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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: CLEO A BLUTH CHARITABLE FOUNDATION. A Employer identification number: 26-1843319. B Telephone number: (626) 585-0666. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 941,330. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (lines 1-12) and Operating and Administrative Expenses (lines 13-26), ending with Excess of revenue over expenses and disbursements (line 27).

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	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	45,817	5,026	5,026
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	457,100 <input type="checkbox"/>	388,815	388,815
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	405,980 <input type="checkbox"/>	449,918	449,918
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	108,896 <input type="checkbox"/>	97,571	97,571
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,017,793	941,330	941,330	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	1,017,793	941,330		
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,017,793	941,330		
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,017,793	941,330		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,017,793
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-48,940
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	968,853
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	<b>5</b>	27,523
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	941,330

**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)
<b>1 a</b> SEE ATTACHED CHARLES SCHWAB	P	2009-01-01	2011-12-31
<b>b</b> SEE ATTACHED CHARLES SCHWAB	P	2011-12-31	2011-12-31
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 166,614		165,109	1,505
<b>b</b> 27,808		30,285	-2,477
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			1,505
<b>b</b>			-2,477
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-972
<b>3</b> 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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	-2,477

**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 page 18 of 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			
2009			
2008			
2007			
2006			

<b>2</b> Total of line 1, column (d).	<b>2</b>	
<b>3</b> 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	<b>3</b>	
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	<b>4</b>	
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	
<b>7</b> Add lines 5 and 6.	<b>7</b>	
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	

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 on page 18

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	441
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	441
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	441
<b>6</b>	Credits/Payments		
<b>a</b>	2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	526
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	526
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	85
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> ▶ 85   <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</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)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ _____ <b>(2)</b> On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA _____		
<b>b</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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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 on page 27)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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

<b>11</b> 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 page 20 of the instructions). . . . .	<b>11</b>		<b>No</b>
<b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>HKG LLP</b> Telephone no <b>(626) 585-0666</b> Located at <b>50 E FOOTHILL BLVD THIRD FLOOR ARCADIA CA</b> ZIP+4 <b>91006</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			<input type="checkbox"/>
<b>16</b> 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? . . . . .	<b>16</b>	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>			

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

		<b>Yes</b>	<b>No</b>
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<b>1a</b> During the year did the foundation (either directly or indirectly)			
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b> 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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b> 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))			
<b>a</b> At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions). . . . .	<b>2b</b>		<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If "Yes," did it have excess business holdings in 2011 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> ) . . . . .	<b>3b</b>		<b>No</b>
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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 page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> <input checked="" type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	<b>No</b>
	<b>6b</b>	<b>No</b>
	<b>7b</b>	<b>No</b>

**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 page 22 of the 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
EOIN KREDITOR 19800 MACARTHUR BLVD STE 1100 IRVINE, CA 92612	Trustee 0 00	0		
CARRIE A BLUTH 2509 CALLE MONTILLA SANTA BARBARA, CA 93109	Trustee 0 00	0		
CLEO A BLUTH 30100 TOWN CENTER DR SUITE O LAGUNA NIGUEL, CA 92677	Trustee 0 00	0		

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

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

**Total** number of other employees paid over \$50,000.

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . **▶**

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b> _____	
<b>2</b> _____	
<b>3</b> _____	
<b>4</b> _____	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> _____	
<b>2</b> _____	
<b>3</b> All other program-related investments. See page 24 of the instructions _____	

**Total.** Add lines 1 through 3. . . . . **▶**

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	1,007,586
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	11,326
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	1,018,912
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	1,018,912
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	<b>4</b>	15,284
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,003,628
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	50,181

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	50,181
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5.	<b>2a</b>	441
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	441
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1.	<b>3</b>	49,740
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	49,740
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	<b>7</b>	49,740

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	70,000
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	70,000
<b>5</b>	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 page 26 of the instructions).	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	70,000

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				49,740
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only. . . . .			48,775	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .				
<b>b</b> From 2007. . . . .				
<b>c</b> From 2008. . . . .				
<b>d</b> From 2009. . . . .				
<b>e</b> From 2010. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>70,000</u>				
<b>a</b> Applied to 2010, but not more than line 2a			48,775	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .	0			
<b>d</b> Applied to 2011 distributable amount. . . . .				21,225
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				28,515
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
<b>9 Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .				
<b>b</b> Excess from 2008. . . . .				
<b>c</b> Excess from 2009. . . . .				
<b>d</b> Excess from 2010. . . . .				
<b>e</b> Excess from 2011. . . . .				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2011</b>	<b>(b) 2010</b>	<b>(c) 2009</b>	<b>(d) 2008</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 page 27 of the 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) )

CLEO A BLUTH

**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

---

**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 page 28 of the 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 70,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





## Additional Data

**Software ID:** 11000144

**Software Version:** 2011v1.2

**EIN:** 26-1843319

**Name:** CLEO A BLUTH CHARITABLE FOUNDATION

### Form 990PF - Special Condition Description:

**Special Condition Description**

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PRESCOTT COLLEGE DEVELOPMENT OFFICE220 GROVE AVENUE PRESCOTT,AZ 86301	NONE	P CHAR	EDUCATION PROGRAM SUPPORT	5,000
WALDORF SCHOOL OF SANTA BARBARAPO BOX 788 GOLETA,CA 93116	NONE	P CHAR	EDUCATION PROGRAM SUPPORT	5,000
CONSTITUTIONAL RIGHTS FOUNDATION15411 REDHILL AVE SUITE B TUSTIN,CA 92780	NONE	P CHAR	EDUCATION PROGRAM TO EMPOWER YOUTH TO BECOME ACTIVE CITIZENS	2,500
CHILDHELP GROUP HOMES OF CALIFORNIAPO BOX 2954 NEWPORT BEACH,CA 92659	NONE	P CHAR	GROUP HOMES FOR CHILDREN IN NEED	50,000
OCHSA FOUNDATION1010 N MAIN ST SANTA ANA,CA 92701	NONE	P CHAR	ARTISTIC PROGRAMS SUPPORT	7,500
<b>Total . . . . .</b>				<b>70,000</b>

**3a**

**TY 2011 Investments Corporate  
Bonds Schedule**

**Name:** CLEO A BLUTH CHARITABLE FOUNDATION

**EIN:** 26-1843319

**Software ID:** 11000144

**Software Version:** 2011v1.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED CORPORATE BONDS	449,918	449,918

**TY 2011 Investments Corporate  
Stock Schedule**

**Name:** CLEO A BLUTH CHARITABLE FOUNDATION

**EIN:** 26-1843319

**Software ID:** 11000144

**Software Version:** 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED CORPORATE STOCKS	388,815	388,815

## TY 2011 Investments - Other Schedule

**Name:** CLEO A BLUTH CHARITABLE FOUNDATION

**EIN:** 26-1843319

**Software ID:** 11000144

**Software Version:** 2011v1.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD MSCI EMERGING	FMV	11,463	11,463
ISHARES MUTUAL FUNDS	FMV	86,108	86,108

## TY 2011 Other Decreases Schedule

**Name:** CLEO A BLUTH CHARITABLE FOUNDATION

**EIN:** 26-1843319

**Software ID:** 11000144

**Software Version:** 2011v1.2

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	27,523

## TY 2011 Other Expenses Schedule

**Name:** CLEO A BLUTH CHARITABLE FOUNDATION

**EIN:** 26-1843319

**Software ID:** 11000144

**Software Version:** 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOND AMORTIZATION	4,363	4,363		

## TY 2011 Other Professional Fees Schedule

**Name:** CLEO A BLUTH CHARITABLE FOUNDATION

**EIN:** 26-1843319

**Software ID:** 11000144

**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	6,885	6,885	0	0

# TY 2011 Taxes Schedule

**Name:** CLEO A BLUTH CHARITABLE FOUNDATION

**EIN:** 26-1843319

**Software ID:** 11000144

**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INTEREST/DIVIDENDS	333	333		

	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.00	0.00	0.60
Cash Dividends	0.00	1,803.30	0.00	11,478.72
Corporate Bond Interest	0.00	2,870.42	0.00	22,338.62
Accrued Interest Paid <sup>4</sup>	0.00	0.00	0.00	(437.50)

<sup>4</sup> Certain accrued interest paid on taxable bonds may be deductible. Consult your tax advisor.

**Investment Detail - Money Market Funds [Sweep]**

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield
Schwab US Treas Money FD: SWUX	5,013.62	1.0000	5,013.62	0.01%

**Investment Detail - Money Market Funds [Non-Sweep]**

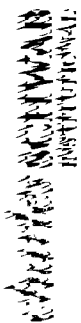
Fund Name	Quantity	Market Price	Market Value	Current Yield
Schwab Value Advantage: SWVX	12.85	1.0000	12.85	0.01%

6026820209\*

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

CTCJ2201-002682 57711

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Schwab Online Account of  
Charles A. Schwab & Co. Inc.  
Investment Advisor

Account Number  
07819884

Statement Period  
September 1, 2011, to 11

Accounting Method First Month: 7/01/11	Unrealized Gain or Loss <sup>a</sup>	Unrealized Net Basis	Market Value Cost Basis	Qty	Market Price	Market Value	Unrealized Gain or Loss <sup>b</sup>	Unrealized Net Basis
AMERICAN ELECTRIC CORP	\$0.000.000	\$0.000.000	\$0.000.000	100.0000	100.0000	\$0.000.000	\$0.000.000	\$0.000.000
NOTES DUE 07/15/12		\$0.000.000	\$0.000.000			\$0.000.000		\$0.000.000
CALLABLE								
CUSIP: 064303AAK3								
MOODY'S: Aa2 S&P: Aa2								
AMERICAN ELECTRIC CORP	\$0.000.000	\$0.000.000	\$0.000.000	111.7252	111.7252	\$0.000.000	\$0.000.000	\$0.000.000
NOTES DUE 10/27/12								
CALLABLE								
CUSIP: 073803PFC3								
MOODY'S: Aa2 S&P: A								
AMERICAN ELECTRIC CORP	\$0.000.000	\$0.000.000	\$0.000.000	28.82740	28.82740	\$0.000.000	\$0.000.000	\$0.000.000
NOTES DUE 06/17/12								
CALLABLE								
CUSIP: 121891AYU								
MOODY'S: Aa2 S&P: Aa2								
AMERICAN ELECTRIC CORP	\$0.000.000	\$0.000.000	\$0.000.000	102.1638	102.1638	\$0.000.000	\$0.000.000	\$0.000.000
NOTES DUE 06/15/12								
CALLABLE								
CUSIP: 369520YV4								
MOODY'S: Aa2 S&P: Aa+								
GOLDMAN SACHS FLT	\$0.000.000	\$0.000.000	\$0.000.000	100.6970	100.6970	\$0.000.000	\$0.000.000	\$0.000.000
NOTES DUE 04/13/21								
CUSIP: 38143UTN1								
MOODY'S: A1 S&P: A-								
AMERICAN ELECTRIC CORP	\$0.000.000	\$0.000.000	\$0.000.000	51.08190	51.08190	\$0.000.000	\$0.000.000	\$0.000.000
NOTES DUE 06/15/12								
CALLABLE								
CUSIP: 121891AYU								
MOODY'S: Aa2 S&P: Aa+								
AMERICAN ELECTRIC CORP	\$0.000.000	\$0.000.000	\$0.000.000	52.94640	52.94640	\$0.000.000	\$0.000.000	\$0.000.000
NOTES DUE 06/15/12								
CALLABLE								
CUSIP: 369520YV4								
MOODY'S: Aa2 S&P: Aa+								
GOLDMAN SACHS FLT	\$0.000.000	\$0.000.000	\$0.000.000	348.50	348.50	\$0.000.000	\$0.000.000	\$0.000.000
NOTES DUE 04/13/21								
CUSIP: 38143UTN1								
MOODY'S: A1 S&P: A-								

Page 4 of 17

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CTCJ201-002682 57712



**CHARLES SCHWAB**  
MEMBER SIPC

Schwab Asset Manager  
at  
Charles Schwab Institutional  
Formulation

Account Number  
4118-9224

Statement Period  
September 1, 2011 - 30/11

**Investment Detail - Fixed Income (continued)**

Corporate Bonds (continued)	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis	Unrealized Gain or (Loss)	Accrual Method Fixed Income Tax Lot Identifier 00	Estimated Annual Income Yield to Maturity
MERCK LYNCH & 6.875% 18	50,000.0000	84.5689	42,284.45	58,089.26	16,814.81		3.837-50
NOTES DUE 04/25/18 CUSIP: 990717M84			57,083.75				4.62-26
MCDOW'S BEEF SEP A 6.75% 18	25,000.0000	115.4018	28,850.45	28,850.17	168.28	ACCUMULATED INTEREST: 630.24	4.607-50 3.13-26
NOTES DUE 06/01/18 CALLABLE CUSIP: 991308RAJ2			28,233.78				
MCDOW'S A3 SEP A UNITEDHEALTH INC 4.875% 18	75,000.0000	110.5636	82,922.70	77,317.78	5,604.92	ACCUMULATED INTEREST: 740.63	3.656-28
BONDS DUE 03/15/18 CALLABLE CUSIP: 91324PAM4			78,641.78				3.84-26
MCDOW'S A3 SEP A WAL-MART STORES 4.25% 13	50,000.0000	104.9363	52,468.15	50,157.11	2,301.04	ACCUMULATED INTEREST: 1,078.56	3.128-00
NOTES DUE 04/15/13 CUSIP: 93112RCL5			50,604.58				3.98-26
MCDOW'S A3 SEP AA							ACCUMULATED INTEREST: 448.61

Total Accrued Interest for Corporate Bonds: 4,424.20

\*G000026820309\*

78,317.75

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**INVESTMENT Detail - Fixed Income (continued)**

Accounting Method  
FIFO Method  
Estimated Market Value  
Estimated Yield  
Estimated Annual Income

**INVESTMENT Detail - Equities**

Accounting Method  
FIFO Method

Symbol	Quantity	Market Price	Market Value	Estimated Yield	Estimated Annual Income
ARVEST LABORATORIES SYMBOL: ALEP	200.0000	56.2500	11,250.00	1.88%	212.00
AMERICAN EXPRESS COMPANY SYMBOL: AXP	225.0000	47.1400	10,606.50	1.88%	202.00
APPLE INC SYMBOL: AAPL	40.0000	60.5000	2,420.00	0.00%	0.00
BHP BILLITON LTD ADR F SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: BHP	125.0000	70.5000	8,812.50	0.00%	0.00
BLACKROCK INC SYMBOL: BLK	75.0000	178.2400	13,368.00	3.08%	412.50
BROADCOM CORP CL A CLASS A SYMBOL: BRCM	275.0000	29.3600	8,074.00	1.22%	99.00

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**CHARLES SCHWAB**  
**INVESTMENT SERVICES**

SEMI-ANNUAL STATEMENT OF  
 ACCOUNT BALANCE  
 FOR THE PERIOD

ACCOUNT NUMBER  
 1111-1111

STATEMENT PERIOD  
 11/15/11 - 11/15/11

**Investment Details & Equities (continued)**

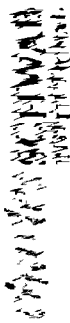
Equities (continued)	Quantity	Market Price	Market Value	Unrealized Gain/Loss	Unrealized Yield	Estimated Annual Income
AMGEN INC	125.0000	61.2500	7,656.25	2,100.00	0.00%	0.00
AMGEN INC	100.0000	100.0000	10,000.00	0.00	0.00%	0.00
AMGEN INC	600.0000	18.0000	10,800.00	0.00	1.50%	150.00
AMGEN INC	450.0000	62.3000	28,035.00	0.00	0.00%	0.00
AMGEN INC	450.0000	72.8700	32,811.50	0.00	0.00%	0.00
AMGEN INC	250.0000	87.0000	21,750.00	0.00	0.00%	0.00
AMGEN INC	300.0000	37.5000	11,250.00	0.00	1.00%	100.00
AMGEN INC	125.0000	64.7600	8,095.00	0.00	2.21%	235.00
AMGEN INC	350.0000	17.9100	6,268.50	0.00	3.79%	442.00
AMGEN INC	250.0000	33.2500	8,312.50	0.00	3.00%	250.00
AMGEN INC	150.0000	38.2500	5,737.50	0.00	2.53%	145.50

83000026820438



Schwab has provided accurate gain and loss information where available for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Investment Details & Equities" section for more information.

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Schwab Online Account at  
 Charles Schwab & Co.  
 Member SIPC

Account Number  
 54187429

Statement Month  
 08/01/2008 - 08/31/2008

**Investment Details & Equities (Continued)**

Symbol	Quantity	Market Price	Market Value (Cost Basis)	Unrealized Gain/Loss	Yield	Annual Income
Equities (Continued)						
MICROSOFT CORP SYMBOL: MSFT	400.0000	34.8500	13,950.00 10,870.25	3,079.75	3.10%	367.00
NESTLE ENERGY INC SYMBOL: NEE	225.0000	60.8500	13,691.25 10,270.25	3,421.00	3.61%	495.00
NIKE INC CLASS B SYMBOL: NKE	100.0000	66.3700	6,637.00 6,387.87	249.13	1.48%	134.00
DOMINION ENERGY INC SYMBOL: DME	275.0000	44.8500	12,333.75 10,199.04	2,134.71	2.34%	275.00
FRACLE CORPORATION SYMBOL: FRCL	400.0000	25.6500	10,260.00 8,628.15	1,631.85	0.93%	86.00
NEPSCO INC ORCORATED SYMBOL: NEP	175.0000	65.3500	11,436.25 6,881.10	4,555.15	3.10%	350.50
PROCTER & GAMBLE SYMBOL: PG	175.0000	66.7100	11,674.25 11,175.09	499.16	3.14%	367.50
QUALCOMM INC SYMBOL: QCOM	225.0000	54.7000	12,307.50 9,611.50	2,696.00	1.57%	193.50
ROCHE HOLD LTD SFOIADIF 1 ADR REPS 1/4 GENUSSHEIN ORD SYMBOL: RHHBY	350.0000	42.5673	14,898.81 13,063.32	1,835.49	0.00%	0.00
SEI INVESTMENTS CO SYMBOL: SEIC	550.0000	17.3500	9,542.50 11,550.63	(2,008.13)	1.72%	165.00
SCHLUMBERGER LTD F SYMBOL: SLB	119.0000	68.3100	10,178.19 5,586.97	4,591.22	1.46%	149.00

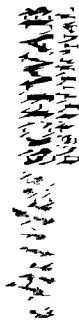
Schwab has provided accurate gain and loss information where possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of photo codes and symbols on this statement.

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Schwab Funds Available  
 Under a Full-Service  
 Foundation

Account Number  
 81181424

Statement Period  
 November 1, 2011

Investment Detail - Equities (Continued)

Equities (Continued)	Quantity	Market Price	Market Value	Unrealized Gain/Loss	Estimated Yield	Estimated Annual Income
STRYKER CORP SYMBOL: SYK	200.0000	49.7100	\$ 9,942.00 2,942.85	\$,907.04	4.70%	170.00
TARGET CORPORATION SYMBOL: TGT	250.0000	51.2200	12,805.00 20,322.82	\$,432.18	2.38%	300.00
TEVA PHARM LIMS LTD ADR SPONSORED ADR ADR REF TO ORG SYMBOL: TEVA	200.0000	40.3800	\$ 8,076.00 5,227.60 <sup>A</sup>	1,848.40	0.00%	0.00
THE CHARLES SCHWAB CORP SYMBOL: SCHW	550.0000	11.2600	\$ 6,193.00 9,907.85	(3,714.85)	2.13%	132.00
TRANSOCEAN INC NEW F SYMBOL: NIG	175.0000	38.3800	\$ 6,716.25 8,723.42	(1,007.17)	8.23%	553.00
JUNIOR PACIFIC CORP SYMBOL: UUP	125.0000	105.9400	\$ 13,242.50 11,573.03	1,669.47	2.28%	300.00
VODAFONE GROUP NEW ADR F SPONSORED ADR 1 ADR REF TO ORG SYMBOL: VOD	400.0000	28.0300	\$ 11,212.00 10,374.32	841.68	0.00%	0.00

\*G000026820509\*

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.



**2011 Year-End Schwab Gain/Loss Report**

**Realized Gain or (Loss)**

Accounting Method: Tax Lot Optimizer™

Short-Term	Quantity/Par	Acquired/Opened	Sold/Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMERICAN EXPRESS COMPANY AXF	75.0000	01/07/11	10/26/11	\$3,719.98	\$3,322.31	\$397.68
<b>Security Subtotal</b>				<b>\$3,719.98</b>	<b>\$3,322.31</b>	<b>\$397.68</b>
BRIDGESHIRE HATHAWAY B NEWCLASS B BKKE	50.0000	01/07/11	10/26/11	\$3,821.07	\$3,997.95	(\$176.88)
<b>Security Subtotal</b>				<b>\$3,821.07</b>	<b>\$3,997.95</b>	<b>(\$176.88)</b>
CORNING INC GLW	700.0000	07/21/11	10/27/11	\$10,555.25	\$11,943.74	(\$1,388.49)
<b>Security Subtotal</b>				<b>\$10,555.25</b>	<b>\$11,943.74</b>	<b>(\$1,388.49)</b>
HEWLETT PACKARD COMPANY HPO	100.0000	01/07/11	10/14/11	\$2,590.00	\$4,109.75	(\$1,519.75)
<b>Security Subtotal</b>				<b>\$2,590.00</b>	<b>\$4,109.75</b>	<b>(\$1,519.75)</b>
NIKE INC CLASS B-NKE	50.0000	01/12/11	10/26/11	\$4,692.46	\$4,195.90	\$496.56
<b>Security Subtotal</b>				<b>\$4,692.46</b>	<b>\$4,195.90</b>	<b>\$496.56</b>
UNION PACIFIC CORP: UNP	24.0000	02/23/11	10/26/11	\$2,423.25	\$2,315.81	\$107.44
<b>Security Subtotal</b>				<b>\$2,423.25</b>	<b>\$2,315.81</b>	<b>\$107.44</b>
<b>Total Short-Term</b>				<b>\$27,808.01</b>	<b>\$30,285.48</b>	<b>(\$2,477.47)</b>

Please see Endnotes for Your Account for more information on this report.

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**SECURITY INVESTMENTS**  
 INVESTMENT MANAGEMENT  
 100 WATER STREET  
 NEW YORK, NY 10038

**SECURITIES ACCOUNT OF  
 CHARLES A. SCHWAB INVESTMENT  
 CORPORATION**

**ACCOUNT NUMBER  
 09 186 74288**

**ACCOUNT TYPE  
 INVESTMENT  
 09/18/88**

**2011 YEAR-END SECURITY CAPITAL GAINS REPORT**

**Realized Gain or (Loss) (Continued)**

Accounting Method: First In, First Out

Long Term (Continued)	Quantity	Acquired	Class	Initial Proceeds	Cost Basis	Gain or (Loss)
Symbol		Date				Realized
COCA-COLA CO 2 PERCENT PREFERRED STOCK (1) SHARES	100	04/18/08	04/18/11	\$80,000.00	\$80,463.80	(\$463.80)
<b>Security Subtotal</b>				\$80,000.00	\$80,463.80	(\$463.80)
COGNAC WINE & SPIRITS CORP NEW COST	50	07/23/08	07/07/11	\$5,850.00	\$5,851.77	(\$1.77)
COGNAC WINE & SPIRITS CORP NEW COST	100	07/23/08	04/07/11	\$7,825.00	\$7,825.00	\$0.00
COGNAC WINE & SPIRITS CORP NEW COST	50	04/17/09	04/07/11	\$3,015.00	\$3,015.00	\$0.00
<b>Security Subtotal</b>				\$16,690.00	\$16,691.87	(\$1.87)
DANAHER CORP DEL PER	50	04/18/08	04/08/11	\$2,588.00	\$1,883.49	\$704.51
<b>Security Subtotal</b>				\$2,588.00	\$1,883.49	\$704.51
GENERAL ELECTRIC COMPANY GE	150	04/09/08	04/08/11	\$3,040.79	\$5,487.48	(\$2,446.69)
<b>Security Subtotal</b>				\$3,040.79	\$5,487.48	(\$2,446.69)
HEWLETT PACKARD COMPANY NPO	75	04/27/01	11/14/11	\$1,946.98	\$1,205.07	\$741.91
HEWLETT-PACKARD COMPANY NPO	125	07/18/06	10/18/11	\$3,345.00	\$3,972.50	(\$627.50)
<b>Security Subtotal</b>				\$5,291.98	\$5,177.57	\$114.41

Please see "Notes for Your Account" section for an explanation of the endline codes and symbols on this report.

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SCHWAB  
Fidelity  
Schwab Asset Advisor  
CHEF A BLUTH CHARITABLE  
FOUNDATION

Account Number  
5115-7424  
Report Period  
January 1, December 31,  
2011

2011 Year-End Swap Gain/Loss Report

Realized Gain or (Loss) (Continued)

Long-Term Securities	Quantity	Acquired	Sold	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
		Open	Closed			
IGI APRES TR MISC LEAFE FUND INDEX FUND EFA	300 0000	04/09/08	04/09/11	\$18,213.00	\$22,154.07	(\$3,941.07)
<b>Security Subtotal</b>				\$18,213.00	\$22,154.07	(\$3,941.07)
JOHNSON & JOHNSON JUN	175 0000	10/24/06	02/23/11	\$10,894.28	\$10,936.18	(\$55.00)
<b>Security Subtotal</b>				\$10,894.28	\$10,936.18	(\$55.00)
LOCKHEED MARTIN CORP LMT	80 0000	05/20/08	07/21/11	\$6,414.19	\$8,166.59	(\$1,752.36)
LOCKHEED MARTIN CORP LMT	45 0000	05/06/09	07/21/11	\$3,607.98	\$3,613.45	(\$5.47)
<b>Security Subtotal</b>				\$10,022.17	\$11,780.00	(\$1,757.83)
MEDTRONIC INC MST	75 0000	04/09/08	12/12/11	\$2,643.12	\$3,738.83	(\$1,095.71)
MEDTRONIC INC MST	75 0000	04/09/08	12/12/11	\$2,643.13	\$3,738.84	(\$1,095.71)
<b>Security Subtotal</b>				\$5,286.25	\$7,477.67	(\$2,191.42)
PROCTER & GAMBLE PG	50 0000	04/16/08	10/26/11	\$3,212.99	\$3,453.06	(\$240.07)
<b>Security Subtotal</b>				\$3,212.99	\$3,453.06	(\$240.07)
SCHLUMBERGER LTD F SLB	25 0000	02/24/09	02/23/11	\$2,327.66	\$1,447.21	\$880.45
<b>Security Subtotal</b>				\$2,327.66	\$1,447.21	\$880.45

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2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: Tax Lot Optimizer™

Long-Term (continued)	Quantity/Par	Acquired/		Total Proceeds	Realized	
		Opened	Closed		Adjusted	Gain or (Loss)
STRYKER CORP SYK	50 0000	04/17/09	03/14/11	\$3,117.04	\$1,885.24	\$1,231.80
<b>Security Subtotal</b>				<b>\$3,117.04</b>	<b>\$1,885.24</b>	<b>\$1,231.80</b>
<b>Total Long-Term</b>				<b>\$166,614.42</b>	<b>\$168,572.73</b>	<b>(\$1,958.31)</b>
					<b>\$165,109.23</b>	<b>\$1,505.19<sup>b</sup></b>
<b>Total Realized Gain or (Loss)</b>				<b>\$194,422.43</b>	<b>\$198,858.21</b>	<b>(\$4,435.78)</b>
					<b>\$195,394.71</b>	<b>(\$972.28)<sup>b</sup></b>

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions and Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS Publication 550, Investment Income and Expenses for additional information on Options.

Endnotes For Your Account

Symbol Endnote Legend

- a Data for this holding has been edited or provided by the advisor
- b When available, Adjusted Cost Basis values are used in Gain or (Loss) calculations

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

CC-01507 05/25/05 4/28/03

