ENVELOPE POSTMARK DATE OCT 1 0 2012

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: The Sharon D Lund Foundation

A Employer identification number: 23-7306460

Number and street (or P O box number if mail is not delivered to street address): 25129 The Old Road — Room/suite: 304

B Telephone number (see instructions): (661) 259-8500

City or town, state, and ZIP code: Stevenson Ranch CA 91381

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 100,971,287

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	132	132		
4	Dividends and interest from securities	1,637,563	1,637,563		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	1,841,454			
b	Gross sales price for all assets on line 6a 9,329,936				
7	Capital gain net income (from Part IV, line 2)		1,841,454		
8	Net short-term capital gain			55,151	
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-73,723			
12	**Total.** Add lines 1 through 11	3,405,426	3,479,149	55,151	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages	97,833			97,833
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	28,600			28,600
c	Other professional fees (attach schedule)	348,884	346,484		2,400
17	Interest				
18	Taxes (attach schedule) (see instructions)	151,443	2,140		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	30,929			30,929
21	Travel, conferences, and meetings	2,831			2,831
22	Printing and publications				
23	Other expenses (attach schedule)	19,469			19,469
24	**Total operating and administrative expenses.** Add lines 13 through 23	679,989	348,624		182,062
25	Contributions, gifts, grants paid	4,868,459			4,868,459
26	**Total expenses and disbursements** Add lines 24 and 25	5,548,448	348,624		5,050,521
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-2,143,022			
b	**Net investment income** (if negative, enter -0-)		3,130,525		
c	**Adjusted net income** (if negative, enter -0-)			55,151	

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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			
	2	Savings and temporary cash investments	1,664,457	1,080,637	1,080,637
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	91,578	80,545	80,545
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	43,207,127	42,005,983	42,005,983
	c	Investments—corporate bonds (attach schedule)	28,976,000	17,170,445	17,170,445
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	35,788,582	40,630,785	40,630,785
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Rent deposit)	2,892	2,892	2,892
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	109,730,636	100,971,287	100,971,287
Liabilities	17	Accounts payable and accrued expenses		3,195	
	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 ▶ Deferred excise taxes)	116,077	154,347	
	23	**Total liabilities** (add lines 17 through 22)	116,077	157,542	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ [X]			
	24	Unrestricted	109,614,559	100,813,745	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	109,614,559	100,813,745	
	31	**Total liabilities and net assets/fund balances** (see instructions)	109,730,636	100,971,287	

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	109,614,559
2	Enter amount from Part I, line 27a	2	-2,143,022
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	107,471,537
5	Decreases not included in line 2 (itemize) ▶ Unrealized losses on investments	5	6,657,792
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	100,813,745

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	Publicly traded securities	P	Various	Various
b	Pass through from partnerships			
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	8,201,171		7,488,482	712,689
b	1,128,765			1,128,765
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				712,689
b				1,128,765
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	1,841,454
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	55,151

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	4,911,718	103,160,487	0.047612
2009	5,050,337	91,362,044	0.055278
2008	5,968,382	101,309,725	0 058912
2007	5,201,637	121,257,608	0.042897
2006	4,977,213	114,829,771	0 043344

2	**Total** of line 1, column (d)	2	0.248043
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 049609
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	106,500,761
5	Multiply line 4 by line 3	5	5,283,396
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,305
7	Add lines 5 and 6	7	5,314,701
8	Enter qualifying distributions from Part XII, line 4	8	5,050,521

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	62,611
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	
3	Add lines 1 and 2	3	62,611
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	62,611
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 143,156		
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	143,156
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	80,545
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 80,545 **Refunded** ▶	11	

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Robert L. Wilson Telephone no. ▶ 818-291-4000

Located at ▶ 535 North Brand Blvd. Glendale CA ZIP+4 ▶ 91203

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?	**5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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.*	**6b**		X
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**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Statement #7	.00	0	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
Patricia Patti 535 North Brand Blvd., Glendale, CA 91203	Administrator 40.00	97,833	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
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
Sanford Bernstein & Co. 1345 Ave. of the Americas, New York, NY 10105	Portfolio management	85,389
CTC Consulting 4380 SW Macadam Avenue, Portland, OR 97239	Portfolio management	93,750
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	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	106,849,843
b	Average of monthly cash balances	1b	1,272,757
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	108,122,600
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	108,122,600
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	1,621,839
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	106,500,761
6	**Minimum investment return.** Enter 5% of line 5	6	5,325,038

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	5,325,038
2a	Tax on investment income for 2011 from Part VI, line 5	2a	62,611		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	62,611
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,262,427
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,262,427
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	5,262,427

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	5,050,521
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	5,050,521
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,050,521

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				5,262,427
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,118,602	
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				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 5,050,521				
a Applied to 2010, but not more than line 2a			4,118,602	
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				931,919
e Remaining amount distributed out of corpus				
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				
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				4,330,508
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				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached	None	Public	Program services	4,868,459
Total			▶ 3a	4,868,459
b *Approved for future payment*				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	132	
4 Dividends and interest from securities			14	1,637,563	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,841,454	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Partnership pass throughs	525990	-73,723			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-73,723		3,479,149	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,405,426

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] 10-10-12 ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Howard Levine	[signature]	10/2/2012		P00009906
Firm's name ▶ Howard J. Levine C.P.A.			Firm's EIN ▶ 95-3535569	
Firm's address ▶ 16600 Sherman Way #280, Van Nuys, CA 91406			Phone no (818) 994-5562	

Name as shown on return	ID number
The Sharon D Lund Foundation	23-7306460

STATEMENT #1 - OTHER PROFESSIONAL FEES

Investment management fees	346,484
Administrative services	2,400
TOTAL	348,884

STATEMENT #2 - TAXES

Foreign excise taxes	2,140
Federal excise taxes	149,303
TOTAL	151,443

STATEMENT #3 - OTHER EXPENSES

Dues and subscriptions	550
Insurance	3,614
Miscellaneous	180
Payroll taxes	7,736
Postage	694
Supplies	4,232
Telephone	2,463
TOTAL	19,469

STATEMENT #4 - DETAIL OF STOCKS

	Cost	Market Value
Disney stock	2,788,523	7,620,000
S Bernstein (publicly traded securities)	7,909,579	7,644,835
Lee Munder (publicly traded securities)	2,828,303	3,050,410
DFA Small Cap Fund	4,192,320	2,783,361
Vanguard Index Growth Fund	6,760,552	8,418,924
IVA Overseas Fund	6,000,000	8,601,045
Aberdeen Emerging Markets	2,249,039	2,123,878
Eaton Vance Tax-Manager Emerging Markets	1,701,466	1,763,530
TOTAL	34,429,782	42,005,983

STATEMENT #5 - DETAIL OF BONDS

	Cost	Market Value
Pimco Pacific Investment Fund	9,497,949	9,645,324
Pmico Developmt Market Fund	2,531,365	2,466,419
Golden Tree High Yield Value Fund	2,500,000	2,524,611
CF Post Limited Term High Yield Fund	2,500,000	2,534,091
TOTAL	17,029,314	17,170,445

STATEMENT #6 - DETAIL OF OTHER INVESTMENTS

	Cost	Market Value
Ather Real Assets I, L P	319,662	319,662
Ather Real Assets II, L P	-447	-447
Tiger Overseas Fund	24,264	24,264
Passport Offshore Ltd	1,290,779	1,290,779
Frontier Research Fund L P	3,039,260	3,039,260
Clovis Capital Partners	1,943,229	1,943,229
Flagg Venture Partners III	454,516	454,516
Next Generation Partners III, L P	351,475	351,475
Flagg Venture Partners IV	1,272,829	1,272,829
Touraidi Diversified Fund	914,750	914,750
Flagg Private Equity Fund	380,538	380,538
Seminole Offshore Fund	2,481,404	2,481,404
RHO Fund Investors	1,474,402	1,474,402
Kenmare Offshore Fund Ltd	2,219,546	2,219,546
Watershed Capital Institutional Partners	2,243,413	2,243,413
Anchorage Capital	1,834,142	1,834,142
Venture Investment Associates III L P	32,655	32,655
Park West Partners Limited	2,155,865	2,155,865
Darwin Venture Capital Fund-of-Funds	848,915	848,915
Potrfolio Advisors Private Equity Fund V (Diversified)	563,671	563,671
Potrfolio Advisors Private Equity Fund V (Special Situation)	230,498	230,498
Canyon Value Realization Fund	3,570,763	3,570,763
Artio International Equity Fund II LLC	5,058,422	5,058,422
Schroder Emerging Markets Debt Fund	2,489,276	2,489,276
Empyrean Capital Overseas Fund	1,762,720	1,762,720
Potrfolio Advisors Private Equity Fund VI (Offshore)	458,489	458,489
Mondrian Emerging Markets Debt Fund	2,171,845	2,171,845
Indus Asia Pacific Fund Ltsd	944,751	944,751
Montauk Trigurad Fund V L P	99,153	99,153
TOTAL	40,630,785	40,630,785

STATEMENT #7 - OFFICERS AND DIRECTORS

	Title/Avg Hours	Compensation	Benefit Plans	Expense Allowances
Michelle Lund 25129 The Old Road Stevenson Ranch, CA	President - 3 hours/week			
Robert L Wilson 25129 The Old Road Stevenson Ranch, CA	Sec /Treas - 3 hours/week			
Ronald E Gother 25129 The Old Road Stevenson Ranch, CA	Asst Sec - 3 hours/week			
Bradford Lund 25129 The Old Road Stevenson Ranch, CA	Vice Pres - 3 hours/week			
Gloria Wilson 25129 The Old Road Stevenson Ranch, CA	Director - 3 hours/week			

Sharon D. Lund Foundation
Grants and Contributions
2011

Name	Amount
A Place Called Home P.O. Box 11336 Los Angeles, CA 90011	50,000.00
Best Buddies 52 West Roosevelt Blvd., #2 Phoenix, AZ 85003	35,000.00
Boy Scouts of America 2645 N. 24th Street Phoenix, AZ 85005	35,000.00
Boys and Girls Club of Gilbert 14505 East Guadalupe Road #4 Tempe, AZ 85283	35,000.00
Boys and Girls Club of Metro. Phoenix 2645 N. 24th Street Phoenix, AZ 85005	50,000.00
California Community Foundation 445 S. Figueroa St. #3400 Los Angeles, CA 90071	1,000,000.00
California Institute of the Arts 24700 McBean Parkway Valencia, CA 91355	500,000.00
Canine Companions for Independence P.O. Box 4568 Oceanside, CA 92052	30,000.00
Child Help USA 15757 N. 78th Street Phoenix, CA 85260	150,000.00
Child S.H.A.R.E. 1544 West Glenoaks Blvd. Glendale, CA 91201	50,000.00
Child Welfare Society of Kenya P.O. Box 1083 Nakuru, Kenya	25,000.00
Children's Burn Foundation 4929 Van Nuys Blvd. Sherman Oaks, CA 91403	50,000.00
Children's Hospital of Los Angeles 4560 Sunset Blvd., M.S. 29 Los Angeles, CA 90027	700,000.00
Children of the Night 14530 Sylvan Street Van Nuys, CA 91411	50,000.00

Sharon D. Lund Foundation
Grants and Contributions
2011

Name	Amount
Coucil on Foundation 1828 L. Street, N.W. Washington, DC 20036	14,670.00
Curtis School 1571 Mulholland Drive Los Angeles, CA 90049	35,000.00
Earthfire Institute P.O. Box 368 Driggs, ID 83422	50,000.00
Frostig Center P.O. Box 4487 Orange, CA 92863	100,000.00
Dr. Susan Love Research Foundation 2811 Wilshire Blvd., #500 Santa Monica, CA 90403	250,000.00
Give Kids the World 210 South Bass Road Kissimmee, FL 34746	175,000.00
Guide Dogs of America 13445 Glenoaks Blvd. Sylmar, CA 91342	50,000.00
Guide Dogs of the Desert P.O. Box 1692 Palm Springs, CA 92263	50,000.00
Home Base 931 East Devonshire Phoenix, AZ 90038	35,000.00
John Tracy Clinic 806 W. Adams Blvd. Los Angeles, CA 90007	35,000.00
Lund University Section of MIG c/o Catharina Svanborg Solvegatan 23 222 62 Lund, Sweden	100,000.00
Main Street USA Charitable Foundation 207 N. Main Street USA Marceline, MO 64658	45,000.00
Make a Wish 1875 Century Park West, #1460 Los Angeles, CA 90067	50,000.00

Sharon D. Lund Foundation
Grants and Contributions
2011

Name	Amount
Marianne Frostig Center 971 N. Altadena Drive Pasadena, CA 91107	250,000.00
Maud Booth Center-Volunteers of America 3600 Wilshire Blvd., #1500 Los Angeles, CA 90010-2619	100,000.00
Operation Smile 6435 Tidewater Drive Nordfold, VA 23509	150,000.00
Phoenix Children's Hospital 2701 N. 16th Street, #120 Phoenix, AZ 85006	250,000.00
Riverview School 551 Route 6A Cape Cod, MA 02537	50,000.00
Ryman Arts 315 W. Ninth Street, #806 Los Angeles, CA 90015	100,000.00
Save the Family 450 West 4th Street Meza, AZ 85201	50,000.00
Special Olympics Arizona 3816 N. 6th Street Phoenix, AZ 85014-5004	35,000.00
Special Olympics TRI Valley 11836 Hesby Street Valley Village, CA 91607	35,000.00
The Sheepfold P.O. Box 4487 Orange, CA 92863	45,225.59
Various small grants	3,563.71
Westmark School 5461 Louise Avenue Encino, CA 91316	50,000.00
Total	4,868,459.30