CHANGE OF ACCOUNTING PERIOD

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 FEB 1, 2011 **, and ending** DEC 31, 2011

Name of foundation
BRITTINGHAM FAMILY FOUNDATION

A Employer identification number
26-2992045

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1482 E. VALLEY ROAD, SUITE 703

B Telephone number
(805) 969-5415

City or town, state, and ZIP code
SANTA BARBARA, CA 93108

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 42,424,447.

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

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

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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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	9,214.	9,214.		STATEMENT 1
	4	Dividends and interest from securities	520,848.	520,848.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,469,581.			
	b	Gross sales price for all assets on line 6a 14,027,291.				
	7	Capital gain net income (from Part IV, line 2)		1,469,581.		
	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 or (loss)				
	11	Other income	85,071.	85,071.		STATEMENT 3
	12	**Total** Add lines 1 through 11	2,084,714.	2,084,714.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	115,385.	28,846.		57,693.
	14	Other employee salaries and wages	79,200.	0.		52,800.
	15	Pension plans, employee benefits	83,618.	8,012.		50,404.
	16a	Legal fees STMT 4	8,667.	2,889.		2,889.
	b	Accounting fees STMT 5	16,450.	0.		8,225.
	c	Other professional fees STMT 6	89,556.	65,000.		9,845.
	17	Interest				
	18	Taxes STMT 7	52,824.	0.		0.
	19	Depreciation and depletion	343.	0.		
	20	Occupancy	8,952.	0.		4,477.
	21	Travel, conferences, and meetings	7,293.	0.		7,293.
	22	Printing and publications	759.	0.		0.
	23	Other expenses STMT 8	97,635.	80,759.		10,687.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	560,682.	185,506.		204,313.
	25	Contributions, gifts, grants paid	2,947,264.			2,947,264.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,507,946.	185,506.		3,151,577.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<1,423,232.>			
	b	**Net investment income** (if negative, enter -0-)		1,899,208.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2011)

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,128,947.	3,741,562.	3,741,562.
	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			
	7	Other notes and loans receivable ▶			
		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 STMT 9	2,599,822.	0.	0.
	b	Investments - corporate stock STMT 10	21,551,724.	19,297,393.	23,380,538.
	c	Investments - corporate bonds STMT 11	9,176,650.	8,375,755.	8,466,765.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	4,176,633.	6,833,725.	6,833,725.
	14	Land, buildings, and equipment basis ▶ 2,613.			
		Less accumulated depreciation STMT 13 ▶ 756.	2,200.	1,857.	1,857.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	39,635,976.	38,250,292.	42,424,447.
Liabilities	17	Accounts payable and accrued expenses		37,548.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	37,548.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	39,635,976.	38,212,744.	
	30	**Total net assets or fund balances**	39,635,976.	38,212,744.	
	31	**Total liabilities and net assets/fund balances**	39,635,976.	38,250,292.	

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	39,635,976.
2	Enter amount from Part I, line 27a	2	<1,423,232.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	38,212,744.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,212,744.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
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	14,027,291.		12,557,710.	1,469,581.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				1,469,581.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 1,469,581.

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) If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	2,236,213.	45,483,645.	.049165
2009	281,433.	38,728,600.	.007267
2008	0.	4,966,817.	.000000
2007			
2006			

2	Total of line 1, column (d)	2	.056432
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	.018811
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	43,691,690.
5	Multiply line 4 by line 3	5	821,884.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,992.
7	Add lines 5 and 6	7	840,876.
8	Enter qualifying distributions from Part XII, line 4	8	3,151,577.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	18,992.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	18,992.
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	18,992.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	59,160.		
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	59,160.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	40,168.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 40,168. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,DE			
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 ▶ WWW.BRITTINGHAMFAMILYFOUNDATION.ORG

14 The books are in care of ▶ SCOTT BRITTINGHAM Telephone no ▶ (805) 451-1200

Located at ▶ 1482 E. VALLEY ROAD, SUITE 703, SANTA BARBARA, CA ZIP+4 ▶ 93108

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 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)?	N/A	1b		
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 ▶ _____, _____, _____, _____				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____				
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.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on 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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SCOTT BRITTINGHAM 1482 E. VALLEY ROAD, SUITE 703 SANTA BARBARA, CA 93108	PRESIDENT 30.00	115,385.	22,944.	0.
ELLA BRITTINGHAM 1482 E. VALLEY ROAD, SUITE 703 SANTA BARBARA, CA 93108	CFO AND SECRETARY 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
LESLIE A. CONROY - 1482 E. VALLEY ROAD, SUITE 703, SANTA BARBARA, CA	FOUNDATION ADMINISTRATOR 35.00	79,200.	45,505.	0.

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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

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	35,931,888.
b	Average of monthly cash balances			1b	2,311,355.
c	Fair market value of all other assets			1c	6,113,803.
d	**Total** (add lines 1a, b, and c)			1d	44,357,046.
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	44,357,046.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	665,356.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	43,691,690.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD			6	1,999,026.

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	1,999,026.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,992.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	18,992.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,980,034.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,980,034.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,980,034.

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	3,151,577.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,151,577.
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	5	18,992.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,132,585.

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					1,980,034.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				1,809,979.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009					
e From 2010					
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 3,151,577.					
a Applied to 2010, but not more than line 2a				1,809,979.	
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					1,341,598.
e Remaining amount distributed out of corpus		0.			
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		0.			
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 instr				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					638,436.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010					
e Excess from 2011					

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ADVANCEMENT PROJECT 1541 WILSHIRE BLVD STE 508 LOS ANGELES, CA 90017-4506	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
CATE SCHOOL PO BOX 5005 CARPINTERIA, CA 93014-5005	NONE	PUBLIC CHARITY - 501(C)(3)	TRAINING CENTER	100,000.
CHANNEL ISLAND YOUNG MENS CHRISTIAN ASSOCIATION 55 HITCHCOCK WAY NO 101 SANTA BARBARA, CA 93105-0000	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
COMMUNITY COUNSELING CENTER INC 923 OLIVE STREET SANTA BARBARA, CA 93101-1447	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LN SANTA BARBARA, CA 93108-2639	NONE	PUBLIC CHARITY - 501(C)(3)	CARBAJAL ACADEMIC SCHOLARSHIP	24,700.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,947,264.
b *Approved for future payment*				
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LN SANTA BARBARA, CA 93108-2639	NONE	PUBLIC CHARITY - 501(C)(3)	KINDERGARTEN CLASSROOM BUILDING & ENDOWMENT	500,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES, CA 90089-0602	NONE	PUBLIC CHARITY - 501(C)(3)	GALEN CENTER	500,000.
Total			▶ 3b	1,000,000.

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
	(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	9,214.	
4 Dividends and interest from securities			14	520,848.	
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			14	85,071.	
8 Gain or (loss) from sales of assets other than inventory			18	1,469,581.	
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)		0.		2,084,714.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,084,714.

(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)

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

X 4/9/12 X Resident

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
CHRISLEY N. REED		3/29/12		P00025230

Firm's name ▶ MCGOWAN GUNTERMANN

Firm's EIN ▶ 95-3680171

Firm's address ▶ 111 E. VICTORIA ST., 2ND FLOOR
SANTA BARBARA, CA 93101-2018

Phone no (805) 962-9175

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LN SANTA BARBARA, CA 93108-2639	NONE	PUBLIC CHARITY - 501(C)(3)	KINDERGARTEN CLASSROOM BUILDING & ENDOWMENT	220,000.
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LN SANTA BARBARA, CA 93108-2639	NONE	PUBLIC CHARITY - 501(C)(3)	CRANE-CATE EDUCATIONAL OPPORTUNITY FUND	18,000.
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LN SANTA BARBARA, CA 93108-2639	NONE	PUBLIC CHARITY - 501(C)(3)	ENDOWMENT	10,000.
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LN SANTA BARBARA, CA 93108-2639	NONE	PUBLIC CHARITY - 501(C)(3)	ANNUAL FUND	20,000.
CHINA UEMURA'S SURFING FOUNDATION 5333 LIKINI ST., #1809 HONOLULU, HI 96818	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	20,436.
DIRECT RELIEF INTERNATIONAL 27 S. LA PATERA LANE GOLETA, CA 93117-3214	NONE	PUBLIC CHARITY - 501(C)(3)	CORE SUPPORT FOR USA PROJECTS	1,000.
FAMILY TREE INC 2108 N CHARLES ST BALTIMORE, MD 21218-5709	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
FOODBANK OF SANTA BARBARA COUNTY 4554 HOLLISTER AVENUE SANTA BARBARA, CA 93110-1710	NONE	PUBLIC CHARITY - 501(C)(3)	GROW YOUR OWN WAY PROGRAM	10,000.
FRACTURED ATLAS PRODUCTIONS INC 248 WEST 35TH ST., 10TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
FULFILLMENT FUND 6100 WILSHIRE BLVD STE 600 LOS ANGELES, CA 90048-5114	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
Total from continuation sheets				2,809,064.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FAMILY THERAPY INSITUTE OF SANTA BARBARA 111 E. ARRELLAGA ST. SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
FOUR WINDS WESTWARD HO CAMP P.O. BOX 140 DEER HARBOR, WA 98243	NONE	PRIVATE OPERATING FOUNDATION	GENERAL OPERATING SUPPORT	10,000.
GANNA WALSKA LOTUSLAND FOUNDATION 695 ASHLEY RD SANTA BARBARA, CA 93108-1059	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
GOLETA VALLEY BEAUTIFUL PO BOX 6756 GOLETA, CA 93160-6756	NONE	PUBLIC CHARITY - 501(C)(3)	CARE AND DEVELOPMENT OF TREES	1,000.
HARVARD-WESTLAKE SCHOOL PO BOX 492415 LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY - 501(C)(3)	ANNUAL FUND	1,000.
HEAL THE OCEAN 1836 STATE ST SANTA BARBARA, CA 93101-2420	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
HOSPICE OF SANTA BARBARA INC 2050 ALAMEDA PADRE SERRA SANTA BARBARA, CA 93103-1704	NONE	PUBLIC CHARITY - 501(C)(3)	COMPREHENSIVE CLINICAL SERVICES	10,000.
HOTCHKISS SCHOOL PO BOX 800 LAKEVILLE, CT 06039-0800	NONE	PUBLIC CHARITY - 501(C)(3)	ANNUAL GIVING FACULTY SUPPORT	1,000.
INNER-CITY ARTS 5670 WILSHIRE BLVD., SUITE 1590 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
JAZZ AT ASPEN-SNOWMASS 110 E HALLAM ST. SUITE 104 ASPEN, CO 81611-1461	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
Total from continuation sheets				

Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

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
JOHN THOMAS DYE SCHOOL 11414 CHALON RD LOS ANGELES, CA 90049-1723	NONE	PUBLIC CHARITY - 501(C)(3)	CAPITAL CAMPAIGN	25,000.
KEEWAYDIN FOUNDATION 10 KEEWAYDIN RD SALISBURY, VT 05769-9786	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
LA CASA DE LA RAZA 601 E MONTECITO ST SANTA BARBARA, CA 93103-3217	NONE	PUBLIC CHARITY - 501(C)(3)	LA CASA DE LA RAZA'S YOUTH CENTER	1,000.
LOBERO THEATRE FOUNDATION 33 E CANON PERDIDO ST SANTA BARBARA, CA 93101-2213	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES SPORTS COUNCIL FOUNDATION 350 S BIXEL ST 250 LOS ANGELES, CA 90017-1418	NONE	PUBLIC CHARITY - 501(C)(3)	TOUCHDOWN FOR YOUTH FIRST DOWN	150.
MAYO CLINIC 200 1ST ST SW ROCHESTER, MN 55905-0001	NONE	PUBLIC CHARITY - 501(C)(3)	DOROTHY CURRIE WAUGH FUND IN IMMUNOLOLGY RESEARCH	100,000.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVE LOS ANGELES, CA 90012-3007	NONE	PUBLIC CHARITY - 501(C)(3)	ART IN THE STREETS	20,000.
NOTES FOR NOTES PO BOX 90632 SANTA BARBARA, CA 93910	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
OJAI FOUNDATION PO BOX 999 OJAI, CA 93024-0999	NONE	PUBLIC CHARITY - 501(C)(3)	BRIDGEWALKERS	50,000.
OPERATION SECOND CHANCE INC 22708 BIRCHCREST LN CLARKSBURG, MD 20871-9400	NONE	PUBLIC CHARITY - 501(C)(3)	RIDE ALLEGHENY	700.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OJAI PLAYWRIGHTS CONFERENCE PO BOX 1288 OJAI, CA 93024-1288	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
OLD SPANISH DAYS IN SANTA BARBARA INC PO BOX 21557 SANTA BARBARA, CA 93121-1557	NONE	PUBLIC CHARITY - 501(C)(3)	NOCHES DE RONDA	7,500.
PLANNED PARENTHOOD SHASTA DIABLO INC 2185 PACHECO ST CONCORD, CA 94520-2309	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
POLYTECHNIC SCHOOL 1030 E CALIFORNIA BLVD PASADENA, CA 91106-4042	NONE	PUBLIC CHARITY - 501(C)(3)	ANNUAL FUND	5,000.
SANSUM CLINIC 470 S PATTERSON AVE SANTA BARBARA, CA 93111-2404	NONE	PUBLIC CHARITY - 501(C)(3)	EAT WELL STAY WELL	1,000.
SANTA BARBARA BOWL FOUNDATION 1122 N MILPAS ST SANTA BARBARA, CA 93103-2336	NONE	PUBLIC CHARITY - 501(C)(3)	AMERICAN CLASSIC CAMPAIGN	200,000.
SANTA BARBARA CENTER FOR THE PERFORMING ARTS INC 1330 STATE ST SANTA BARBARA, CA 93101-2608	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	40,000.
SANTA BARBARA COTTAGE HOSPITAL FOUNDATION PO BOX 689 SANTA BARBARA, CA 93102-0689	NONE	PUBLIC CHARITY - 501(C)(3)	REBUILDING OF COTTAGE HOSPITAL	500,000.
SANTA BARBARA LACROSSE ASSOCIATION 109B W MISSION ST SANTA BARBARA, CA 93101-2899	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	11,000.
SANTA BARBARA MUSEUM OF ART 1130 STATE STREET SANTA BARBARA, CA 93101-0000	NONE	PUBLIC CHARITY - 501(C)(3)	MUSEUM FUND FOR EXCELLENCE	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

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
SANTA BARBARA MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL SANTA BARBARA, CA 93105-2936	NONE	PUBLIC CHARITY - 501(C)(3)	MISSION CREEK GALA	10,500.
SANTA BARBARA NEIGHBORHOOD CLINICS 1900 STATE ST STE G SANTA BARBARA, CA 93101-8424	NONE	PUBLIC CHARITY - 501(C)(3)	IMPROVED SUSTAINABILITY AND INFRASTRUCTURE	30,000.
SANTA BARBARA WILDLIFE CARE NETWORK PO BOX 6594 SANTA BARBARA, CA 93160-6594	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA, CA 93130-3620	NONE	PUBLIC CHARITY - 501(C)(3)	BRITTINGHAM FAMILY FOUNDATION SCHOLARSHIP FUND	5,000.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA, CA 93130-3620	NONE	PUBLIC CHARITY - 501(C)(3)	CATE SCHOOL SCHOLARSHIP FUND	5,000.
STANFORD UNIVERSITY BOARD OF TRUSTEES 434 GALVEZ MALL STANFORD, CA 94305-6010	NONE	PUBLIC CHARITY - 501(C)(3)	HOOVER INSTITUTION	10,000.
STANFORD UNIVERSITY BOARD OF TRUSTEES 434 GALVEZ MALL STANFORD, CA 94305-6010	NONE	PUBLIC CHARITY - 501(C)(3)	STANFORD FUND FOR UNDERGRADUATE FINANCIAL AID	25,000.
STANFORD UNIVERSITY BOARD OF TRUSTEES 434 GALVEZ MALL STANFORD, CA 94305-6010	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,850.
SUMMER SOLSTICE CELEBRATION INC PO BOX 21141 SANTA BARBARA, CA 93121-1141	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
SUPPORTING RILEY CHILDREN INC 30 S MERIDIAN ST STE 200 INDIANAPOLIS, IN 46204-3509	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

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
SURF HAPPENS FOUNDATION 1117 LAS OLAS AVE SANTA BARBARA, CA 93109	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
SANTA BARBARA BIRTH CENTER P.O. BOX 30667 SANTA BARBARA, CA 93130	NONE	PUBLIC CHARITY - 501(C)(3)	LAUNCH OF THE SANTA BARBARA BIRTH CENTER	25,000.
SANTA BARBARA FOUNDATION FOR THE WESTSIDE CHILDREN'S ZONE P.O. BOX 6307 SANTA BARBARA, CA 93160	NONE	PUBLIC CHARITY - 501(C)(3)	WESTSIDE CHILDRENS ZONE	100,000.
SANTA BARBARA SCHOOL DISTRICT 700 EAST ANAPAMU STREET SANTA BARBARA, CA 93103	NONE	PUBLIC CHARITY - 501(C)(3)	SANTA BARBARA MADRIGALS ENGLAND & FRANCE CONCERT TOUR	1,000.
SPECIAL OLYMPICS SOUTHERN CALIFORNIA SANTA BARBARA 423 W. VICTORIA ST. SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
THE ASPEN INSTITUTE INC PO BOX 222 QUEENSTOWN, MD 21658-0222	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
THE BUDDY PROGRAM INC 110 E HALLAM ST STE 125 ASPEN, CO 81611-1460	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
THE LAND TRUST FOR SANTA BARBARA COUNTY PO BOX 91830 SANTA BARBARA, CA 93190-1830	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	3,500.
THE RELATIONAL CENTER 5486 WILSHIRE BLVD LOS ANGELES, CA 90036-4218	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
THE SANTA BARBARA CHORAL SOCIETY 1330 STATE ST STE 202 SANTA BARBARA, CA 93101-2681	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UC SANTA BARBARA FOUNDATION UNIV OF CALIFORNIA MAIL CODE 1130 SANTA BARBARA, CA 93106-0001	NONE	PUBLIC CHARITY - 501(C)(3)	ARTS & LECTURES	1,500.
UNITED STATES CONFERENCE OF CATHOLIC BISHOPS 3211 4TH ST NE WASHINGTON, DC 20017-1104	NONE	PUBLIC CHARITY - 501(C)(3)	ADOPT-A-STUDENT TUITION ASSISTANCE PROGRAM	5,000.
UNITY SHOPPE INC 1219 STATE STREET SANTA BARBARA, CA 93101-2661	NONE	PUBLIC CHARITY - 501(C)(3)	2011 CHALLENGE GRANT	2,500.
UNIVERSITY OF SOUTHERN CALIFORNIA ATHLETIC DEPTARTMENT 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES, CA 90089-0602	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	1,500.
UNIVERSITY OF SOUTHERN CALIFORNIA ATHLETIC DEPTARTMENT 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES, CA 90089-0602	NONE	PUBLIC CHARITY - 501(C)(3)	USC ATHLETICS/ALL SPORTS BUILDING	660,000.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53726-4090	NONE	PUBLIC CHARITY - 501(C)(3)	SCOTT AND ELLA BRITTINGHAM VIKING FUND	84,828.
UNIVERSITY OF CALIFORNIA SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064-0000	NONE	PUBLIC CHARITY - 501(C)(3)	DEAD CENTRAL AT UC SANTA CRUZ LIBRARY	100,000.
WILDWOOD SCHOOL INC PO BOX 9290 ASPEN, CO 81612-9290	NONE	PUBLIC CHARITY - 501(C)(3)	GENERAL OPERATING SUPPORT	100.
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN, MA 01267-3163	NONE	PUBLIC CHARITY - 501(C)(3)	ANNUAL FUND MATCHING GRANT	100,000.
WISHTOYO FOUNDATION 3875-A TELEGRAPH ROAD # 423 VENTURA, CA 93003-3422	NONE	PUBLIC CHARITY - 501(C)(3)	CHUMASH CULTURAL AND NATURAL RESOURCES PRESERVATION	5,000.
Total from continuation sheets				

BRITTINGHAM FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
26-2992045 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	54 SHARES OF BERKSHIRE HATHAWAY	D	VARIOUS	VARIOUS
b	US TREASURY BILLS	P	01/20/11	02/17/11
c	US TREASURY BILLS	P	02/17/11	02/22/11
d	118,764.846 SHARES PIMCO FLOATING INCOME	P	VARIOUS	08/11/11
e	4800 EFT ISHARES BLARCLAYS	P	03/23/10	12/15/11
f	2,600 ISHARES BARCLAYS TIPS BOND FUND	P	03/23/10	12/15/11
g	50,155.784 PIMCO FLOATING INCOME FUND	P	09/17/10	12/15/11
h	2,300 VANGUARD INTERMEDIATE BOND FUND	P	03/23/10	12/15/11
i	2,450 VANGUARD SHORT TERM BOND FUND	P	08/12/10	12/15/11
j				
k				
l				
m				
n				
o				

	(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	6,210,747.		4,697,919.	1,512,828.
b	2,600,000.		2,600,000.	0.
c	2,599,841.		2,599,859.	<18.>
d	1,000,000.		1,052,610.	<52,610.>
e	498,863.		502,176.	<3,313.>
f	303,835.		271,778.	32,057.
g	413,284.		447,390.	<34,106.>
h	201,693.		186,174.	15,519.
i	199,028.		199,804.	<776.>
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,512,828.
b				0.
c				<18.>
d				<52,610.>
e				<3,313.>
f				32,057.
g				<34,106.>
h				15,519.
i				<776.>
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,469,581.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	DESK W/ RETURN (PRESIDIO OFFICE INTERIORS)							
	092809	SL	7.00	16	1,822.		347.	239.
2	VISITORS CHAIRS							
	070810	SL	7.00	16	791.		66.	104.
	* TOTAL 990-PF PG 1 DEPR							
					2,613.	0.	413.	343.

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- Current year section 179 (D) - Asset disposed

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY	9,214.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,214.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	520,848.	0.	520,848.
TOTAL TO FM 990-PF, PART I, LN 4	520,848.	0.	520,848.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HARBOUR APT OPPORTUNITY FUND	75,702.	75,702.	
RCG VENTURES	9,369.	9,369.	
TOTAL TO FORM 990-PF, PART I, LINE 11	85,071.	85,071.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,667.	2,889.		2,889.
TO FM 990-PF, PG 1, LN 16A	8,667.	2,889.		2,889.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,450.	0.		8,225.
TO FORM 990-PF, PG 1, LN 16B	16,450.	0.		8,225.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACT SERVICES	89,556.	65,000.		9,845.
TO FORM 990-PF, PG 1, LN 16C	89,556.	65,000.		9,845.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	52,824.	0.		0.
TO FORM 990-PF, PG 1, LN 18	52,824.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT MANAGEMENT SOFTWARE	4,250.	0.		4,250.
OFFICE SUPPLIES	8,236.	0.		4,118.
NPO RESEARCH DUES AND SUBSCRIPTIONS	2,487.	0.		2,319.
INVESTMENT EXPENSES	80,759.	80,759.		0.
INSURANCE	1,903.	0.		0.
TO FORM 990-PF, PG 1, LN 23	97,635.	80,759.		10,687.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURIES		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY SHARES	12,701,781.	16,754,230.
CORPORATE STOCK AND EXCHANGE TRADED FUNDS	6,595,612.	6,626,308.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,297,393.	23,380,538.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME BOND FUNDS	8,375,755.	8,466,765.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,375,755.	8,466,765.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	6,833,725.	6,833,725.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,833,725.	6,833,725.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DESK W/ RETURN (PRESIDIO OFFICE INTERIORS)	1,822.	586.	1,236.
VISITORS CHAIRS	791.	170.	621.
TOTAL TO FM 990-PF, PART II, LN 14	2,613.	756.	1,857.