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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
The Saleh Foundation

A Employer identification number
27-0432844

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1520 CLUBVIEW DRIVE

B Telephone number (see page 10 of the instructions)

City or town, state, and ZIP code
TYLER, TX 75701

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)* ▶$ 2,166,192

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))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	3,059	3,059	3,059	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,427			
	b	Gross sales price for all assets on line 6a 195,191				
	7	Capital gain net income (from Part IV, line 2)		7,427		
	8	Net short-term capital gain			7,427	
	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)				
	12	**Total.** Add lines 1 through 11	10,486	10,486	10,486	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	25,400	19,050		6,350
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,634	1,976		658
	c	Other professional fees (attach schedule)	1,540	1,155		385
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	4,007	3,006		1,001
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	39	29		10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,620	25,216		8,404
	25	Contributions, gifts, grants paid	123,000			123,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	156,620	25,216		131,404
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-146,134			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			10,486	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		36	36
	2	Savings and temporary cash investments	2,154,328	1,801,150	1,801,150
	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			
	10a	Investments—U S and state government obligations (attach schedule)		49,756	52,221
	b	Investments—corporate stock (attach schedule)		144,521	115,665
	c	Investments—corporate bonds (attach schedule)		131,788	122,759
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	200,000	75,000	74,361
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,354,328	2,202,251	2,166,192
Liabilities	17	Accounts payable and accrued expenses	5,943		
	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)	5,943	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,348,385	2,202,251	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,348,385	2,202,251	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,354,328	2,202,251	

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	2,348,385
2	Enter amount from Part I, line 27a	2	-146,134
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,202,251
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,202,251

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				
c				
d				
e				

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

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

	(i) 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				

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	7,427
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	7,427

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	132,745	2,461,355	0 05393
2009		273,640	
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	0 05393
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 02697
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,244,116
5	Multiply line 4 by line 3	5	60,515
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	60,515
8	Enter qualifying distributions from Part XII, line 4	8	131,404

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	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
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	
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	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ — **Refunded** ▶	11	

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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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		No
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		No
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) ▶ TX			
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)*

				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 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 ▶DANIEL SALEH Telephone no ▶(903) 595-6465

Located at ▶1520 CLUBVIEW DRIVE TYLER TX ZIP+4 ▶75701

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

and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 | |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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**			
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		No
	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		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____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		No
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**		No
	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**		No

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
BEVERLY SALEH MAMEY 1100 WILMINGTON TYLER,TX 75701	Director 1 00	1,800		
GERALD SALEH 901 E REICK ROAD TYLER,TX 75703	Director 1 00	1,800		
DANIEL SALEH 1520 CLUBVIEW TYLER,TX 75701	SEC/TREAS 10 00	20,000		
ANGEL SALEH 1119 SANTA ROSA DRIVE TYLER,TX 75701	President 1 00	1,800		

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
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. . . . . ▶

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	300,533
b	Average of monthly cash balances	1b	1,977,757
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	2,278,290
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	
3	Subtract line 2 from line 1d	3	2,278,290
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	34,174
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,244,116
6	**Minimum investment return.** Enter 5% of line 5	6	112,206

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	112,206
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a:		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	112,206
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	112,206
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	112,206

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	131,404
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	131,404
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	131,404

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				112,206
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			1,451	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 131,404				
a Applied to 2010, but not more than line 2a			1,451	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				112,206
e Remaining amount distributed out of corpus	17,747			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,747			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	17,747			
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. . . . 17,747				

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			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
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))

ANGEL SALEH

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

THE SALEH FOUNDATION
1520 CLUBVIEW DRIVE
TYLER,TX 75701
(903) 595-6465

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

Grant Application OutlineI TITLE PAGE-Name of Grantee (if organization, exactly as shown on tax-exempt letter, unless agovernmental entity) -Project Name (if different from Grantee), street address, city, state and zip code -Contact person, title, phone number II PURPOSE OF GRANT-Description of the community need met by the proposal -How many and who will be served by this project? (Be specific)-What outcomes are expected as a result of the project?-The timetable or work plan for the project -How will the project be evaluated?-Description of expenses for which The Saleh Foundation funds will be used -Exact dollar ($) amount requested from The Saleh Foundation III FINANCIAL INFORMATION-A line item budget for the total proj ect -If applicable, a plan for continuing the proj ect after the requested grant funds expire What other foundations, corporations, individual donors or volunteer groups have youapproached for funds?-How will a grant from The Saleh Foundation to the project lever

c Any submission deadlines

JUNE 1 & NOVEMBER 1

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

Criteria to be Used by Grant Review Committeein Evaluating a Grant Application1 Is the purpose of the proposed project clear?2 Is the need for the proposed project clearly stated and justified?3 How will the proposed project help meet the need?4 Who will be served by the project? Are specific target popUlations identified?5 Is anyone else in the community offering this or a similar program? If so, is duplicationadvisable? How will cooperation/collaboration be initiated?6 Is the applicant the appropriate one to carry out the proposed project? Why?7 If an organization, who [staff or volunteer(s)] will be responsible for the proposed project?How are they qualified?8 Is an evaluation of the project planned? Are there check points along the way to monitor theproject if approved and funded?9 How will the proposed project be supported after the requested grant expires?10 Is the proposed budget for the project realistic?

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**				123,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					
4 Dividends and interest from securities. . . .			14	3,059	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					7,427
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). .				3,059	7,427

13 **Total.** Add line 12, columns (b), (d), and (e). 13 10,486

(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

******	2012-05-14	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Barbara R Bass			

Firm's name	Gollob Morgan Peddy PC	Firm's EIN
Firm's address	1001 ESE Loop 323 Ste 300 Tyler, TX 757019609	Phone no (903) 534-0088

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

Additional Data

Software ID:	11000144
Software Version:	2011v1.2
EIN:	27-0432844
Name:	The Saleh Foundation

Form 990PF - Special Condition Description:

Special Condition Description

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

Recipient 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*				
SOCIETY OF ST VINCENT DE PAUL 410 S COLLEGE AVENUE TYLER, TX 75701	NONE	501C3	INDIVIDUAL & FAMILY SOCIAL SERVICES	5,000
ST ATHANASIUS CHURCH160 N RENGSTORFF MOUNTAIN VIEW, CA 94043	NONE	501C3	GENERAL FUND	10,000
SALVATION ARMY633 N BROADWAY AVE TYLER, TX 75702	NONE	501C3	GENERAL FUND	3,000
THERAPET FOUNDATIONPO BOX 130118 TYLER, TX 75713	NONE	501C3	PROMOTE HEALING OF ACUTE OR CHRONICALLY ILL THROUGH THE AID OF TRAINED ANIMALS	10,000
MERCY SHIPSPO BOX 1930 GARDEN VALLEY, TX 75771	NONE	501C3	BUILDING FUND	10,000
ST PETER CLAVER CATHOLIC CHURCH1403 N TENNEHA AVENUE TYLER, TX 75702	NONE	501C3	BUILDING FUND	5,000
SMILE TRAINP O BOX 96231 WASHINGTON, DC 20090	NONE	501C3	SURGERIES	3,000
PEOPLE ATTEMPTING TO HELP402 W FRONT STREET TYLER, TX 75702	NONE	501C3	GENERAL FUND	5,000
MEALS ON WHEELS MINISTRY INC 3001 ROBERTSON ROAD TYLER, TX 75701	NONE	501C3	GENERAL FUND	3,000
SOCIETY OF THE LITTLE FLOWER 1313 FRONTAGE ROAD DARIEN, IL 60561	NONE	501C3	GENERAL FUND	2,000
FEED THE CHILDRENP O BOX 36 OKLAHOMA CITY, OK 73101	NONE	501C3	GENERAL FUND	2,000
THE UNIVERSITY OF TEXAS AT TYLER3900 UNIVERSITY BLVD TYLER, TX 75799	NONE	501C3	SCHOLARSHIPS	10,000
TRINITY MOTHER FRANCES FOUNDATION611 SOUTH FLEISHEL TYLER, TX 75701	NONE	501C3	WOMEN AND CHILDRENS' SERVICES FOR INDIGENT	10,000
TX SCOTTISH RITE HOSPITAL FOR CHILD2222 WELBORN STREET DALLAS, TX 75219	NONE	501C3	CHILDRENS' ORTHOPEDIC CARE	5,000
ST JUDE CHILDREN'S RESEARCH HOSPITA501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	501C3	RESEARCH & TREATMENT	5,000
TYLER JUNIOR COLLEGE FOUNDATION1327 SOUTH BAXTER AVENUE TYLER, TX 75701	NONE	501C3	SCHOLARSHIPS	10,000
UNIV OF TX HEALTH SCIENCE CENTER TY11937 US HWY 271 TYLER, TX 75708	NONE	501C3	LUNG INJURY RESEARCH & PRESIDENT'S COUNCIL	10,000
SUBIACO ACADEMY FOUNDATION PO BOX 50 SUBIACO, AR 72865	NONE	509(A)(3)	CURRENT STUDENT AID NEEDS & SCHOLARSHIPS	15,000
Total . . . . ▶ **3a**				123,000

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TY 2011 Accounting Fees Schedule

Name: The Saleh Foundation
EIN: 27-0432844
Software ID: 11000144
Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	2,634	1,976	0	658

TY 2011 Investments Corporate Bonds Schedule

Name: The Saleh Foundation

EIN: 27-0432844

Software ID: 11000144

Software Version: 2011v1.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY BOOK/ENTRY DTD 07/08/2009	106,788	97,932
GOLDMAN SACHS GP MTN DTD 12/15/2011	25,000	24,827

TY 2011 Investments Corporate Stock Schedule

Name: The Saleh Foundation
EIN: 27-0432844
Software ID: 11000144
Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
70 SHS WESTERN DIGITAL CORP	1,872	2,167
9 SHS WEST JAPAN RY CO-JPY	338	384
15 SHS WAL-MART STORES INC	796	896
148 SHS TURXCELL ILETISM HIZMET ADR	1,982	1,740
33 SHS TEVA PHARMACEUTICAL INDS LTD ADR	1,578	1,332
51 SHS TNT EXPRESS NV ADR	509	375
384 SHS SUMITOMO MITSU TR SPON ADR	1,413	1,091
70 SHS STATOILHYDRO ASA SPONS ADR	1,662	1,793
226 SHS SOUTHWEST AIRLINES CO	1,830	1,935
29 SHS SILVER STANDARD RESOURCES INC-CAD	527	401
80 SHS SHIN ETSU CHEM CO LTD-JPY	1,027	982
17 SHS SEVEN & I HLDGS CO LTD-JPY	843	939
83 SHS SK TELECOM LTD SPON ADR	1,505	1,130
553 SHS POLYUS GOLD INTERNATIONAL LTD	2,125	1,631
38 SHS PETROLEO BRASILEIRO SA ADR	1,263	893
39 SHS PETROBRAS ARGENTINA SA ADR	812	492
45 SHS PT TELEKOMUNAKASI INDONESIA SPONS	1,494	1,383
172 SHS OLD REPUBLIC INTERNATIONAL CORP	1,662	1,594
177 SHS NOKIA CORP SPONSORED ADR	1,081	853
80 SHS NIPPON TEL & TEL SPON ADR	1,804	2,026
60 SHS NINTENDO CO LTD ADR NEW	1,716	1,016
21 SHS NEXEN INC	492	334
69 SHS NEWMONT MINING CORP	3,979	4,141
58 SHS NEWCREST MINING LTD SPON ADR	2,511	1,758
24 SHS NTT DOCOMO INC SPONS ADR	426	440
38 SHS NB HLDGS INC CLASS B NEW	1,272	809
37 SHS MTN GROUP LTD SPONSORED ADR	731	655
4 SHS MITSUI & CO LTD ADR	1,357	1,238
89 SHS MICROSOFT CORP	2,278	2,310
130 SHS MARINE HARVEST UNSPON ADR	1,291	1,106

Name of Stock	End of Year Book Value	End of Year Fair Market Value
135 SHS MS&AD INSURANCE UNSPON ADR	1,506	1,227
8 SHS LOCKHEED MARTIN CORP	606	647
64 SHS ELI LILLY & CO	2,281	2,660
96 SHS KINROSS GOLD CORP-CAD (NEW)	1,502	1,094
49 SHS KT CORP SPONSORED ADR	963	766
20 SHS JAPAN STL WKS LTD ADR	1,547	1,368
557 SHS RUSHYDRO-SP ADR	2,721	1,688
37 SHS INGRAM MICRO INC CLASS A	663	673
24 SHS INDUSTRIAS BACHOCO S A B DE CVADR	507	458
32 SHS IMPALA PLATINUM HOLDINGS LTD	740	660
9 SHS IRSA INVERSIONES Y GDR	90	93
50 SHS GUOCO GROUP LTD UNSPON ADR	1,255	921
55 SHS GOLD FIELDS LTD SPONS ADR	989	839
178 SHS GAZPROM OAO SPONS ADR	2,438	1,901
22 SHS FOREST LABORATORIES INC	705	666
241 SHS FINMECCANICA SPA-EUR	784	429
654 SHS ELECTRICITE DE FRANCE-EUR	4,864	3,146
224 SHS EAST JAPAN RY CO-JPY	2,023	2,341
119 SHS DEAN FOODS CO NEW	1,131	1,333
392 SHS DAIWA SECURITIES GR SPONS ADR	1,744	1,231
23 SHS CREDIT SUISSE GROU ADR	514	540
43 SHS COMPUTER SCIENCES CORP	1,166	1,019
19 SHS CHESAPEAKE ENERGY CORP	445	424
65 SHS CENTRAIS ELECTRICAS BRASILERIRAS	1,005	631
122 SHS CENTRAIS ELECTRICAS BRASILEIRAS	1,937	1,769
55 SHS CARREFOUR SA-SP ADR	494	246
143 SHS CAMECO CORP	3,938	2,581
96 SHS BEST BUY INC	2,286	2,244
74 SHS BARRICK GOLD CORP CAD	3,858	3,349
56 SHS BANCO SANTANDER BRASIL SA ADS	462	456

Name of Stock	End of Year Book Value	End of Year Fair Market Value
39 SHS ARCHER-DANIELS-MIDLAND CO	1,313	1,115
29 SHS ANGLOGOLD ASHANTI LTD ADR	1,371	1,231
17 SHS AMGEN INC	929	1,092
121 SHS AMERICAN INTL GROUP INC	3,217	2,807
50 SHS ALLIANZ SE ADR	746	474
22 SHS TRANSOCEAN LTD SWITZERLAND NEW	876	845
39 SHS FRESH DEL MONTE PRODUCE	991	975
2,963 SHS FORD MOTOR COMPANY	47,738	31,882

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TY 2011 Investments Government Obligations Schedule

Name:	The Saleh Foundation
EIN:	27-0432844
Software ID:	11000144
Software Version:	2011v1.2
US Government Securities - End of Year Book Value:	
US Government Securities - End of Year Fair Market Value:	
State & Local Government Securities - End of Year Book Value:	49,756
State & Local Government Securities - End of Year Fair Market Value:	52,221

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TY 2011 Investments - Other Schedule

Name: The Saleh Foundation
EIN: 27-0432844
Software ID: 11000144
Software Version: 2011v1.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BARCLAYS BANK PLC DTD 12/15/2001	AT COST	25,000	24,836
MS CONTINGENT 9.5% AUTOCALL ON APPLE INC	AT COST	50,000	49,525

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TY 2011 Other Expenses Schedule

Name: The Saleh Foundation

EIN: 27-0432844

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	39	29		10

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TY 2011 Other Professional Fees Schedule

Name: The Saleh Foundation

EIN: 27-0432844

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING AND ADVISORY FEES	1,540	1,155	0	385

TY 2011 Taxes Schedule

Name: The Saleh Foundation

EIN: 27-0432844

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	3,885	2,914		971
FOREIGN TAXES	122	92		30