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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

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

Name of foundation
GUMPERT FOUNDATION

A Employer identification number
26-6065762

Number and street (or P O box number if mail is not delivered to street address) PO BOX 231549 | Room/suite

B Telephone number (see page 10 of the instructions)
(760) 815-0146

City or town, state, and ZIP code
ENCINITAS, CA 920231549

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 42,796,136

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	397,361			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,586	1,586		
	4	Dividends and interest from securities	1,402,121	1,402,121		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,904,008			
	b	Gross sales price for all assets on line 6a 18,761,277				
	7	Capital gain net income (from Part IV, line 2)		1,904,008		
	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) (attach schedule)				
	11	Other income (attach schedule)	27,900	25,251		
	12	**Total.** Add lines 1 through 11	3,732,976	3,332,966		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	380,000	190,000		190,000
	14	Other employee salaries and wages	3,200	1,600		1,600
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	15,531	7,766		7,765
	b	Accounting fees (attach schedule)	15,100	7,550		7,550
	c	Other professional fees (attach schedule)	162,278	162,278		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	111,554	17,071		6,834
	19	Depreciation (attach schedule) and depletion	5,859	5,859		
	20	Occupancy	5,781	2,891		2,890
	21	Travel, conferences, and meetings	5,242	2,621		2,621
	22	Printing and publications				
	23	Other expenses (attach schedule)	103,481	69,526		33,955
	24	**Total operating and administrative expenses.** Add lines 13 through 23	808,026	467,162		253,215
	25	Contributions, gifts, grants paid	1,971,909			1,971,909
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,779,935	467,162		2,225,124
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	953,041			
	b	**Net investment income** (if negative, enter -0-)		2,865,804		
	c	**Adjusted net income** (if negative, enter -0-)				

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	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	926,591	1,144,928	1,144,928
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	38		
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,994,243	2,169,741	2,096,801
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	37,826,070	38,388,708	39,549,677
14	Land, buildings, and equipment basis ▶ 18,302 Less accumulated depreciation (attach schedule) ▶ 13,572	8,124	4,730	4,730
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	40,755,066	41,708,107	42,796,136
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
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	40,755,066	41,708,107	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	3,885,392	4,838,433	
30	**Total net assets or fund balances** (see page 17 of the instructions)	40,755,066	41,708,107	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	40,755,066	41,708,107	

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	40,755,066
2	Enter amount from Part I, line 27a	2	953,041
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	41,708,107
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	41,708,107

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

	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) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,904,008
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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	2,211,619	40,117,178	0 055129
2009	2,727,453	31,597,954	0 086317
2008	1,250,012	40,393,511	0 030946
2007	31,986	5,797,370	0 005517
2006			

2	**Total** of line 1, column (d).	2	0 177909
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 044477
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	43,255,160
5	Multiply line 4 by line 3.	5	1,923,860
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	28,658
7	Add lines 5 and 6.	7	1,952,518
8	Enter qualifying distributions from Part XII, line 4.	8	2,225,124

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)

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	28,658
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	28,658
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	28,658
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	54,414		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	104,414
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	75,756
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 45,081	**Refunded** ▶		11	30,675

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶DAVID CORNSWEET Telephone no ▶(760) 815-0146

Located at ▶PO BOX 231549 ENCINITAS CA ZIP+4 ▶920231549

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 |

		Line	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		No

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**

		Line	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 page 20 of the instructions)?	1b		

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

		Line	Yes	No
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		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

		Line	Yes	No
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 page 20 of the instructions).	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
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**

		Line	Yes	No
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**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? ☐ 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**
	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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
DAVID CORNSWEET 1038 COTTAGE WAY ENCINITAS, CA 92024	DIRECTOR 35 00	168,000	22,000	0
PATRICK DEMPSEY 2181 EDINBURG AVE CARDIFF, CA 920071804	DIRECTOR 35 00	168,000	22,000	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 ▶				0

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

3 Five highest-paid independent contractors for professional services (see 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
MEKETA INVESTMENT GROUP 5796 ARMADA DRIVE CARLSBAD,CA 92008	INVESTMENT MANAGEMENT SERVICES	129,976
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	
2	
3	
4	

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
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	42,729,166
b	Average of monthly cash balances	1b	1,184,702
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	43,913,868
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	43,913,868
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	658,708
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,255,160
6	**Minimum investment return.** Enter 5% of line 5	6	2,162,758

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.)

1	Minimum investment return from Part X, line 6	1	2,162,758
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 28,658		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	28,658
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,134,100
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,134,100
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,134,100

Part XII **Qualifying Distributions** (see page 25 of the 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	2,225,124
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	2,225,124
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	28,658
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,196,466

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
1 Distributable amount for 2011 from Part XI, line 7					2,134,100
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.					
c From 2008.					
d From 2009.	104,336				
e From 2010.	236,342				
f **Total** of lines 3a through e.		340,678			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,225,124					
a Applied to 2010, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					2,134,100
e Remaining amount distributed out of corpus		91,024			
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		431,702			
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 page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 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)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		431,702			
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .					
c Excess from 2009. . . .	104,336				
d Excess from 2010. . . .	236,342				
e Excess from 2011. . . .	91,024				

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				1,971,909
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,586	
4 Dividends and interest from securities. . . .			14	1,402,121	
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	27,900	
8 Gain or (loss) from sales of assets other than inventory			14	1,904,008	
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		3,335,615	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 3,335,615

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-11-13	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
JOHN BOVARD MIRON			P01358141
Firm's name ► QUIGLEY & MIRON CPA'S		Firm's EIN ► 95-4656881	
Firm's address ► 3550 WILSHIRE BOULEVARD-SUITE 1660 LOS ANGELES, CA 900102481		Phone no (213) 639-3550	

May the IRS discuss this return with the preparer shown above? See instructions ► ☐ **Yes** ☑ **No**

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
800 SH BRINKER INTERNATIONAL INC		2010-04-01	2011-01-04
400 SH BRINKER INTERNATIONAL INC		2010-04-01	2011-01-06
500 SH CABOT MICROELECTONICS CORPORATION		2010-04-22	2011-01-10
5,000 SH CAL DRIVE INTERNATIONAL INC		2010-05-25	2011-01-13
4,900 SH NV ENERGY INC		2009-10-21	2011-01-19
400 SH BRINKER INTERNATIONAL INC		2009-10-21	2011-01-25
200 SH CABOT MICROELECTRONICS CORPORATION		2010-04-22	2011-01-23
2000 SH ACCURAY INCORPORATED		2010-04-01	2011-01-28
200 SH TIDEWATER INC		2010-05-04	2011-02-01
400SH B'S WHOLESALE CLUB INC		2010-04-01	2011-02-03
500 SH TIDEWATER INC		2010-04-22	2011-02-03
200 SH CABOT MICROELECTRONICS CORPORATION		2010-04-22	2011-02-16
600 SH HANYES INTERNATIONAL INC		2010-09-23	2011-02-17
500 SH HANYES INTERNATIONAL INC		2010-09-23	2011-02-18
500 SH CONSTELLATION BRANDS INC		2010-04-01	2011-02-22
400 SH HANYES INTERNATIONAL INC		2010-09-23	2011-03-02
500 SH COOPER COMPANIES INC (THE)		2010-04-14	2011-03-03
3,900 SH ACCURAY INCORPORATED		2009-10-21	2011-03-07
600 SH ACCURAY INCORPORATED		2010-05-07	2011-03-09
400 SH ACCURAY INCORPORATED		2010-05-07	2011-03-11
900 SH PETSMART		2010-07-23	2011-03-16
500 SH BRINKER INTERNATIONAL INC		2010-04-14	2011-03-17
600 SH INTERNATIONAL FLAVORS & FRAGRANCES INC		2010-05-07	2011-04-01
1,000 SH BRINKER INTERNATIONAL INC		2010-04-14	2011-04-14
500 SH PETSMART INC		2010-07-23	2011-04-19
500 SH COOPER COMPANIES INC (THE)		2010-05-04	2011-04-25
100 SH INTERNAITIONAL FLAVORS & FRANGRANCES INC		2009-10-21	2011-05-16
300 SH PETSMART INC		2010-07-23	2011-06-07
300 SH PETSMART INC		2010-07-23	2011-06-08
3,400 SH CORELOGIC INC		2009-10-21	2011-08-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
49,297 857 SH TEMPLETON GLOBAL BOND FUND ADVISOR CLASS		2011-07-18	2011-08-10
1,000 SH NALCO HOLDING COMPANY		2011-02-04	2011-08-10
1,200 NALCO HOLDING COMPANY		2009-10-21	2011-08-11
1,570 SH CORELOGIC INC		2011-05-09	2011-08-15
1,500 SH PHARMERICA CORP		2009-10-21	2011-08-23
1,000 SH PHARMERICA CORP		2009-10-21	2011-08-24
500 SH PHARMERICA CORP		2010-09-16	2011-08-25
500 SH EMPIRE DISTRICT ELECTRIC COMPANY (THE)		2011-05-31	2011-09-06
1,000 SH PHARMERICA CORP		2011-04-15	2011-09-07
1,000 SH EMPIRE DISTRICT ELECTIRC COMPANY (THE)		2009-10-21	2011-10-03
28,588 449 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2009-10-21	2011-10-07
1,200 SH EMPIRE DISTRICT ELECTRIC COMPANY (THE)		2011-06-13	2011-10-12
500 SH GENERAC HOLDINGS INC		2011-02-22	2011-12-07
11,608 38 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2009-10-21	2011-01-06
7,776 856 SH VANGUARD FTSE ALL WORLD EX US INDEX FUND CL I		2009-10-21	2011-02-04
49,751 244 SH RIDGEWORTH SEIX HIGH YIELD BOND FUND CL I		2009-10-21	2011-02-04
47,755 492 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2011-02-04
739 411 SH VANGUARD FTSE ALL WORLD EX US INDEX FD		2009-10-21	2011-03-11
10,171 388 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTION SH		2009-10-21	2011-03-23
500 SH CONSTELLATION BRANDS INC		2010-04-01	2011-04-07
3,169 333 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2009-10-21	2011-04-13
699 853 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2009-10-21	2011-04-26
500 SH HANES BRAND INC		2010-04-14	2011-05-02
400 SH INTERNATIONAL FLAVORS & FRAGRANCES INC		2009-10-21	2011-05-16
200 SH CONSTELLATION BRANDS INC		2010-04-01	2011-05-17
300 SH COOPER COMPANIES INC (THE)		2010-05-05	2011-05-24
4,473 606 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2009-10-21	2011-05-26
300 SH INTERNATIONAL FLAVORS & FRAGRANCES INC		2010-05-25	2011-06-02
200 SH INTERNATIONAL FLAVORS & FRAGRANCES INC		2010-05-25	2011-06-06
400 SH ACCURAY INCORPORATED		2010-05-07	2011-06-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 SH INTERNAITIONAL FLAVORS & FRANGRANCES INC		2010-05-25	2011-06-08
300 SH INTERNATIONAL FLAVORS & FRAGRANCES INC		2010-05-25	2011-06-20
1,400 SH ACCURAY INCORPORATED		2009-10-21	2011-06-21
500 SH ZEBRA TECHNOLOGIES CORPORATION		2010-04-09	2011-07-06
300 SH ZEBRA TECHNOLOGIES CORPORATION		2010-04-09	2011-07-07
21,226 916 SH VANGUARD FTSE ALL WORLD EX US INDEX FD		2009-10-21	2011-07-18
60,753 341 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2009-10-21	2011-07-18
200 SH COOPER COMPANIES INC (THE)		2010-05-05	2011-07-22
1,500 SH NALCO HOLDING COMPANY		2010-05-06	2011-08-03
1,000 SH CORELOGIC INC		2009-10-21	2011-08-05
1,000 SH NALCO HOLDING COMPANY		2009-10-21	2011-08-09
60,307 414 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2011-08-10
500 SH BRINKER INTERNATIONAL INC		2009-10-21	2011-08-10
24,015 37 SH VANGUARD REIT INDEX FUND		2009-10-21	2011-08-26
7,923 93 SH VANGUARD MATERIAL INDEX FUND ADMIRAL		2009-10-21	2011-08-26
6237 006 SH VANGUARD ENERGY INDEX FUND ADM		2009-10-21	2011-08-26
106,723 586 SH RIDGEWORTH SEIX HEIGHT YEILD BOND FUND CL I		2009-10-21	2011-08-26
2,100 SH ACCURAY INCORPORATED		2010-05-25	2011-09-13
1700 SH ACCURAY INCORPORATED		2010-05-25	2011-09-14
5,734 63 SH VANGUARD TOTAL STOCK MARKET INDEX FUND CL I		2009-11-02	2011-09-23
203,989 121 SH TOTAL BOND MARKET INDEX FUND INSTITUTIONAL SH		2009-10-21	2011-09-26
35,643 189 SH VANGUARD TOTAL STOCK MARKET INDEX CL I		2009-10-21	2011-10-07
800 SH CONSTELLATION BRANDS INC		2010-04-01	2011-10-12
500 SH ZEBRA TECHNOLOGIES CORPORATION		2009-10-21	2011-10-19
77 97 SH VANGUARD FTSE ALL WORLD EX US INDEX FD		2009-10-21	2011-10-24
500 SH CONSTELLATOIN BRANDS INC		2010-04-01	2011-10-24
500 SH CONSTELLATOIN BRANDS INC		2010-04-01	2011-10-26
500 SH CONSTELLATOIN BRANDS INC		2010-04-01	2011-11-02
500 SH ZEBRA TECHNOLOGIES CORPORATION		2010-05-25	2011-11-02
500 SH UNITED STATES CELLULAR CORP		2010-04-22	2011-11-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
424 056 SH VANGUARD FTSE ALL WORLD EX US INDEX FD		2009-10-21	2011-11-09
100 SH CHECKPOINT SYSTEMS INC		2010-05-04	2011-11-16
1,000 SH CONSTELLATION BRANDS INC		2009-10-21	2011-11-22
113,843 352 SH VANGUARD TOTAL BOND MARKET INDEX FUND INSTITIONTAL SH		2009-10-21	2011-11-29
44,357 7 SH VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL		2009-10-21	2011-11-29
822 995 SH VANGUARD FTSE ALL WORLD EX US INDEX FD		2009-10-21	2011-12-19
1,000 SH CONSTELLATION BRANDS INC		2010-04-06	2011-12-20
3859 514 SH VANGUARD FTSE ALL WORLD EX US INDEZ FD		2009-10-21	2011-12-30
FROM K-1 FIRST EAGLE GLOBAL VALUE FD			
FROM K-1 FIRST EAGLE GLOBAL VALUE FD			
FROM K-1 TRADEWINDS GLOBAL ALL-CAP			
FROM K-1 TRADEWINDS GLOBAL ALL-CAP			
FROM K-1 RHUMBLINE QSI INDEX LLC			
FROM K-1 SSARIS MULTI-MGR ABSOLUTE RETURN RD LLC			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
16,778		15,359	1,419
8,646		7,679	967
20,566		19,420	1,146
30,349		25,898	4,451
69,472		60,526	8,946
9,238		7,813	1,425
9,102		7,768	1,334
18,442		13,559	4,883
11,882		9,599	2,283
19,390		15,178	4,212
29,542		23,996	5,546
9,637		7,768	1,869
32,289		18,793	13,496
27,234		15,661	11,573
10,205		8,222	1,983
20,388		12,529	7,859
31,633		19,511	12,122
35,244		25,162	10,082
5,130		3,777	1,353
3,502		2,518	984
36,748		28,395	8,353
11,920		10,266	1,654
37,715		27,928	9,787
24,445		20,533	3,912
20,541		15,775	4,766
36,398		18,963	17,435
6,268		4,246	2,022
13,257		9,465	3,792
13,023		9,465	3,558
33,994		63,854	-29,860

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
667,000		680,210	-13,210
31,694		27,873	3,821
38,415		31,806	6,609
13,952		29,835	-15,883
21,185		13,363	7,822
13,843		9,221	4,622
7,060		4,701	2,359
9,753		9,457	296
14,074		12,223	1,851
19,247		19,030	217
820,203		822,243	-2,040
23,064		22,809	255
13,261		8,925	4,336
371,236		309,479	61,757
750,000		684,908	65,092
500,000		453,731	46,269
500,000		498,090	1,910
70,000		65,120	4,880
107,715		106,088	1,627
10,571		8,222	2,349
105,000		84,494	20,506
23,802		18,658	5,144
16,046		14,686	1,360
25,070		18,618	6,452
4,547		3,289	1,258
21,672		11,300	10,372
150,000		119,266	30,734
18,681		12,738	5,943
12,180		8,492	3,688
2,739		2,518	221

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,128		4,246	1,882
18,509		12,738	5,771
10,867		8,308	2,559
21,426		14,652	6,774
12,933		8,791	4,142
2,000,000		1,869,455	130,545
2,000,000		1,617,142	382,858
16,016		7,533	8,483
50,426		35,606	14,820
9,998		19,926	-9,928
30,499		23,700	6,799
667,000		629,006	37,994
10,615		10,257	358
500,000		366,475	133,525
300,000		263,708	36,292
300,000		272,308	27,692
1,000,000		973,319	26,681
9,133		12,335	-3,202
7,940		9,986	-2,046
162,118		146,634	15,484
2,250,000		2,127,607	122,393
1,022,603		921,508	101,095
16,288		13,155	3,133
17,106		14,685	2,421
6,622		6,867	-245
10,014		8,222	1,792
9,867		8,222	1,645
9,777		8,222	1,555
17,360		12,935	4,425
20,147		21,288	-1,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,709		37,347	-2,638
1,182		2,125	-943
18,475		16,843	1,632
1,250,000		1,187,386	62,614
1,250,000		1,104,950	145,050
63,634		63,634	0
19,595		16,887	2,708
300,000		338,242	-38,242
34,069			34,069
67,873			67,873
91,192			91,192
67,208			67,208
1,351			1,351
13,609			13,609

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			1,419
			967
			1,146
			4,451
			8,946
			1,425
			1,334
			4,883
			2,283
			4,212
			5,546
			1,869
			13,496
			11,573
			1,983
			7,859
			12,122
			10,082
			1,353
			984
			8,353
			1,654
			9,787
			3,912
			4,766
			17,435
			2,022
			3,792
			3,558
			-29,860

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-13,210
			3,821
			6,609
			-15,883
			7,822
			4,622
			2,359
			296
			1,851
			217
			-2,040
			255
			4,336
			61,757
			65,092
			46,269
			1,910
			4,880
			1,627
			2,349
			20,506
			5,144
			1,360
			6,452
			1,258
			10,372
			30,734
			5,943
			3,688
			221

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			1,882
			5,771
			2,559
			6,774
			4,142
			130,545
			382,858
			8,483
			14,820
			-9,928
			6,799
			37,994
			358
			133,525
			36,292
			27,692
			26,681
			-3,202
			-2,046
			15,484
			122,393
			101,095
			3,133
			2,421
			-245
			1,792
			1,645
			1,555
			4,425
			-1,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-2,638
			-943
			1,632
			62,614
			145,050
			0
			2,708
			-38,242
			34,069
			67,873
			91,192
			67,208
			1,351
			13,609

Form 990PF Part XV Line 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*				
A REASON TO SURVIVE2820 ROOSEVELT RD SAN DIEGO,CA 92106	NONE	501 (C)(3)	VISUAL, PERFORMING, AND LITERARY ARTS CAN TRANSFORM	2,000
ANTI-DEFAMATION LEAGUE7851 MISSION CENTER COURT 320 SAN DIEGO,CA 92108	NONE	501 (C)(3)	JUSTICE AND FAIR TREATMENT FOR ALL	200,000
CAMP RONALD MCDONALD FOR GOOD TIMES1954 COTNER AVE LOS ANGELES,CA 90025	NONE	501 (C)(3)	BETTER LIFE FOR KIDS WIT CANCER	60,000
CHARITIES AID FOUNDATION AMERICA90 PARK AVE STE 1600 NEW YORK,NY 10016	NONE	509 (A)(1)	EDUCATION, DISASTER RELIEF, ET AL	3,500
GUARDIANS OF SAN DIEGO211 SAXONY ROAD ENCINITAS,CA 92024	NONE	501 (C)(3)	HOMES FOR THE FRIAL AND ELDERLY	60,000
HAPPY TRAILS15332 ANTIOCH STREET 171 PACIFIC PALISADES,CA 90272	NONE	501 (C)(3)	AID TO CHILDREN WITH DISABILITIES	60,000
HOSPICE OF THE NORTH COAST 5441 AVENIDA ENCINAS STE A CARLSBAD,CA 92008	NONE	501 (C)(3)	CARE FOR TERMANIALLY ILL AND THEIR FAMILY	240,000
IMPERIAL ORDER OF ST CONSTANTINE8797 MARRON REAK WAY RIVERSIDE,CA 92508	NONE	509 (A)(2)	EXPANSION OF CHIVALRIC PRINCIPLES THROUGH FELLOWSHIP	1,500
KIS INCLUDED TOGETHER740 13TH ST SAN DIEGO,CA 92101	NONE	501 (C)(3)	RECREATIONAL, CHILD & YOUTH DEVELOPMENT PROGRAMS	60,000
PRO-KIDS GOLD ACADEMY4085 52ND ST SAN DIEGO,CA 92105	NONE	501 (C)(3)	EDUCATION THROUGH GOLF	200,000
RAMAPO COLLEGE HOLOCAUSTGENOCIDE CENTER 505 RAMAPO VALLEY RD MAHWAH,NJ 07430	NONE	501 (C)(3)	GENOCIDE AND HUMAN RIGHTS EDUCATION	11,909
SAN DIEGO CITY COLLEGE1313 PARK BLVD SAN DIEGO,CA 92101	NONE	501 (C)(3)	EDUCATION	2,000
SATHYA SAI SOCIETY OF AMERICA PO BOX 660908 ARCADIA,CA 91066	NONE	501 (C)(3)	EDUCATION THROUGH GOLF	360,000
STAND UP 4 KIDSPO BOX 1685 OCEANSIDE,CA 92051	NONE	501 (C)(3)	ASSIST HOMELESS	100,000
TENDER LOVING CANINES ASSIST DOGESPO BOX 1244 SOLANA BEACH,CA 92075	NONE	501 (C)(3)	TRAINING OF ASSIST ANIMALS	40,000
VENICE FAMILY CLINIC604 ROSE AVE VENICE,CA 90291	NONE	501 (C)(3)	HEALTHCARE FOR PEOPLE IN NEED	200,000
WHISPERING HOPE RANCH5333 N 7TH ST STE C223 PHEONIX,AZ 85014	NONE	501 (C)(3)	NATURE AND ANIMALS TO SPECIAL NEEDS CHILDREN	80,000
WOMEN'S RESOURCE CENTER1963 APPLE STREET OCEANSIDE,CA 92054	NONE	501 (C)(3)	SHELTER AND HELP FOR ABUSED	200,000
WORDS ALIVE5111 SANTA FE ST STE 219 SAN DIEGO,CA 92109	NONE	501 (C)(3)	EARLY LITERACY INTERVENTION	80,000
SDSVP INC2508 HISTORIC DECATUR RD STE 200 SAN DIEGO,CA 92106	NONE	501 (C)(3)	JAPAN TSUNAMI RELIEF	10,000
SAN ELIJO LAGGON CONSERVANCY 2710 MANCHESTER AVE CARDIFFBYTHESEA,CA 92007	NONE	501 (C)(3)	ECOLOGICAL RESERVE PRESERVATION	1,000
Total . . . . ▶ **3a**				1,971,909

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization
GUMPERT FOUNDATION

Employer identification number
26-6065762

Organization type (check one)

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

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

General Rule—

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

Special Rules

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

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

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

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

Name of organization
GUMPERT FOUNDATION

Employer identification number
26-6065762

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM GUMPERT TRUST 16000 VENTURA BLVD STE 1204 ENCINO, CA 91436	$ 397,361	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
GUMPERT FOUNDATION

Employer identification number
26-6065762

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

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

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

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

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

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

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

Name of organization
GUMPERT FOUNDATION

Employer identification number
26-6065762

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2011 Accounting Fees Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROBERT P MONTANIO, CPA, APC	15,100	7,550		7,550

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE EQUIPMENT	2007-12-03	6,063	3,968	SL	5 000000000000	2,095	0		
OFFICE FURNITURE	2008-02-01	1,044	609	SL	5 000000000000	435	0		
OFFICE FURNITURE	2008-02-02	635	370	SL	5 000000000000	265	0		
OFFICE EQUIPMENT	2008-02-06	2,632	1,535	SL	5 000000000000	1,097	0		
OFFICE FURNITURE	2008-02-13	690	403	SL	5 000000000000	287	0		
OFFICE FURNITURE	2009-04-09	1,158	406	SL	5 000000000000	752	0		
COMPUTERS	2010-06-14	3,615	422	SL	5 000000000000	723	0		
IPADS	2011-08-04	2,465		SL	5 000000000000	205	0		

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TY 2011 General Explanation Attachment

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Identifier	Return Reference	Explanation
		FORM 990-PF IS BEING AMENDED TO REFLECT THE ORGANIZATION'S QUALIFICATION UNDER SECTION 4940(E) FOR THE REDUCED TAX ON INVESTMENT INCOME FOR THE YEAR ENDED DECEMBER 31, 2011 ADDITIONALLY, A SLIGHT REVISION IN THE ALLOCATION OF INVESTMENT MANAGEMENT FEES HAS BEEN MADE (100% ALLOCATION TO NET INVESTMENT INCOME RATHER THAN 50%, RESULTING IN A REDUCTION IN NET INVESTMENT INCOME FROM $2,946,943 TO $2,865,804) THIS REDUCES THEIR TAX BASED ON INVESTMENT INCOME FROM $58,939 TO $28,658 AND REDUCES THEIR UNDERPAYMENT PENALTY FROM $394 TO $-0-, RESULTING IN A TOTAL REFUND OF $30,675

TY 2011 Investments Corporate Stock Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BILL BARRETT CORPORATION	98,221	102,210
BABCOCK & WILCOX	142,692	127,942
CABOT MICROELECTRONICS	96,563	122,850
CHECKPOINT SYSTEMS INC	104,049	60,170
BRINKER INTERNATIONAL INC	43,096	64,224
HANES BRANDS INC	118,913	96,184
JOHN BEAN TECHNOLOGIES CORP	100,973	87,609
KAR AUCTION SERVICES	122,957	108,000
LIVE NATION ENTERTAINMENT INC	152,827	103,044
PENSKE AUTOMOTIVE GROUP INC	109,083	124,163
CONSTELLATION BRANDS INC	19,596	22,737
TIDEWATER INC	103,198	103,530
UNITED STATES CELLULAR CORP	84,447	87,260
VCA ANTECH INC	147,360	130,350
ZEBRA TECHNOLOGIES CORPORATION	34,546	42,686
CALGON CARBON CORPORATION	118,860	119,396
CICOR INTERNATIONAL INC	46,953	52,965
H.B. FULLER COMPANY	81,249	90,129
GENERAC HOLDINGS INC	48,375	71,477
LENDER PROCESSING SERVICES INC	110,001	82,885
MADISON SQUARE GARDEN INC	25,268	28,640
PERKINELMEN INC	122,206	114,000
RALCORP HOLDINGS INC	98,803	111,150
SOLUTIA INC	39,505	43,200

TY 2011 Investments - Other Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIRST EAGLE GLOBAL VAUE FD LP	AT COST	3,185,404	3,400,158
LCP OFFSHORE PARTNERSHIP	AT COST	1,078,116	1,349,739
TRADEWINDS GLOBAL ALL-CAP TR	AT COST	3,421,517	3,336,346
RHUMBLINE QSI INDEX LLC	AT COST	2,506,480	2,524,116
SSARIS MULTI-MGR ABSOLUTE RETURN FD LLC	AT COST	2,295,020	2,241,094
DFA EMERGING MARKETS VALUE PORTFOLIO	AT COST	1,544,956	1,313,248
DFA US MICRO CAP PORTFOLIO	AT COST	1,424,667	1,796,972
RIDGEWORTH SEIX HIGH YEILD BOND FD CL I	AT COST	4,824,913	4,930,907
VANGUARD INFLATION PROTECTED SEC FD	AT COST	4,024,559	4,311,964
VANGUARD TOTAL BD MARKET IDX FD	AT COST	7,700,038	7,843,935
VANGUARD FTSE ALL WORLD EX US INDEX FD	AT COST	2,076,224	1,922,652
VANGUARD REIT INDEX FUND	AT COST	739,876	1,028,483
VANGUARD MATERIALS INDEX FD ADM	AT COST	796,755	883,067
VANGUARD ENERGY INDEX FD ADM	AT COST	769,532	884,391
VANGUARD BALANCED INDEX MARKETS FD AD SIGNAL	AT COST	111,416	127,726
TEMPLETON FRONTIER MARKETS FD AD	AT COST	517,179	420,617
TEMPLETON GLOBAL BOND FUND ADVISOR CL I	AT COST	1,372,056	1,234,262

TY 2011 Land, Etc. Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	6,063	6,063	0	0
OFFICE FURNITURE	1,044	1,044	0	0
OFFICE FURNITURE	635	635	0	0
OFFICE EQUIPMENT	2,632	2,632	0	0
OFFICE FURNITURE	690	690	0	0
OFFICE FURNITURE	1,158	1,158	0	0
COMPUTERS	3,615	1,145	2,470	2,470
IPADS	2,465	205	2,260	2,260

TY 2011 Legal Fees Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LUCE, FORWARD, HAMILTON & SCRIPPS, LLP	15,531	7,766		7,765

TY 2011 Other Expenses Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROM PARTNERSHIPS	62,995	62,995		0
WORKSHOP - FOR CHARITIES	27,425	0		27,425
OFFICE EXPENSES	9,954	4,977		4,977
WORKERS COMP AND RETIREMENT PLAN COSTS	3,107	1,554		1,553

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TY 2011 Other Income Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	27,900	25,251	27,900

TY 2011 Other Professional Fees Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	162,278	162,278		0

TY 2011 Taxes Schedule

Name: GUMPERT FOUNDATION

EIN: 26-6065762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CALIFORNIA FILING FEES	160	80		80
PAYROLL TAXES	13,509	6,755		6,754
FROM K-1 - FOREIGN TAXES	10,236	10,236		0
TAXES ON INVESTMENTS INCOME	87,649	0		0