
k				0.
l				1,033.
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	-296,864.
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

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FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS ALCOA INC			PURCHASED		10/13/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
19,891.	45,600.	0.	0.	-25,709.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4000 SHS ALCOA INC			PURCHASED		12/02/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
40,234.	76,729.	0.	0.	-36,495.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS BP PLC ADR			PURCHASED		01/10/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
92,032.	96,739.	0.	0.	-4,707.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1800 SHS CISCO	PURCHASED		12/02/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,794.	51,480.	0.	0.	-17,686.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4200 SHS CISCO	PURCHASED		12/22/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,307.	91,820.	0.	0.	-15,513.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS COMMONWEALTH REIT	PURCHASED		12/02/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,169.	10,214.	0.	0.	-6,045.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1200 SHS CORNING INC	PURCHASED		07/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,801.	20,579.	0.	0.	222.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
13300 SHS GENERAL ELECTRIC	PURCHASED		12/22/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
240,200.	370,078.	0.	0.	-129,878.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS GUGGENHEIM EXCH	PURCHASED		05/04/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,023.	26,110.	0.	0.	-4,087.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3825 SHS GUGGENHEIM EXCH	PURCHASED		06/10/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,278.	96,994.	0.	0.	-16,716.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1675 SHS GUGGENHEIM EXCH	PURCHASED		07/13/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36,268.	42,474.	0.	0.	-6,206.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SHS HOME DEPOT	PURCHASED		07/15/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,906.	48,030.	0.	0.	5,876.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3000 SHS INTEL CORP	PURCHASED		07/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68,693.	63,078.	0.	0.	5,615.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS LOWES	PURCHASED		05/17/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,532.	51,340.	0.	0.	-1,808.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS LOWES	PURCHASED		07/15/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,537.	10,268.	0.	0.	1,269.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS NOVARTIS	PURCHASED		12/02/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,911.	56,840.	0.	0.	-2,929.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS PNC FINL SERVICES	PURCHASED		07/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,461.	27,105.	0.	0.	2,356.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS SINGAPORE FUND	PURCHASED		07/13/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,537.	9,467.	0.	0.	5,070.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS TRANSOCEAN	PURCHASED		12/02/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,132.	60,511.	0.	0.	-38,379.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
975 SHS VERIZON	PURCHASED		07/15/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,970.	50,754.	0.	0.	-14,784.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
800 SHS WALGREEN	PURCHASED		07/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,776.	32,660.	0.	0.	2,116.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB #1001 UNRECAP 1250	PURCHASED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37.	0.	0.	0.	37.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT CAP GAIN FROM PARTNERSHIP - WP CAREY	PURCHASED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
407.	0.	0.	0.	407.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT CAP GAIN FROM PARTNERSHIP - YOSEMITE	PURCHASED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
77.	0.	0.	0.	77.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS CHEVRON	PURCHASED		10/13/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
195,580.	72,132.	0.	0.	123,448.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS IBM	PURCHASED		10/13/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
187,050.	81,329.	0.	0.	105,721.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS ORACLE	PURCHASED		10/13/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,570.	6,192.	0.	0.	9,378.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS EXXON MOBIL	PURCHASED		10/13/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
152,740.	64,959.	0.	0.	87,781.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SHS WP CAREY	PURCHASED		10/13/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,885.	25,823.	0.	0.	32,062.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2750 SHS HONEYWELL	PURCHASED		10/13/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
131,698.	80,053.	0.	0.	51,645.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1600 SHS EMERSON ELECTRIC	PURCHASED		10/13/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,208.	86,554.	0.	0.	-12,346.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4000 SHS JOHNSON & JOHNSON	PURCHASED		12/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
260,640.	133,478.	0.	0.	127,162.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1250 SHS NESTLE	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,600.	33,785.	0.	0.	38,815.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 SHS HEINZ HJ CO 6.625%	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101,659.	105,333.	0.	0.	-3,674.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7500 SHS THE SOUTHERN COMPANY	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
290,025.	152,465.	0.	0.	137,560.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS COLGATE PALMOLIVE	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,530.	51,330.	0.	0.	30,200.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS CHINA PETE & CHEM	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,800.	94,925.	0.	0.	8,875.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS LUXOTTICA	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,160.	62,300.	0.	0.	3,860.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4000 SHS UNILEVER	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
127,640.	101,764.	0.	0.	25,876.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1600 SHS EXXON MOBIL	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
136,288.	39,707.	0.	0.	96,581.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS MICROSOFT	PURCHASED		04/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,075.	14,210.	0.	0.	-1,135.

CAPITAL GAINS DIVIDENDS FROM PART IV	1,033.
TOTAL TO FORM 990-PF, PART I, LINE 6A	564,945.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CHARLES SCHWAB #1001	3,313.
W.P. CAREY & CO. LLC	9.
YOSEMITE MORTGAGE FUND II LLC	3,390.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,712.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 3	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB #1001	115,749.	16.	115,733.
CHARLES SCHWAB #3448	3,758.	1,017.	2,741.
DIMENSIONAL	21,209.	0.	21,209.
W.P. CAREY & CO. LLC	2,973.	0.	2,973.
TOTAL TO FM 990-PF, PART I, LN 4	143,689.	1,033.	142,656.

FORM 990-PF	RENTAL INCOME	STATEMENT 4
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
YOSEMITE MORTGAGE FUND II, LLC	1	-3,233.
W.P. CAREY & CO. LLC	2	42.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-3,191.

FORM 990-PF	OTHER INCOME	STATEMENT 5	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	691.	691.	
TOTAL TO FORM 990-PF, PART I, LINE 11	691.	691.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,185.	0.		4,185.
TO FORM 990-PF, PG 1, LN 16B	4,185.	0.		4,185.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,125.	1,125.		0.
FEDERAL TAXES	2,094.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,219.	1,125.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	566.	566.		0.
MISCELLANEOUS EXPENSE	199.	0.		199.
TO FORM 990-PF, PG 1, LN 23	765.	566.		199.

FORM 990-PF | CORPORATE STOCK | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK- SEE ATTACHMENT	3,961,816.	3,050,851.
MUTUAL FUNDS- SEE ATTACHMENT	155,977.	152,408.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,117,793.	3,203,259.

FORM 990-PF | CORPORATE BONDS | STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000 HEINZ 6.625% DUE 7/15/11	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,500 SH W.P. CAREY & CO. LLC	COST	0.	0.
YOSEMITE MORTGAGE FUND	COST	99,313.	99,313.
TOTAL TO FORM 990-PF, PART II, LINE 13		99,313.	99,313.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS RECEIVABLE	1,261.	477.	477.
TO FORM 990-PF, PART II, LINE 15	1,261.	477.	477.

SOPHIE AND ARTHUR BRODY FOUNDATION
DETAIL OF INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2011
EIN 22-6097164

	12/31/2010				12/31/2011		
HOLDING	# SHARES	BOOK VALUE	SHS Bought / (Sold, Donated)	BV of SHS Bought / (Sold, Donated)	# SHARES	BOOK VALUE	FMV
SECURITIES							
ALCOA	6,000	122,329	(6,000)	(122,329)	0	0	0
BANK OF AMERICA	19,000	722,906			19,000	722,906	105,640
BP PLC	5,400	239,656	(2,000)	(96,739)	3,400	142,917	145,316
CHEVRON CORPORATION	2,700	109,068	(2,000)	(72,131 87)	700	36,936	74,480
CHINA PETR & CHEM	1,000	94,925	(1,000)	(94,925)	0	0	0
CISCO SYSTEMS, INC	6,000	143,300	(6,000)	(143,300)	0	0	0
GUGGENHEIM EXCH (prev CLAYMORE)	6,500	165,578	(6,500)	(165,578)	0	0	0
COLGATE PALMOLIVE	1,000	51,330	(1,000)	(51,330)	0	0	0
CORNING, INC	1,200	20,579	(1,200)	(20,579)	0	0	0
EL PASO CORPORATION	4,000	52,623			4,000	52,623	106,280
EMERSON ELECTRIC	3,100	92,208	(1,600)	(86,554)	1,500	5,654	69,885
EXXON CORPORATION	4,600	162,265	(3,600)	(104,666)	1,000	57,599	84,760
GENERAL ELECTRIC	13,300	370,078	(13,300)	(370,078)	0	(0)	0
HOME DEPOT	5,500	141,350	(1,500)	(48,030)	4,000	93,320	168,160
HONEYWELL INTL	4,750	168,431	(2,750)	(80,053)	2,000	88,378	108,700
COMMON WEALTH REIT(prev HRPT)	250	10,331	(250)	(10,214)	0	0	0
				(118)			
INTEL CORP	3,000	63,078	(3,000)	(63,078)	0	0	0
INTL BUSINESS MACHINES	1,700	168,822	(1,000)	(81,329)	700	87,493	128,716
JOHNSON & JOHNSON	9,020	385,681	(4,000)	(133,478)	6,200	329,870	406,596
			1,180	77,668			
JP MORGAN CHASE	7,000	257,600			7,000	257,600	232,750
LOWES COMPANIES	2,500	61,608	(2,500)	(61,608)	0	0	0
LUXOTTICA	2,000	62,300	(2,000)	(62,300)	0	0	0
MICROSOFT	500	14,210	(500)	(14,210)	0	1	0
NESTLE	1,250	33,785	(1,250)	(33,785)	0	0	0
NOVARTIS AG SPON	1,000	56,840	(1,000)	(56,840)	0	0	0
OCCIDENTAL PETE	-	(476)			0	(476)	0
ORACLE	1,500	20,572	(500)	(6,192)	1,000	14,380	25,650
PPG INDUSTRIES (PENTAIR)	4,100	130,861			4,100	130,861	136,489
PFIZER INC	9,000	242,274			9,000	242,274	194,760
PNC FINANCIAL SERVICES	500	27,105	(500)	(27,105)	0	0	0
PROCTER & GAMBLE	700	38,279			700	38,279	46,697
QUALCOMM INC	900	42,884	1,000	54,600	1,900	97,484	103,930
ROYAL DUTCH	2,500	165,405			2,500	165,405	182,725
SINGAPORE FUND INC	1,000	9,467	(1,000)	(9,467)	0	(0)	0
SPECTRA ENERGY CORP	800	13,288			800	13,288	24,600
THE SOUTHERN COMPANY	7,500	152,465	(7,500)	(152,465)	0	0	0
TRANSOCEAN INC	500	60,511	(500)	(60,511)	0	0	0
UNILEVER	4,000	101,764	(4,000)	(101,764)	0	0	0
UNITED TECHNOLOGY	2,300	84,611			2,300	84,611	168,107
VALE SA ADR	500	12,884			500	12,884	10,725
VERIZON	975	50,754	(975)	(50,754)	0	(0)	0
WALGREEN COMPANY	800	32,660	(800)	(32,660)	0	0	0
WELLS FARGO	6,590	1,039,296			6,590	1,039,296	181,620
1/100 BERKSHIRE HTWY CLA	300	254,409			300	254,409	344,265
UNIDENTIFIED		(6,177)				(6,177)	0
		6,243,717				3,961,816	3,050,851
MUTUAL FUNDS							
DFA EMERGING MARKETS					385 0070	8,105	6,865
DFA EMERGING MARKETS					194.5380	6,532	5,050
DFA EMERGING MKTS PORT					235 2880	6,798	5,593
DFA GLOBAL REAL ESTATE					1,105 9300	8,296	8,637
DFA INTL SMALL CAP VALUE					594 0510	9,633	8,067
DFA INTL SMALL COMPANY					627 4140	9,618	8,683
DFA INTL VALUE PORTFOLIO					534 1870	9,463	7,874
DFA US LARGE CAP VALUE					965 2580	18,511	18,475
DFA US LARGE CO					1,819 5680	17,141	18,014
DFA US SMALL CAP PORT					1,618.1700	30,399	33,205
DFA US TARGETED VALUE					2,024 5750	30,635	31,057
SCHWAB S&P 500 INDEX FD					45 3680	844	888
					10,149 3540	155,977	152,408