Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
A. GARY ANDERSON FAMILY FOUNDATION

A Employer identification number
27-1878882

Number and street (or P O box number if mail is not delivered to street address) Room/suite
17772 COWAN

B Telephone number (see instructions)
(949) 242-5050

City or town, state, and ZIP code
IRVINE, CA 92614

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 65,194,347.

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

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

Part I Analysis of Revenue and Expenses

		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	826.	826.		
	4	Dividends and interest from securities	1,058,885.	1,058,885.		ATCH 1
	5a	Gross rents	3,620.	3,620.		
	b	Net rental income or (loss) 3,620.				
	6a	Net gain or (loss) from sale of assets not on line 10	421,175.			
	b	Gross sales price for all assets on line 6a 31,859,876.				
	7	Capital gain net income (from Part IV, line 2)		421,175.		
	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)	21,976.	377.		ATCH 2
	12	**Total.** Add lines 1 through 11	1,506,482.	1,484,883.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	392,098.	129,894.		262,204.
	14	Other employee salaries and wages	176,476.			176,476.
	15	Pension plans, employee benefits	21,781.	5,010.		16,771.
	16a	Legal fees (attach schedule) ATCH 3	8,500.	5,950.		2,751.
	b	Accounting fees (attach schedule) ATCH 4	88,420.	61,894.		32,236.
	c	Other professional fees (attach schedule) *	470,113.	395,779.		75,679.
	17	Interest ATTACHMENT 6	30,666.	30,666.		
	18	Taxes (attach schedule) (see instructions) **	56,466.	9,735.		22,216.
	19	Depreciation (attach schedule) and depletion	722.	43.		
	20	Occupancy				
	21	Travel, conferences, and meetings	3,763.			3,763.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 8	286,148.	215,562.		67,337.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,535,153.	854,533.		659,433.
	25	Contributions, gifts, grants paid	339,564.			2,786,507.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,874,717.	854,533.	0	3,445,940.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-368,235.			
	b	**Net investment income** (if negative, enter -0-)		630,350.		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. *ATCH 5 JSA ** ATCH 7 Form **990-PF** (2011)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,394,060.	4,109,429.	4,109,429.
	3	Accounts receivable ▶ 2,994,764. Less allowance for doubtful accounts ▶	1,060,912.	2,994,764.	2,994,764.
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 9	10,266.	58,531.	58,531.
	10 a	Investments - U S and state government obligations (attach schedule)**	66,922.		
	b	Investments - corporate stock (attach schedule) ATCH 11	12,141,503.	11,326,885.	11,326,885.
	c	Investments - corporate bonds (attach schedule) ATCH 12	4,834,275.		
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 13	33,247,090.	46,703,865.	46,703,865.
	14	Land, buildings, and equipment basis ▶ 8,170. Less accumulated depreciation (attach schedule) ▶ 7,297.	1,629.	873.	873.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	53,756,657.	65,194,347.	65,194,347.
Liabilities	17	Accounts payable and accrued expenses	947,589.	194,328.	
	18	Grants payable	4,678,793.	2,231,850.	
	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 ▶ ATCH 14)	93,515.	102,100.	
	23	**Total liabilities** (add lines 17 through 22)	5,719,897.	2,528,278.	
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	48,036,760.	62,666,069.	
	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			
	30	**Total net assets or fund balances** (see instructions)	48,036,760.	62,666,069.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	53,756,657.	65,194,347.	

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	48,036,760.
2	Enter amount from Part I, line 27a	2	-368,235.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 15	3	16,078,504.
4	Add lines 1, 2, and 3	4	63,747,029.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 16	5	1,080,960.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,666,069.

**ATCH 10

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 PART IV SCHEDULE			
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 } 2 421,175.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . 3 0

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 SEE ATTACHED STATEMENT

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,237,135.	63,712,540.	0.050808
2009	3,574,037.	57,579,795.	0.062071
2008	1,948,406.	70,361,696.	0.027691
2007	4,244,664.	79,741,837.	0.053230
2006	3,708,187.	75,160,738.	0.049337

2	Total of line 1, column (d)	2	0.243137
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	0.048627
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	67,712,903.
5	Multiply line 4 by line 3	5	3,292,675.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,304.
7	Add lines 5 and 6	7	3,298,979.
8	Enter qualifying distributions from Part XII, line 4	8	3,445,940.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	6,304.
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	6,304.
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	6,304.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 48,000.		
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	48,000.
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	41,696.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 41,696. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ____________ **(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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEVADA, CALIFORNIA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	**11**		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	**12**		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**	X	

Website address ▶ N/A

14 The books are in care of ▶ A. GARY ANDERSON FAMILY FOUND. Telephone no ▶ 949-242-5050

Located at ▶ 17772 COWAN IRVINE, CA ZIP + 4 ▶ 92614

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**		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	**1b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	**1c**		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	**4b**		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No

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

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

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** X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		392,098.	12,957.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 18		176,476.	8,824.	0

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 19		329,090.
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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	63,160,902.
b	Average of monthly cash balances	1b	5,583,162.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	68,744,064.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	68,744,064.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,031,161.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	67,712,903.
6	**Minimum investment return.** Enter 5% of line 5	6	3,385,645.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	3,385,645.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,304.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	4,911.		
c	Add lines 2a and 2b			2c	11,215.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,374,430.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,374,430.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,374,430.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	3,445,940.
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	3,445,940.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	6,304.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,439,636.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,374,430.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,487,457.	
b Total for prior years 20 09 ,20 08 ,20 07				
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 ▶ $ 3,445,940.				
a Applied to 2010, but not more than line 2a			2,487,457.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				958,483.
e Remaining amount distributed out of corpus				
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				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,415,947.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATTACHMENT 20

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

OBTAIN APPLICATION FROM ABOVE ADDRESS

c Any submission deadlines

NONE

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

ATTACHMENT 21

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*				
ATTACHMENT 22				
Total . . . . ▶ **3a**				2,786,507.
b *Approved for future payment*				
ATTACHMENT 23				
Total . . . . ▶ **3b**				2,370,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	826.	
4 Dividends and interest from securities			14	1,058,885.	
5 Net rental income or (loss) from real estate					
a Debt-financed property			16	3,620.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income			14	377.	
8 Gain or (loss) from sales of assets other than inventory			18	421,175.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b PASS-THROUGHS	900099	21,599.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		21,599.		1,484,883.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,506,482.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ x — Signature of officer or trustee

x 11.5.12 — Date

▶ v President / COO — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBORAH C. BOLAR	Deborah C. Bolar	11-7-12		P00157963

Firm's name ▶ BOLAR HIRSCH & JENNINGS LLP

Firm's EIN ▶ 33-0480814

Firm's address ▶ 18101 VON KARMAN AVENUE, #1440
IRVINE, CA 92612

Phone no 949-224-3300

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CAPITAL GAINS FROM K-1S PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
259,314.							259,314.	
		CUSTODY CASH (CA)- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,728.							3,728.	
		CUSTODY CASH (NV)- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
153,800.							153,800.	
		BOB KLEIN- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
7,616,867.		8,436,807.					-819,940.	
		BRANDES (CA)- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
165.							165.	
		BRANDES (NV)- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,376,371.		3,584,607.					-208,236.	
		CADENCE (CA)- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
53.							53.	
		CADENCE (NV)- PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,709,052.		2,474,469.					234,583.	
		NFJ - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,151,376.		1,028,428.					122,948.	
		PACIFIC - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
4,963,117.		4,810,173.					152,944.	
		SEIX INVESTMENT ADVISORS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,645,139.		3,641,476.					3,663.	
		TCW - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,354,760.		2,186,727.					168,033.	

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		WASH SALES ADJUSTMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,994.							2,994.	
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,086.							3,086.	
		CEDAR BRIDGE INT'L - §731 GAIN PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
4,105.							4,105.	
		IBC - OFFSHORE FUNDS (SEE STATEMENT) PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,615,949.		5,275,979.					339,970.	
		FURNITURE & EQUIPMENT PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		35.					-35.	
TOTAL GAIN(LOSS)							421,175.	

A. GARY ANDERSON FAMILY FOUNDATION
Other Investments Capital Gain/Loss Detail
2011 Tax Return
Sched - D1

Investment Name	Trade Date	Acquis Date	Number of Shares Sold	FMV / Proceeds	Cost Basis	Net Capital G / (L)
Ares ELIS Fund VI, LP (Offshore)	4/15/11	06/01/08	3,406 6100	60,000	34,066	**25,934**
Chilton Global Natural Resources, Ltd	12/31/11	01/01/11	165 6353	1,478,845	2,000,000	**(521,155)**
Citadel Kensington Global, Ltd.	Various	08/01/08	1,275 0000	1,235,840	1,275,000	**(39,160)**
Colchis Capital Distressed RMBS Opp Ltd.	Various	01/01/09	72 8135	1,203,265	603,256	**600,009**
Crestwood Capital International, Ltd	12/31/11	12/31/09	2.8109	400,000	337,541	**62,459**
Shepherd Investments International, Ltd.	Various	03/31/04	545 2859	387,999	365,411	**22,588**
SIT Alpha III Bond Fund	12/30/11	02/28/11	315 4500	350,000	323,224	**26,776**
SPM Opportunity Offshore Fund, Ltd.	12/31/11	12/31/09	224 7200	500,000	337,481	**162,519**
Total				**5,615,949**	**5,275,979**	**339,970**

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM K-1S	349,635.	349,635.
DIVIDENDS AND INTEREST FROM SECURITIES	709,250.	709,250.
TOTAL	1,058,885.	1,058,885.

RENT AND ROYALTY INCOME

Taxpayer's Name A. GARY ANDERSON FAMILY FOUNDATION

Identifying Number 27-1878882

DESCRIPTION OF PROPERTY

RENTAL INCOME - K-1S

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME

OTHER INCOME:	3,620.	
TOTAL GROSS INCOME		3,620.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		3,620.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		3,620.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME	3,620.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
RENTAL INCOME - K-1S	3,620.			3,620.
TOTALS	3,620.			3,620.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNRELATED BUSINESS TAXABLE INCOME FROM PASS-THROUGHS	21,599.	
TAXABLE INCOME FROM PASS-THROUGHS	377.	377.
TOTALS	21,976.	377.

A. GARY ANDERSON FAMILY FOUNDATION

27-1878882

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FREEMAN, FREEMAN & SMILEY	8,500.	5,950.		2,751.
TOTALS	8,500.	5,950.		2,751.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX SERVICES	88,420.	61,894.		32,236.
TOTALS	88,420.	61,894.		32,236.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ICG CONSULTING	97,840.	97,840.	
JP MORGAN	79,535.	79,535.	
INVESTMENT MANAGERS FEE	47,844.	47,844.	
NORTHERN TRUST - CUSTODIAL FEE	9,798.	9,798.	
ACCOUNTING MANAGEMENT SERVICES	227,000.	158,900.	67,800.
PENSION/401(K) CONSULTING	8,096.	1,862.	7,879.
TOTALS	470,113.	395,779.	75,679.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE FROM K-1S	16,171.	16,171.
INTEREST EXPENSE BOB KLEIN	14,495.	14,495.
TOTALS	30,666.	30,666.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ORANGE COUNTY TAX COLLECTOR	70.	4.	66.
PAYROLL TAX	28,547.	6,566.	21,981.
EXCISE TAXES	16,256.		
UBTI TAXES	7,841.		
PENALTIES	418.		
STATE FILING FEES	180.	11.	169.
FOREIGN TAXES - FROM K-1S	1,182.	1,182.	
FOREIGN TAXES	1,972.	1,972.	
TOTALS	56,466.	9,735.	22,216.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER EXPENSES - DUES, REPAIRS	4,344.	261.	4,943.
BANK CHARGES	125.	125.	
MEALS & BUSINESS GIFTS	4,437.		4,437.
INSURANCE	76,247.	17,537.	54,342.
INVESTMENT EXPENSES - OTHER	273.	273.	
ORGANIZATION COSTS - NV	11,186.	7,830.	3,615.
SECTION 754 DEPR. - FROM K-1S	209.	209.	
OTHER EXPENSES - FROM K-1S	189,327.	189,327.	
TOTALS	286,148.	215,562.	67,337.

ATTACHMENT 9

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	58,531.	58,531.
TOTALS	58,531.	58,531.

A. GARY ANDERSON FAMILY FOUNDATION

27-1878882

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOB KLEIN		
NT - PACIFIC		
NT - SEIX		
US OBLIGATIONS TOTAL		

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOB KLEIN (SEE STMT A)	2,144,753.	2,144,753.
NT - BRANDES		
NT - CADENCE		
NT - NFJ (SEE STMT B)	3,452,730.	3,452,730.
NT - TCW (SEE STMT C)	2,566,189.	2,566,189.
NT - CUSTODY CASH (SEE STMT D)	3,163,213.	3,163,213.
TOTALS	11,326,885.	11,326,885.

ATTACHMENT 12

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NT - PACIFIC		
NT - SEIX		
TOTALS		

ATTACHMENT 13

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS (SEE STMT E)	46,703,865.	46,703,865.
TOTALS	46,703,865.	46,703,865.

ATTACHMENT 14

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
DEFERRED EXCISE TAX		100,000.
DEFERRED UBIT		2,100.
	TOTALS	102,100.

ATTACHMENT 15

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TRANSFER FROM CALIFORNIA FOUNDATION - (33-0550267) SEE ATTACHED STATEMENT	16,078,504.
TOTAL	16,078,504.

ATTACHMENT 16

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON ASSETS		1,080,960.
	TOTAL	1,080,960.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ERIK K. ANDERSON 17772 COWAN IRVINE, CA 92614	PRESIDENT/CO-CHAIRMAN 30.00	166,200.	1,662.	0
ERIN J. LASTINGER 17772 COWAN IRVINE, CA 92614	CEO/CO-CHAIRMAN 40.00	225,898.	11,295.	0
NANCY S. LARSON 17772 COWAN IRVINE, CA 92614	CFO/SECRETARY 5.00	0	0	0
	GRAND TOTALS	392,098.	12,957.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 18

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GARY M. LASTINGER 17772 COWAN IRVINE, CA 92614	GRANT COORDINATOR 40.00	176,476.	8,824.	0
	TOTAL COMPENSATION	176,476.	8,824.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 19

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ANDERSON FINANCIAL CORPORATION 17772 COWAN IRVINE, CA 92614	ACCOUNTING & MANAGEMENT	226,000.
ICG ADVISORS 11111 SANTA MONICA BLVD., SUITE 2100 LOS ANGELES, CA 90025	INVESTMENT CONSULTING	103,090.
TOTAL COMPENSATION		329,090.

ATTACHMENT 20

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

A. GARY ANDERSON FAMILY FOUNDATION
17772 COWAN
IRVINE, CA 92614
949-242-5050

ATTACHMENT 21

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GENERALLY, DISCRETIONARY GRANTS ARE MADE IN THE AREAS OF EDUCATION, HUMAN SERVICES, AND ARTS.

A GARY ANDERSON FAMILY FOUNDATION 27-1878882

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID (SEE ATTACHED)	NONE 509(A)(1)	CHARITABLE	2,786,507
		TOTAL CONTRIBUTIONS PAID	2,786,507

A. GARY ANDERSON FAMILY FOUNDATION #27-1878882
GRANTS PAID DURING THE YEAR
FOR THE 2011 YEAR

Date Paid	Recipient	Status of Recipient	Purpose of Grant	Amount
01/03/11	Hoag Hospital Foundation	509(a)(1)	Hospital	500,000.00
01/03/11	University of California Riverside	509(a)(1)	Education	500,000.00
02/15/11	YMCA - Central Orange Coast	509(a)(1)	Children & Youth	999.00
02/21/11	National Charity League	509(a)(1)	Family	2,278 00
03/16/11	Children's Fund	509(a)(1)	Children & Youth	22,800 00
03/16/11	Institute for Shipboard Education	509(a)(1)	Education	50,000.00
04/11/11	Shoes That Fit	509(a)(1)	Children & Youth	1,000.00
05/04/11	Children's Fund	509(a)(1)	Children & Youth	1,000.00
05/05/11	Children's Home Association of Illinois	509(a)(1)	Family & Community	2,500.00
05/25/11	Servite Fathers	509(a)(1)	Education	15,000.00
06/20/11	The NRA Foundation, Inc	509(a)(1)	Education	5,000.00
06/20/11	Children's Fund	509(a)(1)	Children & Youth	2,500.00
06/27/11	UC Riverside Foundation	509(a)(1)	Education	9,680 00
08/10/11	California Waterfowl Association	509(a)(1)	Environmental Protection	3,500.00
09/08/11	With Hope The Amber Craig Memorial Foundation Inc.	509(a)(1)	Education	450.00
09/20/11	Big Brothers Big Sisters of OC	509(a)(1)	Children & Youth	72,000 00
09/23/11	Canyon Acres Children & Family Services	509(a)(1)	Children & Youth	3,800.00
10/04/11	With Hope The Amber Craig Memorial Foundation Inc.	509(a)(1)	Education	1,000.00
11/29/11	HomeAid Orange County	509(a)(1)	Homeless & Crisis Assistance	1,000 00
12/01/11	Casa Colina Centers for Rehabilitation	509(a)(1)	Disabilities	250,000.00
12/01/11	Chapman University	509(a)(1)	Sports & Recreation	540,000.00
12/01/11	Hoag Hospital Foundation	509(a)(1)	Hospital	250,000.00
12/01/11	Pacific Symphony Orchestra of OC	509(a)(1)	Musical Arts	50,000.00
12/01/11	University of California Riverside	509(a)(1)	Education	500,000.00
12/14/11	With Hope The Amber Craig Memorial Foundation Inc.	509(a)(1)	Education	2,000.00
				2,786,507.00

A. GARY ANDERSON FAMILY FOUNDATION #27-1878882
GRANTS & CONTRIBUTIONS - NAME / ADDRESS
TAX YEAR 2011

RECIPIENT	STREET ADDRESS	CITY	STATE	ZIP CODE
Big Brothers Big Sisters of Orange County	14131 Yorba Street, Suite 200	Tustin	CA	92780
California Waterfowl Association	4630 Northgate BLVD., Suite 150	Sacramento	CA	95834
Canyon Acres Children and Family Services	P O. Box 68021	Anaheim Hills	CA	92817
Casa Colina Centers for Rehabilitation	2850 North Garey Ave.	Pomona	CA	91769-6001
Chapman University	333 N Glassell Street	Orange	CA	92866
Children's Fund	385 N. Arrowhead	San Bernardino	CA	92415-0132
Children's Home Association of Illinois	2130 N. Knoxville Avenue	Peoria	IL	61603-2460
Hoag Hospital Foundation	One Hoag Drive	Newport Beach	CA	92658-6100
HomeAid Orange County	17744 Sky Park Circle, Suite 170	Irvine	CA	92614
Institute for Shipboard Education	P O. Box 400885	Charlottesville	VA	22904-4885
National Charity League	35 Pacific Mist	Newport Beach	CA	92657
The NRA Foundation, Inc.	949 South Coast Drive, 3rd Floor	Costa Mesa	CA	92626
Pacific Symphony Orchestra of OC	3631 S. Harbor Blvd, Suite 100	Santa Ana	CA	92704
Servite Fathers	1952 W. La Palma Avenue	Anaheim	CA	92801
Shoes That Fit	689 W. Foothill Blvd., Ste. B	Claremont	CA	91711
UC Riverside Foundation	900 University Ave, 58 Anderson Hall	Riverside	CA	92521-0101
University of California Riverside	900 University Ave, 009 Anderson Hall	Riverside	CA	92521-0101
With Hope The Amber Craig Memorial Foundation Inc.	4735 Green Crest Drive	Yorba Linda	CA	92887
YMCA - Central Orange Coast	2300 University Drive	Newport Beach	CA	92660

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 23

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHAPMAN ATHLETIC PAVILION 333 N GLASSELL ST ORANGE, CA 92866	NONE 509(A)(1)	EDUCATION	1,620,000
HOAG HOSPITAL ONE HOAG DRIVE NEWPORT BEACH, CA 92658-6100	NONE 509(A)(1)	HOSPITAL	250,000.
UNIVERSITY OF CALIFORNIA - RIVERSIDE 900 UNIVERSITY AVENUE, ANDERSON HALL 122 RIVERSIDE, CA 92521-0101	NONE 509(A)(1)	EDUCATION	500,000
		TOTAL CONTRIBUTIONS APPROVED	2,370,000.

FEDERAL FOOTNOTES

IN 2004, THE FOUNDATION RECEIEVED AN INTEREST IN THE VINEYARD VILLAGE, LTD. PARTNERSHIP FROM THE ESTATE OF ARNOLD ANDERSON. THE FOUNDATION IS EXEMPTED FROM PAYING TAX ON ANY UNRELATED BUSINESS INCOME FROM PROPERTY SUBJECT TO A MORTGAGE RECEIVED BY BEQUEST FOR A TEN YEAR PERIOD FROM JANUARY 2004 TO DECEMBER 2013 PURSUANT TO IRC 514(C)(2)(B).

OFFICE SERVICING YOUR ACCOUNT
J.P. Morgan Securities LLC
2029 Century Park East
Suite 3700
Los Angeles, CA 90067
(310) 201-2600

CLEARED THROUGH ITS
WHOLLY OWNED SUBSIDIARY

J.P. Morgan Clearing Corp
Three Chase Metrotech Center
Brooklyn, New York 11245-0001

A GARY ANDERSON FAM FOUNDATION

STATEMENT PERIOD	December 1, 2011
THROUGH	December 30, 2011
ACCOUNT NUMBER	720-16121 L90
TAXPAYER NUMBER	On File
LAST STATEMENT	November 30, 2011

Distribution Summary

	THIS PERIOD	YEAR TO DATE
Return Capital	152.73	621.97
Total	$152.73	$621.97

Your Portfolio Holdings

The total cost basis for each security position and the unrealized gain/loss are provided solely for your convenience and may not be used for tax purposes or otherwise relied upon. If you have questions related to tax consequences, please consult your tax advisor. Unrealized gain/loss total reflects only those positions for which a cost basis is available or has been provided to J.P. Morgan Clearing Corp. ("JPMCC"). Unless the tax basis provided relates to a position purchased on the books of JPMCC, JPMCC has not and cannot validate the basis provided. Information on this statement related to cost and gain/loss calculations does not include adjustments for wash sales that may have occurred on the last business day of this statement period. These wash sale adjustments, if any, will be reflected on your next statement.

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	QUANTITY	PRICE	MARKET VALUE	COST	UNREALIZED GAIN/LOSS
CASH BALANCE				16,141	16,141	
	CASH			32	32	
	MRGN			16,109	16,109	
TOTAL CASH & MONEY MARKET FUNDS				$16,141	$16,141	N/A

EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
APPLE INC	MRGN		415	405.00	168,075	318.34	132,111	35,964		
SYMBOL: AAPL		08/13/10	15		6,075	249.90	3,749	2,327 LT		
		08/13/10	150		60,750	250.26	37,539	23,211 LT		
		08/08/11	250		101,250	363.29	90,823	10,427 ST		

STATEMENT A

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STATEMENT PERIOD December 1, 2011
THROUGH December 30, 2011

ACCOUNT NUMBER 720-16121 L90
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LAST STATEMENT November 30, 2011

Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
CALL AAPL 01/21/12 445 APPLE INC EXP 01/21/2012 SECURITY NUM: 8BVWN1	MRGN	11/08/11	-4	1.14	-456	7.41	-2,963	2,507 ST		
BERKSHIRE HATHAWAY INC DEL	MRGN		1,750	76.30	133,525	72.87	127,521	6,004		
CL B NEW		09/16/11	525		40,058	71.01	37,279	2,779 ST		
SYMBOL: BRKB		09/16/11	525		40,058	71.65	37,616	2,441 ST		
		10/19/11	700		53,410	75.18	52,626	784 ST		
CONTINENTAL RESOURCES INC	MRGN		3,000	66.71	200,130	50.62	151,848	48,282		
SYMBOL: CLR		02/26/10	85		5,670	39.15	3,328	2,343 LT		
		03/24/10	574		38,292	39.20	22,500	15,792 LT		
		03/25/10	141		9,406	39.03	5,503	3,903 LT		
		06/25/10	190		12,675	47.88	9,098	3,577 LT		
		06/28/10	710		47,364	48.52	34,447	12,917 LT		
		10/19/11	1,300		86,723	59.21	76,973	9,750 ST		
CYPRESS SEMICONDUCTOR CORP	MRGN		5,410	16.89	91,375	16.52	89,369	2,006	1,948	2.13
SYMBOL: CY		09/26/11	2,450		41,381	16.53	40,507	874 ST		
		09/26/11	2,460		41,549	16.43	40,410	1,140 ST		
		12/13/11	500		8,445	16.91	8,453	-8 ST		
DEERE & CO	MRGN		1,120	77.35	86,632	69.48	77,814	8,818	1,837	2.12
SYMBOL: DE		10/05/11	620		47,957	65.62	40,684	7,273 ST		
		10/24/11	500		38,675	74.26	37,130	1,545 ST		
E I DU PONT DE NEMOURS & CO	MRGN		5,000	45.78	228,900	46.12	230,619	-1,719	8,200	3.58
SYMBOL: DD		08/30/11	1,600		73,248	47.85	76,564	-3,316 ST		
		09/02/11	1,400		64,092	46.63	65,278	-1,186 ST		
		10/19/11	2,000		91,560	44.39	88,777	2,783 ST		

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Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ETFS SILVER TR SILVER SHS SYMBOL: SIVR	MRGN	12/22/11	2,685	27.52	73,891	28.90	77,597	-3,706 ST		
HALLIBURTON CO	MRGN		7,700	34.51	265,727	32.44	249,754	15,973	2,772	1.04
SYMBOL: HAL		01/26/10	5,300		182,903	31.16	165,151	17,752 LT		
		10/24/11	2,400		82,824	35.25	84,603	-1,779 ST		
MARKET VECTORS ETF TRUST GOLD MINERS ETF SYMBOL: GDX	MRGN	12/16/11	1,475	51.43	75,859	52.80	77,877	-2,018 ST	221	0.29
MOSAIC COMPANY NEW SYMBOL: MOS	MRGN	12/22/11	1,935	50.43	97,582	51.73	100,089	-2,507 ST	387	0.40
MARKET VECTORS ETF TR	MRGN		875	114.88	100,520	124.43	108,872	-8,352		
OIL SVCS ETF		10/24/11	625		71,800	124.43	77,771	-5,971 ST		
SYMBOL: OIH		10/25/11	250		28,720	124.40	31,101	-2,381 ST		
SPDR GOLD TR	MRGN		1,900	151.99	288,781	125.05	237,587	51,194		
GOLD SHS		01/12/10	300		45,597	110.39	33,116	12,481 LT		
SYMBOL: GLD		03/09/10	500		75,995	109.26	54,630	21,365 LT		
		03/15/11	1,100		167,189	136.22	149,841	17,348 ST		
WELLS FARGO & CO	MRGN		8,800	27.56	242,528	27.80	244,664	-2,136	4,224	1.74
SYMBOL: WFC		01/20/10	8,000		220,480	28.01	224,080	-3,600 LT		
		10/19/11	800		22,048	25.73	20,584	1,464 ST		
W & T OFFSHORE INC SYMBOL: WTI	MRGN	01/13/10	2,300	21.21	48,783	11.89	27,347	21,436 LT	368	0.75
Total Equities & Options					$2,101,852		$1,930,106	$171,746	$19,957	
TOTAL EQUITIES					$2,101,852		$1,930,106	$171,746	$19,957	

STATEMENT A

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Your Portfolio Holdings (continued)

MUTUAL FUNDS

A maximum of two tax lots per position will be reported in the mutual funds section. These will be the aggregate totals of the long-term holdings and the short-term holdings respectively. Funds tracked with the Average Cost methodology are denoted with an 'A' next to the Unit Cost number.

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
VAN ECK FUNDS INTL INVESTORS GOLD FUND CL A SYMBOL: INIVX	CASH		2,021.726	19.08	38,575	19.76	39,949	-1,374 LT	4,225	10.95
TOTAL MUTUAL FUNDS					$38,575		$39,949	$-1,374	$4,225	

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	$24,182
YOUR PRICED PORTFOLIO HOLDINGS	$2,156,568

Transaction Detail

INVESTMENT ACTIVITY

SETTLEMENT DATE TRADE DATE	TRANSACTION	DESCRIPTION	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT	TOTAL COST	REALIZED GAIN/LOSS
12/05/11 12/02/11	SOLD	CALL GLD 12/02/11 171 SPDR GOLD TR OPEN CONTRACT DISCRETIONARY ORDER ... J.P Morgan Securities LLC makes a market in certain SYMBOL/CUSIP 8CZSVT8	-9	0.16340		146.84		

STATEMENT A

	Savings & Temp Cash Invest.	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig.	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
JP Morgan								
Bob Klein - 720-16121								
Per Broker Stmt - Gov't Oblig/Bonds/Stock	-					2,140,427		2,140,427
Trade Date Adj - Gov't Oblig/Bonds/Stock	-					4,326		4,326
Cash/Accounts Receivable	16,141	73		-		-		16,214
Prepaid Interest								-
Accounts Payable							(5,078)	(5,078)
	16,141	**73**	**-**	**-**	**-**	**2,144,753**	**(5,078)**	**2,155,889**

STATEMENT A

◆ Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
France - USD							
ADR TOTAL SA CUSIP 89151E109							
3,000 00	51 1100000	1,879 56	153,330 00	181,186 85	- 27,856 85	0 00	- 27,856 85
SANOFI SPONSORED ADR CUSIP 80105N105							
2,100 00	36 5400000	0 00	76,734 00	73,285 52	3,448 48	0 00	3,448 48
Total USD		1,879 56	230,064 00	254,472 37	- 24,408.37	0.00	- 24,408 37
Total France		1,879 56	230,064.00	254,472 37	- 24,408 37	0 00	- 24,408.37
Netherlands - USD							
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP 780259206							
1,000 00	73 0900000	0 00	73,090 00	72,980 17	109 83	0 00	109 83
Total USD		0 00	73,090 00	72,980 17	109.83	0.00	109 83
Total Netherlands		0 00	73,090 00	72,980 17	109 83	0 00	109 83
United Kingdom - USD							
ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105							
1,600 00	45 6300000	868 76	73,008 00	65,916 18	7,091 82	0 00	7,091 82
ENSCO PLC SPON ADR CUSIP 29358Q109							
1,300 00	46 9200000	0 00	60,996 00	62,411 48	- 1,415 48	0 00	- 1,415 48
Total USD		868.76	134,004 00	128,327 66	5,676 34	0 00	5,676 34
Total United Kingdom		868 76	134,004 00	128,327 66	5,676 34	0 00	5,676 34

STATEMENT B

◆

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
United States - USD							
ALLSTATE CORP COM CUSIP. 020002101							
2,800 00	27 4100000	588 00	76,748 00	113,031 21	- 36,283 21	0 00	- 36,283 21
AMEREN CORP COM CUSIP 023608102							
2,100 00	33 1300000	0 00	69,573 00	73,711 07	- 4,138 07	0 00	- 4,138 07
AMERIPRISE FINL INC COM CUSIP· 03076C106							
1,600 00	49 6400000	0 00	79,424 00	74,530 45	4,893 55	0 00	4,893 55
ANNALY CAP MGMT INC COM CUSIP 035710409							
3,600 00	15 9600000	2,052 00	57,456 00	57,709 54	- 253 54	0 00	- 253.54
AT&T INC COM CUSIP 00206R102							
2,300 00	30 2400000	0 00	69,552 00	72,533 23	- 2,981 23	0 00	- 2,981 23
CHESAPEAKE ENERGY CORP COM CUSIP 165167107							
2,300 00	22 2900000	0 00	51,267 00	55,657 51	- 4,390 51	0 00	- 4,390 51
CHEVRON CORP COM CUSIP 166764100							
700 00	106 4000000	0 00	74,480 00	44,147 33	30,332 67	0 00	30,332 67
CONOCOPHILLIPS COM CUSIP. 20825C104							
1,900 00	72 8700000	0 00	138,453 00	103,386 84	35,066 16	0 00	35,066 16
DIAMOND OFFSHORE DRILLING INC COM CUSIP 25271C102							
400 00	55 2600000	0 00	22,104 00	24,457 84	- 2,353 84	0 00	- 2,353 84
DONNELLEY R R & SONS CO COM CUSIP 257867101							
4,600 00	14 4300000	0 00	66,378 00	84,541 82	- 18,163 82	0 00	- 18,163 82
EASTMAN CHEM CO COM CUSIP 277432100							
1,500 00	39 0600000	390 00	58,590 00	51,827 24	6,762 76	0 00	6,762 76

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Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		
					Market	Translation	Total
Equities							
Common stock							
EDISON INTL COM CUSIP· 281020107							
1,700 00	41 4000000	552 50	70,380 00	47,889 69	22,490 31	0 00	22,490 31
ELI LILLY & CO COM CUSIP 532457108							
1,700 00	41 5600000	0 00	70,652 00	65,698 11	4,953 89	0 00	4,953 89
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857							
1,900 00	36 7900000	0 00	69,901 00	76,697 67	- 6,796 67	0 00	- 6,796 67
GENERAL ELECTRIC CO CUSIP· 369604103							
4,300 00	17 9100000	731 00	77,013 00	69,975 56	7,037 44	0 00	7,037 44
HARRIS CORP COM CUSIP 413875105							
1,700 00	36 0400000	0 00	61,268 00	64,132 30	- 2,864 30	0 00	- 2,864 30
HUDSON CITY BANCORP INC COM STK CUSIP 443683107							
8,600 00	6 2500000	0 00	53,750.00	87,526 27	- 33,776 27	0 00	- 33,776 27
INTEL CORP COM CUSIP 458140100							
5,800 00	24 2500000	0 00	140,650 00	109,643 76	31,006 24	0 00	31,006 24
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
400 00	183 8800000	0 00	73,552 00	42,873 89	30,678 11	0 00	30,678 11
INTL PAPER CO COM CUSIP 460146103							
4,900 00	29 6000000	0 00	145,040.00	143,270 53	1,769 47	0 00	1,769 47
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
1,100 00	65 5800000	0 00	72,138 00	62,412 40	9,725 60	0 00	9,725 60
JPMORGAN CHASE & CO COM CUSIP 46625H100							
4,100 00	33 2500000	0 00	136,325 00	154,018 22	- 17,693 22	0 00	- 17,693 22

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Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
KIMBERLY-CLARK CORP COM CUSIP 494368103							
900 00	73 5600000	630 00	66,204 00	57,734 43	8,469 57	0 00	8,469 57
MARATHON OIL CORP COM CUSIP 565849106							
2,800 00	29 2700000	0 00	81,956 00	79,247 47	2,708 53	0 00	2,708 53
MATTEL INC COM CUSIP 577081102							
2,200 00	27.7600000	0 00	61,072 00	57,361 04	3,710 96	0 00	3,710 96
MEDTRONIC INC COM CUSIP 585055106							
1,900 00	38 2500000	0 00	72,675 00	64,384 64	8,290 36	0 00	8,290 36
METLIFE INC COM CUSIP 59156R108							
2,300 00	31 1800000	0 00	71,714 00	72,990 40	- 1,276 40	0 00	- 1,276 40
MICROSOFT CORP COM CUSIP 594918104							
2,600 00	25 9600000	0 00	67,496 00	67,939 15	- 443 15	0 00	- 443 15
NORTHROP GRUMMAN CORP COM CUSIP 666807102							
1,200 00	58 4800000	0 00	70,176 00	66,129 56	4,046 44	0 00	4,046 44
PEPSICO INC COM CUSIP 713448108							
1,000 00	66 3500000	515 00	66,350 00	63,828 28	2,521 72	0 00	2,521 72
PFIZER INC COM CUSIP 717081103							
3,600 00	21 6400000	0 00	77,904 00	73,657 39	4,246 61	0 00	4,246 61
PITNEY BOWES INC COM CUSIP 724479100							
3,500 00	18 5400000	0 00	64,890 00	84,903 02	- 20,013 02	0 00	- 20,013 02
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105							
1,300 00	57 6700000	0 00	74,971 00	72,630 69	2,340.31	0 00	2,340 31

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Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
REYNOLDS AMERICAN INC COM CUSIP 761713106							
1,700 00	41 4200000	952 00	70,414 00	48,292 00	22,122 00	0 00	22,122 00
TIME WARNER INC USD0 01 CUSIP 887317303							
2,100 00	36 1400000	0 00	75,894 00	66,523 15	9,370 85	0 00	9,370.85
TRAVELERS COS INC COM STK CUSIP 89417E109							
1,300 00	59 1700000	0 00	76,921.00	61,775 54	15,145 46	0 00	15,145 46
WAL-MART STORES INC COM CUSIP 931142103							
1,300 00	59 7600000	474 50	77,688 00	69,756 26	7,931 74	0 00	7,931 74
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
2,700 00	27 5600000	0 00	74,412 00	70,581 01	3,830 99	0 00	3,830 99
WHIRLPOOL CORP COM CUSIP. 963320106							
1,300 00	47 4500000	0 00	61,685 00	75,192 02	- 13,507 02	0 00	- 13,507 02
XEROX CORP COM CUSIP 984121103							
8,600 00	7 9600000	365 50	68,456 00	82,992 88	- 14,536 88	0 00	- 14,536 88
Total USD		7,250 50	3,015,572 00	2,915,591 41	99,980 59	0.00	99,980.59
Total United States		7,250 50	3,015,572 00	2,915,591.41	99,980 59	0.00	99,980 59
Total Common Stock							
111,300.00		**9,998.82**	**3,452,730.00**	**3,371,371.61**	**81,358.39**	**0.00**	**81,358.39**
Total Equities							
111,300 00		**9,998.82**	**3,452,730.00**	**3,371,371.61**	**81,358.39**	**0.00**	**81,358.39**

	Savings & Temp Cash Invest.	Accounts Receivable	Prepaid Interest	Investments- Gov't Oblig	Investments- Corp Bonds	Investments- Corp Stock	Accounts Payable	Total
NFJ - 2695823 NV								
Gov't Oblig/Bonds/Stock	-					3,452,730		3,452,730
Cash/Accounts Receivable	99,024	9,999		-		-		109,023
Prepaid Interest								-
Accounts Payable							-	-
	99,024	**9,999**	**-**	**-**	**-**	**3,452,730**	**-**	**3,561,753**

STATEMENT B

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized.

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) listed individually, reinvested dividends and capital gains distributions consolidated, and the cost of reinvested dividends and capital gains distributions included.

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
US GOVT MONEY MARKET FUND RBC RESERVE CLASS	TURXX	568,098.280	$1.000	$568,098.28		$6.07
TOTAL CASH AND MONEY MARKET				$568,098.28		$6.07

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALLERGAN INC	AGN	1,089.000	$87.740	$95,548.86		N/A	N/A	$217.80
AMAZON.COM INC	AMZN	383.000	$173.100	$66,297.30		N/A	N/A	
AMERICAN TOWER CORP CL A	AMT	2,217.000	$60.010	$133,042.17		N/A	N/A	
APPLE INC	AAPL	434.000	$405.000	$175,770.00		N/A	N/A	
C H ROBINSON WORLDWIDE INC NEW	CHRW	1,629.000	$69.780	$113,671.62	12/13/11	$110,571.63	$3,099.99	$2,150.28
CERNER CORP	CERN	1,746.000	$61.250	$106,942.50	12/13/11	$102,227.95	$4,714.55	
CHARLES SCHWAB CORP NEW	SCHW	3,728.000	$11.260	$41,977.28	12/13/11	$44,437.76	-$2,460.48	$894.72
COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	CTSH	1,149.000	$64.310	$73,892.19		N/A	N/A	
COSTCO WHOLESALE CORP-NEW	COST	718.000	$83.320	$59,823.76		N/A	N/A	$689.28
EXPEDITORS INTERNATIONAL OF WASHINGTON INC	EXPD	1,406.000	$40.960	$57,589.76		N/A	N/A	$703.00
FMC TECHNOLOGIES INC	FTI	1,553.000	$52.230	$81,113.19	12/13/11	$78,736.94	$2,376.25	
GOOGLE INC CL A	GOOG	192.000	$645.900	$124,012.80		N/A	N/A	
INTUITIVE SURGICAL INC NEW	ISRG	141.000	$463.010	$65,284.41	12/13/11	$61,911.21	$3,373.20	
LIFE TECHNOLOGIES CORPORATION	LIFE	1,709.000	$38.910	$66,497.19	12/13/11	$66,339.96	$157.23	

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MEAD JOHNSON NUTRITION COMPANY COMMON STOCK	MJN	1,129.000	$68.730	$77,596.17	12/13/11	$84,178.13	-$6,581.96	$1,174.16
OCCIDENTAL PETE CORP	OXY	1,107.000	$93.700	$103,725.90		N/A	N/A	$2,036.88
OCEANEERING INTERNATIONAL INC	OII	1,553.000	$46.130	$71,639.89	12/13/11	$72,431.76	-$791.87	$931.80
PRAXAIR INC	PX	848.000	$106.900	$90,651.20	12/13/11	$87,586.53	$3,064.67	$1,696.00
PRECISION CASTPARTS CORP	PCP	529.000	$164.790	$87,173.91		N/A	N/A	$63.48
PRICELINE COM INC COM NEW	PCLN	150.000	$467.710	$70,156.50		N/A	N/A	
QUALCOMM INC	QCOM	2,668.000	$54.700	$145,939.60		N/A	N/A	$2,294.48
ROCKWELL AUTOMATION INC	ROK	806.000	$73.370	$59,136.22	12/13/11	$62,285.67	-$3,149.45	$1,370.20
SALESFORCE.COM INC	CRM	671.000	$101.460	$68,079.66	12/13/11	$77,690.06	-$9,610.40	
VARIAN MEDICAL SYSTEMS INC	VAR	1,016.000	$67.130	$68,204.08	12/13/11	$65,977.72	$2,226.36	
VISA INC CL A COMMON STOCK	V	677.000	$101.530	$68,735.81		N/A	N/A	$595.76
VMWARE INC CL A	VMW	738.000	$83.190	$61,394.22		N/A	N/A	
TOTAL US EQUITIES				$2,233,896.19		$914,375.32	-$3,581.91	$14,817.84

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ACE LIMITED	ACE	1,189.000	$70.120	$83,372.68	12/13/11	$81,184.80	$2,187.88	$2,235.32
ARM HOLDINGS PLC SPONSORED ADR	ARMH	2,200.000	$27.670	$60,874.00	12/13/11	$58,611.74	$2,262 26	$286.00
BAIDU INC SPONSORED ADR REPSTG ORD SHS CL A	BIDU	468.000	$116.470	$54,507.96	12/13/11	$59,132.55	-$4,624.59	
SCHLUMBERGER LTD	SLB	1,302.000	$68.310	$88,939.62	12/13/11	$94,134.47	-$5,194.85	$1,302.00
SILVER WHEATON CORP	SLW	1,540.000	$28.960	$44,598.40		$48,473.45	-$3,875.05	$554.40
		1,434.000			*12/13/11*	*$45,342.94*	*-$3,814.30*	
		106.000			*12/21/11*	*$3,130.51*	*-$60.75*	
TOTAL INTERNATIONAL EQUITIES				$332,292.66		$341,537.01	-$9,244.35	$4,377.72

	Savings & Temp Cash Invest.	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig.	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
TCW - 98300087 NV								
Gov't Oblig/Bonds/Stock	-					2,566,189		2,566,189
Cash/Accounts Receivable	568,098	966		-		-		569,064
Prepaid Interest								-
Accounts Payable							-	-
	568,098	**966**	**-**	**-**	**-**	**2,566,189**	**-**	**3,135,253**

◆

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Funds - common stock							
International Region - USD							
MFO IVA INTL FD-I CUSIP 45070A404							
213,875 06	14 7900000	0 00	3,163,212 13	3,507,163 34	- 343,951 21	0 00	- 343,951 21
Total USD		0 00	3,163,212 13	3,507,163 34	- 343,951 21	0 00	- 343,951 21
Total International Region		0 00	3,163,212 13	3,507,163 34	- 343,951 21	0.00	- 343,951 21
Total Funds - Common Stock							
213,875.06		**0.00**	**3,163,212.13**	**3,507,163.34**	**- 343,951.21**	**0.00**	**- 343,951.21**
Value indeterminable							
United States - USD							
AURA SYS INC OC-WT EXP 05-31-2005 CUSIP 051526119							
876 00	0 0010000	0 00	0 87	0 00	0 87	0 00	0 87
Total USD		0 00	0 87	0 00	0 87	0 00	0 87
Total United States		0 00	0.87	0 00	0 87	0 00	0.87
Total Value Indeterminable							
876 00		**0.00**	**0.87**	**0.00**	**0.87**	**0.00**	**0.87**
Total Equities							
214,751.06		**0.00**	**3,163,213.00**	**3,507,163.34**	**- 343,950 34**	**0.00**	**- 343,950.34**

STATEMENT D

	Savings & Temp Cash Invest	Accounts Receivable	Prepaid Interest	Investments- Gov't Oblig.	Investments- Corp Bonds	Investments- Corp Stock	Accounts Payable	Total
Custody Cash - 2695821 NV								
Gov't Oblig/Bonds/Stock	-					3,163,213	-	3,163,213
Cash/Accounts Receivable	3,351,354	52						3,351,406
Prepaid Interest			-					-
Accounts Payable							-	-
	3,351,354	**52**	**-**	**-**	**-**	**3,163,213**	**-**	**6,514,619**

STATEMENT D

A. GARY ANDERSON FAMILY FOUNDATION
INVESTMENTS - OTHER
12/31/2011

27-1878882

INVESTMENTS	FMV
Partnerships	
Ares Corporate Opportunities Fund II, LP	858,214
Ares Corporate Opportunities Fund III, LP	607,366
Ares ELIS VI Credit Opps Co-Invest, LLC	268,836
Ares III CV AIV, LP	9,302
Ares III Plasco AIV, LP	14,475
Arias Resource Capital, LP	207,879
Blumberg Capital II, LP	847,418
Industry Ventures Fund IV, LP	340,651
Industry Ventures P/S Holdings II-A, LP	549,058
Monitor Venture Partners I, LP	484,347
Monitor Venture Partners I-A, LP	321,578
OCM/GFI Power Opportunities Fund II, LP	74,236
Praesidian Capital Opportunity Fund III, LP	688,450
Prime Finance Partners II, LP	1,038,842
Vantage Point Venture Partners, 1996, LP	635
Vineyard Village	80,000
International Business Companies	
Ares Enhanced Loan Investment Strategy Fund VI, LP	1,349,344
Asian Capital Offshore Fund, Ltd	26,500
Beach Point Strategic Offshore Fund, Ltd	1,988,390
BHR Offshore Fund, Ltd	2,944,293
Citadel Kensington Global Strategies Fund, Ltd	2,935,871
Claren Road Credit Fund, Ltd	2,658,291
Commonwealth Opportunity Fund, Ltd	1,421,134
Crestwood Capital International, Ltd.	2,444,063
Full Value Offshore Fund, Ltd	2,507,200
Ivy Hill Middle Market Credit Fund	2,000,000
James Alpha Small Capital Fund, Ltd	1,669,311
JHL Capital Group Fund, Ltd	1,812,381
Malta Offshore, Ltd	1,893,544
Owl Creek Oversees Fund	1,957,861
Redmile Capital Offshore Fund, Ltd.	1,996,703
Seminole Offshore Fund, Ld	1,569,895
Shepherd Investments International, Ltd	663,625
SIT Alpha III Bond Fund, Ltd	2,462,364
SPM Opportunity Offshore Fund, Ltd	2,522,032
Third Avenue Global Value Offshore Fund, Ltd	1,699,502
VS FX Volatility Fund, Ltd	1,790,274
TOTAL INVESTMENTS - OTHER	**46,703,865**

STATEMENT E

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

REORGANIZATION FROM CALIFORNIA CORPORATION TO NEVADA CORPORATION

The A. Gary Anderson Family Foundation (33-0550267), a California Nonprofit Benefit Corporation, was dissolved on December 31, 2010 by the unanimous written consent of the Board of Directors of the corporation. All assets were transferred to a newly formed Nevada Nonprofit Corporation (27-1878882) bearing the same name. The Nevada corporation was formed on February 1, 2010 and was granted tax-exempt status under Section 501(c)(3) of the Internal Revenue Code in a determination letter from the Internal Revenue Service dated July 12, 2010. The California foundation was effectively controlled by the same persons who now control the Nevada foundation.

Attached is the following documentation regarding the dissolution of the California corporation:

1. Action Taken by Unanimous Written Consent of the Board of Directors of the Corporation regarding dissolution of the California corporation.
2. A signed copy of the California corporation's Certificate of Election to Wind Up and Dissolve.
3. Certificate of Dissolution endorsed by the California Secretary of State.

All assets were distributed to the A. Gary Anderson Family Foundation, a Nevada Nonprofit Corporation, the principal office of which is located at 17772 Cowan, Irvine, California 92614. The following documentation is attached regarding the Nevada corporation:

1. A copy of the Internal Revenue Service determination letter dated July 12, 2010 granting tax-exempt-status under Section 501(c)(3) of the Internal Revenue Code.
2. A copy of the Corporate Charter and Articles of Incorporation.
3. A copy of the Bylaws dated May 21, 2010.
4. The assets transferred to the Nevada corporation by the California corporation on December 31, 2010 were reported on the 2010 Forms 990-PF for both the California and Nevada foundations. See the attached schedule showing the description and fair market value of the assets transferred to the Nevada corporation by the California corporation on January 1, 2011.

CARRYOVER OF TAX ATTRIBUTES FROM CALIFORNIA FOUNDATION TO NEVADA FOUNDATION

Pursuant to Sec. 507(b)(2), Reg. 1.507-3(a)(1), and Rev. Rul. 2002-28, the Nevada foundation will not be treated as a newly created organization. The tax attributes and characteristics of the California foundation will carry over to the Nevada foundation.

Page 9, Part XIII, Undistributed Income – The remainder of the undistributed income for 2010 carried over to the Nevada foundation in January of 2011 upon transfer of the remaining assets from the California foundation to the Nevada foundation on January 1, 2011. The total amount of 2,487,447 from the California foundation is being reported on page 9, Part XIII, line 2(a) of this 2011 Form 990-PF for the

Nevada foundation. This line also includes 10 of undistributed income from the 2010 return for the Nevada foundation.

Page 3, Part V, Qualification for Reduced Tax on Net Investment Income – The base period years for qualification for the reduced tax on net investment income carry over from the California foundation to the Nevada foundation. The 2011 Nevada foundation Form 990-PF reflects 100% of the base year information from the California foundation.

ACTION TAKEN BY UNANIMOUS
WRITTEN CONSENT OF THE BOARD OF DIRECTORS
of
A. GARY ANDERSON FAMILY FOUNDATION,
a California Nonprofit Public Benefit Corporation

The undersigned, constituting all of the members of the Board of Directors of A. GARY ANDERSON FAMILY FOUNDATION, a California nonprofit public benefit corporation (the "Corporation"), hereby authorize, consent to, and adopt the following resolutions pursuant to Section 5211 of the California Corporations Code:

> WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation that the Corporation be wound up and dissolved;
>
> WHEREAS, the Corporation has no members and Section 6610(b)(3) of the California Corporations Code permits a nonprofit corporation with no members to voluntarily elect to wind up and dissolve upon approval by its Board of Directors;
>
> In view of the above, it is
>
> RESOLVED, that the officers and Directors of this corporation are authorized and directed to take appropriate measures to wind up and dissolve the Corporation;
>
> RESOLVED FURTHER; that upon dissolution the remaining assets of the Corporation shall be distributed, in conformity with the requirements of the Corporation's articles of incorporation and bylaws, to A. GARY ANDERSON FAMILY FOUNDATION, a Nevada nonprofit corporation;
>
> RESOLVED FURTHER, that the President and Secretary of the Corporation (or a majority of the Directors currently in office) are authorized and directed to execute and verify a Certificate of Election to Wind Up and Dissolve in accordance with the provisions of Section 6611 of the California Corporations Code, and to cause that certificate to be filed with the Secretary of State and a copy of that certificate to be filed with the Attorney General for the State of California;
>
> RESOLVED FURTHER, that the President and Secretary are authorized and directed to cause all known creditors of the Corporation to be notified of the

election to wind up and dissolve, and to cause all known debts and liabilities of the Corporation to be paid or provided for;

RESOLVED FURTHER, that the President and Secretary are authorized and directed to cause a written waiver of objections from the California Attorney General pursuant to Section 6716(c) of the California Corporations Code with to be secured with respect to the dissolution of the Corporation and the distribution of its assets;

RESOLVED FURTHER, that after payment of (or making adequate provisions for) the known debts and liabilities of the Corporation and receipt of the California Attorney General's waiver of objections, the Corporation's assets remaining on hand shall be distributed to A. GARY ANDERSON FAMILY FOUNDATION, a Nevada nonprofit corporation;

RESOLVED FURTHER, that the President and Secretary are authorized and directed to cause a Certificate of Dissolution to be filed with the California Secretary of State in accordance with Section 6615 of the California Corporations Code;

RESOLVED FURTHER, that the President and Secretary are authorized and directed to cause the final federal and state tax returns to be filed for the Corporation;

RESOLVED FURTHER, that the officers and Directors of the Corporation are authorized and directed to cause any other documents to be filed, and to cause any other actions to be taken, as may be necessary or advisable in connection with the winding up and dissolution of the Corporation.

Dated: August 31, 2010

Erik K. Anderson, Director

Erin J. Lastinger, Director

D1038338

ELEC NP

State of California
Secretary of State

Domestic Nonprofit Corporation
Certificate of Election To Wind Up and Dissolve

NOTE: To complete the dissolution process, the corporation must also file a Certificate of Dissolution (Form DISS NP).

There is no fee for filing a Certificate of Election To Wind Up and Dissolve.

IMPORTANT – Read instructions before completing this form.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 12 2010

See Secretary of State's records for exact entity name.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1 Name of corporation
A. GARY ANDERSON FAMILY FOUNDATION

Required Statement (The following statement is required by statute and should not be altered.)

2. The corporation has elected to wind up and dissolve.

Election (Check the applicable statement. Note: Only one box may be checked.)

3. ☐ The election was made by the vote of __________ (number of members) members of the corporation, constituting a majority of all the members.

☐ The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve and in accordance with California Corporations Code section 5034 or 12224.

☑ The corporation has no members; the election was made by the board of directors of the corporation.

Signatory Authority (Check the applicable statement. Note: Only one box may be checked.)

4. ☐ The undersigned constitutes the sole director or a majority of the directors now in office of the above-named corporation.

☑ The undersigned constitute the chair of the board, president or vice president and the secretary, chief financial officer, treasurer, assistant secretary or assistant treasurer of the above-named corporation.

☐ The undersigned constitute(s) the member(s) authorized to execute this certificate by approval of a majority of all members.

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

5. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

August 31, 2010
Date

Signature of Director, Officer or Member

Erik K. Anderson, President
Type or Print Name of Director, Officer or Member

Signature of Director, Officer or Member

Nancy S. Larson, Secretary
Type or Print Name of Director, Officer or Member

Signature of Director or Member

Type or Print Name of Director or Member

I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

OCT 26 2010 LE

Date:

Debra Bowen
DEBRA BOWEN, Secretary of State

D1074109

DISS NP

State of California
Secretary of State

Domestic Nonprofit Corporation
Certificate of Dissolution

There is no fee for filing a Certificate of Dissolution.

IMPORTANT – Read instructions before completing this form.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

MAY 03 2011

See Secretary of State's
records for exact entity name.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation
A. GARY ANDERSON FAMILY FOUNDATION

Required Statements (The following statements are required by statute and should not be altered.)

2. a) A final franchise tax return, as described by Section 23332 of the California Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.
   b) The corporation has been completely wound up.
   c) The corporation is dissolved.

Debts and Liabilities (Check the applicable statement. Note: Only one box may be checked.)

3. ☑ The corporation's known debts and liabilities have been actually paid.

☐ The corporation's known debts and liabilities have been paid as far as its assets permitted.

☐ The corporation's known debts and liabilities have been adequately provided for by their assumption and the name and address of the assumer is ______________________.

☐ The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted.
*(Specify in an attachment to this certificate (incorporated herein by this reference) the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depositary with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.)

☐ The corporation never incurred any known debts or liabilities.

Assets (Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the applicable statement. Note: Only one box may be checked. If the corporation is a public benefit or religious corporation, leave Item 4 blank and attach to this Certificate of Dissolution a letter from the Attorney General waiving objections to the distribution of the corporation's assets pursuant to California Corporations Code section 6716(c) or confirming the corporation has no assets (see instructions).)

4. ☑ The known assets have been distributed to the persons entitled thereto. ☐ The corporation never acquired any known assets.

Election (Check the "YES" or "NO" box as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to California Corporations Code section 1901, 6611, 8611, 9680 or 12631 must be filed prior to or together with this Certificate of Dissolution.)

5. The election to dissolve was made by the vote of all the members of the corporation or the corporation has no members and the election was made by the vote of all the directors of the corporation. ☑ YES ☐ NO

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dec. 31, 2010
Date

Signature of Director	Erik K. Anderson, Director Type or Print Name of Director
Signature of Director	Erin J. Lastinger, Director Type or Print Name of Director
Signature of Director	Type or Print Name of Director

DISS NP (REV 01/2010) APPROVED BY SECRETARY OF STATE

RECEIVED
JUL 19 2010
By

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JUL 12 2010

A GARY ANDERSON FAMILY FOUNDATION
17772 COWAN
IRVINE, CA 92514

Employer Identification Number:
27-1878882
DLN:
17053148322000
Contact Person:
RONALD D BELL ID# 31185
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Effective Date of Exemption:
February 1, 2010
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a private foundation within the meaning of section 509(a) of the Code. You are required to file Form 990-PF annually.

Please see enclosed Publication 4221-PF, Compliance Guide for 501(c)(3) Private Foundations, for some helpful information about your responsibilities as an exempt organization.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Robert Choi

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PF

CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **A. GARY ANDERSON FAMILY FOUNDATION**, did on February 1, 2010, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 1, 2010.

ROSS MILLER
Secretary of State

Certified By: Diana Speltz
Certificate Number: C20100201-1577
You may verify this certificate
online at http://www.nvsos.gov/

040601

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100063850-35 Filing Date and Time 02/01/2010 10:54 AM Entity Number E0038282010-2

Nonprofit Articles of Incorporation

(PURSUANT TO NRS CHAPTER 82)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	A. GARY ANDERSON FAMILY FOUNDATION
2. Registered Agent for Service of Process: (check only one box)	☒ Commercial Registered Agent: NATIONAL CORPORATE RESEARCH, LTD. Name ☐ Noncommercial Registered Agent (name and address below) OR ☐ Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code
3. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) Erik K. Anderson Name 17772 Cowan Irvine CA 92614 Street Address City State Zip Code 2) Erin J. Lastinger Name 17772 Cowan Irvine CA 92614 Street Address City State Zip Code 3) Name Street Address City State Zip Code 4) Name Street Address City State Zip Code
4. Purpose: (required; continue on additional page if necessary)	*The purpose of the corporation shall be:* Discretionary charitable grants in the general areas of education, human services and arts.
5. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	Erik K. Anderson Name X Incorporator Signature 17772 Cowan Irvine CA 92614 Address City State Zip Code
6. Certificate of Acceptance of Appointment of Registered Agent:	*I hereby accept appointment as Registered Agent for the above named Entity.* X Ass't Sec'y 1/27/10 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date

This form must be accompanied by appropriate fees. A.P Rizzi

091001

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Filed in the office of	Document Number 20100353482-28
Ross Miller Secretary of State State of Nevada	Filing Date and Time 05/20/2010 4:00 PM
	Entity Number E0038282010-2

Nonprofit Amendment (Before First Meeting)

(PURSUANT TO NRS CHAPTERS 81 AND 82)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Amendment to Articles of Incorporation For Nonprofit Corporations

(Pursuant to NRS Chapters 81 and 82 - Before First Meeting of Directors)

1. Name of corporation:

A. GARY ANDERSON FAMILY FOUNDATION

2. The articles have been amended as follows: (provide article numbers, if available)

4. PURPOSE - SEE ATTACHMENT.

3. The undersigned are a majority of the original incorporators of the nonprofit corporation, or the majority necessary for the approval as otherwise provided by NRS.

4. As of the date of this certification no meeting of the directors has taken place and the corporation has no members other than the incorporators.

5. Signatures: (If more than two signatures, attach an 8 1/2" x 11" plain sheet with the additional signatures.)

X

Signature of Incorporator

X

Signature of Incorporator

FILING FEE: $50.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

A. GARY ANDERSON FAMILY FOUNDATION
Entity Number: E0038282010-2

Attachment to Nonprofit Amendment
(Before First Meeting)

A. The specific purpose of this corporation is to engage in charitable activities.

B. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations organized for said purposes under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

C. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on an organization exempt from federal income tax under Section 501(c)(3) of the Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

E. The income of the corporation for each taxable year is to be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code.

F. The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code.

G. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

H. The corporation shall not make any investment that subjects it to tax under Section 4944 of the Code.

I. The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

J. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS
OF
A. GARY ANDERSON FAMILY FOUNDATION
A NEVADA NONPROFIT CORPORATION

ARTICLE I
MISSION OF THE CORPORATION

Section 1. MISSION. The primary mission of the A. GARY ANDERSON FAMILY FOUNDATION ("Corporation") is to engage in charitable activities.

Section 2. CHARITABLE OBJECTIVE. At all times, the Corporation shall engage in charitable activities, in accordance with the Articles of Incorporation and the requirements of the Internal Revenue Code.

ARTICLE II
OFFICES

Section 1. PRINCIPAL OFFICES. The principal office of the Corporation shall be 17772 Cowan, Irvine, California 92614.

Section 2. OTHER OFFICES. The Board of Directors ("Board") or the President may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
DEDICATION OF ASSETS

This Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, Institute or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE IV
BOARD OF DIRECTORS

Section 1. MANAGEMENT. The Board shall manage the business and affairs of the Corporation. The powers of the Corporation shall be exercised by the Board except as otherwise authorized by statute, the Articles of Incorporation, these Bylaws, resolutions duly adopted by the Board, and resolutions duly adopted by Committees designated by the Board pursuant to Article VI, below.

Section 2. CLASS AND NUMBER OF DIRECTORS. The Corporation shall be governed by a Board of Directors. There shall be authorized four classes of Directors. There shall be a minimum of two Directors and a maximum of five Directors. A majority of the Board shall consist of Founder Directors and Family Directors, unless there is an insufficient number of Family Members qualified and willing to serve.

(a) Founder Directors. The Founder Directors shall consist of Erik K. Anderson and Erin Jette Lastinger, who are the founders of the Foundation ("Founders") and the children of A. Gary Anderson, the founder of the predecessor A. Gary Anderson Family Foundation, a California nonprofit corporation. No other individuals shall bear this designation or title.

(b) Family Director. There shall be authorized up to two Family Director positions or seats on the Board of the Corporation, each of which shall be filled by a Family Member. The position of Family Director may remain unfilled at the pleasure of the Board.

(c) Junior Director. There shall be authorized up to seven (7) Junior Director positions or seats on the Board of the Corporation, each of which shall be filled, if at all, by Family Members. The position of Junior Director may remain unfilled at the pleasure of the Board. The Junior Directors shall have no voting power and such advisory authority as shall be granted by the Board.

(d) Independent Director. There shall be authorized up to two positions or seats for Independent Directors (defined as a non-Family Member). The position of Independent Director may remain unfilled at the pleasure of the Board.

Section 3. ELECTION AND TERM OF OFFICE OF DIRECTORS. Directors shall be elected by the Board of Directors and serve as provided herein.

(a) Founder Directors. Founder Directors shall be entitled to serve for their lifetimes, or until they become physically or mentally unable to perform the duties of their office ("Incapacity"). The determination of Incapacity shall be made by the Founder's regular attending physician, and shall be conveyed to the Board by written statement of the physician. In the event the Founder regains the capacity to serve, as determined by such physician, the Founder shall be immediately reinstated as an active Board member. During the time of Incapacity, the Founder Director shall be deemed retired from service.

(b) Family Directors. The Founder Directors, acting together, and the surviving Founder Director, while then serving as Director, shall have the power to appoint one or more Family Directors. Upon the death, Incapacity, or resignation of the surviving Founder Director, the Board of Directors shall elect one or more Family Directors, based on the qualifications set forth below.

(1) The Family Director may serve for ten years, or until death, Incapacity, or resignation. Upon completion of the term of office, such Director may be reelected for one additional consecutive term.

(2) If there are no other eligible Family Members available and willing to serve, then the existing Family Director may be reelected for an additional term.

(c) Junior Directors. The Founder Directors, acting together, and the surviving Founder Director, while then serving as Director, shall have the power to appoint one or more Junior Directors. Junior Directors shall be entitled to serve until attaining age twenty-five (25) or until they become physically or mentally unable to perform the duties of their office.

(d) Independent Directors. The Founder Directors, acting together, and the surviving Founder Director, while then serving as Director, shall have the power to appoint the Independent Director. Upon the death, incapacity, or resignation of the surviving Founder Director, the Board of Directors may elect up to two Independent Directors, based on the qualifications set forth below.

(1) The Independent Director may serve for five years, or until death, incapacity, or resignation.

(2) Upon completion of the term of office, such Director may be reelected for additional consecutive terms.

Section 3. QUALIFICATIONS OF FAMILY, JUNIOR AND INDEPENDENT DIRECTORS. Any Family Member, as defined below, may serve as a voting Director of the Board, provided that such Family Member is at least 25 years of age. The Board should also consider such individual's moral, ethical and philanthropic character, willingness to serve, and prior participation on programs, projects or committees of the Corporation.

A "Family Member" shall mean the. Issue of Erik K. Anderson and Erin J. Lastinger.

"Issue" shall mean lineal descendants of whatever degree, and persons who shall have been legally adopted prior to reaching the age of eighteen (18) years, as well as any children or lineal descendants (including any so adopted) of such adopted persons to the same extent as if each adopted person had been born to such person's adoptive parents.

Any individual other than a Family Member, who is at least thirty (30) years of age and who can, in the judgment of the Founder Directors or Board of Directors, provide needed or desirable skills, experience, independence, impartiality and judgment to strengthen the Board of Directors and further the mission of the Corporation, may serve as an Independent Director.

Section 4. VACANCIES. Vacancies in the Board of Directors shall be filled as provided above. In the event there is such a vacancy in the Board of Directors, The Founders shall have the continuing power to appoint a replacement Director, as they deem fit. If the Founders are unwilling or unable to designate a new Board of Directors, then, in such event, the last remaining Director's conservator or personal representative, whichever may apply, shall have the power to designate a new Board of Directors.

In the event there is no person as described hereinabove to designate a new Board of Directors, then a majority vote of the officers of the Corporation shall designate a new Board of Directors.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any Directors, or if the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of Directors is increased.

Any Director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. POWERS. Subject to the provisions of the Non-Profit Corporation Law, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to this general grant of power, and subject to the same limitations, the Directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Approve indemnification of Directors, officers, and agents and amend the Articles of Incorporation;

(c) Change the principal executive office or the principal business office from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or without the State of Nevada; and designate any place within or without the State of Nevada for the holding of any meeting or meetings, including annual meetings;

(d) Adopt, make, and use a corporate seal and alter the form of the seal; and

(e) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 6. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside the State of Nevada designated from time to time by resolution of the Board. In the absence of any such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of Nevada that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone other electronic communication equipment, including video conferencing, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 7. ANNUAL MEETING. The Board of Directors shall hold an annual meeting each year on a date and at a time designated by the Board of Directors. The date designated shall be within five (5) months after the end of the fiscal year of the Corporation and within fifteen (15) months of the last annual meeting. At each such meeting, any business to come before the Board may be conducted, including election of officers.

Section 8. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at such times and places as shall be fixed by the Board of Directors.

Section 9. SPECIAL MEETING. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, or the President or any Vice President or the Secretary or any two Directors. There shall be four (4) days' notice of special meetings given by first class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph.

Section 10. NOTICE OF MEETINGS. All notices of meetings shall be sent or otherwise given in accordance with Section 10 of this Article II not less than ten (10) nor more than sixty (60) days before the date of the meeting, except, however, for special meetings, four (4) days' advance notice of which shall be given as provided in Section 8 above. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

Section 11. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE. Notice of any meeting requiring a notice shall be given either personally or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to the Directors at the address of each Director appearing on the books of the Corporation or given by the Director to the Corporation for the purpose of notice. If no such address appears on the Corporation's books or is given, notice shall be deemed to have been given if sent to that Director by first-class mail or telegraphic or other written communication to the Corporation's principal executive office, or if published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

If any notice addressed to a Director at the address of that Director appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Director at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Director on written demand of the Director at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

An affidavit of the mailing or other means of giving any notice of any Directors' meeting shall be executed by the secretary or assistant secretary of the Corporation giving the notice, and shall be filed and maintained in the minute book of the Corporation

Section 12. WAIVER OF NOTICE OF MEETING. Notice of a meeting need not be given to a Director who signs a waiver of notice or a written consent to hold the meeting, or who signs an approval of the minutes of such meeting. Notice need not be given a Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 13. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 14. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors subject to the provisions of the Corporations Code (as to approval of contracts or transactions in which a Director has a direct or indirect material financial interest), of that Code (as to appointment of committees), and of that Code (as to indemnification of directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 14. ACTION BY BOARD WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 15. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 16. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. This Section 16 shall not be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for those services.

ARTICLE V
COMMITTEES

Section 1. COMMITTEES OF THE BOARD. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of one or more Directors, and such non-Directors as the Board shall determine, to serve at the pleasure of the Board. The Board may designate one or more Directors or non-Directors, as alternate members of any committee, who may replace any absent member at any meeting of the committee.

Section 2. INITIAL COMMITTEES. The initial committees of the Board shall include the following:

(a) Audit Committee. The Audit Committee shall be responsible for making recommendations to the Board of Directors on the hiring and firing of independent certified public accountants. The Audit Committee can negotiate the certified public accountants compensation. The Audit Committee may include one or more non-Directors as members.

(1) The Audit Committee shall confer with the auditor to satisfy the committee members that the financial affairs of the nonprofit are in order, and the Audit Committee will provide that an independent audit be performed;

(2) The Audit Committee shall review the audit for the Board of Directors; and

(3) The Audit Committee shall approval non-audit services by the independent certified public accountant accounting firm, and ensure such services conform to standards in the Yellow Book issued by the U.S. Comptroller General.

(b) Committees Of Board Of Directors; Designation; Names; Membership.

(1) Unless otherwise provided in the articles or bylaws, the board of directors may designate one or more committees which, to the extent provided in the resolution or resolutions or in the bylaws, have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers on which the corporation desires to place a seal.

(2) The committee or committees may have such name or names as may be stated in the bylaws or as may be determined from time to time by resolution adopted by the board of directors.

(3) Each committee must have at least one director. Unless it is otherwise provided in the articles or bylaws, the board of directors may appoint natural persons who are not directors to serve on the committees.

Section 3. AUTHORITY. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except:

(a) The filling of vacancies in any committee;

(b) The fixing of compensation of the Directors for serving on the Board or on any committee;

(c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or reparable;

(e) The appointment of any other committees of the Board of Directors or the members of these committees;

(f) Amend or repeal the Articles, adopt a plan of merger or a plan of consolidation with another corporation;

(g) Authorize the sale, lease or exchange of all of the property and assets of the corporation;

(h) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or

(i) Adopt a plan for the distribution of the assets of the corporation.

Section 4. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and the committee members for the Board of Directors, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; and notice of special meetings of committees shall also be given to all alternate committee members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI
OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, Chief Executive Officer, Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. Any number of offices may be held by the same person.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VI, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 6. CHAIRMAN OF THE BOARD. The Founder Directors shall act as the initial Co-Chairmen, and shall serve in such capacity as long as they continue to serve as Founder Directors or until either shall resign as a Co-Chairman. The Co-Chairmen of the Board, if such officers be elected, shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to them by the Board of Directors or prescribed by the Bylaws.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Operating Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the affairs of the Corporation. The President shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. CHIEF EXECUTIVE OFFICER. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the Chief Executive Officer shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the affairs of the

Corporation. The Chief Executive Officer shall have the general powers and duties of management usually vested in the office of Chief Executive Officer of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 9. VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors .or the Bylaws, and the President, or the Chairman of the Board.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and/or committees of Directors, with the time and place of holding such meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 11. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, and account for all of transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. RIGHT OF INDEMNITY. The Corporation shall, to the maximum extent permitted by the Nevada General Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Section, an "agent" of the Corporation includes any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

Section 2. APPROVAL OF INDEMNITY. On written request to the Board by any person seeking indemnification under Nevada General Corporation Law, the Board shall promptly determine under Nevada General Corporation Law whether the applicable standard of conduct set forth in Nevada General Corporation Law has been met and, if so, the Board shall authorize indemnification.

Section 3. ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections I and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of a declaration by or on behalf of that person that the advance is entitled to indemnification by the Corporation for those expenses.

ARTICLE VIII
RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF CORPORATE RECORDS. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of Nevada, at its registered office in the State of Nevada, located at CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada, 89706, the following corporate records:

(a) A copy, certified by the Secretary of State, of its articles and all amendments thereto;

(b) A copy, certified by an officer of the corporation, of its bylaws and all amendments thereto;

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the members of the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 3. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 4. FINANCIAL STATEMENTS. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation.

ARTICLE IX
GENERAL CORPORATE MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nevada General Corporation Law shall govern the construction of these Bylaws. The Corporation shall, however, be governed by a Board of Directors and any reference in said laws to "Directors" or to the "Board of Directors" shall be deemed to refer to said Board of Directors. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

ARTICLE X
AMENDMENTS

Section 4. AMENDMENT BY DIRECTORS. New Bylaws may be adopted or these Bylaws may be amended or repealed only as provided in herein.

(a) Majority vote. Except as otherwise provided in these Bylaws, an amendment or addition shall be by the vote of a majority of a quorum of Directors. A quorum shall consist of a majority of the Directors then serving in office. Notwithstanding this voting threshold, no provision which requires a larger majority or unanimity of action may be amended, revoked or repealed without the approval of such larger majority or unanimity.

(b) Super Majority vote. In those circumstances which require a super majority vote, provided in these Bylaws, such vote shall require a minimum of seventy percent (70%) of all the members of the Board of Directors, which must include the vote of any Founder Directors, if then serving.

ARTICLE XI
WINDING UP AND DISSOLUTION

Section 1. PROCEDURE. This Foundation may be wound up and dissolved upon a super majority vote of the Board of Directors.

Section 2. DISTRIBUTION OF ASSETS. The assets of the Foundation shall be distributed to such tax-exempt charitable organizations as may meet the general objectives and Mission of the Foundation, or to a community foundation or other charitable organization which will carry out the Foundation's Mission, in such manner as the Board deems reasonable and appropriate. Such termination and dissolution shall be subject to and bound by all then applicable rules of the Internal Revenue Code, and with such approval and consent as may be required by the Internal Revenue Service.

CERTIFICATE OF PRESIDENT

This is to certify that the foregoing is a true copy of the Bylaws adopted by the Board of Directors of A. GARY ANDERSON FAMILY FOUNDATION and that the same are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as the President of the Corporation on this 21st day of MAY 2010.

Erik K. Anderson, President

A. GARY ANDERSON FAMILY FOUNDATION **33-0550267**

ASSETS TRANSFERRED TO THE NEVADA CORPORATION ON 1/1/11

	FMV	
Assets:		
Cash & Cash Equivalents	7,724,449	
Accounts Receivable	42,209	
Investments: US State/Gov't Obligations	42,448	
Investments: Other (IBC's & P/S)	8,284,883	
Total Assets		16,093,989
Liabilities:		
Deferred Income Tax	15,485	
Total Liabilities		15,485
Net Assets Transferred to NV Foundation (27-1878882)		**16,078,504**