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: THE CORWIN D. DENNEY FOUNDATION

A Employer identification number: 23-7015087

Number and street (or P O box number if mail is not delivered to street address): 111 W. OCEAN BLVD. Room/suite: 1900

B Telephone number: (562)436-8800

City or town, state, and ZIP code: LONG BEACH, CA 90802

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: [X] 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*) ▶$ 6,525,622.

J Accounting method [X] 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	750,000.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,325.	5,325.		STATEMENT 1
	4 Dividends and interest from securities	266,700.	266,700.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,419.			
	b Gross sales price for all assets on line 6a 537,145.				
	7 Capital gain net income (from Part IV, line 2)		7,419.		
	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	299,414.	299,414.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,328,858.	578,858.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	142,500.	71,250.		42,750.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	56,285.	45,028.		0.
	b Accounting fees STMT 5	12,000.	6,000.		1,500.
	c Other professional fees STMT 6	43,615.	41,306.		0.
	17 Interest				
	18 Taxes STMT 7	10.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	10,566.	5,283.		3,170.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	126.	0.		39.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	265,102.	168,867.		47,459.
	25 Contributions, gifts, grants paid	507,125.			507,125.
	26 **Total expenses and disbursements.** Add lines 24 and 25	772,227.	168,867.		554,584.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	556,631.			
	b **Net investment income** (if negative, enter -0-)		409,991.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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09141109 144414 1110 2011.05000 THE CORWIN D. DENNEY FOUNDA 1110___1

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	28,976.	301,001.	301,001.
2 Savings and temporary cash investments	75,110.	198,795.	198,795.
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 10	505,192.	1,012,540.	1,012,540.
b Investments - corporate stock			
c Investments - corporate bonds STMT 11	3,145,646.	2,314,623.	2,314,623.
11 Investments - land, buildings, and equipment basis ▶ 53,440.			
Less accumulated depreciation ▶	70,027.	53,440.	53,440.
12 Investments - mortgage loans			
13 Investments - other STMT 12	3,040,965.	2,644,723.	2,644,723.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ MISC RECEIVABLES)	0.	500.	500.
16 **Total assets** (to be completed by all filers)	6,865,916.	6,525,622.	6,525,622.
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	6,865,916.	6,525,622.	
30 **Total net assets or fund balances**	6,865,916.	6,525,622.	
31 **Total liabilities and net assets/fund balances**	6,865,916.	6,525,622.	

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	6,865,916.
2 Enter amount from Part I, line 27a	2	556,631.
3 Other increases not included in line 2 (itemize) ▶ CURRENT YEAR UNREALIZED GAIN	3	28,512.
4 Add lines 1, 2, and 3	4	7,451,059.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	925,437.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,525,622.

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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	25,000 SHRS PLAIN ALL AMER	P	07/01/10	02/07/11
b	250,000 SHRS WELLS FARGO & CO	P	05/28/10	11/28/11
c	CAPITAL GAINS DIVIDENDS			
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	277,764.		271,959.	5,805.
b	256,902.		257,767.	-865.
c	2,479.			2,479.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				5,805.
b				-865.
c				2,479.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 7,419.

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	378,670.	6,359,482.	.059544
2009	367,356.	5,808,308.	.063247
2008	458,721.	6,293,308.	.072890
2007	120,500.	6,255,874.	.019262
2006	188,000.	5,645,029.	.033304

2	Total of line 1, column (d)	2	.248247
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	.049649
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,308,286.
5	Multiply line 4 by line 3	5	362,849.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,100.
7	Add lines 5 and 6	7	366,949.
8	Enter qualifying distributions from Part XII, line 4	8	554,584.

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	4,100.
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	4,100.
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	4,100.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,978.		
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	12,978.
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	8,878.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 8,878. **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)? *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*	1b		X
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? *If "Yes," attach a detailed description of the activities.*	2		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*	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? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	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)*

			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 ▶ YH ADVISORS,INC. Telephone no ▶310-982-2806
Located at ▶7755 CENTER AVE, STE 1225, HUNTINGTON BEACH, CA ZIP+4 ▶92647

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

			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.		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)?	1b		X
	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)*

			Yes	No
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
NANCI DENNEY BERGIN 111 WEST OCEAN BLVD, STE 1900 LONG BEACH, CA 90802	PRESIDENT 1.00	0.	0.	0.
K. DUANE DENNEY 111 WEST OCEAN BLVD, STE 1900 LONG BEACH, CA 90802	CFO/TREASURER 1.00	0.	0.	0.
L. ANDREW GIFFORD 111 WEST OCEAN BLVD, STE 1900 LONG BEACH, CA 90802	VICE PRESIDENT 5.00	34,500.	0.	0.
M. LAWRENCE LALLANDE 111 WEST OCEAN BLVD, STE 1900 LONG BEACH, CA 90802	SECRETARY / FOUNDATION MANAGER 15.00	108,000.	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	6,914,014.
b	Average of monthly cash balances		1b	451,626.
c	Fair market value of all other assets		1c	53,940.
d	**Total** (add lines 1a, b, and c)		1d	7,419,580.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	7,419,580.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	111,294.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,308,286.
6	**Minimum investment return.** Enter 5% of line 5		6	365,414.

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	365,414.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 4,100.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,100.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	361,314.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	361,314.
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	361,314.

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	554,584.
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	554,584.
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	4,100.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	550,484.

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				361,314.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			5,031.	
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 310,768.				
f Total of lines 3a through e	310,768.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 554,584.				
a Applied to 2010, but not more than line 2a			5,031.	
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				361,314.
e Remaining amount distributed out of corpus	188,239.			
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	499,007.			
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	499,007.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 310,768.				
e Excess from 2011 188,239.				

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))

NANCI DENNEY BERGIN

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
A BETTER LA 1150 SOUTH OLIVE #340 LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
ABIDING SAVIOR LUTHERAN SCHOOL 23262 EL TORO ROAD LAKE FOREST, CA 92630	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
ALIGN MINISTRIES 27562 SWEETBRIER LANE MISSION VIEJO, CA 92691	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
AMERICAN RED CROSS 2025 E ST. WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	507,125.
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	5,325.	
4 Dividends and interest from securities			14	266,700.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	299,414.	
8 Gain or (loss) from sales of assets other than inventory			18	7,419.	
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.		578,858.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 578,858.

(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)

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

M L LaVanche — Signature of officer or trustee | 10/13/12 Date | SECRETARY 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
BRIAN YACKER		11/9/12		P00401346
Firm's name ▶ YH ADVISORS, INC.			Firm's EIN ▶ 45-3269313	
Firm's address ▶ 7755 CENTER AVENUE, SUITE 1225 HUNTINGTON BEACH, CA 92647			Phone no 310-982-2806	

Form **990-PF** (2011)

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

SOURCE	AMOUNT
INTEREST INCOME	5,325.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,325.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	269,179.	2,479.	266,700.
TOTAL TO FM 990-PF, PART I, LN 4	269,179.	2,479.	266,700.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	299,414.	299,414.	
TOTAL TO FORM 990-PF, PART I, LINE 11	299,414.	299,414.	

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	56,285.	45,028.		0.
TO FM 990-PF, PG 1, LN 16A	56,285.	45,028.		0.

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	12,000.	6,000.		1,500.
TO FORM 990-PF, PG 1, LN 16B	12,000.	6,000.		1,500.

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
OTHER PROFESSIONAL	2,309.	0.		0.
REAL ESTATE EXPENSE	2,020.	2,020.		0.
INVESTMENT MANAGEMENT	39,286.	39,286.		0.
TO FORM 990-PF, PG 1, LN 16C	43,615.	41,306.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALIFORNIA FILING FEE	10.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10.	0.		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
DUES	75.	0.		0.
POSTAGE	39.	0.		39.
MISC	12.	0.		0.
TO FORM 990-PF, PG 1, LN 23	126.	0.		39.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
CHANGE IN BASIS FOR OIL GAS AND MINERAL INVESTMENTS	925,437.
TOTAL TO FORM 990-PF, PART III, LINE 5	925,437.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - GOVERNMENT BONDS	X		1,012,540.	1,012,540.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,012,540.	1,012,540.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,012,540.	1,012,540.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE BONDS	2,314,623.	2,314,623.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,314,623.	2,314,623.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - EQUITIES	FMV	2,644,723.	2,644,723.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,644,723.	2,644,723.

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/11	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Cash & Equivalents							
CASH							
PRINCIPAL			$2,123 68	$2,123 68	$0 00		
INCOME			1,119.97	1,119 97	0 00		
Total Cash			**$3,243.65**	**$3,243.65**	**$0.00**		
MONEY MARKET							
FEDERATED TREAS OBL FD 68 *Asset held in Invested Income Portfolio*	41,368 090		$41,368 09	$41,368 09	$0 00	0 01%	$0 33
FEDERATED TREAS OBL FD 68	66,703 090		66,703 09	66,703 09	0 00	0 01	0 57
Total Money Market			**$108,071.18**	**$108,071.18**	**$0.00**	**0.01%**	**$0.90**
Total Cash & Equivalents			**$111,314.83**	**$111,314.83**	**$0.00**	**0.01%**	**$0.90**

Asset Description	Par Value	Price	Market Value as of 12/31/11	Cost Basis	Unrealized Gain/Loss	Yield to Maturity	Accrued Income
Fixed Income							
MUNICIPAL BONDS							
CALIFORNIA ST BUILD AMERICA BONDS-TAXABLE-VA DTD 04/28/09 5 250 04/01/2014 CUSIP: 13063A5B6 MOODY'S RATING· A1 STANDARD & POOR'S RATING A-	250,000.000	$106.573	$266,432.50	$264,511.21	$1,921 29	2 24%	$3,281 25
COOK CNTY IL TWP HIGH SCH ZERO CPN TAXABLE-CAP APPREC-SER B DTD 11/17/05 12/01/2014 CUSIP: 21614LAS6 MOODY'S RATING AA3 STANDARD & POOR'S RATING. AA-	250,000 000	94 980	237,450.00	229,327 77	8,122 23	0 00	0 00

WELLS FARGO

Account Statement For:
DENNEY, CORWIN D. FND-AGY

Period Covered December 1, 2011 - December 31, 2011

Account Number

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 12/31/11	Cost Basis	Unrealized Gain/Loss	Yield to Maturity	Accrued Income
Fixed Income *(continued)*							
MUNICIPAL BONDS *(continued)*							
DUTCHESS CNTY NY LOCAL DEV COR TAXABLE-HEALTH QUEST SYS- DTD 12/15/10 4 191 07/01/2013 CUSIP: 267045AV4 MOODY'S RATING A3 STANDARD & POOR'S RATING A-	250,000 000	100 334	250,835 00	251,907 67	- 1,072 67	3 96	5,238 75
ILLINOIS ST DTD 01/15/10 4 071 01/01/2014 CUSIP· 4521518U0 MOODY'S RATING A1 STANDARD & POOR'S RATING· A+	250,000 000	103 129	257,822 50	260,625.86	- 2,803 36	2 46	5,088 75
Total Municipal Bonds			**$1,012,540.00**	**$1,006,372.51**	**$6,167.49**		**$13,608.75**
CORPORATE OBLIGATIONS							
CITIGROUP INC DTD 08/26/02 5 625 08/27/2012 CUSIP. 172967BP5 MOODY'S RATING BAA1 STANDARD & POOR'S RATING BBB+	250,000 000	$101 510	$253,775 00	$258,455 25	- $4,680 25	3 28%	$4,843 75
GENERAL ELEC CAP CORP DTD 05/13/09 5 900 05/13/2014 CUSIP· 36962G4C5 MOODY'S RATING AA2 STANDARD & POOR'S RATING AA+	250,000 000	109 515	273,787 50	274,535 99	- 748 49	1.78	1,966 67
GOLDMAN SACHS GROUP DTD 11/15/02 5 500 11/15/2014 CUSIP: 38141GCM4 MOODY'S RATING A1 STANDARD & POOR'S RATING A-	250,000 000	103 027	257,567 50	274,374.98	- 16,807 48	4 37	1,756 94
HOUSEHOLD FINANCE CORP DTD 07/21/03 4 750 07/15/2013 CUSIP 441812KD5 MOODY'S RATING A3 STANDARD & POOR'S RATING· A	250,000 000	102 114	255,285.00	261,999 58	- 6,714 58	3.33	5,475 69

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ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 12/31/11	Cost Basis	Unrealized Gain/Loss	Yield to Maturity	Accrued Income
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
MERRILL LYNCH & CO DTD 02/05/08 5 450 02/05/2013 CUSIP. 59018YM40 MOODY'S RATING BAA1 STANDARD & POOR'S RATING A-	250,000 000	100 727	251,817.50	262,532 10	- 10,714 60	4 76	5,525 69
MORGAN STANLEY DTD 03/30/04 4.750 04/01/2014 CUSIP 61748AAE6 MOODY'S RATING A3 STANDARD & POOR'S RATING BBB+	250,000 000	98.509	246,272 50	260,809 55	- 14,537 05	5 46	2,968 75
PRINCIPAL LIFE INC FDG MED TERM NOTE DTD 12/14/07 5 300 12/14/2012 CUSIP. 74254PVP4 MOODY'S RATING AA3 STANDARD & POOR'S RATING. A	200,000 000	104 079	208,158 00	208,864 09	- 706 09	1 00	500.56
VALERO ENERGY CORP DTD 04/15/02 6.875 04/15/2012 CUSIP· 91913YAD2 MOODY'S RATING. BAA2 STANDARD & POOR'S RATING BBB	250,000 000	101.626	254,065 00	258,291 15	- 4,226.15	6.77	3,628 47
WASTE MANAGEMENT INC DTD 11/26/02 6.375 11/15/2012 CUSIP: 94106LAP4 MOODY'S RATING BAA3 STANDARD & POOR'S RATING BBB	250,000 000	104 542	261,355.00	263,768 25	- 2,413.25	1 14	2,036 46
Total Corporate Obligations			**$2,262,083.00**	**$2,323,630.94**	**- $61,547.94**		**$28,702.98**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/11	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Fixed Income							
DOMESTIC MUTUAL FUNDS							
ARTIO GLOBAL HIGH INCOME-I #1525 CUSIP: 04315J860	13,227 513	$9300	$123,015 87	$125,000.00	- $1,984 13	8 11%	$0 00
PRINCIPAL PREFERRED SECURITIES FUND CLASS INS #4929 CUSIP. 74253Q416	10,582 011	9.380	99,259.26	100,000 00	- 740 74	6 57	0 00
PUTNAM FLOATING RATE INC FUND #1857 CUSIP. 746763226	14,671.362	8 530	125,146 72	125,000 00	146 72	5 51	0 00
Total Domestic Mutual Funds			**$347,421.85**	**$350,000.00**	**- $2,578.15**	**6.73%**	**$0.00**
Total Fixed Income			**$3,622,044.85**	**$3,680,003.45**	**- $57,958.60**		**$42,311.73**

	Account Value as of 12/31/11	Cost Basis	Unrealized Gain/Loss	Accrued Income
TOTAL ASSETS	**$3,733,359.68**	**$3,791,318.28**	**- $57,958.60**	**$42,312.63**

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Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value
Cash	4,161.10
Total Cash	4,161.10

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield
SCHWAB US TREAS MONEY FD SWUXX	382,579.6100	1.0000	382,579 61	0.01%
Total Money Market Funds [Sweep]			382,579.61	
Total Cash & Money Market [Sweep]			386,740.71	

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value
ABERDEEN ASIA PAC INCM SYMBOL: FAX	16,380.0000	7 3300	120,065.40

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
ALCOA INC SYMBOL: AA	2,970.0000	8 6500	25,690.50
CATERPILLAR INC SYMBOL..CAT	760.0000	90 6000	68,856 00
CHESAPEAKE ENERGY PFD 4.5% CONV PFD SYMBOL: CHK+D	660.0000	93.2000	61,512.00
CHEVRON CORPORATION SYMBOL: CVX	700.0000	106 4000	74,480.00
CLICKSOFTWARE TECH LTD F SYMBOL: CKSW	2,430.0000	9 5900	23,303.70
CONOCOPHILLIPS SYMBOL COP	940.0000	72.8700	68,497.80
DEERE & CO SYMBOL: DE	720.0000	77 3500	55,692.00
DU PONT E I DE NEMOUR&CO SYMBOL: DD	1,190 0000	45.7800	54,478.20
EMERSON ELECTRIC CO SYMBOL: EMR	780 0000	46.5900	36,340.20
FLUOR CORPORATION NEW SYMBOL: FLR	550 0000	50.2500	27,637.50
GENERAL ELECTRIC COMPANY SYMBOL: GE	4,700.0000	17 9100	84,177.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
INTEL CORP SYMBOL· INTC	4,270 0000	24.2500	103,547 50
MFS MULTI MKT INC TRUST SH BEN INT SYMBOL· MMT	5,610.0000	6.7200	37,699.20
MICRON TECHNOLOGY INC SYMBOL· MU	2,600.0000	6.2900	16,354.00
NEWMONT MINING CORP SYMBOL: NEM	660.0000	60 0100	39,606.60
NORFOLK SOUTHERN CORP SYMBOL NSC	980.0000	72 8600	71,402 80
NUCOR CORP SYMBOL: NUE	1,190 0000	39 5700	47,088 30
NUVEEN MULTI STRAT INCM SYMBOL. JPC	1,650 0000	8.0100	13,216 50
ORACLE CORPORATION SYMBOL: ORCL	1,470 0000	25 6500	37,705 50
ORCKIT COMMUNS NEW ORD F SYMBOL ORCT	7,640 0000	1 0100	7,716.40
PROCTER & GAMBLE SYMBOL PG	1,140 0000	66.7100	76,049.40
TCW STRATEGIC INCM FUND SYMBOL· TSI	15,560.0000	4 8500	75,466.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
US BANCORP DEP SHS B REP 1/1000 SER B PFD SYMBOL. USB+H	3,910.0000	21.8756	85,533.60
WEATHERFORD INTL LTD F SYMBOL WFT	1,900.0000	14 6400	27,816.00
Total Equities:	81,360.0000		1,339,932.10

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value
FEDERATED HIGH YIELD TRUST SS SYMBOL. FHYTX	10,329.3780	5.7300	59,187.34
SCHWAB SHORT-TERM BOND MARKET FUND SYMBOL: SWBDX	5,694.9810	9.2400	52,621.62
VANGUARD INTERM TERM INVESTMENT GRADE FUND SYMBOL· VFICX	10,522 6210	9.9900	105,120 98
Total Bond Funds	26,546.9800		216,929.94

Please see "E--notes for Your Account" section for an explanation of the endnote codes and symbo-- on this statement.

SIPC

Investment Detail - Mutual Funds (continued)

Equity Funds	Quantity	Market Price	Market Value
TOCQUEVILLE GOLD FUND SYMBOL: TGLDX	644.5930	71 4800	46,075.51
Total Equity Funds	644.5930		46,075.51

Total Mutual Funds	27,191.5730		263,005.45

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value
ISHARES IBOXX INVESTOP IBOXX $ INVESTOP CORP BOND FUND SYMBOL: LQD	540.0000	113.7600	61,430 40
ISHARES S&P U S PFD FUND S&P U S PFD STK INDEX FD SYMBOL PFF	780 0000	35.6200	27,783.60
MARKET VECTORS ETF TRUST AGRIBUSINESS SYMBOL· MOO	1,450 0000	47 1500	68,367 50
SPDR GOLD TRUST SPDR GOLD SHARES SYMBOL GLD	200 0000	151.9900	30,398.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value
VANGUARD BOND INDEX FUND SHORT TERM BOND ETF SYMBOL: BSV	1,480.0000	80.8400	119,643 20
Total Other Assets	4,450.0000		307,622.70

Total Investment Detail	2,297,300.96
Total Account Value	2,297,300.96

Please see "E--notes for Your Account" section for an explanation of the endnote codes and symbo-- on this statement

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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
ASSISTANCE LEAGUE OF SO. CALIFORNIA 1370 NO. ST. ANDREWS PLACE LOS ANGELES, CA 90028	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
A-T CHILDREN'S PROJECT 5300 W. HILLSBORO BLVD. #105 COCONUT CREEK, FL 33073	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250.
BETHANY CHURCH 2250 CLARK AVENUE LONG BEACH, CA 90815	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250.
BLUE MOUNTAIN COALITION FOR YOUTH & FAMILIES 364 MAIN STREET WEST POINT, CA 95255	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
CALVARY CHAPEL BEACHSIDE 19400 BEACH BLVD. #26 HUNTINGTON BEACH, CA 92648	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500.
CENTER FOR JUSTICE AND DEMOCRACY 90 BROAD ST. STE 401 NEW YORK, NY 10008-3326	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	187,150.
CIMINO FOUNDATION INC. P.O. BOX 448 SUN VALLEY, ID 83353-0448	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	25,000.
CONSUMER ATTORNEY PUBLIC EDUCATION FUND 880 WEST SIXTH STREET, SUITE 700 LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
CONSUMER ATTORNEY'S PUBLIC INTEREST FOUNDATION 770 L STREET, SUITE 1200 SACRAMENTO, CA 95814	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
Total from continuation sheets				490,125.

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
CONSUMER WATCHDOG 1750 OCEAN PARK BLVD. #200 SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500.
ELK NATIONAL FOUNDATION 2750 NORTH LAKEVIEW AVENUE CHICAGO, IL 60614-2256	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	7,500.
FAYETTE COUNTY FAMILY YMCA 100 CIVIC DRIVE WASHINGTON COURT HOUSE, OH 43160	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	3,000.
H.E.L.P. 1404 CRAVENS AVENUE TORRANCE, CA 95001-2701	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,000.
HOSPICE OF SANTA BARBARA, INC. 2050 ALAMEDA PADRE SERRA, SUITE 100 SANTA BARBARA, CA 93103-1704	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
LITTLE COMPANY OF MARY HOSPITAL 4101 TORRANCE BLVD. TORRANCE, CA 90503	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,000.
LON MORRIS COLLEGE, TX 800 COLLEGE AVENUE JACKSONVILLE, TX 75766	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	18,750.
LOS ANGELES TRIAL LAWYERS' CHARITIES 533 NORTH EDINBURGE AVENUE SHERMAN OAKS, CA 91411-3561	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
LOWELL ELEMENTARY SCHOOL PTA 5201 EAST BROADWAY LONG BEACH, CA 90803	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250.
LOYOLA LAW SCHOOL 919 ALBANY STREET LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	3,500.
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
MIAMI UNIVERSITY ADVANCEMENT 926 CHESTNUT LANE OXFORD, OH 45056	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
MISSION SAN JUAN CAPISTRANO 26801 ORTEGA HWY SAN JUAN CAPISTRANO, CA 92675	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
MUSIC CENTER FOUNDATION 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	8,500.
ORANGE COUNTY LEADERSHIP FUND P.O. BOX 27171 SANTA ANA, CA 92799	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
ORANGE COUNTY RESCUE MISSION ONE HOPE DRIVE TUSTIN, CA 92782	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	28,500.
PEPPERDINE UNIVERSITY SCHOOL OF LAW 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263-4951	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	50,000.
POUND CIVIL JUSTICE INSTITUTE 777 SIXTH STREET, N.W. STE 200 WASHINGTON, DC 20001-3707	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	275.
PUBLIC JUSTICE FOUNDATION 1825 K. STREET NEW, SUITE 200 WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,200.
RIVERA UNITED METHODIST CHURCH 375 PALOS VERDES BLVD. REDONDO BEACH, CA 90277	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
Total from continuation sheets				

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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
SANTA BARBARA CITY COLLEGE FOUNDATION 721 CLIFF DRIVE SANTA BARBARA, CA 93109	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
SANTA BARBARA COTTAGE HOSPITAL FOUNDATION P.O. BOX 689 SANTA BARBARA, CA 93102	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	25,000.
SANTA BARBARA FOUNDATION 1115 CHAPALS ST. SUITE 200 SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
SHARE OUR STRENGTH 1730 M STREET, NW SUITE 700 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,500.
SHRINERS HOSPITAL FOR CRIPPLED CHILDREN 3160 GENEVA STREET LOS ANGELES, CA 90020-1117	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,500.
THE JEFFREY FOUNDATION 5470 W. WASHINGTON BLVD. LOS ANGELES, CA 90016	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	15,000.
THE LEAGUE FOR CHILDREN 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000.
THE LIBRARY FOUDNATION OF LOS ANGELES 630 WEST FIFTH ST. LOS ANGELES, CA 90071	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
THE MUSIC CENTER 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	12,000.
U.C. REGENTS 1111 FRANKLIN STERET, 12TH FLOOR LOS ANGELES, CA 90095-1738	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
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
UC SANTA BARBARA FOUNDATION 1115 CHAPALS ST. SUITE 200 SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
UCI FOUNDATION 4199 CAMPUS DRIVE, SUITE 400 IRVINE, CA 92697	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
UNIVERSITY OF MICHIGAN LAW SCHOOL 109 E. MADISON, SUITE 300 ANN ARBOR, MI 48104	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500.
WESTMONT COLLEGE 955 LAPAZ ROAD SANTA BARBARA, CA 93108-1089	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	12,500.
WISH COMMUNITY ASSOCIATION 8820 SEPULVEDA EASTWAY LOS ANGELES, CA 90045	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	6,000.
WOMEN'S CANCER RESEARCH FOUNDATION 351 HOSPITAL ROAD, SUITE 506 NEWPORT BEACH, CA 92663	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,500.
WOMEN'S FUND OF SANTA BARBARA 15 EAST CARRILLO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000.
Total from continuation sheets				