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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and endingTHE MODGLIN FAMILY FOUNDATION
3100 AIRWAY, SUITE 124
COSTA MESA, CA 92626**A** Employer identification number
33-0266405**B** Telephone number (see the instructions)
(714) 435-0019**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

▶ \$ 4,932,586.

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 (att sch)				
	2	Chk ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	44,275.	44,275.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	48,935.			
	b	Gross sales price for all assets on line 6a	351,839.			
	7	Capital gain net income (from Part IV, line 2)		48,935.		
	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/(loss) (att sch)					
11	Other income (attach schedule) SEE STATEMENT 1	205,570.	205,570.			
12	Total. Add lines 1 through 11	298,780.	298,780.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 2	4,000.	3,600.		400.
	c	Other prof fees (attach sch) SEE ST 3	5,345.	4,810.		535.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 4	4,819.	90.		10.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	4,703.			4,703.
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 5	14,840.	13,355.		1,484.
	24	Total operating and administrative expenses. Add lines 13 through 23	33,707.	21,855.		7,132.
25	Contributions, gifts, grants paid PART XV	392,625.			392,625.	
26	Total expenses and disbursements. Add lines 24 and 25	426,332.	21,855.	0.	399,757.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-127,552.				
b	Net investment income (if negative, enter -0-)		276,925.			
c	Adjusted net income (if negative, enter -0-)			0.		

9.14.11

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
A S S E T S	1 Cash — non-interest-bearing	216,057.	338,556.	338,556.
	2 Savings and temporary cash investments	385,842.	284,777.	284,777.
	3 Accounts receivable ▶ 26,238.			
	Less allowance for doubtful accounts ▶	26,238.	26,238.	26,238.
	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 sch) ▶ 129,980.			
	Less allowance for doubtful accounts ▶	433,097.	129,980.	129,980.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 6	781,875.	967,379.	1,053,035.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) STATEMENT 7	720,184.	688,809.	3,100,000.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,563,293.	2,435,739.	4,932,586.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund	2,563,293.	2,435,739.	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,563,293.	2,435,739.	
31 Total liabilities and net assets/fund balances (see instructions)	2,563,293.	2,435,739.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,563,293.
2 Enter amount from Part I, line 27a	2	-127,552.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,435,741.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,435,739.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 9				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	48,935.
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.

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. N/A

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 (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

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

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	5,539.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,539.
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	5,539.
6 Credits/Payments			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	5,600.	
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	5,600.	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	59.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 59. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>LETWAK & BENNETT</u> Telephone no <u>949-582-2100</u> Located at <u>26400 LA ALAMEDA SUITE 200 MISSION VIEJO CA</u> ZIP + 4 <u>92691</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

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)? <u></u>	1b	N/A
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? <u></u>	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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) <u></u>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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.) <u></u>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u></u>	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? <u></u>	4b	X

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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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
DONALD L. MODGLIN 7342 EAST SADDLEHORN WAY ORANGE, CA 92869	PRESIDENT 1.00	0.	0.	0.
GRACE M. MODGLIN 7342 EAST SADDLEHORN WAY ORANGE, CA 92869	SECRETARY 1.00	0.	0.	0.
SHARON MARINO 18325 ROBBIE CIRCLE VILLA PARK, CA 92861	V. PRESIDENT 1.00	0.	0.	0.
STEVEN MODGLIN 12332 ENRAMADA NORTH TUSTIN, CA 92705	V. PRESIDENT 1.00	0.	0.	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
NONE				

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	969,295.
b Average of monthly cash balances	1b	548,723.
c Fair market value of all other assets (see instructions)	1c	3,425,613.
d Total (add lines 1a, b, and c)	1d	4,943,631.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,943,631.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	74,154.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,869,477.
6 Minimum investment return. Enter 5% of line 5	6	243,474.

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	243,474.
2a Tax on investment income for 2011 from Part VI, line 5	2a	5,539.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	5,539.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	237,935.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	237,935.
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	237,935.

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	399,757.
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	399,757.
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 Adjusted qualifying distributions. Subtract line 5 from line 4	6	399,757.

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				237,935.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 828,096.				
b From 2007 1,124,593.				
c From 2008 239,661.				
d From 2009 307,371.				
e From 2010 254,274.				
f Total of lines 3a through e	2,753,995.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 399,757.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				237,935.
e Remaining amount distributed out of corpus	161,822.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,915,817.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	828,096.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,087,721.			
10 Analysis of line 9				
a Excess from 2007 1,124,593.				
b Excess from 2008 239,661.				
c Excess from 2009 307,371.				
d Excess from 2010 254,274.				
e Excess from 2011 161,822.				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 10				
Total			3a	392,625.
b Approved for future payment				
Total			3b	

THE MODGLIN FAMILY FOUNDATION

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 205,570.	\$ 205,570.	
TOTAL	\$ 205,570.	\$ 205,570.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING-STATEMENTS AND TAX RETURNS	\$ 4,000.	\$ 3,600.		\$ 400.
TOTAL	\$ 4,000.	\$ 3,600.	\$ 0.	\$ 400.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT INVESTMENT ADVISOR	\$ 5,345.	\$ 4,810.		\$ 535.
TOTAL	\$ 5,345.	\$ 4,810.	\$ 0.	\$ 535.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	\$ 100.	\$ 90.		\$ 10.
SECTION 4940 TAXES	4,719.			
TOTAL	\$ 4,819.	\$ 90.	\$ 0.	\$ 10.

THE MODGLIN FAMILY FOUNDATION

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 331.	\$ 298.		\$ 33.
INSURANCE	1,111.	999.		111.
MISCELLANEOUS	2,680.	2,412.		268.
OFFICE	625.	562.		63.
RENT	10,093.	9,084.		1,009.
TOTAL	\$ 14,840.	\$ 13,355.	\$ 0.	\$ 1,484.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VARIOUS STOCKS AND SECURITIES-SEE STMT	COST	\$ 967,379.	\$ 1,053,035.
	TOTAL	\$ 967,379.	\$ 1,053,035.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VARIOUS INVESTMENTS-SEE STATMENT	COST	\$ 688,809.	\$ 3,100,000.
	TOTAL	\$ 688,809.	\$ 3,100,000.

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NONDEDUCTIBLE EXPENSE		\$ 2.
TOTAL		\$ 2.

THE MODGLIN FAMILY FOUNDATION

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STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	PF CHANGS	PURCHASED	3/11/2011	6/13/2011
2	PF CHANGS	PURCHASED	4/07/2011	6/13/2011
3	COACH INC	PURCHASED	2/11/2011	8/02/2011
4	FEDEX CORP	PURCHASED	2/11/2011	8/02/2011
5	NORTHERN TR CORP	PURCHASED	4/07/2011	8/02/2011
6	THE SCOTTS MIRACLE GRO CO	PURCHASED	2/17/2011	8/02/2011
7	THE SCOTTS MIRACLE GRO CO	PURCHASED	4/07/2011	8/02/2011
8	CSX CORPORATION	PURCHASED	2/11/2011	9/26/2011
9	CSX CORPORATION	PURCHASED	4/07/2011	9/26/2011
10	PEPSICO	PURCHASED	3/09/2006	2/03/2011
11	PEPSICO	PURCHASED	5/22/2006	2/03/2011
12	COX COMMUNICATIONS	PURCHASED	3/24/2009	3/15/2011
13	ENTERPRISE PRODS PARTNERS LP	PURCHASED	9/28/2006	3/15/2011
14	DPL INC	PURCHASED	4/24/2008	4/20/2011
15	PROCTER & GAMBLE CO	PURCHASED	4/24/2008	4/20/2011
16	LOCKHEED MARTIN	PURCHASED	3/22/2010	6/13/2011
17	LOCKHEED MARTIN	PURCHASED	4/23/2010	6/13/2011
18	GENERAL MILLS	PURCHASED	6/25/2009	6/29/2011
19	YUM BRANDS	PURCHASED	4/23/2010	7/07/2011
20	EMC CORP	PURCHASED	11/13/2009	8/02/2011
21	EMERSON ELECTRIC	PURCHASED	5/22/2006	8/02/2011
22	EMERSON ELECTRIC	PURCHASED	11/13/2009	8/02/2011
23	NORTHERN TR CORP	PURCHASED	11/24/2009	8/02/2011
24	PARKER HANNIFIN	PURCHASED	4/20/2010	8/02/2011
25	PARKER HANNIFIN	PURCHASED	4/23/2010	8/02/2011
26	XEROX	PURCHASED	3/26/2009	8/15/2011
27	DUKE ENERGY CORPORATION	PURCHASED	3/09/2006	10/11/2011
28	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
29	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	11,398.		14,192.	-2,794.				\$ -2,794.
2	3,796.		4,637.	-841.				-841.
3	15,174.		14,515.	659.				659.
4	12,573.		14,242.	-1,669.				-1,669.
5	4,335.		5,234.	-899.				-899.
6	9,796.		10,603.	-807.				-807.
7	9,799.		11,988.	-2,189.				-2,189.
8	11,244.		14,574.	-3,330.				-3,330.
9	937.		1,308.	-371.				-371.
10	19,175.		18,108.	1,067.				1,067.
11	18,818.		17,925.	893.				893.
12	50,000.		50,138.	-138.				-138.
13	27,609.		6,819.	20,790.				20,790.
14	14,910.		13,811.	1,099.				1,099.
15	6,691.		7,277.	-586.				-586.
16	7,822.		8,601.	-779.				-779.
17	7,822.		8,665.	-843.				-843.
18	7,429.		5,623.	1,806.				1,806.
19	10,996.		8,658.	2,338.				2,338.
20	5,043.		3,418.	1,625.				1,625.
21	7,195.		5,990.	1,205.				1,205.
22	2,398.		2,111.	287.				287.

THE MODGLIN FAMILY FOUNDATION

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
23	8,670.		9,587.	-917.				\$ -917.
24	7,217.		7,004.	213.				213.
25	7,217.		7,044.	173.				173.
26	25,000.		24,282.	718.				718.
27	7,931.		6,550.	1,381.				1,381.
28	29,914.		0.	29,914.				29,914.
29	930.		0.	930.				930.
TOTAL								\$ 48,935.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GOOD NEWS MINISTRY P.O. BOX 3193 MISSION VIEJO, CA 92690	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	\$ 24,000.
CITY HARVEST CHURCH 8100 NW 9TH AVE VANCOUVER, WA 98655	NONE	N/A	MINISTRY SUPPORT	3,000.
CITY HARVEST CHURCH 8100 NW 9TH AVE VANCOUVER, WA 98655	NONE	N/A	MINISTRY SUPPORT	500.
CAMPUS CRUSADE FOR CHRIST INTERNATIONAL P.O. BOX 628222 ORLANDO, FL 32862	NONE	N/A	MINISTRY SUPPORT	3,800.
DYNAMIC CHURCH PLANTING INTERNATIONAL P.O. BOX 4119 OCEANSIDE, CA 92502	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	24,000.
HCJB GLOBAL P.O. BOX 39800 COLORADO, CO 80949	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	6,500.
WORLD VENTURE 1501 W. MINERAL AVE LITTLETON, CO 80120	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	3,600.

THE MODGLIN FAMILY FOUNDATION

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MISSIONS DOOR 2530 WASHINGTON STREET DENVER, CO 80120	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	\$ 3,000.
WORLD MISSION OUTREACH P.O. BOX 10664 LAHAINA, HI 96761	NONE	N/A	MINISTRY SUPPORT	28,000.
BIOLA UNIVERSITY 13800 BIOLA AVE LA MIRADA, CA 90639	NONE	N/A	STUDENT GRANT	6,000.
BIOLA UNIVERSITY 13800 BIOLA AVE LA MIRADA, CA 90639	NONE	N/A	STUDENT GRANT	2,777.
CHOSEN PEOPLE MINISTRY 241 E. 51ST NEW YORK, NY 10022	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	3,600.
ASHER SEGELKEN 8272 ROMA DRIVE HUNTINGTON BEACH, CA 92626	NONE	N/A	MINISTRY EDUCATION GRANT	13,479.
TEEN MISSIONS INTERNATIONAL 885 EAST HALL RD MERRITT ISLAND, FL 32953	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	750.
CAPE MISSIONS INTERNATIONAL P.O. BOX 437 SIMONS TOWN, CAPE TOWN 7995 SOUTH AFRICA	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	7,600.
TRANS WORLD RADIO P.O. BOX 8700 CARY, NC 27512	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	2,000.
CAPE CORNER INTERNATIONAL INC SANPATONG, CHIANGMAI 50120 THAILAND	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	600.
EAST WEST MINISTRIES INTERNATIONAL P.O. BOX 86850 PLANO, TX 75086	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	11,000.
HAVEST 701 N 1ST STREET PHOENIX, AZ 85002	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	1,000.

THE MODGLIN FAMILY FOUNDATION

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHRISTIAN FAR EAST MINISTRY P.O. BOX 1411 GLENDDORA, CA 91740	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	\$ 6,000.
PRATEEP YITO - DISPLACED ORPHANS INTL 228/1 MOO 8 BAN SIWANG THAN PAH PAI, SAN SAI, CHIANG MAI 50210 THAILAND	NONE	N/A	FINANCIAL ASSISTANCE IN HELPING ORPHANGE	138,619.
BIOLA UNIVERSITY 13800 BIOLA AVE LA MIRADA, CA 90639	NONE	N/A	STUDENT GRANT	5,000.
USA FEDERAL SAVINGS BANK-JESSE COTTRELL 10750 MCDERMOTT FREEWAY SAN ANTONIO, TX 78288	NONE	N/A	STUDENT GRANT	20,000.
GARY HOAG 11318 WEST ONTARIO AVE LITTLETON, CO 80127	NONE	N/A	STUDENT GRANT	1,500.
NAW ZIPPORAH SIEN - KAREN NATIONAL UNION , EASTERN BURMA 11162 BURMA	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	6,000.
IDEAS 7931 BROADWAY #296 LITTLETON, CO 80122	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	2,500.
EMPOWERING LIVE INTERNATIONAL P.O. BOX 67 UPLAND, CA 91785	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	300.
FRIENDS OF ISRAEL P.O. BOX 908 BELLMAWR, NJ 08099	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	6,000.
THE NAVIGATORS P.O. BOX 6000 COLORADO SPRINGS, CO 80934	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	3,000.
HOPE INTERNATIONAL UNIVERSITY 2500 E NUTWOOD AVE FULLERTON, CA 92831	NONE	N/A	EDUCATION GRANT	10,000.

THE MODGLIN FAMILY FOUNDATION

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GRACE BRETHREN INTERNATIONAL MISSIONS P.O. BOX 588 WINONA LAKE, IN 46590	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	\$ 3,000.
SOULEADER RESOURCES 26741 PORTOLA PARKWAY #1E-183 FOOTHILL RANCH, CA 92610	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	2,400.
EXTREME RESPONSE P.O. BOX 345 SNELLVILLE, GA 30078	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	3,000.
WARM BLANKETS INTERNATIONAL 5105 TOLLVIEW DRIVE SUITE 155 ROLLING MEADOWS, IL 60008	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	12,500.
BEYOND PARTNERSHIP P.O. BOX 5180 SACRAMENTO, CA 95817	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	1,000.
WYCLIFFE BIBLE TRANSLATORS P.O. BOX 628200 ORLANDO, FL 36862	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	5,000.
YOUTH FOR CHRIST P.O. BOX 10074 MOHAMMADPUR DHKA, MOHAMMADPUR DHAKA 1207 BANGLADESH	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	5,000.
RECENT COLLEGE 5800 UNIVERSITY BLVD VANCOUVER, BRITISH COLUMBIA CANADA	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	1,000.
SFC - UA P.O. BOX 2082 DILLON, CO 80435	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	1,000.
PATRICK CROWSTER 2336 WISTERIA DR STE 350 SNELVILLE, GA 30078	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	3,600.
TRAINING BEYOND BORDERS P.O. BOX 627 WINFIELD, IL 60190	NONE	N/A	MINISTRY FINANCIAL ASSISTANCE	11,000.

TOTAL \$ 392,625.

Modglin Family Foundation
Cost and Fair Market Value of Stocks and Securities
As of December 31, 2011

	# of Shares	Purchase Date	Cost	FMV per Broker Report
<u>Account 619431</u>				
Hertz Corp Cap 8 875%	100,000	8/24/2011	102,003	100,500
Donnelley & Sons 4 95%	100,000	8/24/2011	97,803	97,750
B & G Foods Inc	400	3/11/2011	7,294	9,628
B & G Foods Inc	300	4/7/2011	5,664	7,221
CSX Corporation	400	4/7/2011	10,462	8,424
Caseys General Stores	200	3/22/2010	6,201	10,302
Church & Dwight co	200	3/22/2010	6,919	9,152
Church & Dwight co	200	4/23/2010	6,816	9,152
Clorox	100	3/22/2010	6,532	6,656
Clorox	100	4/23/2010	6,529	6,656
Coca Cola	200	1/23/2008	11,823	13,994
Coca Cola	200	4/24/2008	12,184	13,994
Coca Cola	100	6/4/2008	5,698	6,997
Colgate Palmolive Co	200	5/22/2006	12,086	18,478
EMC Corp	200	11/13/2009	3,418	4,308
Emerson Electric Co	100	11/13/2009	4,221	4,659
Emerson Electric Co	100	3/22/2010	4,915	4,659
Exxon Mobil Corp	400	5/10/1993	5,333	33,904
General Mill	400	6/25/2009	11,245	16,164
Heinz	300	3/11/2011	15,150	16,212
Hunt JB Trans Svcs	300	2/17/2011	13,032	13,521
Hunt JB Trans Svcs	200	4/7/2011	9,199	9,014
McDonald's Corp	400	4/24/2008	24,051	40,132
McDonald's Corp	100	6/16/2008	6,412	10,033
Merck	300	11/10/2011	10,500	11,310
Nextera Energy	200	11/24/2009	10,460	12,176
Primary Fund-In Liquidation	466	Average	2,288	466
Sempra Energy	200	3/11/2011	10,790	11,000
Sempra Energy	100	4/7/2011	5,401	5,500
Sysco	200	3/25/2010	5,844	5,866
Sysco	300	4/23/2010	9,358	8,799
Tal Intl Group	700	4/23/2010	17,644	20,153
Tractor Supply Co	200	2/17/2011	10,661	14,030
Tractor Supply Co	200	4/7/2011	12,504	14,030
United Parcel Svc	200	2/11/2011	15,090	14,638
United Parcel Svc	200	4/7/2011	14,854	14,638
Yum Brands	200	4/23/2010	8,657	11,802
			529,041	615,918
<u>Account 620058</u>				
Capital World Bond Fund	5,105	Average	106,781	104,501
Franklin High Income Fund	30,901	Average	59,478	59,947
Pimco Long Term U S Govt	23,598	Average	270,375	272,322
Primary Fund-In Liquidation	347	Average	1,704	347
			438,338	437,117
TOTAL STOCKS & SECURITIES			967,379	1,053,035

Moglin Family Foundation
 Cost and Fair Market Value of Other Investments
 As of December 31, 2011

	<u>As of December 31, 2011</u>	
	<u>Cost</u>	<u>FMV</u>
5989% Interest in Divali Insured Income Properties 2, L.P.	114,402	100,000
61 74% interest in Emerald At 78, LLC	574,407	3,000,000
TOTAL INVESTMENTS - OTHER	<u>688,809</u>	<u>3,100,000</u>