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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 Gould Family Foundation		A Employer identification number 23-7259693
Number and street (or P O box number if mail is not delivered to street address) 2658 Del Mar Heights Road Ste 348		B Telephone number (see instructions) (858) 692-2680
City or town, state, and ZIP code Del Mar CA 92014		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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" 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) \$ 863,877		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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 Not Applicable	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	24,338	24,338	N/A	
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	55,559			
	b Gross sales price for all assets on line 6a	900,411			
	7 Capital gain net income (from Part IV, line 2)		55,559		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule) Stmt 1	12,601	12,601	0		
12 Total. Add lines 1 through 11	92,498	92,498	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	10,149	9,134		
	14 Other employee salaries and wages				
	15 Pension plans employee benefits				
	16 a Legal fees (attach schedule) Stmt 2	0	0	0	0
	b Accounting fees (attach schedule) Stmt 3	1,760	1,584	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest	0	0	0	0
	18 Taxes (attach schedule) (see instructions)	0	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Stmt 3	18,078	10,048	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	29,987	20,766	0	0
	25 Contributions, gifts, grants paid Stmt 6	54,275			54,275
26 Total expenses and disbursements. Add lines 24 and 25	84,262	20,766	0	54,275	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	8,236				
b Net investment income (if negative, enter -0-)		71,732			
c Adjusted net income (if negative, enter -0-)			0		

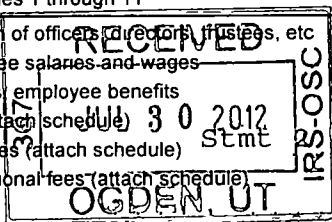
For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2011)

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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	54,248	28,421	28,421
	2	Savings and temporary cash investments			
	3	Accounts receivable	0		
		Less: allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less: allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less: allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S. and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	647,229	664,759	654,339
	c	Investments—corporate bonds (attach schedule)	60,626	97,874	100,618
Liabilities	11	Investments—land, buildings, and equipment basis	0		
		Less: accumulated depreciation (attach schedule)	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) Statement 4	101,214	80,499	80,499
	14	Land, buildings, and equipment basis	0		
		Less: accumulated depreciation (attach schedule)	0	0	0
	15	Other assets (describe)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	863,317	871,553	863,877
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
Net Assets or Fund Balances	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	939,734	939,734	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-76,417	-68,181	
	30	Total net assets or fund balances (see instructions)	863,317	871,553	
	31	Total liabilities and net assets/fund balances (see instructions)	863,317	871,553	

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	863,317
2	Enter amount from Part I, line 27a	2	8,236
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	871,553
5	Decreases not included in line 2 (itemize)	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	871,553

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 See Statement 7		P		
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 900,411	0	844,852	55,559
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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 0	0	0	55,559
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

2 Capital gain net income or (net capital loss)	<div style="display: inline-block; vertical-align: middle;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	55,559
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: inline-block; vertical-align: middle;"> { If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	55,559

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.

(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	54,275	910,333	0.059621
2009	35,500	865,431	0.041020
2008	59,250	972,233	0.060942
2007	59,250	1,151,128	0.051471
2006	59,732	1,123,275	0.053177

2 Total of line 1, column (d)	2	0.266231
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	0.053246
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	867,421
5 Multiply line 4 by line 3	5	46,187
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	717
7 Add lines 5 and 6	7	46,904
8 Enter qualifying distributions from Part XII, line 4	8	54,275

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <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	717	
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	717	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	717	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	0		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	0		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	12		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	729		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> 0	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶** www.gouldfamilyfoundation.org

14 The books are in care of **▶** David A. Gould Telephone no **▶** (858) 720-7619
 Located at **▶** 2658 Del Mar Heights Road Ste 348 Del Mar CA ZIP+4 **▶** 92014

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?

16	Yes	No
		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ▶ <input checked="" type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(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)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

5b

N/A

6b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement 5	00	10,149	0	0
	00	0	0	0
	00	0	0	0
	00	0	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

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		0
		0
		0
		0
		0
		0
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 (see instructions)

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

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	758,796
b	Average of monthly cash balances	1b	41,335
c	Fair market value of all other assets (see instructions)	1c	80,499
d	Total (add lines 1a, b, and c)	1d	880,630
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	880,630
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,209
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	867,421
6	Minimum investment return. Enter 5% of line 5	6	43,371

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	43,371
2a	Tax on investment income for 2011 from Part VI, line 5	2a	717
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	717
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,654
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	42,654
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	42,654

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	54,275
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	54,275
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	717
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,558

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				42,654
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 54,275				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				42,654
e Remaining amount distributed out of corpus	11,621			
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	11,621			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,621			
10 Analysis of line 9				
a Excess from 2007	5,591			
b Excess from 2008	0			
c Excess from 2009	35,500			
d Excess from 2010	45,425			
e Excess from 2011	11,621			

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0
				0
				0

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).)

None

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

None

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

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

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

Gould Family Foundation 2658 Del Mar Heights Road Ste 348 Del Mar CA 92014 (858) 692-2680

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

Submit letter of inquiry describing their program & how it fits the mission of the Gould Family Foundation and the amount being requested

c Any submission deadlines

February 1st

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

Grantee must be based in California, Washington State, New York or Washington D C

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 Statement 6				54,275
Total			▶ 3a	54,275
b Approved for future payment				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
f _____		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					24,338
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					12,601
8 Gain or (loss) from sales of assets other than inventory				0	55,559
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		0	92,498
13 Total. Add line 12, columns (b), (d), and (e)				13	92,498

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

[illegible]

2011

Statements
Gould Family Foundation

23-7259693

Statement 5
Form 990-PF, Part VIII, Line I
List of Officers and Directors

Name and Address	Title and Avg Hours Per Week	Compensation	Contribution to EBP & DC	Expense Account / Other
Tamara J Gould 2658 Del Mar Heights Road #348 Del Mar, CA 92014	President 1.00	\$ 0	\$ 0	\$ 0
Maile Gould D'Arcy 2658 Del Mar Heights Road #348 Del Mar, CA 92014	Board Member 15 00	10,149	0	0
Richard S. Gould, MD 2658 Del Mar Heights Road #348 Del Mar, CA 92014	Board Member 1 00	0	0	0
J Alex Their 2658 Del Mar Heights Road #348 Del Mar, CA 92014	Board Member 1 00	0	0	0
David A Gould 2658 Del Mar Heights Road #348 Del Mar, CA 92014	Board Member 1 00	0	0	0
Cindy Barr Gould 2658 Del Mar Heights Road #348 Del Mar, CA 92014	Board Member 1.00	0	0	0
C. Brett D'Arcy 2658 Del Mar Heights Road #348 Del Mar, CA 92014	Board Member 1.00	0	0	0
Caroline Gould 2658 Del Mar Heights Road #348 Del Mar, CA 92014	Board Member 1 00	0	0	0
Total		\$ 10,149	\$ 0	\$ 0

Statement 6
Form 990-PF, Part XV, Line 3a
Recipients Paid During the Year
2011

Grant Paid To	Donee Relationship	Foundation Status	Purpose of Grant	Amount
PeacePlayers, Int'l 901 New York Ave. NW, #550 East Washington, D.C. 20001	N/A	N/A	Cash Support of Charity General Fund	\$ 8,000
Red Hook Initiative 767 Hicks Street Brooklyn, NY 11231	N/A	N/A	Cash Support of Charity General Fund	9,500
JDAF/Camp TLC 1 Garrett Place, II Bronxville, NY 10708	N/A	N/A	Cash Support of Charity General Fund	7,500
The Aja Project P.O. Box 15695 San Diego, CA 92175	N/A	N/A	Cash Support of Charity General Fund	5,500
Malashock Dance 2650 Truxtun Road, Suite 202 San Diego, CA 92106	N/A	N/A	Cash Support of Charity General Fund	5,000
Musicians for Education, Inc. 4215 Menlo Avenue San Diego, CA 92115	N/A	N/A	Cash Support of Charity General Fund	5,000
Outside the Lens P.O. Box 84363 San Diego, CA 92138	N/A	N/A	Cash Support of Charity General Fund	4,500
Rancho Coastal Humane Society 389 Requeza Street Encinitas, CA 92024	N/A	N/A	Cash Support of Charity General Fund	2,000
Orcas Animal Protection Society 84 A Hope Lane Eastsound, WA 98245	N/A	N/A	Cash Support of Charity General Fund	1,250
Del Mar Foundation P.O. Box 2913 Del Mar, CA 92014	N/A	N/A	Cash Support of Charity General Fund	1,250
Prospect Park Alliance 95 Prospect Park West Brooklyn, NY 11215	N/A	N/A	Cash Support of Charity General Fund	1,000
Martha's Table 2114 14th Street NW Washington, D.C. 20009	N/A	N/A	Cash Support of Charity General Fund	525
Bread for the City 1525 Seventh Street, NW Washington, D.C. 20001	N/A	N/A	Cash Support of Charity General Fund	500

Statement 6
Form 990-PF, Part XV, Line 3a
Recipients Paid During the Year
2011

International Justice Mission P.O. Box 58147 Washington, D.C. 20003	N/A	N/A	Cash Support of Charity General Fund	500
Oxfam America 226 Causeway Street, 5th Fl. Boston, MA 02114	N/A	N/A	Cash Support of Charity General Fund	500
Planned Parenthood 1110 Vermont Ave., NW #300 Washington, D.C. 20005	N/A	N/A	Cash Support of Charity General Fund	500
Focus on the Masters 1147 East Main Street Ventura, CA 93001	N/A	N/A	Cash Support of Charity General Fund	500
Del Mar Schools Education Foundation 13030 Ashley Falls Drive San Diego, CA 92130	N/A	N/A	Cash Support of Charity General Fund	500
Friends of the Powerhouse P.O. Box 297 Del Mar, CA 92014	N/A	N/A	Cash Support of Charity General Fund	250

\$ 54,275

**Gould Family Foundation
Realized Gains and Losses
Statement 7**

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
DOV	DOVER CORP	02/15/11	02/06/08	10,000.00	10,000.00	10,000.00	-
DRLVX	DREMAN CON	11/15/11	Various	6,558.49	60,303.07	68,548.92	(8,245.85)
HSPGX	EMERALD GR	12/16/11	Various	4,479.58	58,548.08	68,000.00	(9,451.92)
HAIX	HARBOR INT	12/16/11	Various	1,032.18	52,255.24	68,035.00	(15,779.76)
HRVIX	HEARTLAND	12/16/11	Various	2,178.79	59,851.33	68,000.00	(8,148.67)
IGM	ISHARES S&	05/04/11	04/01/09	188	12,027.83	6,705.96	5,321.87
IWF	ISHARES TR	05/09/11	03/30/11	0.518	31.88	31.01	0.87
IWF	ISHARES TR	05/04/11	03/30/11	4.743	291.95	283.92	8.03
IWF	ISHARES TR	05/04/11	12/29/10	6.01	369.92	344.04	25.88
IWF	ISHARES TR	05/04/11	09/29/10	5.275	324.68	271.07	53.61
IWF	ISHARES TR	05/04/11	07/09/10	7.088	436.27	334.11	102.16
IWF	ISHARES TR	05/04/11	04/30/10	379	23,327.76	19,930.85	3,396.91
IWF	ISHARES TR	05/04/11	03/30/10	3.884	239.06	202.30	36.76
IWF	ISHARES TR	05/04/11	05/16/07	680	41,854.56	40,011.20	1,843.36
IWF	ISHARES TR	05/04/11	03/17/06	530	32,621.93	28,010.50	4,611.43
IWF	ISHARES TR	05/04/11	09/21/05	67	4,123.90	3,273.98	849.92
UUP	POWERSHARE	05/04/11	04/30/10	667	13,958.44	15,998.80	(2,040.36)
UUP	POWERSHARE	05/04/11	01/29/10	55	1,151.00	1,306.60	(155.60)
UUP	POWERSHARE	05/04/11	08/26/08	210	4,394.71	4,997.79	(603.08)
UUP	POWERSHARE	05/04/11	04/07/08	762	15,946.53	17,076.42	(1,129.89)
VFH	VANGUARD S	12/16/11	05/04/11	1,185.00	31,737.59	40,025.28	(8,287.69)
VHT	VANGUARD S	05/04/11	08/12/09	172	10,992.88	8,543.12	2,449.76
VFGAX	VICTORY LA	05/04/11	Various	448.718	7,000.00	6,259.62	740.38
AEG	AEGON NV A	04/26/11	11/12/09	40	312.64	302.40	10.24
AEG	AEGON NV A	04/26/11	09/10/04	105	820.69	1,190.70	(370.01)
AZSEY	ALLIANZ SE	04/26/11	11/12/09	25	376.28	308.50	67.78
AZSEY	ALLIANZ SE	04/26/11	11/24/08	70	1,053.61	455.67	597.94
AZSEY	ALLIANZ SE	04/26/11	04/26/07	70	1,053.61	1,576.11	(522.50)
AAUKY	ANGLO AMER	04/26/11	04/15/10	55	1,406.07	1,269.40	136.67
AZN	ASTRAZENE	04/26/11	11/12/09	10	502.52	455.89	46.63
AZN	ASTRAZENE	04/26/11	09/10/04	21	1,055.30	920.85	134.45
BCS	BARCLAYS A	04/26/11	12/02/09	10	197.44	198.74	(1.30)
BCS	BARCLAYS A	04/26/11	11/12/09	35	691.03	754.85	(63.82)
BCS	BARCLAYS A	04/26/11	11/24/08	6	118.46	53.19	65.27
BHP	BHP BILLIT	04/26/11	11/12/09	5	507.96	359.18	148.78
BHP	BHP BILLIT	04/26/11	07/06/09	10	1,015.91	506.50	509.41
BHP	BHP BILLIT	04/26/11	03/18/09	16	1,625.46	646.40	979.06
BNPQY	BNP PARIBA	04/26/11	11/12/09	5	189.40	212.75	(23.35)
BNPQY	BNP PARIBA	04/26/11	11/24/08	10	378.79	226.48	152.31
BNPQY	BNP PARIBA	04/26/11	09/10/04	20	757.58	635.00	122.58
CAJ	CANON INC	04/26/11	11/12/09	10	431.70	376.70	55.00
CAJ	CANON INC	04/26/11	11/22/99	22.5	971.33	468.75	502.58
CAJ	CANON INC	04/26/11	09/10/04	7.5	323.78	236.65	87.13
CRERY	CARREFOUR	04/26/11	02/05/10	169	1,524.35	1,556.49	(32.14)

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
CX	CEMEX S.A.	04/26/11	11/12/09	26.8657	232.87	288.40	(55.53)
CX	CEMEX S.A.	04/26/11	12/03/08	33.4669	290.10	207.54	82.56
CX	CEMEX S.A.	04/26/11	10/19/07	16.7334	145.05	456.80	(311.75)
CX	CEMEX S.A.	04/26/11	09/10/04	66.9338	580.20	855.00	(274.80)
CX	CEMEX S.A.	04/01/11	04/01/11	0	5.10	-	5.10
CHL	CHINA MOBI	04/26/11	09/23/10	22	1,018.11	1,130.14	(112.03)
SNP	CHINA PETR	04/26/11	11/12/09	5	507.10	442.73	64.37
SNP	CHINA PETR	04/26/11	08/30/05	20	2,028.40	896.00	1,132.40
DNPLY	DAI NIPPON	04/26/11	11/12/09	35	408.05	430.50	(22.45)
DNPLY	DAI NIPPON	04/26/11	09/16/09	15	174.88	211.05	(36.17)
DNPLY	DAI NIPPON	04/26/11	04/02/09	20	233.17	193.60	39.57
DNPLY	DAI NIPPON	04/26/11	11/22/04	60	699.52	873.00	(173.48)
DBSDY	DBS GROUP	04/26/11	11/12/09	10	485.69	407.50	78.19
DBSDY	DBS GROUP	04/26/11	05/28/09	5	242.84	160.50	82.34
DBSDY	DBS GROUP	04/26/11	11/24/08	10	485.69	248.50	237.19
DBSDY	DBS GROUP	04/26/11	02/13/06	1	48.57	40.00	8.57
DBOEY	DEUTSCHE B	04/26/11	11/12/09	30	240.00	255.60	(15.60)
DBOEY	DEUTSCHE B	04/26/11	10/23/09	95	759.98	856.90	(96.92)
DB	DEUTSCHE B	04/26/11	10/24/08	15	906.76	568.84	337.92
DB	DEUTSCHE B	04/26/11	08/11/05	10	604.51	893.80	(289.29)
DTEGY	DEUTSCHE T	04/26/11	11/12/09	20	325.00	287.14	37.86
DTEGY	DEUTSCHE T	04/26/11	06/01/09	20	324.99	233.00	91.99
DTEGY	DEUTSCHE T	04/26/11	10/19/06	75	1,218.72	1,213.24	5.48
DEO	DIAGEO ADR	04/26/11	11/12/09	10	790.93	671.80	119.13
DEO	DIAGEO ADR	04/26/11	05/29/07	20	1,581.87	1,709.70	(127.83)
EONGY	E.ON AG SP	04/26/11	11/12/09	10	327.39	399.50	(72.11)
EONGY	E.ON AG SP	04/26/11	11/14/05	45	1,473.27	1,361.44	111.83
ECA	ENCANA COR	04/26/11	12/15/09	37	1,182.31	1,124.20	58.11
GDFZY	GDF SUEZ S	04/26/11	11/12/09	15	598.64	657.00	(58.36)
GDFZY	GDF SUEZ S	04/26/11	02/25/09	30	1,197.27	941.40	255.87
GSK	GLAXOSMITH	04/26/11	11/12/09	15	622.05	622.47	(0.42)
GSK	GLAXOSMITH	04/26/11	01/08/09	10	414.70	389.53	25.17
GSK	GLAXOSMITH	04/26/11	05/05/04	25	1,036.76	1,088.75	(51.99)
HMC	HONDA MOTO	04/26/11	11/12/09	10	372.01	320.90	51.11
HMC	HONDA MOTO	04/26/11	09/10/04	15	558.02	372.60	185.42
HBC	HSBC HOLDI	04/26/11	11/12/09	5	269.96	304.50	(34.54)
HBC	HSBC HOLDI	04/26/11	05/28/09	5	269.96	218.09	51.87
HBC	HSBC HOLDI	04/26/11	09/10/04	25	1,349.79	1,975.00	(625.21)
KUB	KUBOTA COR	04/26/11	05/24/07	10	463.12	389.75	73.37
KUB	KUBOTA COR	04/26/11	04/25/07	25	1,157.79	1,180.63	(22.84)
KYO	KYOCERA CO	04/26/11	11/12/09	5	503.72	408.15	95.57
KYO	KYOCERA CO	04/26/11	06/01/09	3	302.23	237.10	65.13
MGA	MAGNA INTE	04/26/11	12/03/08	10	491.85	135.23	356.62
MGA	MAGNA INTE	04/26/11	02/16/05	18	885.33	686.96	198.37
MTU	MITSUBISHI	04/26/11	11/12/09	90	416.65	507.15	(90.50)
MTU	MITSUBISHI	04/26/11	09/16/09	30	138.88	176.69	(37.81)
MTU	MITSUBISHI	04/26/11	08/28/09	40	185.18	252.80	(67.62)

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
MTU	MITSUBISHI	04/26/11	06/01/09	55	254.62	359.94	(105.32)
MTU	MITSUBISHI	04/26/11	08/18/08	25	115.74	186.74	(71.00)
MTU	MITSUBISHI	04/26/11	10/10/07	30	138.88	301.80	(162.92)
MTU	MITSUBISHI	04/26/11	06/04/07	25	115.74	289.65	(173.91)
MTU	MITSUBISHI	04/26/11	09/10/04	85	393.51	761.60	(368.09)
MSBHY	MITSUBISHI	04/26/11	11/12/09	10	533.48	441.50	91.98
MSBHY	MITSUBISHI	04/26/11	12/03/08	10	533.49	233.40	300.09
MSBHY	MITSUBISHI	04/26/11	11/23/04	4	213.40	98.40	115.00
NGG	NATIONAL G	04/26/11	11/12/09	5	249.60	256.90	(7.30)
NGG	NATIONAL G	04/26/11	09/16/09	5	249.60	259.11	(9.51)
NGG	NATIONAL G	04/26/11	06/15/07	30	1,497.61	2,197.14	(699.53)
NSRGY	NESTLE SA	04/26/11	11/12/09	10	615.09	467.20	147.89
NSRGY	NESTLE SA	04/26/11	09/10/04	13	799.61	312.52	487.09
NOK	NOKIA OYJ	04/26/11	12/04/09	165	1,448.97	2,116.96	(667.99)
NMR	NOMURA HOL	04/26/11	10/19/07	40	201.85	667.85	(466.00)
NMR	NOMURA HOL	04/26/11	05/05/04	99	499.59	1,652.31	(1,152.72)
NVS	NOVARTIS A	04/26/11	11/12/09	5	287.20	264.94	22.26
NVS	NOVARTIS A	04/26/11	11/12/07	35	2,010.40	1,817.86	192.54
PBR	PETROLEO B	04/26/11	10/15/10	35	1,324.72	1,203.51	121.21
PBR	PETROLEO B	04/26/11	06/10/10	18	681.29	690.26	(8.97)
PHG	PHILIPS EL	04/26/11	05/19/05	24	703.87	629.76	74.11
PKX	POSCO ADR	04/26/11	11/12/09	5	545.16	570.15	(24.99)
PKX	POSCO ADR	04/26/11	09/10/04	5	545.16	200.85	344.31
PNLYY	POSTNL N.V	04/26/11	02/04/09	51	1,225.20	919.50	305.70
RDSA	ROYAL DUTC	04/26/11	11/12/09	5	375.65	307.00	68.65
RDSA	ROYAL DUTC	04/26/11	08/28/09	5	375.66	278.34	97.32
RDSA	ROYAL DUTC	04/26/11	05/05/04	10	751.31	509.90	241.41
SNY	SANOFI SPO	04/26/11	09/16/09	10	386.61	356.41	30.20
SNY	SANOFI SPO	04/26/11	10/19/06	20	773.20	874.39	(101.19)
SNY	SANOFI SPO	04/26/11	03/28/06	20	773.20	918.01	(144.81)
SI	SIEMENS AG	04/26/11	11/12/09	5	704.27	475.00	229.27
SI	SIEMENS AG	04/26/11	09/10/04	7	985.98	515.90	470.08
SNN	SMITH & NE	04/26/11	08/11/10	23	1,260.01	1,030.84	229.17
SCGLY	SOCIETE GE	04/26/11	11/12/09	25	316.75	372.50	(55.75)
SCGLY	SOCIETE GE	04/26/11	02/04/09	25	316.74	205.50	111.24
SCGLY	SOCIETE GE	04/26/11	10/23/08	55	696.83	689.32	7.51
SNE	SONY CORP	04/26/11	09/16/09	10	295.30	276.40	18.90
SNE	SONY CORP	04/26/11	09/10/04	40	1,181.22	1,414.40	(233.18)
STM	STMICROELE	04/26/11	11/12/09	55	679.66	474.47	205.19
STM	STMICROELE	04/26/11	10/21/08	60	741.44	497.40	244.04
STM	STMICROELE	04/26/11	08/03/07	70	865.01	1,190.33	(325.32)
SEOAY	STORA ENSO	04/26/11	08/18/08	55	687.49	560.23	127.26
SEOAY	STORA ENSO	04/26/11	06/14/07	30	374.99	544.44	(169.45)
SEOAY	STORA ENSO	04/26/11	09/10/04	80	999.98	1,019.68	(19.70)
SWCEY	SWISS REIN	04/26/11	08/06/03	25	1,392.02	1,622.70	(230.68)
TEF	TELEFONICA	04/26/11	11/16/10	63	1,629.38	1,515.36	114.02
TEVA	TEVA PHARM	04/26/11	11/16/10	31	1,418.33	1,557.65	(139.32)

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
TD	TORONTO-DO	04/26/11	11/12/09	5	431.50	316.53	114.97
TD	TORONTO-DO	04/26/11	02/04/09	20	1,726.00	638.20	1,087.80
TOT	TOTAL SPON	04/26/11	11/12/09	5	306.30	310.54	(4.24)
TOT	TOTAL SPON	04/26/11	07/06/09	5	306.31	260.62	45.69
TOT	TOTAL SPON	04/26/11	10/20/06	25	1,531.54	1,691.26	(159.72)
VCISY	VINCI ADR	04/26/11	06/28/10	68	1,083.21	762.28	320.93
VOD	VODAFONE G	04/26/11	11/12/09	20	568.41	452.17	116.24
VOD	VODAFONE G	04/26/11	06/01/09	10	284.20	192.80	91.40
VOD	VODAFONE G	04/26/11	02/26/03	20	568.41	428.57	139.84
AIR	A A R CORP	04/21/11	09/24/10	49	1,245.93	959.86	286.07
APKT	ACME PACKE	04/21/11	08/05/10	13	980.29	399.23	581.06
ATU	ACTUANT CO	04/21/11	10/14/10	28	768.47	658.56	109.91
ACM	AECOM TECH	04/21/11	02/11/08	25	668.28	649.75	18.53
AMG	AFFILIATED	04/21/11	11/12/09	11	1,160.55	773.63	386.92
AGCO	AGCO CORP	04/21/11	11/30/10	15	800.38	678.74	121.64
ALXN	ALEXION PH	04/21/11	11/12/09	19	1,868.83	824.79	1,044.04
AGP	AMERIGROUP	04/21/11	11/26/08	22	1,427.52	499.61	927.91
AME	AMETEK INC	04/21/11	08/01/07	28	1,286.18	737.01	549.17
ANN	ANN INC CO	04/21/11	03/02/10	41	1,292.54	738.82	553.72
AMCC	APPLIED MI	04/21/11	06/30/10	56	546.43	591.89	(45.46)
ACI	ARCH COAL	04/21/11	11/15/10	23	779.09	663.32	115.77
ATHR	ATHEROS CO	04/21/11	08/01/07	19	841.71	523.07	318.64
ATHR	ATHEROS CO	01/20/11	08/01/07	21	936.16	578.13	358.03
ATHR	ATHEROS CO	01/20/11	01/04/07	6	267.47	131.40	136.07
ATML	ATMEL CORP	04/21/11	01/11/11	60	877.03	827.88	49.15
AUQ	AURICO GOL	04/21/11	02/17/10	67	715.63	685.41	30.22
AUXL	AUXILIUM P	04/21/11	11/12/09	23	526.67	784.53	(257.86)
AUXL	AUXILIUM P	04/21/11	12/18/08	21	480.88	559.11	(78.23)
B	BARNES GRO	04/21/11	09/16/10	25	547.28	429.25	118.03
BEAV	BE AEROSPA	04/21/11	11/12/09	27	999.94	538.92	461.02
BRKL	BROOKLINE	04/21/11	10/30/08	23	210.91	241.69	(30.78)
BRKL	BROOKLINE	04/21/11	10/30/08	34	311.79	374.28	(62.49)
BRKR	BRUKER COR	04/21/11	09/29/09	45	906.43	467.55	438.88
KMX	CARMAX INC	04/21/11	12/08/10	20	661.83	690.10	(28.27)
CRI	CARTER INC	01/10/11	06/10/10	13	372.38	395.19	(22.81)
CHSI	CATALYST H	04/21/11	01/20/11	13	733.81	568.27	165.54
CBG	CBRE GROUP	04/21/11	06/28/10	32	944.35	471.04	473.31
PLCE	CHILDREN'S	04/21/11	11/15/10	14	754.61	653.80	100.81
CHD	CHURCH & D	04/21/11	02/24/09	3	236.90	149.31	87.59
CHD	CHURCH & D	04/21/11	01/23/09	2	157.93	106.00	51.93
CHD	CHURCH & D	04/21/11	11/26/08	8	631.74	462.02	169.72
CIEN	CIENA CORP	04/21/11	01/10/11	39	1,075.83	960.88	114.95
CLC	CLARCOR IN	04/21/11	02/13/09	19	828.41	599.64	228.77
CLH	CLEAN HBRS	04/21/11	06/09/10	12	1,159.74	787.92	371.82
CYH	COMMUNITY	04/21/11	11/12/09	26	791.31	855.90	(64.59)
CYH	COMMUNITY	04/21/11	12/20/07	1	30.43	36.43	(6.00)
CXO	CONCHO RES	04/21/11	04/13/10	21	2,191.12	1,121.19	1,069.93

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
CNQR	CONCUR TEC	04/21/11	10/04/07	15	827.08	502.79	324.29
CVH	COVENTRY H	04/21/11	11/22/10	26	827.15	690.56	136.59
CCK	CROWN HLDG	04/21/11	01/05/10	34	1,275.18	906.44	368.74
DAN	DANA HLDG	04/21/11	12/14/09	48	864.67	444.48	420.19
DRI	DARDEN RES	04/21/11	05/14/08	16	763.71	597.28	166.43
DLTR	DOLLAR TRE	04/21/11	03/26/09	10.5	595.22	302.96	292.26
DLTR	DOLLAR TRE	04/21/11	03/03/09	7.5	425.15	192.47	232.68
EMS	EMERGENCY	04/21/11	06/03/10	13	822.08	737.31	84.77
FNSR	FINISAR CO	04/21/11	03/23/10	52	1,375.74	821.05	554.69
FMCN	FOCUS MEDI	04/21/11	09/10/10	33	1,147.68	675.16	472.52
GET	GAYLORD EN	04/21/11	12/10/09	23	793.12	415.61	377.51
GWR	GENESEE AN	04/21/11	05/28/09	16	933.95	434.97	498.98
GEO	GEO GROUP	04/21/11	11/12/09	35	900.86	721.70	179.16
GEO	GEO GROUP	04/21/11	08/01/07	11	283.13	302.50	(19.37)
GEO	GEO GROUP	04/21/11	08/01/07	33	849.39	931.92	(82.53)
GTI	GRAFTECH I	04/21/11	01/05/10	34	687.67	555.56	132.11
GHL	GREENHILL	04/21/11	06/28/10	11	660.50	699.05	(38.55)
GSIC	GSI COMMER	04/21/11	11/12/09	37	1,092.75	712.62	380.13
GSIC	GSI COMMER	04/21/11	02/13/09	11	324.87	117.45	207.42
HAIN	HAIN CELES	04/21/11	08/01/07	29	956.57	775.46	181.11
HP	HELMERICH	04/21/11	11/22/10	19	1,303.59	874.95	428.64
HGSI	HUMAN GENO	04/21/11	08/13/09	30	857.53	493.04	364.49
IACI	IAC / INTE	04/21/11	03/04/10	19	600.03	438.33	161.70
ICFI	ICF INTL I	04/21/11	04/24/09	22	520.03	583.88	(63.85)
ICLR	ICON SPON	04/21/11	10/30/08	22	526.12	537.74	(11.62)
ICLR	ICON SPON	04/21/11	10/14/08	8	191.31	285.70	(94.39)
IHS	IHS INC CO	04/21/11	08/01/07	14	1,223.32	661.50	561.82
INFA	INFORMATIC	04/21/11	11/12/09	29	1,529.89	651.03	878.86
ITMN	INTERMUNE	04/21/11	12/21/10	21	978.61	710.45	268.16
IPG	INTERPUBLI	04/21/11	10/26/10	50	605.03	531.47	73.56
ITC	ITC HLDGS	04/21/11	08/01/07	18	1,246.44	730.09	516.35
ESI	ITT EDUCAT	04/21/11	11/12/09	5	357.63	464.80	(107.17)
ESI	ITT EDUCAT	04/21/11	06/20/08	8	572.22	705.35	(133.13)
JNS	JANUS CAP	04/21/11	12/23/10	56	711.63	726.16	(14.53)
JDSU	JDS UNIPHA	04/21/11	09/14/10	59	1,163.76	701.51	462.25
LTM	LIFE TIME	04/21/11	11/12/09	21	824.05	510.72	313.33
LKQ	LKQ CORP	04/21/11	11/12/09	32	759.71	573.44	186.27
LPX	LOUISIANA	04/21/11	07/13/10	35	325.01	267.75	57.26
LPX	LOUISIANA	04/21/11	10/09/09	35	325.02	241.15	83.87
MDR	MCDERMOTT	04/21/11	09/16/10	52	1,217.66	732.68	484.98
MRX	MEDICIS PH	04/21/11	11/12/09	27	929.47	637.45	292.02
MLNX	MELLANOX T	04/21/11	01/07/09	36	988.24	297.75	690.49
MLNX	MELLANOX T	04/21/11	10/04/07	26	713.73	521.38	192.35
MYL	MYLAN INC	04/21/11	11/12/09	42	1,031.53	730.80	300.73
MYL	MYLAN INC	04/21/11	01/07/09	5	122.80	52.52	70.28
NETL	NETLOGIC M	04/21/11	11/12/09	22	915.81	458.92	456.89
NICE	NICE SYSTE	04/21/11	02/11/08	23	872.70	710.93	161.77

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
NVLS	NOVELLUS S	04/21/11	07/28/10	39	1,351.53	1,061.97	289.56
NVLS	NOVELLUS S	04/21/11	11/13/09	16	554.48	344.80	209.68
ONNN	ON SEMICON	04/21/11	01/07/09	111	1,096.67	470.97	625.70
OPEN	OPENTABLE	04/21/11	03/12/10	20	2,294.80	731.20	1,563.60
OPTR	OPTIMER PH	04/21/11	06/30/09	21	261.95	301.91	(39.96)
OPTR	OPTIMER PH	04/21/11	01/23/09	30	374.21	335.86	38.35
PLL	PALL CORP	04/21/11	11/12/09	16	908.03	545.28	362.75
PRXL	PAREXEL IN	04/21/11	01/07/09	33	868.45	319.64	548.81
PRXL	PAREXEL IN	04/21/11	08/01/07	19	500.01	389.88	110.13
PRGO	PERRIGO CO	04/21/11	09/24/09	9	793.93	287.73	506.20
PETM	PETSMART I	04/21/11	06/22/10	19	804.28	600.78	203.50
PXP	PLAINS EXP	04/21/11	05/07/09	27	932.17	617.24	314.93
PTP	PLATINUM U	04/21/11	06/02/09	4	146.55	117.48	29.07
PTP	PLATINUM U	04/21/11	02/13/09	8	293.09	236.00	57.09
PVH	PVH CORPOR	04/21/11	03/31/10	14	958.87	807.66	151.21
QLIK	QLIK TECHN	04/21/11	11/11/10	30	890.53	687.90	202.63
KWK	QUICKSILVE	04/21/11	06/02/09	60	828.43	717.53	110.90
RAH	RALCORP HL	04/21/11	06/29/09	4	273.77	241.04	32.73
RAH	RALCORP HL	04/21/11	02/24/09	6	410.66	361.32	49.34
RVBD	RIVERBED T	04/21/11	12/10/10	23	808.30	859.26	(50.96)
ROC	ROCKWOOD H	04/21/11	01/08/10	29	1,434.19	740.08	694.11
ROP	ROPER INDS	04/21/11	08/01/07	14	1,197.42	836.64	360.78
SVNT	SAVIENT PH	04/21/11	07/24/09	31	332.42	485.76	(153.34)
SBAC	SBA COMMUN	04/21/11	11/12/09	29	1,156.59	903.06	253.53
SBAC	SBA COMMUN	04/21/11	08/01/07	2	79.77	64.74	15.03
SBNY	SIGNATURE	04/21/11	06/30/10	15	827.68	579.45	248.23
SIRI	SIRIUS XM	04/21/11	07/28/10	484	921.31	493.34	427.97
SIRO	SIRONA DEN	04/21/11	07/01/10	4	219.44	134.00	85.44
SIRO	SIRONA DEN	04/21/11	08/24/09	21	1,152.08	575.00	577.08
SWKS	SKYWORKS S	04/21/11	11/12/09	43	1,213.22	519.87	693.35
SM	SM ENERGY	04/21/11	01/20/11	10	735.83	570.00	165.83
SLH	SOLERA HLD	04/21/11	11/12/09	15	754.78	529.20	225.58
SOA	SOLUTIA IN	04/21/11	12/10/10	31	794.62	718.27	76.35
BID	SOTHEBYS H	04/21/11	10/15/10	27	1,366.14	1,023.57	342.57
BID	SOTHEBYS H	04/21/11	06/10/10	6	303.59	186.48	117.11
SPW	SPX CORP	04/21/11	07/13/10	5	411.67	272.80	138.87
SPW	SPX CORP	04/21/11	09/15/09	4	329.34	252.68	76.66
SRX	SRA INTL I	04/21/11	06/10/10	12	362.96	249.48	113.48
SWC	STILLWATER	04/21/11	12/10/10	36	766.39	721.00	45.39
STRI	STR HOLDIN	04/21/11	07/12/10	24	390.20	558.72	(168.52)
SUBCY	SUBSEA 7 S	04/21/11	11/12/09	38	977.75	553.28	424.47
SNPS	SYNOPSYS I	04/21/11	07/13/10	8	210.91	175.28	35.63
SNPS	SYNOPSYS I	04/21/11	01/29/10	18	474.54	384.30	90.24
TLEO	TALEO CORP	04/21/11	06/02/09	10	350.20	168.60	181.60
TLEO	TALEO CORP	04/21/11	07/02/08	37	1,295.74	722.51	573.23
TTEK	TETRA TECH	04/21/11	12/23/09	21	485.33	574.14	(88.81)
THOR	THORATEC C	04/21/11	11/12/09	18	543.74	518.40	25.34

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
TW	TOWERS WAT	04/21/11	09/20/10	16	872.51	729.87	142.64
TRMB	TRIMBLE NA	04/21/11	02/17/10	27	1,370.10	690.86	679.24
TUP	TUPPERWARE	04/21/11	11/12/09	16	970.27	763.36	206.91
UAL	UNITED CON	04/21/11	09/09/10	23	469.06	477.01	(7.95)
UNFI	UNITED NAT	04/21/11	01/10/11	20	862.83	749.85	112.98
UTHR	UNITED THE	04/21/11	04/27/10	10	693.13	550.50	142.63
UHS	UNIVERSAL	04/21/11	10/26/10	17	812.79	671.84	140.95
WOOF	VCA ANTECH	04/21/11	11/12/09	35	837.08	828.39	8.69
WOOF	VCA ANTECH	04/21/11	09/15/09	11	263.08	276.54	(13.46)
VPRT	VISTAPRINT	04/21/11	11/12/09	13	693.64	686.46	7.18
WLT	WALTER ENE	04/21/11	08/16/10	6	796.69	436.68	360.01
WCN	WASTE CONN	04/21/11	11/12/09	31.5	935.66	669.90	265.76
WCN	WASTE CONN	04/21/11	07/09/08	43.5	1,292.09	925.49	366.60
WSM	WILLIAMS S	04/21/11	07/06/10	10	418.98	239.20	179.78
WSM	WILLIAMS S	04/21/11	01/05/10	26	1,089.36	555.54	533.82
WWD	WOODWARD I	04/21/11	11/12/09	27	909.22	659.34	249.88
WXS	WRIGHT EXP	04/21/11	08/01/07	28	1,492.82	931.00	561.82
WYN	WYNDHAM WO	04/21/11	07/01/10	10	323.45	203.07	120.38
WYN	WYNDHAM WO	04/21/11	03/09/10	19	614.56	458.64	155.92
AET	AETNA INC	04/26/11	06/17/08	15	588.52	664.43	(75.91)
AET	AETNA INC	04/26/11	09/07/06	25	980.86	891.14	89.72
AET	AETNA INC	04/26/11	07/31/06	19	745.45	609.90	135.55
ALL	ALLSTATE C	04/26/11	12/22/08	54	1,710.29	1,636.99	73.30
ALTE	ALTERRA CA	04/26/11	11/18/09	82	1,794.37	1,872.06	(77.69)
MO	ALTRIA GRO	04/26/11	05/03/10	100	2,626.74	2,142.99	483.75
MO	ALTRIA GRO	04/26/11	05/03/10	17	446.54	364.24	82.30
MO	ALTRIA GRO	04/26/11	05/21/08	69	1,812.44	1,539.23	273.21
ACC	AMERICAN C	04/29/11	11/18/09	21	730.81	537.22	193.59
AEL	AMERICAN E	04/26/11	11/18/09	123	1,567.65	922.18	645.47
AXP	AMERICAN E	04/26/11	12/03/08	55	2,578.65	1,160.50	1,418.15
APC	ANADARKO P	04/26/11	11/12/09	43	3,407.55	2,694.38	713.17
APC	ANADARKO P	04/26/11	08/15/08	18	1,426.42	998.44	427.98
APC	ANADARKO P	04/26/11	03/22/07	25	1,981.13	1,046.30	934.83
APC	ANADARKO P	04/26/11	10/17/06	10	792.45	449.50	342.95
APC	ANADARKO P	04/26/11	06/22/05	9	713.21	371.41	341.80
APA	APACHE COR	04/26/11	01/16/09	14	1,751.90	1,049.44	702.46
APA	APACHE COR	04/26/11	08/08/07	10	1,251.35	810.07	441.28
APA	APACHE COR	04/26/11	10/17/06	10	1,251.35	652.53	598.82
APA	APACHE COR	04/26/11	06/23/06	15	1,877.03	950.32	926.71
AF	ASTORIA FI	04/26/11	11/18/09	126	1,819.31	1,327.52	491.79
AZN	ASTRAZENEC	04/26/11	11/05/09	41	2,063.62	1,841.29	222.33
AZN	ASTRAZENEC	04/26/11	09/10/04	4	201.33	175.40	25.93
BAC	BANK OF AM	04/26/11	05/03/10	110	1,354.66	1,985.42	(630.76)
BAC	BANK OF AM	04/26/11	11/12/09	155	1,908.85	2,523.40	(614.55)
BAC	BANK OF AM	04/26/11	01/12/09	52	640.39	616.20	24.19
BAC	BANK OF AM	04/26/11	12/26/07	6	73.89	251.79	(177.90)
BASFY	BASF SE AD	08/08/11	05/04/11	70	5,057.40	6,703.45	(1,646.05)

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
BASFY	BASF SE AD	08/08/11	11/12/09	5	361.24	293.00	68.24
BASFY	BASF SE AD	08/08/11	09/29/06	13	939.23	522.51	416.72
BDC	BELDEN INC	04/26/11	11/18/09	74	2,838.03	1,792.98	1,045.05
BRY	BERRY PETE	04/26/11	11/18/10	33	1,714.94	1,254.99	459.95
BBY	BEST BUY I	04/26/11	01/07/11	88	2,690.07	3,109.62	(419.55)
BHP	BHP BILLIT	04/26/11	03/18/09	4	406.91	161.60	245.31
BHP	BHP BILLIT	04/26/11	11/13/08	13	1,322.40	413.88	908.52
BHP	BHP BILLIT	04/26/11	10/15/08	15	1,525.85	529.23	996.62
BHP	BHP BILLIT	04/26/11	10/07/08	13	1,322.40	571.24	751.16
BHP	BHP BILLIT	04/26/11	09/05/08	10	1,017.23	580.73	436.50
BMR	BIOMED RLT	04/29/11	08/18/10	69	1,361.68	1,191.77	169.91
BLKB	BLACKBAUD	04/26/11	11/18/09	6	162.11	130.98	31.13
BLKB	BLACKBAUD	04/26/11	11/18/09	55	1,486.05	1,199.82	286.23
BOBE	BOB EVANS	04/26/11	11/18/09	46	1,439.64	1,196.92	242.72
BP	BP PLC ADR	04/26/11	05/21/10	72	3,310.46	3,130.52	179.94
BDN	BRANDYWINE	04/29/11	03/10/10	96	1,208.68	1,102.78	105.90
BDN	BRANDYWINE	04/29/11	11/18/09	13	163.67	131.48	32.19
BCO	BRINKS CO	04/26/11	11/18/09	65	2,226.70	1,543.10	683.60
CDI	C D I CORP	04/26/11	11/18/09	44	612.87	541.50	71.37
CTS	C T S CORP	04/26/11	03/19/10	80	872.83	737.60	135.23
CBT	CABOT CORP	04/26/11	12/03/09	62	2,948.15	1,510.32	1,437.83
CCL	CARNIVAL C	04/26/11	05/27/08	35	1,296.82	1,316.35	(19.53)
CSH	CASH AMER	04/26/11	11/17/10	33	1,513.94	1,203.18	310.76
CSH	CASH AMER	04/26/11	11/18/09	38	1,743.33	1,251.34	491.99
CHK	CHESAPEAKE	04/26/11	12/26/08	103	3,366.41	1,555.05	1,811.36
CSCO	CISCO SYS	04/26/11	01/07/11	74	1,284.13	1,551.00	(266.87)
C	CITIGROUP	04/26/11	09/29/10	258	1,158.25	1,011.18	147.07
C	CITIGROUP	04/26/11	06/24/10	348	1,562.29	1,329.12	233.17
C	CITIGROUP	04/26/11	10/15/08	41	184.06	681.86	(497.80)
C	CITIGROUP	04/26/11	01/09/08	105	471.38	2,800.03	(2,328.65)
COLM	COLUMBIA S	04/26/11	11/25/09	23	1,420.55	879.05	541.50
CBU	COMMUNITY	04/26/11	11/18/09	72	1,744.49	1,353.60	390.89
COP	CONOCOPHIL	04/26/11	05/03/10	46	3,733.35	2,742.52	990.83
COP	CONOCOPHIL	04/26/11	10/17/06	21	1,704.35	1,276.08	428.27
COO	COOPER COM	04/26/11	11/18/09	45	3,300.38	1,436.40	1,863.98
CTB	COOPER TIR	04/26/11	05/27/10	57	1,532.67	1,123.44	409.23
CTB	COOPER TIR	04/26/11	05/19/10	50	1,344.44	964.50	379.94
DVN	DEVON ENER	04/26/11	11/12/09	35	3,113.42	2,353.73	759.69
DVN	DEVON ENER	04/26/11	08/15/08	24	2,134.91	2,255.26	(120.35)
DVN	DEVON ENER	04/26/11	06/23/06	15	1,334.32	840.30	494.02
DVN	DEVON ENER	04/26/11	03/31/05	11	978.50	525.54	452.96
DIS	DISNEY WAL	01/07/11	12/09/08	13	512.58	318.77	193.81
DIS	DISNEY WAL	01/07/11	12/05/08	22	867.45	466.60	400.85
DIS	DISNEY WAL	01/07/11	10/17/08	31	1,222.31	781.40	440.91
ETN	EATON CORP	04/26/11	05/03/10	36	1,975.74	1,416.06	559.68
ETN	EATON CORP	04/26/11	11/05/09	46	2,524.56	1,480.05	1,044.51
ETN	EATON CORP	04/26/11	01/13/09	32	1,756.21	791.16	965.05

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
EMR	EMERSON EL	04/26/11	06/24/10	24	1,433.83	1,073.04	360.79
EMR	EMERSON EL	04/26/11	07/07/09	27	1,613.06	835.92	777.14
ENH	ENDURANCE	04/26/11	09/23/10	49	2,215.13	1,914.92	300.21
ETP	ENERGY TRA	10/03/11	05/04/11	132	5,356.71	6,742.91	(1,386.20)
EBF	ENNIS INC	04/26/11	11/18/09	105	2,043.94	1,587.05	456.89
ELS	EQUITY LIF	04/29/11	11/18/09	22	1,306.52	1,071.18	235.34
FDX	FEDEX CORP	04/26/11	07/30/08	20	1,887.41	1,600.95	286.46
FINL	FINISH LIN	04/26/11	11/17/10	94	2,003.44	1,598.00	405.44
FINL	FINISH LIN	04/26/11	01/06/10	82	1,747.69	1,000.35	747.34
FINL	FINISH LIN	04/26/11	11/18/09	5	106.57	47.20	59.37
FPO	FIRST POTO	04/29/11	05/03/10	66	1,051.98	1,051.02	0.96
FELE	FRANKLIN E	04/26/11	07/28/10	44	1,993.05	1,372.33	620.72
FELE	FRANKLIN E	04/26/11	04/29/10	42	1,902.46	1,509.87	392.59
FULT	FULTON FIN	04/26/11	08/18/10	147	1,640.18	1,272.45	367.73
FULT	FULTON FIN	04/26/11	05/24/10	98	1,093.46	948.58	144.88
GE	GENERAL EL	05/27/11	11/12/09	134	2,611.72	2,116.86	494.86
GE	GENERAL EL	05/27/11	12/02/08	35	682.17	600.95	81.22
GE	GENERAL EL	05/27/11		35	-	(563.80)	563.80
GE	GENERAL EL	05/27/11	03/22/07	35	682.17	1,245.97	(563.80)
GE	GENERAL EL	05/27/11		55	-	(774.37)	774.37
GE	GENERAL EL	05/27/11	02/22/06	55	1,071.98	1,846.35	(774.37)
GE	GENERAL EL	05/27/11		4	-	(44.20)	44.20
GE	GENERAL EL	05/27/11	05/05/04	4	77.96	122.16	(44.20)
GS	GOLDMAN SA	04/26/11	06/28/10	8	1,222.79	1,098.16	124.63
GS	GOLDMAN SA	04/26/11	01/12/09	5	764.24	398.93	365.31
GS	GOLDMAN SA	04/26/11	10/14/08	8	1,222.78	980.69	242.09
GOV	GOVERNMENT	04/26/11	04/01/10	47	1,264.78	1,202.30	62.48
HIG	HARTFORD F	04/26/11	03/08/10	89	2,444.84	2,395.45	49.39
HFC	HOLLYFRONT	04/26/11	11/18/09	35	2,141.70	985.60	1,156.10
HII	HUNTINGTON	04/26/11	12/22/08	2.5263	96.03	67.03	29.00
HII	HUNTINGTON	04/26/11	08/08/07	1.5789	60.02	76.60	(16.58)
HII	HUNTINGTON	04/26/11	04/20/07	1.8947	72.03	91.10	(19.07)
HII	HUNTINGTON	04/05/11	04/05/11	0	13.37	-	13.37
IPCC	INFINITY P	04/26/11	11/18/09	11	637.51	440.98	196.53
IPHS	INNOPHOS H	04/26/11	09/23/10	33	1,518.89	1,007.16	511.73
IPHS	INNOPHOS H	04/26/11	03/24/10	38	1,749.03	1,036.26	712.77
INTC	INTEL CORP	06/10/11	05/04/11	24	514.85	562.22	(47.37)
INTC	INTEL CORP	06/10/11	11/09/10	139	2,981.81	2,942.48	39.33
JPM	JPMORGAN C	04/26/11	12/16/08	22	988.77	658.68	330.09
JPM	JPMORGAN C	04/26/11	10/06/08	47	2,112.36	2,052.82	59.54
LANC	LANCASTER	04/26/11	11/18/09	18	1,149.96	887.22	262.74
LTC	LTC PPTYS	04/29/11	10/20/10	25	721.78	669.89	51.89
MAC	MACERICH C	04/29/11	10/27/09	8	414.28	223.66	190.62
CLI	MACK CALI	04/29/11	11/18/09	30	1,047.12	933.62	113.50
MMS	MAXIMUS IN	04/26/11	09/29/10	21	1,676.42	1,281.21	395.21
MRX	MEDICIS PH	04/26/11	07/06/10	40	1,393.62	885.98	507.64
VIVO	MERIDIAN B	04/26/11	11/18/09	71	1,735.06	1,563.42	171.64

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
MFA	MFA FINL I	04/29/11	11/18/09	232	1,838.99	1,753.15	85.84
NEM	NEWMONT MN	04/26/11	01/07/09	9	516.09	330.14	185.95
NEM	NEWMONT MN	04/26/11	12/05/08	14	802.80	388.99	413.81
NOC	NORTHROP G	04/26/11	12/22/08	16	998.08	608.04	390.04
NOC	NORTHROP G	04/26/11	08/08/07	10	623.79	694.80	(71.01)
NOC	NORTHROP G	04/26/11	04/20/07	12	748.55	826.32	(77.77)
NWN	NORTHWEST	04/26/11	11/18/09	38	1,732.03	1,675.42	56.61
OXY	OCCIDENTAL	04/26/11	03/22/07	10	1,016.00	478.66	537.34
OXY	OCCIDENTAL	04/26/11	01/18/05	10	1,016.01	291.05	724.96
OMI	OWENS & MI	04/26/11	11/18/09	53	1,775.46	1,419.43	356.03
PKE	PARK ELECT	04/26/11	11/18/09	33	1,041.09	791.65	249.44
PVA	PENN VA CO	04/26/11	12/02/10	85	1,280.62	1,483.83	(203.21)
PCG	PG & E COR	12/14/11	05/09/11	75	2,909.94	3,430.20	(520.26)
PLT	PLANTRONIC	04/26/11	12/21/10	29	1,021.24	1,084.79	(63.55)
PTP	PLATINUM U	04/26/11	11/18/09	51	1,890.23	1,856.40	33.83
PNC	PNC FINL S	04/26/11	07/31/09	29	1,791.44	1,044.58	746.86
PNC	PNC FINL S	04/26/11	08/15/08	20	1,235.48	1,443.56	(208.08)
PNC	PNC FINL S	04/26/11	08/08/07	10	617.74	724.21	(106.47)
PL	PROTECTIVE	04/26/11	06/24/10	56	1,474.34	1,184.40	289.94
RGS	REGIS CORP	04/26/11	07/08/09	20	347.14	252.60	94.54
RGS	REGIS CORP	04/26/11	10/24/08	45	781.08	601.65	179.43
RDSA	ROYAL DUTC	04/26/11	08/10/10	44	3,315.30	2,549.19	766.11
RES	RPC ENERGY	04/26/11	06/02/10	78	2,067.59	573.04	1,494.55
SCHN	SCHNITZER	04/26/11	12/30/09	19	1,127.27	917.12	210.15
SVM	SILVERCORP	04/26/11	10/20/10	153	2,025.93	1,377.90	648.03
SM	SM ENERGY	04/26/11	03/01/10	33	2,467.00	1,104.18	1,362.82
SM	SM ENERGY	04/26/11	11/18/09	3	224.27	98.10	126.17
AOS	SMITH A O	04/26/11	09/10/10	48	2,073.77	1,735.04	338.73
SJI	SOUTH JERS	04/26/11	11/18/09	34	1,898.73	1,233.52	665.21
SSI	STAGE STOR	04/26/11	11/18/09	137	2,615.69	1,651.14	964.55
SFG	STANCORP F	04/26/11	11/18/09	41	1,712.78	1,522.74	190.04
STE	STERIS COR	04/26/11	11/18/09	52	1,831.25	1,807.00	24.25
STI	SUNTRUST B	04/26/11	12/10/08	35	956.63	952.72	3.91
TNK	TEEKAY TAN	04/26/11	12/13/10	115	1,120.58	1,369.43	(248.85)
TMP	TEMPLE INL	04/26/11	11/18/09	74	1,696.97	1,273.32	423.65
TDW	TIDEWATER	04/26/11	11/18/09	28	1,624.14	1,280.06	344.08
TTC	TORO CO	04/26/11	11/18/09	37	2,452.50	1,485.55	966.95
TRMK	TRUSTMARK	04/26/11	11/23/10	51	1,186.95	1,114.34	72.61
TUP	TUPPERWARE	04/26/11	12/21/10	22	1,362.64	1,052.03	310.61
TUP	TUPPERWARE	04/26/11	11/18/09	39	2,415.60	1,880.38	535.22
UIL	UIL HLDG C	04/26/11	11/18/09	45	1,382.52	1,215.45	167.07
UNH	UNITEDHEAL	04/26/11	06/09/08	55	2,598.50	1,809.49	789.01
UNH	UNITEDHEAL	04/26/11	08/08/07	13	614.19	615.41	(1.22)
USB	US BANCORP	04/26/11	08/15/08	46	1,148.27	1,447.82	(299.55)
USB	US BANCORP	04/26/11	05/05/04	12	299.55	318.12	(18.57)
VZ	VERIZON CO	01/07/11	05/21/10	51	1,826.52	1,323.69	502.83
VZ	VERIZON CO	01/07/11	03/22/07	42	1,504.19	1,483.28	20.91

Symbol	Description	Sold Date	Date Acquired	Quantity	Proceeds	Cost	Realized Gain/Loss
WABC	WESTAMERIC	04/26/11	11/18/09	32	1,592.01	1,688.08	(96.07)
WTFC	WINTRUST F	04/26/11	11/18/09	56	1,893.77	1,523.90	369.87
WOR	WORTHINGTO	04/26/11	11/18/09	109	2,287.93	1,316.31	971.62
ZMH	ZIMMER HLD	04/26/11	01/07/11	26	1,620.94	1,370.92	250.02
ZMH	ZIMMER HLD	04/26/11	01/11/10	17	1,059.85	1,078.65	(18.80)
ZMH	ZIMMER HLD	04/26/11	01/23/09	16	997.50	631.08	366.42
					<u>\$900,411.27</u>	<u>\$844,852.29</u>	<u>\$55,558.98</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐
All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Gould Family Foundation	Employer identification number (EIN) or <input checked="" type="checkbox"/> 23-7259693
	Number, street, and room or suite no. If a P.O. box, see instructions 2658 Del Mar Heights Road #348	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Del Mar, CA 92014	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **Richard S. Gould**

Telephone No. ► **858-692-2680** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **8/15**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 20 **11** or

► ☐ tax year beginning, 20, and ending, 20

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat No 27916D

Form **8868** (Rev. 1-2012)

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