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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation FREEMAN E. FAIRFIELD FOUNDATION		A Employer identification number 23-7055338
Number and street (or P O box number if mail is not delivered to street address) PO BOX 7798	Room/suite	B Telephone number (see instructions) 714-965-4505
City or town, state, and ZIP code LONG BEACH CA 90807-0798		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end-of year (from Part II, col (c), line 16) \$ 2,627,342	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,820	2,820		
	4 Dividends and interest from securities	25,989	25,989		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	-186,293			
	b Gross sales price for all assets on line 6a 319,355				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 2	870	870			
12 Total. Add lines 1 through 11	-156,614	29,679	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	41,250	20,625		20,625
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	150	75		75
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	40	20		20
	19 Depreciation (attach schedule) and depletion STMT 5	194			
	20 Occupancy	7,968	3,984		3,984
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) STMT 6	4,079	1,607		1,607
	24 Total operating and administrative expenses. Add lines 13 through 23	53,681	26,311	0	26,311
	25 Contributions, gifts, grants paid	114,780			114,780
26 Total expenses and disbursements. Add lines 24 and 25	168,461	26,311	0	141,091	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-325,075				
b Net investment income (if negative, enter -0-)		3,368			
c Adjusted net income (if negative, enter -0-)			0		

5/14/12
13

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	50	50	50
	2	Savings and temporary cash investments	36,033	1,740,587	1,740,587
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶		46,232	46,232
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less: allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	730	730	730
	10a	Investments—U S and state government obligations (attach schedule) STMT 7	1,838,237		
	b	Investments—corporate stock (attach schedule) SEE STMT 8	1,059,340	821,909	839,743
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach sch) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶	9,584			
	Less: accumulated depreciation (attach sch) ▶ STMT 9	9,342			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,934,825	2,609,750	2,627,342	
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 (attach schedule)			
	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. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,934,825	2,609,750	
	30	Total net assets or fund balances (see instructions)	2,934,825	2,609,750	
31	Total liabilities and net assets/fund balances (see instructions)	2,934,825	2,609,750		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,934,825
2	Enter amount from Part I, line 27a	2	-325,075
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,609,750
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,609,750

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 N/A			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

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) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	134,868	2,787,462	0.048384
2009	142,049	2,861,721	0.049638
2008	165,187	3,110,669	0.053103
2007	159,280	3,328,082	0.047859
2006	145,096	3,254,028	0.044590

2 Total of line 1, column (d)	2	0.243574
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	0.048715
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,778,593
5 Multiply line 4 by line 3	5	135,359
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34
7 Add lines 5 and 6	7	135,393
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	141,091

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	34
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	34
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	34
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	130
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	130
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	96
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 96 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

N/A

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ GARY J. TUCKER 9550 WARNER AVE., #360 Located at ▶ FOUNTAIN VALLEY CA ZIP+4 ▶ 92708 Telephone no. ▶ 714-965-4505			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
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? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) 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. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) 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 propoganda, 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)? (see instructions) 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** Yes No **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GLENN J. CONWAY 5402 E. PEABODY ST. LONG BEACH CA 90808	TRUSTEE 1.00	11,250	0	0
GARY J. TUCKER 9550 WARNER AVE., STE 360 FOUNTAIN VALLEY CA 92708	TRUSTEE 4.00	15,000	0	0
RONALD H. DULIN 729 E. WILLOW ST. SIGNAL HILL CA 90755	TRUSTEE 2.00	15,000	0	0

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

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

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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses
N/A	
2	
3	
4	

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

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

1	Amount	
N/A		
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		▶

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	2,615,062
b	Average of monthly cash balances	1b	204,874
c	Fair market value of all other assets (see instructions)	1c	971
d	Total (add lines 1a, b, and c)	1d	2,820,907
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	2,820,907
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	42,314
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,778,593
6	Minimum investment return. Enter 5% of line 5	6	138,930

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	138,930
2a	Tax on investment income for 2011 from Part VI, line 5	2a	34
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,896
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	138,896
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	138,896

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	141,091
b	Program-related investments—total from Part IX-B	1b	
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	141,091
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	34
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	141,057

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				138,896
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				10,634
d From 2009				
e From 2010				3,025
f Total of lines 3a through e	13,659			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 141,091				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				138,896
e Remaining amount distributed out of corpus	2,195			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	15,854			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	15,854			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				10,634
c Excess from 2009				
d Excess from 2010				3,025
e Excess from 2011				2,195

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

- 1a 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a 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).)
N/A
- 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.
N/A
- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number of the person to whom applications should be addressed:
**RONALD H. DULIN, TRUSTEE 562-424-8533
PO BOX 7798 LONG BEACH CA 90807**
- b The form in which applications should be submitted and information and materials they should include:
SEE GUIDELINES ATTACHED
- c Any submission deadlines:
MAY 1 EACH YEAR
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE STATEMENT 10

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 11				114,780
Total				▶ 3a 114,780
b Approved for future payment N/A				
Total				▶ 3b

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

FREEMAN E. FAIRFIELD FOUNDATION

Identifying number

23-7055338

Business or activity to which this form relates

INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	▶ 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	194

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property					
b	5-year property					
c	7-year property					
d	10-year property					
e	15-year property					
f	20-year property					
g	25-year property		25 yrs.		S/L	
h	Residential rental property		27.5 yrs	MM	S/L	
i	Nonresidential real property		39 yrs	MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	194
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
	FAIRPOINT COMMUNICATIONS	9/12/05	4/14/11		\$	70	\$	\$	-70
ALCOA		10/31/07	9/21/11		PURCHASE	19,910			-14,410
ANADARKO PETROLEUM		8/30/06	9/21/11		PURCHASE	23,287			14,292
BANK OF AMERICA		3/28/05	9/21/11		PURCHASE	22,431			-19,016
BANK OF AMERICA		9/27/05	9/21/11		PURCHASE	21,330			-17,915
BANK OF AMERICA		6/19/08	9/21/11		PURCHASE	28,654			-21,823
BANK OF AMERICA		9/01/09	9/21/11		PURCHASE	25,055			-15,492
BARCLAYS PLC ADR		6/08/05	9/21/11		PURCHASE	19,503			-14,708
BARCLAYS PLC ADR		10/31/07	9/21/11		PURCHASE	25,334			-20,540
BARCLAYS PLC ADR		6/19/08	9/21/11		PURCHASE	25,722			-16,133
BARCLAYS PLC ADR		7/11/08	9/21/11		PURCHASE	9,869			-5,765
CITIGROUP INC		4/07/05	9/21/11		PURCHASE	23,159			-21,845
CITIGROUP INC		8/04/05	9/21/11		PURCHASE	22,254			-20,940
CITIGROUP INC		11/15/07	9/21/11		PURCHASE	18,017			-16,703
DOW CHEMICAL		7/20/06	9/21/11		PURCHASE	18,886			-7,718
MYLAN INC		7/18/07	9/21/11		PURCHASE	23,627			2,422
MYLAN INC		11/15/07	9/21/11		PURCHASE	18,861			7,188
ANADARKO PETROLEUM		8/30/06	9/30/11		PURCHASE	4,657			1,655

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
ANADARKO PETROLEUM		11/17/06	9/30/11	PURCHASE	25,249	18,940	\$	\$	6,309
FRONTIER COMMUNICATIONS		9/12/05	10/04/11	PURCHASE	598	1,002			-404
HARTFORD FINANCIAL SERVICES		9/21/11	10/03/11	PURCHASE	22,135	27,231			-5,096
METLIFE INC		9/21/11	10/04/11	PURCHASE	21,781	26,728			-4,947
PETROLEO BRASILEIRO		9/21/11	10/04/11	PURCHASE	22,144	27,049			-4,905
HARTFORD FINANCIAL SERVICES		10/26/11	12/19/11	PURCHASE	18,110	22,092			-3,982
NEWMONT MINING CORP		5/24/07	12/29/11	PURCHASE	46,233	31,980			14,253
TOTAL					\$ 319,355	\$ 505,648	\$ 0	\$ 0	\$ -186,293

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SIGNAL HILL WEST	\$ 870	\$ 870	\$
TOTAL	\$ 870	\$ 870	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS SERVICE FEES	\$ 150	\$ 75	\$	\$ 75
TOTAL	\$ 150	\$ 75	\$ 0	\$ 75

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PERSONAL PROPERTY TAX	\$ 40	\$ 20	\$ 0	\$ 20
TOTAL	\$ 40	\$ 20	\$ 0	\$ 20

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Date		Description		Cost	Prior Year	Method	Life	Current Year	Net Investment	Adjusted Net
Acquired		Basis		Basis	Depreciation			Depreciation	Income	Income
			OFFICE FURN & EQUIP							
	6/01/71	\$ 3,014		\$ 3,014	3,014	S/L	10	\$	\$	\$
			OFFICE FURN & EQUIP							
	6/01/75	747		747	747	S/L	10			
			ADDING MACHINE							
	6/01/78	201		201	201	S/L	10			
			IBM TYPEWRITER							
	6/10/87	873		873	873	S/L	10			
			CHAIR & PAD							
	1/12/88	148		148	148	S/L	10			
			CHECKWRITER							
	12/06/91	162		162	162	S/L	10			
			ADDING MACHINE							
	8/10/92	58		58	58	S/L	10			
			ANSWERING MACHINE							
	5/25/97	97		97	97	S/L	5			
			TELEPHONE							
	10/21/97	73		73	73	S/L	5			
			XEROX COPIER 105-F							
	5/10/99	758		758	758	S/L	10			
			COMPUTER SYSTEM							
	1/31/03	1,508		1,508	1,508	S/L	5			
			OFFICE FURNITURE							
	3/31/03	1,945		1,509	1,509	S/L	10	194		
			TOTAL	\$ 9,584	\$ 9,148			\$ 194	\$ 0	\$ 0

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
OFFICE EXPENSES	241	120		121
TRUSTEE BOND	1,975	988		987
LIABILITY INSURANCE	898	449		449
TREASURY DIRECT FEE	100	50		50
FOREIGN TAX WITHHELD	865			
TOTAL	<u>4,079</u>	<u>1,607</u>	<u>0</u>	<u>1,607</u>
	\$	\$	\$	\$

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
880M T BILLS DUE 01/06/11	\$ 199,793	\$	COST	\$
200M T BILLS DUE 06/16/11	879,155		COST	
760M T BILLS DUE 06/23/11	759,289		COST	
TOTAL	\$ 1,838,237	\$ 0		\$ 0

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALCOA INC	\$ 19,910		COST	\$ 71,640
GENERAL ELECTRIC	122,768	122,768	COST	38,800
INTEL	49,574	49,574	COST	41,536
MICROSOFT CORP	62,253	62,253	COST	36,545
ROYAL DUTCH PETROLEUM CO	21,100	21,100	COST	54,665
MERCK & CO		48,373	COST	27,020
HEINZ H J CO	18,592	18,592	COST	
BANK OF AMERICA CORP	97,470		COST	
MONMOUTH RL EST INV CORP	20,920	20,920	COST	22,875
KIMBERLY CLARK	13,327	13,327	COST	21,224
JOHNSON & JOHNSON COM DE	84,689	84,689	COST	91,812
NESTLE	13,223	35,438	COST	51,939
BARCLAYS PLC	80,429		COST	
CITIGROUP INC	63,431		COST	
DOW CHEMICAL	18,886		COST	
VERIZON COMMUNICATIONS	14,866	14,866	COST	20,060
FRONTIER COMMUNICATIONS CORP	1,002		COST	
FAIRPOINT COMMUNICATIONS	71		COST	
3M CO	59,876	59,876	COST	65,384
ANADARKO PETROLEUM CORP	46,885		COST	
CONOCOPHILLIPS	38,077	38,077	COST	43,722
AMGEN INC	33,107	33,107	COST	38,526
NEWMONT MINING CORP	31,980		COST	
NOVARTIS AG SPON	66,246	66,246	COST	68,604
MYLAN LABORATORIES	42,487		COST	
PROCTER & GAMBLE	38,171	38,171	COST	46,697
ALLIANZ SE		26,153	COST	28,410
METLIFE		23,048	COST	21,826
PETROLEO BRASILEIRO		22,856	COST	22,903
TOTAL SA FRANCE		22,475	COST	25,555
TOTAL	\$ 1,059,340	\$ 821,909		\$ 839,743

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICE EQUIPMENT	\$ 435	\$ 9,584	\$ 9,342	\$
TOTAL	\$ 435	\$ 9,584	\$ 9,342	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE GUIDELINES ATTACHED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

MAY 1 EACH YEAR

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

LONG BEACH & SIGNAL HILL, CA - 501(C)-3 ORGANIZATIONS ONLY

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
R.M. PYLES BOYS CAMP	VALENCIA CA 91355	27211 HENRY MAYO DRIVE		CHARITABLE	20,000
DOWNTOWN ASSOCIATED	LONG BEACH CA 90802	241 CEDAR AVE.		CHARITABLE	12,000
FOOD FINDERS	LONG BEACH CA 90807	3434 ATLANTIC AVE.		CHARITABLE	12,000
BOYS & GIRLS CLUBS	LONG BEACH CA 90807	3536 LONG BEACH BLVD.		CHARITABLE	7,500
MEALS ON WHEELS	LONG BEACH CA 90813	855 ELM AVE.		CHARITABLE	10,000
AMERICAN CANCER SOCIETY	LONG BEACH CA 90813	936 PINE AVE.		CHARITABLE	10,000
ABILITY FIRST	LONG BEACH CA 90815	3770 E. WILLOW STREET		CHARITABLE	3,000
LONG BEACH BLAST	LONG BEACH CA 90813	737 PINE AVE. #201		CHARITABLE	7,500
NATIONAL MULTIPLE SCLEROS	LOS ANGELES CA 90064	2440 S. SEPULVEDA BLVD.		CHARITABLE	3,000
LB AREA COUNCIL OF BOY SC	LONG BEACH CA 90807	401 E. 37TH ST.		CHARITABLE	7,500
FAIRFIELD FAMILY YMCA	LONG BEACH CA 90805	4949 ATLANTIC AVE.		CHARITABLE	5,000
PATHWAYS	LAKEMOOD CA 90712	3701 MICHELSON ST.		CHARITABLE	7,500
STRAMSKI CHILDREN'S DEVEL	LONG BEACH CA 90806	2650 ELM AVE., STE 301		CHARITABLE	4,280
BEST BUDDIES CALIFORNIA	CULVER CITY CA 90230	5601 W. SLAUSON AVE. #255		CHARITABLE	2,500
CONSERVATION CORPS OF LONG BEACH	LONG BEACH CA 90814	340 NIETO AVE.		CHARITABLE	3,000
TOTAL					<u>114,780</u>

FREEMAN E. FAIRFIELD FOUNDATION

GRANT APPLICATION

The Trustees of the Freeman E. Fairfield Foundation, as presently constituted, will consider requests for grants to tax-exempt organizations and agencies located within or offering services to the residents of Long Beach and Signal Hill, and whose services fall within the following general categories:

1. Education
2. Health and disability
3. Human services
4. Public affairs and community development

THE CURRENT OBJECTIVES OF THE TRUSTEES PRECLUDE GRANTS FOR:

1. Endowments
2. Funds for individuals
3. Sectarian or religious purposes
4. Unrestricted operating costs
5. General fund raising campaigns, dinners or other special events
6. Intermediary funding agencies
7. Existing obligations or to replenish resources used for such purpose
8. Incurring a debt liability

The Trustees are more likely to look with favor upon projects which improve the quality of life, increase the responsiveness of agencies to COMMUNITY needs; develop self-reliance; direct themselves to prevention as well as to treatment; and eliminate duplication of services and encourage cooperation.

ALL APPLICANTS MUST BE:

1. Located in or serve the people in Long Beach or Signal Hill;
2. Exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and NOT classified as a private foundation; and
3. Operated so that it does not discriminate in the hiring of staff or providing services on the basis of race, religion, sex, age, national origin, or disabilities.

Grant seekers should review the guidelines and restrictions carefully and submit complete proposals rather than letters of inquiry or telephone calls. The proposal should be submitted in TRIPLICATE with a cover letter typed on the organization's letterhead and signed by the chief executive officer on behalf of the governing body. If a post office box is used for mailing purposes, a STREET ADDRESS for the organization MUST BE SHOWN.

DEADLINE for submission of grant proposals is May 1 of each year. Proposals submitted after that date will not usually be considered until the following year.

FUNDING of approved grants is made on or about June 30 with no renewals implied.

SUGGESTED PROPOSAL FORMAT:

1. A brief summary of the proposed project which will:
 - a. Identify the applicant.
 - b. Describe the problem or need.
 - c. Describe the project, its objectives and the proposed method of achieving them.
 - d. State the total estimated costs of the project.
 - e. Identify the amount of funds requested from the Foundation.
2. The proposal will include:
 - a. Introduction. State a brief history of the applicant's organization, its past program accomplishments and community support. Show how the proposed project is within the applicant's goals and objectives.
 - b. The Problem or Need. Define and document the problem or need that will be assisted or resolved by the project. Identify the groups affected. Describe the cause of the problem and give opinion as to what would result if the project was not undertaken.
 - c. Program Objectives. State the predicted goals and end results of the project in measurable terms. If the project will require further funding or continued implementation, set forth what additional needs will be required to attain the desired results.
 - d. Methods. Describe the time sequence of activities and the personnel's qualifications to carry out and follow through the project's objectives. State reasons why the methods outlined are the best approach to achieve the maximum results.

- e. Evaluation. State how the applicant intends to monitor the progress of the project and evaluate its success.
- f. Proposed Budget. Present a realistic estimate of the project costs. State when and how you anticipate that funds awarded by this Foundation would actually be expended for the project.

DOCUMENTS TO BE ATTACHED TO PROPOSAL PERTAINING TO APPLICANT:

1. A complete financial statement (audited, if available) for the most recent fiscal year and a copy of the most recent IRS Form 990.
2. Budget for current year and the next preceding year.
3. Current annual report or statement of program activities.
4. List of names of governing body and indicate any paid staff member on board.
5. The Internal Revenue Service and State Franchise Tax Board determination letters confirming applicant's tax-exempt status.
6. List separately stating all sources and amounts of current annual income.

MAILING ADDRESS FOR APPLICATIONS:

FREEMAN E. FAIRFIELD FOUNDATION

P.O. Box 7798
Long Beach, CA 90807