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

OMB No 1545-0052

2011

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

, and ending

Name of foundation THE MCGRATH FAMILY FOUNDATION		A Employer identification number 33-0395053
Number and street (or P.O. box number if mail is not delivered to street address) 4855 RUFFNER STREET	Room/suite B	B Telephone number (858) 292-6000
City or town, state, and ZIP code SAN DIEGO, CA 92111		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. 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) \$ 3,486,835.	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).)		(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	497,780.			
	2 Check ☒ if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	63,206.	63,206.	63,206.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	301,198.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		301,198.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	862,184.	364,404.	63,206.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	9,860.	4,930.	0.	0.
	c Other professional fees STMT 3	41,280.	20,880.	0.	0.
	17 Interest				
	18 Taxes STMT 4	2,660.	660.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,270.	0.	0.	0.
	22 Printing and publications				
	23 Other expenses STMT 5	362.	117.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	57,432.	26,587.	0.	0.
	25 Contributions, gifts, grants paid	510,150.			510,150.
26 Total expenses and disbursements. Add lines 24 and 25	567,582.	26,587.	0.	510,150.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	294,602.				
b Net investment income (if negative, enter -0-)		337,817.			
c Adjusted net income (if negative, enter -0-)			63,206.		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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JUN 18 2012

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	22,197.	1,158.	1,158.	
	2 Savings and temporary cash investments	36,024.	61,377.	61,377.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 6	2,814,343.	3,104,631.	3,424,300.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe STATEMENT 7)	4,504.	4,504.	0.	
	16 Total assets (to be completed by all filers)	2,877,068.	3,171,670.	3,486,835.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	2,877,068.	3,171,670.		
	30 Total net assets or fund balances	2,877,068.	3,171,670.		
31 Total liabilities and net assets/fund balances	2,877,068.	3,171,670.			

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	2,877,068.
2 Enter amount from Part I, line 27a	2	294,602.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,171,670.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,171,670.

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 CITY NATIONAL BANK #0300 - SEE ATTACHED			
b STATEMENT		VARIOUS	VARIOUS
c CITY NATIONAL BANK #0300 - SEE ATTACHED			
d STATEMENT		VARIOUS	VARIOUS
e 230 SHARES OF INTEL CORP		04/01/97	12/31/11

(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			<14,301.>
c			
d			313,279.
e			2,220.

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			<14,301.>
c			
d			313,279.
e			2,220.

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	301,198.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<14,301.>

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	0.	3,142,334.	.000000
2009	26,300.	2,664,986.	.009869
2008	0.	3,102,835.	.000000
2007	1,000.	3,323,711.	.000301
2006	261,994.	3,054,308.	.085779

2 Total of line 1, column (d)	2	.095949
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	.019190
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,567,451.
5 Multiply line 4 by line 3	5	68,459.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,378.
7 Add lines 5 and 6	7	71,837.
8 Enter qualifying distributions from Part XII, line 4	8	510,150.

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)		1	3,378.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,378.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,378.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,131.	7	4,331.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 3,200.	9	
d Backup withholding erroneously withheld	6d	10	953.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	953. Refunded		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		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? If "Yes," attach a detailed description of the activities		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		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a 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? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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?	13	X	
Website address N/A				
14	The books are in care of THE MCGRATH FAMILY FOUNDATION Telephone no. (858) 292-6000			
	Located at 4855 RUFFNER STREET, STE B, SAN DIEGO, CA ZIP+4 92111			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			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)?		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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARLEE MCGRATH	CHAIRMAN, TREASURER, SECRE			
4855 RUFFNER STREET, STE, B				
SAN DIEGO, CA 92111	0.00	0.	0.	0.
LAURIE C. MCGRATH	PRESIDENT			
4855 RUFFNER STREET, STE, B				
SAN DIEGO, CA 92111	0.00	0.	0.	0.
JOSEPH E. SKRYSAK	DIRECTOR			
4855 RUFFNER STREET, STE, B				
SAN DIEGO, CA 92111	0.00	0.	0.	0.
VANESSA LAVALLE	DIRECTOR			
4855 RUFFNER STREET, STE, B				
SAN DIEGO, CA 92111	0.00	0.	0.	0.

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	3,604,928.
b	Average of monthly cash balances	1b	16,850.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,621,778.
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	3,621,778.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,327.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,567,451.
6	Minimum investment return. Enter 5% of line 5	6	178,373.

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	178,373.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,378.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,378.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	174,995.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	174,995.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	174,995.

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	510,150.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	510,150.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,378.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	506,772.

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.

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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				174,995.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			131,372.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 510,150.				
a Applied to 2010, but not more than line 2a			131,372.	
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				174,995.
e Remaining amount distributed out of corpus	203,783.			
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:	203,783.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	203,783.			
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	203,783.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year

(a) 2011

Prior 3 years

(b) 2010

(c) 2009

(d) 2008

(e) Total

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).)

CARLEE MCGRATH

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PETA 501 FRONT STREET NORFOLK, VA 23510	NONE	501(C)(3)	ANTI-VIVISECTION	500,000.
FARM SANCTUARY P.O. BOX 150 WATKINS, NY 14894-0150	NONE	501(C)(3)	ANIMAL RESCUE AND CARE	1,150.
ADVOCATS, INC. P.O. BOX 4415 KAILUA KONA, HI 96745	NONE	501(C)(3)	HELPING HAWAII'S ABANDONED CATS	1,000.
ASSOCIATED HUMANE SOCIETY P.O. BOX 43 FORKED RIVER, NJ 08731-0043	NONE	501(C)(3)	ANIMAL CARE	1,000.
BLIND COMMUNITY CENTER 1805 UPAS STREET SAN DIEGO, CA 92103	NONE	501(C)(3)	ENHANCE LIVES OF BLIND AND VISUALLY IMPAIRED	1,000.
Total	SEE CONTINUATION SHEET(S)			510,150.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print type preparer's name

KENNETH R. VAN
DAMME II

Preparer's signature

Date

~~MAY~~ 17 2012

Check ☐ self-employed

PTIN

P00100519

Firm's name ► RPR PARTNERS, LLP

Firm's EIN	▶ 33-0926819
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Firm's address ► 9171 TOWNE CENTRE DRIVE, SUITE 270
SAN DIEGO, CA 92122

Phone no. (858) 768-3300

Form **990-PF** (2011)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOSTON TERRIER CLUB OF SAN DIEGO 11562 MORENA AVE LAKESIDE, CA 92040	NONE	501(C)(3)	EDUCATION AND ANIMAL RESCUE	1,000.
EAST COUNTY ANIMAL RESCUE P.O. BOX 1754 EL CAJON, CA 92103	NONE	501(C)(3)	ANIMAL RESCUE AND CARE	1,000.
FRIENDS OF CATS P.O. BOX 1613 LAKESIDE, CA 92040	NONE	501(C)(3)	CAT RESCUE AND ADOPTIONS	1,000.
GREYHOUND ADOPTION CENTER P.O. BOX 2433 LA MESA, CA 91943-2433	NONE	501(C)(3)	GREYHOUND RESCUE, CARE, AND ADOPTIONS	1,000.
NAVS - NATIONAL ANTI-VIVISECTION 3071 PAYSHERE CIRCLE CHICAGO, IL 60674-0030	NONE	501(C)(3)	ANTI-VIVISECTION	1,000.
SNAP -SPAY NEUTER ACTION PROJECT P.O. BOX 1373 LA JOLLA, CA 92038	NONE	501(C)(3)	ANIMAL RESCUE, CARE, AND ANTI-VIVISECTION	1,000.
Total from continuation sheets				6,000.

REALIZED CAPITAL GAINS and LOSSES

This section details the realized capital gain or loss for assets sold and bonds matured or called. It also shows distributions paid by mutual funds that are characterized as capital gains. Because the federal cost basis used in these calculations can come from different sources and may require refinement, this information is preliminary.

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS (\$)	PROCEEDS (\$)	SHORT TERM REALIZED GAIN/LOSS (\$)	LONG TERM REALIZED GAIN/LOSS (\$)
04/14/11	ABT	575.00	ABBOTT LABORATORIES COM	-32,551.98	29,264.05		-3,287.93
04/14/11	AET	690.00	AETNA INC COM	-19,863.23	25,439.67	5,576.44	
04/14/11	BBY	600.00	BEST BUY INC COM	-23,621.64	18,248.64		-5,373.00
04/14/11	CB	460.00	CHUBB CORP COM	-23,822.85	28,565.22	4,742.37	
04/14/11	CVS	1,400.00	CVS/CAREMARK CORP COM	-37,167.67	50,321.89		13,154.22
04/14/11	DRI	550.00	DARDEN RESTAURANTS INC COM	-26,182.75	25,669.11	-513.64	
04/14/11	FDX	475.00	FEDEX CORP COM	-39,709.70	43,965.67		4,255.97
04/14/11	FLR	560.00	FLUOR CORP NEW COM	-26,309.19	39,175.67		12,866.48
04/14/11	INTC	1,630.00	INTEL CORP COM	-33,821.93	32,640.12		-1,181.81
04/14/11	EFA	770.00	ISHARES MSCI EAFE INDEX FD SBI	-34,395.90	47,026.85		12,630.95
04/14/11	MDU	1,320.00	MDU RES GROUP INC COM	-24,660.63	30,375.65	5,715.02	
04/14/11	TAP	530.00	MOLSON COORS BREWING CO CL B	-23,869.30	24,871.10		1,001.80
04/14/11	NOV	170.00	NATIONAL OILWELL VARCO INC COM	-3,329.67	13,191.69		9,862.02
04/14/11	PEP	100.00	PEPSICO INC COM	-5,561.43	6,602.37		1,040.94
04/14/11	PBR	850.00	PETROLEO BRASI SA PETROBRAS SPON ADR	-16,035.16	33,750.13		17,714.97
04/14/11	PID*	1,930.00	PROLOGIS REIT	-21,010.95	30,136.36	9,125.41	
04/14/11	RDC	950.00	ROWAN COMPANIES INC COM	-23,844.05	39,218.47		15,374.42
04/14/11	SPY	1,270.00	SPDR S&P 500 ETF TRUST	-135,579.11	168,011.42	32,432.31	
04/14/11	SBUX	180.00	STARBUCKS CORP COM	-2,516.40	6,343.77		3,827.37
04/14/11	TRV	815.00	THE TRAVELERS COMPANIES INC COM	-40,052.50	49,220.97		9,168.47
04/14/11	UNH	710.00	UNITEDHEALTH GROUP INC COM	-21,203.80	31,427.97	10,224.17	
04/14/11	VOD	1,210.00	VODAFONE GROUP PLC SPONS ADR	-26,178.11	35,175.59	8,997.48	
04/15/11	COP	450.00	CONOCOPHILLIPS COM	-23,637.15	34,762.06	11,124.91	
04/15/11	COST	140.00	COSTCO WHOLESALE CORP NEW COM	-5,038.60	10,695.09		5,656.49
04/15/11	EMC	240.00	EMC CORP MASS COM	-2,572.80	6,169.08		3,596.28
04/15/11	PUK	230.00	PRUDENTIAL PLC ADR	-3,790.49	5,461.24	1,670.75	



REALIZED CAPITAL GAINS and LOSSES | Continued

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS (\$)	PROCEEDS (\$)	SHORT TERM REALIZED GAIN/LOSS (\$)	LONG TERM REALIZED GAIN/LOSS (\$)
04/15/11	VB	730.00	VANGUARD SMALL-CAP ETF	-41,163.75	56,443.17		15,279.42
04/15/11	WSH	230.00	WILLIS GROUP HLDGS PLC COM	-5,729.30	9,237.77		3,508.47
05/04/11	EIX	690.00	EDISON INTERNATIONAL COM	-25,352.46	26,998.07	1,645.61	
05/04/11	MSFT	1,290.00	MICROSOFT CORP COM	-36,057.70	33,007.49		-3,050.21
05/16/11	ACN	110.00	ACCENTURE PLC COM	-4,192.08	6,179.69	1,987.61	
05/16/11	CAT	70.00	CATERPILLAR INC COM	-1,688.78	7,678.84		5,990.06
05/16/11	FNSR	210.00	FINISAR CORP COM	-3,886.64	5,479.23	1,592.59	
05/16/11	NOV	160.00	NATIONAL OILWELL VARCO INC COM	-3,133.80	10,917.58		7,783.78
05/16/11	PCP	60.00	PRECISION CASTPARTS CORP COM	-3,206.63	9,366.69		6,160.06
05/16/11	DIS	1,045.00	WALT DISNEY COMPANY COM	-25,068.29	43,080.54	1,938.43	16,073.82
06/07/11	APA	120.00	APACHE CORP COM	-5,005.20	14,495.84		9,490.64
06/07/11	COST	80.00	COSTCO WHOLESALE CORP NEW COM	-2,879.20	6,334.12		3,454.92
06/07/11	CREE	750.00	CREE INC COM	-41,358.75	31,513.49	-9,845.26	
06/07/11	EMC	260.00	EMC CORP MASS COM	-2,787.20	7,364.56		4,577.36
06/07/11	FNSR	460.00	FINISAR CORP COM	-8,513.58	10,189.90	1,676.32	
06/07/11	IBM	30.00	INTL BUSINESS MACHINES CORP COM	-2,700.75	4,991.35		2,290.60
06/07/11	PUK	1,480.00	PRUDENTIAL PLC ADR	-24,391.00	34,701.48	10,310.48	
06/07/11	TXN	340.00	TEXAS INSTRUMENTS INC COM	-8,403.25	11,649.12		3,245.87
06/07/11	VMW	140.00	VMWARE INC CL A COM	-5,174.74	13,707.40		8,532.66
07/07/11	ACN	160.00	ACCENTURE PLC COM	-6,097.57	9,725.14		3,627.57
07/07/11	CVX	160.00	CHEVRON CORP COM	-11,430.19	16,628.10		5,197.91
07/07/11	PCP	60.00	PRECISION CASTPARTS CORP COM	-3,206.63	9,925.23		6,718.60
07/07/11	SHPGY	140.00	SHIRE PLC ADR	-12,656.56	13,123.19	466.63	
07/07/11	SBUX	560.00	STARBUCKS CORP COM	-11,082.40	22,452.70		11,370.30
07/07/11	SU	130.00	SUNCOR ENERGY INC COM	-5,694.42	5,152.76	-541.66	
07/07/11	UNP	130.00	UNION PACIFIC CORP COM	-12,359.71	13,874.03	1,514.32	
07/19/11	BAX	130.00	BAXTER INTL INC COM	-6,548.29	7,919.01	1,370.72	
07/19/11	CVX	400.00	CHEVRON CORP COM	-34,044.29	41,890.15	-475.80	8,321.66
07/19/11	CAG	1,350.00	CONAGRA FOODS INC COM	-32,149.04	35,410.22	3,261.18	
07/19/11	EWBC	300.00	EAST WEST BANCORP INC COM	-6,740.79	5,827.86	-912.93	
07/19/11	FNSR	1,030.00	FINISAR CORP COM	-21,778.75	17,273.58	-4,505.17	

REALIZED CAPITAL GAINS and LOSSES | Continued

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS (\$)	PROCEEDS (\$)	SHORT TERM REALIZED GAIN/LOSS (\$)	LONG TERM REALIZED GAIN/LOSS (\$)
07/19/11	HIG	1,440.00	HARTFORD FINANCIAL SERVICES GRP COM	-35,873.07	35,923.56	-1,060.35	1,110.84
07/19/11	DE	80.00	JOHN DEERE & CO COM	-4,711.69	6,505.02		1,793.33
07/19/11	PEP	466.00	PEPSICO INC COM	-25,916.26	31,934.92		6,018.66
07/19/11	SBNY	120.00	SIGNATURE BANK N Y COM	-6,712.20	6,897.09	184.89	
07/19/11	TXN	1,000.00	TEXAS INSTRUMENTS INC COM	-25,202.12	30,704.80		5,502.68
08/02/11	ISRG	80.00	INTUITIVE SURGICAL INC COM	-20,963.60	31,613.99	10,650.39	
08/10/11	ATI	570.00	ALLEGHENY TECHNOLOGIES INC COM	-28,394.55	27,541.07	-853.48	
08/10/11	EWBC	1,770.00	EAST WEST BANCORP INC COM	-39,770.67	30,956.35	-8,814.32	
08/10/11	JEF	1,550.00	JEFFERIES GROUP INC NEW COM	-37,811.32	26,677.15	-11,134.17	
08/10/11	NOV	150.00	NATIONAL OILWELL VARCO INC COM	-2,937.94	9,837.86		6,899.92
08/10/11	POT	170.00	POTASH CORP SASK INC COM	-3,783.45	8,811.69		5,028.24
08/10/11	SCHW	2,570.00	SCHWAB CHARLES CORP COM	-48,251.05	35,386.41	-1,999.79	-10,864.85
08/10/11	SU	780.00	SUNCOR ENERGY INC COM	-34,166.49	25,112.16	-9,054.33	
08/10/11	SY	940.00	SYSCO CORP COM	-28,276.23	27,278.83		-997.40
08/10/11	VB	1,680.00	VANGUARD SMALL-CAP ETF	-94,733.01	112,254.43		17,521.42
08/10/11	VMW	265.00	VMWARE INC CL A COM	-13,800.75	23,170.16	-661.73	10,031.14
08/10/11	WMS	1,220.00	WMS INDS INC COM	-41,492.57	22,618.73	-18,873.84	
08/11/11	VE	1,360.00	VEOLIA ENVIRONNEMENT ADR	-42,608.37	18,990.13	-23,618.24	
08/19/11	URBN	1,450.00	URBAN OUTFITTERS INC COM	-49,918.71	39,524.65	-10,394.06	
09/22/11	125977850	639.423	CNI CHARTER CORP BOND FD-INSTL #255	-6,656.39	6,829.04		172.65
09/22/11	125977876	1,148.287	CNI CHARTER GOVT BD FD-INSTL CL #256	-11,949.59	12,355.57		405.98
09/26/11	JPM	500.00	JPMORGAN CHASE & CO COM NEW	-19,687.50	15,783.84	-3,903.66	
09/26/11	SBNY	610.00	SIGNATURE BANK N Y COM	-34,120.35	30,096.52	-4,023.83	
09/26/11	STT	980.00	STATE STREET CORP COM	-37,870.24	31,847.52	-6,022.72	
09/26/11	WFC	1,240.00	WELLS FARGO & CO NEW COM	-38,892.60	30,662.38	-8,230.22	
09/27/11	ITW	970.00	ILLINOIS TOOL WORKS INC COM	-49,001.12	40,595.46	-8,405.66	
10/17/11	GLW	2,370.00	CORNING INC COM	-43,465.30	32,529.75	-10,935.55	
10/18/11	ISRG	80.00	INTUITIVE SURGICAL INC COM	-20,963.60	30,885.74	9,922.14	
10/20/11	CELG	160.00	CEIGENE CORP COM	-8,995.54	10,387.93		1,392.39
11/10/11	125977876	3,843.15	CNI CHARTER GOVT BD FD-INSTL CL #256	-39,699.74	41,313.86		1,614.12
11/15/11	AAPL	40.00	APPLE INC COM	-3,554.80	15,946.11		12,391.31

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REALIZED CAPITAL GAINS and LOSSES | Continued

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS (\$)	PROCEEDS (\$)	SHORT TERM REALIZED GAIN/LOSS (\$)	LONG TERM REALIZED GAIN/LOSS (\$)
11/15/11	CVS	200.00	CVS/CAREMARK CORP COM	-7,490.54	7,764.97	274.43	
11/15/11	DPS	190.00	DR PEPPER SNAPPLE GROUP INC COM	-7,118.37	6,958.61	-159.76	
11/15/11	EIX	170.00	EDISON INTERNATIONAL COM	-5,872.92	6,876.70	1,003.78	
11/15/11	JCP	220.00	J C PENNEY INC COM	-5,836.60	7,239.44	1,402.84	
11/15/11	PNM	790.00	PNM RESOURCES INC COM	-11,550.91	14,430.81	2,879.90	
11/15/11	PCP	205.00	PRECISION CASTPARTS CORP COM	-10,955.98	34,135.34		23,179.36
11/15/11	SBUX	210.00	STARBUCKS CORP COM	-4,155.90	9,163.80		5,007.90
11/15/11	TGT	240.00	TARGET CORP COM	-12,486.36	12,529.65		43.29
11/15/11	VB	70.00	VANGUARD SMALL-CAP ETF	-3,947.21	4,898.85		951.64
12/05/11	ACN	550.00	ACCENTURE PLC COM	-25,234.06	31,644.69	0.05	6,410.58
12/05/11	AAPL	10.00	APPLE INC COM	-888.70	3,799.59		2,910.89
12/05/11	GOOG	20.00	GOOGLE INC CL A	-10,589.25	11,929.73	1,340.48	
12/05/11	JPM	1,320.00	JPMORGAN CHASE & CO COM NEW	-54,536.35	40,513.72	-9,854.89	-4,167.74
12/05/11	WFC	1,010.00	WELLS FARGO & CO NEW COM	-28,281.27	25,743.69	-2,537.58	
12/19/11	125977850	39,731.869	CNI CHARTER CORP BOND FD-INSTITL #255	0.00	1,840.38		1,840.38
12/19/11	125977876	22,472.603	CNI CHARTER GOVT BD FD-INSTITL CL #256	0.00	201.35		201.35
Totals for Period - 01/01/11 - 12/31/11				-\$2,179,933.97	\$2,478,912.19	-\$14,300.99	\$313,279.21
Totals for the Calendar Year-to-Date						-\$14,300.99	\$313,279.21

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITY NATIONAL BANK 478460300	63,206.	0.	63,206.
TOTAL TO FM 990-PF, PART I, LN 4	63,206.	0.	63,206.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL FEES	9,860.	4,930.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	9,860.	4,930.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	20,880.	20,880.	0.	0.
CONSULTANTS FEES	20,400.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	41,280.	20,880.	0.	0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	660.	660.	0.	0.
FEDERAL TAXES	2,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,660.	660.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE & FEES	180.	0.	0.	0.
OFFICE SUPPLIES	21.	0.	0.	0.
EDUCATION	44.	0.	0.	0.
BANK SERVICE CHARGES	117.	117.	0.	0.
TO FORM 990-PF, PG 1, LN 23	362.	117.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ST INVESTMENT CNB STOCKS	3,104,631.	3,424,300.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,104,631.	3,424,300.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATIONAL COSTS	4,504.	4,504.	0.
TO FORM 990-PF, PART II, LINE 15	4,504.	4,504.	0.