SCANNED MAY 17 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 , 2011, and ending ,

Marvin Buzz Oates Charitable Foundation
8615 Elder Creek Road
Sacramento, CA 95828

A Employer identification number: 26-1481981

B Telephone number (see the instructions): 916 379-3800

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 15,011,475.

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

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)
1	Contributions, gifts, grants, etc, received (att sch)	500,000.			
2	Ck ► ☐ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	114,125.	114,125.	N/A	
4	Dividends and interest from securities	160,150.	160,150.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	41,780.			
b	Gross sales price for all assets on line 6a 4,087,745.				
7	Capital gain net income (from Part IV, line 2)		41,780.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Statement 1	21,326.			
12	**Total.** Add lines 1 through 11	837,381.	316,055.		
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	8,050.	4,025.		4,025.
c	Other prof fees (attach sch) See St 3	42,175.	42,175.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 4	7,189.	4,179.		10.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 5	765.			765.
24	**Total operating and administrative expenses.** Add lines 13 through 23	58,179.	50,379.		4,800.
25	Contributions, gifts, grants paid Part XV	804,294.			804,294.
26	**Total expenses and disbursements.** Add lines 24 and 25	862,473.	50,379.		809,094.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-25,092.			
b	**Net investment income** (if negative, enter 0)		265,676.		
c	**Adjusted net income** (if negative, enter -0-)				

Side labels: REVENUE; OPERATING AND ADMINISTRATIVE EXPENSES

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS			
1 Cash – non-interest-bearing	32,828.	178,201.	178,201.
2 Savings and temporary cash investments	3,709,564.	4,364,087.	4,364,087.
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 sch) ►			
Less allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments – U S. and state government obligations (attach schedule) Statement 6	718,932.	983,394.	983,394.
b Investments – corporate stock (attach schedule) Statement 7	2,120,972.	3,469,721.	3,469,721.
c Investments – corporate bonds (attach schedule) Statement 8	298,385.	2,453,095.	2,453,095.
11 Investments – land, buildings, and equipment. basis ►			
Less accumulated depreciation (attach schedule) ►			
12 Investments – mortgage loans			
13 Investments – other (attach schedule) Statement 9	8,472,902.	3,562,977.	3,562,977.
14 Land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
15 Other assets (describe ►)			
16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	15,353,583.	15,011,475.	15,011,475.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES			
Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	15,353,583.	15,011,475.	
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, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	15,353,583.	15,011,475.	
31 **Total liabilities and net assets/fund balances** (see instructions)	15,353,583.	15,011,475.	

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	15,353,583.
2 Enter amount from Part I, line 27a	2	-25,092.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	15,328,491.
5 Decreases not included in line 2 (itemize) ► See Statement 10	5	317,016.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	15,011,475.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 11			
b			
c			
d			
e			

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	41,780.
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	44,274.

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 (column (b) divided by column (c))
2010	798,670.	15,088,847.	0.052931
2009	769,217.	7,522,241.	0.102259
2008	246,182.	6,886,156.	0.035750
2007		18,890.	
2006			

2 **Total** of line 1, column (d)	2	0.190940
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	0.047735
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,039,362.
5 Multiply line 4 by line 3	5	717,904.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,657.
7 Add lines 5 and 6	7	720,561.
8 Enter qualifying distributions from Part XII, line 4	8	809,094.

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 instrs) **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	2,657.
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	2,657.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,657.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 3,481.		
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	3,481.
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	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	824.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 824.	**Refunded** ►	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► Mike Stodden Telephone no ► 916 379-3800

Located at ► 8615 Elder Creek Road Sacramento CA ZIP + 4 ► 95828

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	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)*

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?	N/A ☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X (No)
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 12		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 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		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 ►	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	15,142,525.
b	Average of monthly cash balances	1b	125,863.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	15,268,388.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,268,388.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	229,026.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,039,362.
6	**Minimum investment return.** Enter 5% of line 5	6	751,968.

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	751,968.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,657.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,657.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	749,311.
4	Recoveries of amounts treated as qualifying distributions			4	21,326.
5	Add lines 3 and 4			5	770,637.
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	770,637.

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	809,094.
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	809,094.
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	2,657.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	806,437.

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					770,637.
2 Undistributed income, if any, as of the end of 2011:					
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					
b From 2007					
c From 2008					
d From 2009	300,802.				
e From 2010	48,046.				
f Total of lines 3a through e		348,848.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 809,094.					
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					770,637.
e Remaining amount distributed out of corpus		38,457.			
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		387,305.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see 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)		0.			
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		387,305.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	300,802.				
d Excess from 2010	48,046.				
e Excess from 2011	38,457.				

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

Part XV Supplementary Information (Complete this part only if the organization 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))

Marvin Buzz Oates

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 13				
Total			► **3a**	804,294.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

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					
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	114,125.	
4 Dividends and interest from securities			14	160,150.	
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			1	21,326.	
8 Gain or (loss) from sales of assets other than inventory			18	41,780.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				337,381.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 337,381.

(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)
N/A	

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

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

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

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

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

▶ [signature] 5/2/12 ▶ CFO

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
Sharon Zorbach	Sharon Zorbach	04/24/2012		P00125475

Firm's name ▶ **Deloitte Tax LLP** Firm's EIN ▶ **86-1065772**

Firm's address ▶ **225 West Santa Clara Street**
San Jose, CA 95113 Phone no **(408) 704-4000**

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ► Attach to Form 990, Form 990-EZ, or Form 990-PF	OMB No 1545-0047 **2011**

Name of the organization	Employer identification number
Marvin Buzz Oates Charitable Foundation	26-1481981

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

☐ *For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections* 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ __________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

Marvin Buzz Oates Charitable Foundation

Employer identification number

26-1481981

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Marvin L Oates 8615 Elder Creek Road Sacramento, CA 95828	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization
Marvin Buzz Oates Charitable Foundation

Employer identification number
26-1481981

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: Marvin Buzz Oates Charitable Foundation

Employer identification number: 26-1481981

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete cols **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 21,326.		
Total	$ 21,326.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	$ 8,050.	$ 4,025.		$ 4,025.
Total	$ 8,050.	$ 4,025.		$ 4,025.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advisory Fees	$ 42,175.	$ 42,175.		
Total	$ 42,175.	$ 42,175.		$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal taxes	$ 3,000.			
Foreign taxes	4,179.	$ 4,179.		
State tax	10.			$ 10.
Total	$ 7,189.	$ 4,179.		$ 10.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues & Subscriptions	$ 695.			$ 695.
Licenses & Permits	70.			70.
Total	$ 765.	$ 0.		$ 765.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Government Bonds	Mkt Val	$ 983,394.	$ 983,394.
		$ 983,394.	$ 983,394.
	Total	$ 983,394.	$ 983,394.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stock	Mkt Val	$ 3,469,721.	$ 3,469,721.
	Total	$ 3,469,721.	$ 3,469,721.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Corporate Bonds	Mkt Val	$ 2,453,095.	$ 2,453,095.
	Total	$ 2,453,095.	$ 2,453,095.

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Mutual Funds	Mkt Val	$ 51,227.	$ 51,227.
Church Extension Plan	Mkt Val	3,511,750.	3,511,750.
	Total	$ 3,562,977.	$ 3,562,977.

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

Unrealized Losses on Investments	$ 317,016.
Total	$ 317,016.

Statement 11
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Dow Chemical	Purchased	3/22/2010	3/15/2011
2	50000 Bank of America Crp Mtn	Purchased	3/22/2010	8/12/2011
3	100000 National City CA Cmnty	Purchased	4/20/2010	8/01/2011
4	3001 Vanguard Europe Pacific ETF	Purchased	6/04/2010	1/14/2011
5	527 Vanguard MSCI EAFE ETF	Purchased	6/04/2010	4/15/2011
6	12 IShares Russell Midcap Value Ind Fd	Purchased	8/21/2009	4/15/2011
7	19 IShares Russell Midcap Growth	Purchased	9/19/2008	4/15/2011
8	6 IShares Russell Midcap Growth	Purchased	9/22/2008	4/15/2011
9	435 IShares Russell 1000 Growth	Purchased	7/30/2008	10/07/2011
10	189 IShares Russell 1000 Growth	Purchased	7/30/2008	10/07/2011
11	20 IShares TR Russell 2000 Growth	Purchased	7/30/2008	4/15/2011
12	384 Vanguard MSCI EAFE ETF	Purchased	6/04/2010	10/07/2011
13	1105 First Tr ISE Revere nat Gas	Purchased	4/15/2011	4/18/2011
14	260 IShares Silver Trust	Purchased	4/28/2011	4/29/2011
15	414 Proshares Short MSCI	Purchased	4/18/2011	4/20/2011
16	297 Proshares Short DOW30	Purchased	4/18/2011	4/20/2011
17	742 Rydex S&P Equal Wgt ETF	Purchased	4/15/2011	4/18/2011
18	589 Silver Miners ETF	Purchased	4/28/2011	5/03/2011
19	395 Market Vectors Gold Miners	Purchased	4/21/2011	5/02/2011
20	305 Market Vectors ETF	Purchased	4/26/2011	5/05/2011
21	1425 PowerShares ETF Tech	Purchased	4/20/2011	5/11/2011
22	394 Powershares DB Commodity Index	Purchased	4/20/2011	5/05/2011
23	737 Powershares DB Ag Fd	Purchased	4/15/2011	5/11/2011
24	650 Powershares DWA Emerging Mkts	Purchased	4/21/2011	5/11/2011
25	203 Proshares Short Financials	Purchased	5/09/2011	5/12/2011
26	1064 Proshares Short S&P500	Purchased	Various	5/26/2011
27	410 Proshares Short Russell2000	Purchased	5/11/2011	5/12/2011
28	451 PRoshares Short 20+ yr treas	Purchased	Various	5/11/2011
29	405 SPDR Lehman Int'l Treas Bd	Purchased	Various	5/06/2011
30	471 Rydex S&P Equal Wgt ETF	Purchased	5/27/2011	6/01/2011

Statement 11 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
31	1005 US Natural Gas Fd	Purchased	Various	6/16/2011
32	84 Barclays Bk PLC	Purchased	7/07/2011	7/11/2011
33	270 First TR ETF Amex Biotech	Purchased	7/08/2011	7/11/2011
34	473 Silver Miners ETF	Purchased	7/12/2011	7/27/2011
35	306 IShares Silver Trust	Purchased	7/18/2011	7/19/2011
36	249 IShares Barclays 20+ yr Tr Bd	Purchased	Various	7/06/2011
37	401 Ishares Barclays 7-10 yr Tr Bd	Purchased	Various	7/07/2011
38	311 IShares Barclays 10-20 yr Tr Bd	Purchased	Various	7/07/2011
39	396 Market Vectors ETF	Purchased	Various	7/27/2011
40	620 Market Vectors Junior Gold Min ETF	Purchased	Various	7/27/2011
41	217 Market Vectors ETF	Purchased	7/08/2011	7/11/2011
42	1078 PowerShares ETF Tech	Purchased	Various	7/27/2011
43	201 Powershares DB Precious Metals	Purchased	7/21/2011	7/28/2011
44	1124 Powershares DB US Dollar Index Fd	Purchased	Various	7/07/2011
45	300 Proshares Short MSCI	Purchased	7/11/2011	7/21/2011
46	390 Proshares Short MSCI Emerging	Purchased	7/12/2011	7/21/2011
47	877 Proshares Short S&P500	Purchased	Various	7/05/2011
48	219 Proshares Short QQQ	Purchased	6/07/2011	7/05/2011
49	393 PRoshares Short 20+ yr treas	Purchased	7/07/2011	Various
50	232 Rydex S&P Equal Wgt ETF	Purchased	7/08/2011	7/11/2011
51	84 Spdr Gold Tr Gold SHS	Purchased	7/05/2011	7/28/2011
52	115 Barclays Bk PLC	Purchased	8/02/2011	8/03/2011
53	144 Barclays Bk PLC	Purchased	8/19/2011	8/24/2011
54	232 CurrencyShares Australian DLR	Purchased	Various	8/18/2011
55	492 IShares Tr Dow Jones Select	Purchased	Various	8/18/2011
56	144 IShares Barclays 1-3 yr Tr Bd	Purchased	Various	8/24/2011
57	95 IShares Barclays 10-20 yr Tr Bd	Purchased	8/26/2011	8/29/2011
58	666 Market Vectors Junior Gold Min ETF	Purchased	Various	8/18/2011
59	238 Market Vectors ETF	Purchased	8/29/2011	8/31/2011
60	420 PowerShares QQQ Tr Ser 1	Purchased	Various	8/17/2011
61	782 Powershares DB Commodity Index	Purchased	Various	8/01/2011
62	187 Powershares DB Precious Metals	Purchased	8/25/2011	8/29/2011
63	1157 Powershares DB US Dollar Index Fd	Purchased	Various	8/26/2011
64	734 Proshares Short Financials	Purchased	Various	Various
65	463 PRoshares Short 20+ yr treas	Purchased	8/24/2011	8/26/2011
66	514 Proshares Short S&P500	Purchased	8/10/2011	8/11/2011
67	693 Proshares Short QQQ	Purchased	Various	Various
68	290 Proshares Short DOW30	Purchased	Various	8/05/2011
69	479 Proshares Short Russell2000	Purchased	7/27/2011	8/05/2011
70	619 SPDR S&P 500 ETF Trust	Purchased	Various	Various
71	118 Spdr Gold Tr Gold SHS	Purchased	Various	Various
72	388 SPDR Lehman Int'l Treas Bd	Purchased	Various	8/01/2011
73	728 Materials Select Sector Spdr	Purchased	Various	Various
74	354 Select Sector SPDR Energy	Purchased	Various	Various
75	58 Currency Shares Swiss Franc	Purchased	9/01/2011	9/06/2011
76	530 First Trust Nasdaq 100 Tech	Purchased	9/08/2011	9/09/2011
77	174 IShares Barclays 20+ yr Tr Bd	Purchased	Various	9/26/2011
78	867 Market Vectors Gold Miners	Purchased	Various	Various
79	719 Powershares DB Agriculture Fd	Purchased	Various	9/09/2011
80	535 Proshares Short Financials	Purchased	Various	Various
81	725 Proshares Short MSCI	Purchased	Various	Various
82	380 Proshares Short MSCI Emerging	Purchased	8/31/2011	9/01/2011
83	497 Proshares Short S&P500	Purchased	9/21/2011	9/23/2011
84	1124 Proshares Short Russell2000	Purchased	Various	Various
85	274 Rydex S&P Equal Wgt ETF	Purchased	9/07/2011	9/08/2011
86	202 SPDR S&P 500 ETF Trust	Purchased	8/29/2011	9/01/2011

Statement 11 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
87	222 Barclays Bk PLC	Purchased	10/28/2011	10/31/2011
88	167 CurrencyShares Australian DLR	Purchased	10/18/2011	10/19/2011
89	153 Currency Shares Japanese	Purchased	Various	10/12/2011
90	397 IShares Silver Trust	Purchased	10/07/2011	10/12/2011
91	214 IShares Barclays 20+ yr Tr Bd	Purchased	Various	10/18/2011
92	351 Ishares Barclays 7-10 yr Tr Bd	Purchased	Various	10/06/2011
93	660 Market Vectors Gold Miners	Purchased	10/10/2011	10/13/2011
94	1491 Market Vectors Junior Gold Min ETF	Purchased	Various	Various
95	248 Market Vectors ETF	Purchased	10/26/2011	10/31/2011
96	643 PowerShares QQQ Tr Ser 1	Purchased	Various	10/07/2011
97	1045 PowerShares ETF Tech	Purchased	Various	10/19/2011
98	1701 Powershares DB US Dollar Index Fd	Purchased	Various	Various
99	142 Proshares Short MSCI	Purchased	10/19/2011	10/26/2011
100	555 Proshares Short S&P500	Purchased	10/07/2011	10/10/2011
101	379 Proshares Short QQQ	Purchased	10/07/2011	10/10/2011
102	888 Proshares Short DOW30	Purchased	10/19/2011	10/26/2011
103	1141 Proshares Short Russell2000	Purchased	10/13/2011	10/14/2011
104	1283 PRoshares Short 20+ yr treas	Purchased	10/18/2011	10/19/2011
105	568 Rydex S&P Equal Wgt ETF	Purchased	Various	Various
106	221 SPDR S&P 500 ETF Trust	Purchased	10/04/2011	10/07/2011
107	76 Spdr Gold Tr Gold SHS	Purchased	10/10/2011	10/13/2011
108	731 IShares Tr Dow Jones Select	Purchased	Various	11/01/2011
109	207 IShares Barclays 20+ yr Tr Bd	Purchased	Various	11/30/2011
110	402 Powershares DB Precious Metals	Purchased	Various	11/09/2011
111	1118 Powershares DB US Dollar Index Fd	Purchased	Various	11/30/2011
112	320 Proshares Short Financials	Purchased	11/07/2011	11/08/2011
113	778 Proshares Short MSCI Emerging	Purchased	10/31/2011	11/03/2011
114	298 Proshares Short S&P500	Purchased	11/16/2011	11/28/2011
115	392 Proshares Short QQQ	Purchased	11/10/2011	11/28/2011
116	372 PRoshares Short 20+ yr treas	Purchased	11/08/2011	11/09/2011
117	202 SPDR Lehman Int'l Treas Bd	Purchased	11/03/2011	11/09/2011
118	326 IShares Tr Dow Jones Select	Purchased	12/05/2011	12/08/2011
119	92 IShares Barclays 10-20 yr Tr Bd	Purchased	12/13/2011	12/20/2011
120	415 Market Vectors Gold Miners	Purchased	12/06/2011	12/08/2011
121	405 Powershares DB Precious Metals	Purchased	12/06/2011	12/08/2011
122	415 Proshares Short MSCI	Purchased	Various	12/20/2011
123	300 Proshares Short S&P500	Purchased	12/08/2011	12/15/2011
124	634 Proshares Short QQQ	Purchased	12/07/2011	12/20/2011
125	532 Rydex S&P Equal Wgt ETF	Purchased	12/22/2011	12/28/2011
126	201 SPDR S&P 500 ETF Trust	Purchased	12/20/2011	12/28/2011
127	102 SPDR Dow Jones Indl Avg ETF	Purchased	12/20/2011	12/28/2011
128	183 Select Sector SPDR Energy	Purchased	12/20/2011	12/28/2011
129	329 United States Oil Fund LP	Purchased	12/20/2011	12/28/2011
130	400 IShares TR Barclays Fund	Purchased	Various	4/20/2011
131	225 IShares TR Barclays Fund	Purchased	Various	8/15/2011
132	685 IShares Trust S&P 500	Purchased	Various	4/20/2011
133	650 Vanguard MSCI Emerging	Purchased	Various	4/20/2011
134	411.629 American Fd Europacific	Purchased	Various	8/15/2011
135	456.751 American Fd Fundamental	Purchased	Various	12/12/2011
136	1305.425 AQR Diversified	Purchased	Various	8/15/2011
137	8627.208 AQR Diversified	Purchased	Various	8/15/2011
138	4945.814 Arbitrage Fund Class I	Purchased	Various	8/15/2011
139	11400.077 DWS Floating Rate Fd	Purchased	Various	12/12/2011
140	9012.932 Loomis Sayles Bond Fund	Purchased	Various	Various
141	3226.214 Masters Select Smaller	Purchased	Various	4/20/2011
142	4246.101 Osterweis Strategic	Purchased	Various	11/11/2011

Statement 11 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
143	853.414 Pimco Commodity Real	Purchased	Various	4/20/2011
144	3745.318 Pimco Commodity Real	Purchased	Various	11/11/2011
145	1407.811 Pimco Emrg Local Bd Fd	Purchased	Various	8/15/2011
146	5444.958 Pimco Commodity Real	Purchased	Various	Various
147	2668.539 Pimco Investment Grade	Purchased	Various	4/20/2011
148	1594.747 Pimco Investment Grade	Purchased	Various	8/15/2011
149	1823.154 Pimco Unconstrained Bd Fd	Purchased	Various	8/15/2011
150	10980.747 Pimco Unconstrained Bd Fd	Purchased	Various	Various
151	167.901 RS Global Natural	Purchased	Various	4/20/2011
152	348.519 Selected American Shares	Purchased	Various	11/11/2011
153	675 IShares Trust S&P 500	Purchased	Various	11/11/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	100,000.		100,000.	0.				$ 0.
2	46,138.		50,000.	-3,862.				-3,862.
3	100,000.		100,000.	0.				0.
4	109,837.		89,889.	19,948.				19,948.
5	19,847.		15,785.	4,062.				4,062.
6	571.		404.	167.				167.
7	1,151.		915.	236.				236.
8	364.		283.	81.				81.
9	23,541.		23,638.	-97.				-97.
10	10,228.		10,270.	-42.				-42.
11	1,875.		1,553.	322.				322.
12	11,992.		11,502.	490.				490.
13	24,304.		24,933.	-629.				-629.
14	12,302.		12,395.	-93.				-93.
15	11,994.		12,459.	-465.				-465.
16	12,097.		12,418.	-321.				-321.
17	36,753.		37,430.	-677.				-677.
18	15,212.		17,304.	-2,092.				-2,092.
19	23,550.		24,737.	-1,187.				-1,187.
20	16,369.		17,275.	-906.				-906.
21	37,536.		36,916.	620.				620.
22	11,405.		12,378.	-973.				-973.
23	23,944.		24,990.	-1,046.				-1,046.
24	12,214.		12,384.	-170.				-170.
25	7,200.		7,216.	-16.				-16.
26	43,491.		43,216.	275.				275.
27	11,934.		12,074.	-140.				-140.
28	19,193.		19,792.	-599.				-599.
29	24,920.		24,553.	367.				367.
30	23,999.		24,168.	-169.				-169.
31	11,296.		11,795.	-499.				-499.
32	6,863.		7,127.	-264.				-264.
33	11,660.		11,956.	-296.				-296.
34	12,743.		11,896.	847.				847.
35	11,536.		12,035.	-499.				-499.
36	23,379.		24,023.	-644.				-644.
37	38,372.		38,385.	-13.				-13.
38	35,572.		35,905.	-333.				-333.
39	23,132.		22,534.	598.				598.
40	23,103.		22,231.	872.				872.

Statement 11 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
41	11,667.		11,937.	-270.				$ -270.
42	27,887.		28,791.	-904.				-904.
43	12,111.		12,010.	101.				101.
44	24,031.		24,114.	-83.				-83.
45	13,967.		14,360.	-393.				-393.
46	11,507.		11,892.	-385.				-385.
47	35,312.		35,990.	-678.				-678.
48	6,953.		7,273.	-320.				-320.
49	16,358.		16,755.	-397.				-397.
50	11,694.		11,936.	-242.				-242.
51	13,144.		12,399.	745.				745.
52	7,008.		7,133.	-125.				-125.
53	12,083.		12,110.	-27.				-27.
54	24,218.		24,160.	58.				58.
55	23,721.		23,840.	-119.				-119.
56	12,187.		12,191.	-4.				-4.
57	11,947.		12,068.	-121.				-121.
58	23,534.		24,253.	-719.				-719.
59	12,383.		12,158.	225.				225.
60	22,348.		22,182.	166.				166.
61	23,639.		23,658.	-19.				-19.
62	12,144.		12,114.	30.				30.
63	24,227.		24,532.	-305.				-305.
64	31,687.		28,810.	2,877.				2,877.
65	24,540.		24,262.	278.				278.
66	23,516.		24,403.	-887.				-887.
67	24,300.		24,345.	-45.				-45.
68	12,590.		11,859.	731.				731.
69	15,910.		14,467.	1,443.				1,443.
70	72,989.		72,177.	812.				812.
71	19,593.		18,625.	968.				968.
72	24,081.		23,977.	104.				104.
73	24,669.		24,288.	381.				381.
74	23,364.		24,098.	-734.				-734.
75	6,679.		7,230.	-551.				-551.
76	11,879.		12,221.	-342.				-342.
77	20,844.		19,595.	1,249.				1,249.
78	56,761.		55,490.	1,271.				1,271.
79	23,756.		23,927.	-171.				-171.
80	22,498.		21,996.	502.				502.
81	39,551.		38,771.	780.				780.
82	11,998.		12,184.	-186.				-186.
83	22,800.		21,990.	810.				810.
84	37,321.		36,484.	837.				837.
85	12,204.		12,252.	-48.				-48.
86	24,430.		24,244.	186.				186.
87	12,139.		12,434.	-295.				-295.
88	17,085.		17,258.	-173.				-173.
89	19,482.		19,664.	-182.				-182.
90	12,598.		12,521.	77.				77.
91	24,815.		24,796.	19.				19.
92	36,606.		36,409.	197.				197.
93	37,083.		37,244.	-161.				-161.

Statement 11 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
94	43,933.		43,429.	504.				$ 504.
95	12,542.		12,292.	250.				250.
96	34,694.		34,587.	107.				107.
97	24,479.		24,569.	-90.				-90.
98	37,556.		37,173.	383.				383.
99	7,160.		7,425.	-265.				-265.
100	24,480.		25,071.	-591.				-591.
101	12,301.		12,531.	-230.				-230.
102	36,287.		37,314.	-1,027.				-1,027.
103	36,677.		37,460.	-783.				-783.
104	42,424.		42,088.	336.				336.
105	62,121.		62,012.	109.				109.
106	25,505.		24,761.	744.				744.
107	12,285.		12,356.	-71.				-71.
108	37,196.		36,436.	760.				760.
109	24,308.		24,390.	-82.				-82.
110	24,959.		24,448.	511.				511.
111	24,575.		24,430.	145.				145.
112	11,951.		12,277.	-326.				-326.
113	24,529.		24,900.	-371.				-371.
114	12,806.		12,217.	589.				589.
115	12,684.		12,241.	443.				443.
116	12,034.		12,297.	-263.				-263.
117	12,125.		12,287.	-162.				-162.
118	16,946.		17,194.	-248.				-248.
119	12,255.		12,147.	108.				108.
120	23,995.		24,546.	-551.				-551.
121	24,219.		24,587.	-368.				-368.
122	21,807.		22,028.	-221.				-221.
123	12,565.		12,264.	301.				301.
124	20,027.		19,660.	367.				367.
125	24,454.		24,641.	-187.				-187.
126	25,079.		24,723.	356.				356.
127	12,378.		12,277.	101.				101.
128	12,522.		12,343.	179.				179.
129	12,594.		12,364.	230.				230.
130	42,263.		42,052.	211.				211.
131	24,608.		24,000.	608.				608.
132	91,451.		91,112.	339.				339.
133	32,634.		31,817.	817.				817.
134	15,980.		17,803.	-1,823.				-1,823.
135	15,980.		14,634.	1,346.				1,346.
136	14,529.		14,594.	-65.				-65.
137	96,403.		96,883.	-480.				-480.
138	64,791.		64,642.	149.				149.
139	102,943.		101,706.	1,237.				1,237.
140	127,402.		125,190.	2,212.				2,212.
141	45,573.		46,264.	-691.				-691.
142	48,951.		46,044.	2,907.				2,907.
143	8,480.		8,270.	210.				210.
144	29,970.		26,937.	3,033.				3,033.
145	15,480.		15,525.	-45.				-45.
146	55,944.		54,450.	1,494.				1,494.

Statement 11 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
147	28,472.		28,207.	265.				$ 265.
148	16,980.		16,994.	-14.				-14.
149	19,980.		20,237.	-257.				-257.
150	120,419.		120,130.	289.				289.
151	6,800.		6,876.	-76.				-76.
152	14,000.		12,449.	1,551.				1,551.
153	85,805.		76,743.	9,062.				9,062.
							Total	$ 41,780.

Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Marvin Buzz Oates 8615 Elder Creek Road Sacramento, CA 95828	Chairman 0	$ 0.	$ 0.	$ 0.
Philip D. Oates 8615 Elder Creek Road Sacramento, CA 95828	President & Dir 0	0.	0.	0.
Larry Allbaugh 8615 Elder Creek Road Sacramento, CA 95828	VP, Sec'y, Dir 0	0.	0.	0.
Kathryn Fairrington 8615 Elder Creek Road Sacramento, CA 95828	Director 0	0.	0.	0.
Michael Stodden 8615 Elder Creek Road Sacramento, CA 95828	Treasurer & Dir 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Mercy Ministries PO Box 111060 Nashville, TN 37222		Public	General Support	$ 1,000.
Dearborn Assembly of God 15000 Michigan Ave Dearborn, MI 48126		Public	General Support	10,000.
University of California Regents 4860 Y Street, Suite 2820 Sacramento, CA 95817		Public	General Support	10,000.
Jenna & Patrick's Foundation of Hope One Capital Mall, Suite 670 Sacramento, CA 95814		Public	General Support	10,000.
Sunset Christian Center 6900 Destiny Drive Rocklin, CA 95677		Public	General Support	465,000.
Compassion International 12290 Voyager Parkway Colorado Springs, CO 80921		Public	General Support	5,000.
Save the Children 54 Wilton Road Westport, CT 06880		Public	General Support	20,000.
Cristo Rey High School 6200 McMahon Drive Sacramento, CA 95824		Public	General Support	25,000.
Capital Christian School 9740 Micron Avenue Sacramento, CA 95827		Public	General Support	25,000.
The Source for Youth Ministries 8863 Greenback Lane, #333 Orangevale, CA 95662		Public	General Support	7,500.
UC San Diego Health Services 200 West Arbor Drive, #8223 San Diego, CA 92103		Public	General Support	10,000.
Avon Foundation Roseville, CA		Public	General Support	5,000.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Project Rescue PO Box 922 Springfield, MO 65801		Public	General Support	$ 3,294.
Turning Point Ministries 10007 Riverford Road Lakeside, CA 92040		Public	General Support	60,000.
Strategic Renewal International PO Box 365 Forest, VA 24551		Public	General Support	10,000.
Pacific Legal Foundation 3900 Lennane Drive, Suite 200 Sacramento, CA 95834		Public	General Support	10,000.
Patriots for Veterans PO Box 8608 Woodland, CA 95776		Public	General Support	5,000.
Excel Student Leadership Foundation 2701 Del Paso Road Suite 130-398 Sacramento, CA 95835		Public	General Support	25,000.
E.A.S.E. Foundation 9471 Micron Avenue Sacramento, CA 95827		Public	General Support	50,000.
UC Davis MIND Institute 2825 50th Street Sacramento, CA 95817		Public	General Support	10,000.
Faith Medical Missions PO Box 1626 Chickasha, OK 73023		Public	General Support	10,000.
Prakash for India 2130 Stoney Point Farms Road Cummings, GA 30041		Public	General Support	10,000.
Spirit of Martyrdom PO Box 101 Clarkdale, AZ 86234		Public	General Support	5,000.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
River Oak Center for Children 5445 Laurel Hills Drive Sacramento, CA 95841		Public	General Support	$ 2,500.
Youth for Christ PO Box 277728 Sacramento, CA 95827		Public	General Support	5,000.
Africa Inland Mission PO Box 178 Pearl River, NY 10965		Charity	General Support	5,000.
			Total	$ 804,294.