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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning **and ending**

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization
IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
4199 CAMPUS DR, 9TH FLOOR

City or town, state or country, and ZIP + 4
IRVINE, CA 92612

F Name and address of principal officer: ROGER KOTCH
SAME AS C ABOVE

D Employer identification number
33-0654550

E Telephone number
(949) 509-6200

G Gross receipts $ 14,016,674.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶ N/A

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1995 **M** State of legal domicile CA

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: SPONSORSHIP OF PROGRAMS TO BENEFIT CHILDREN AND PREVENT CHILD ABUSE.		
	2	Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	3
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	596,427.	624,782.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,141,223.	<25,202.>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	528,757.	631,832.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,266,407.	1,231,412.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,545,250.	1,620,900.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	102,553.	102,895.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,647,803.	1,723,795.
	19	Revenue less expenses. Subtract line 18 from line 12	618,604.	<492,383.>

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	23,448,367.	21,742,204.
	21	Total liabilities (Part X, line 26)	0.	0.
	22	Net assets or fund balances. Subtract line 21 from line 20	23,448,367.	21,742,204.

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Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date 11-12-12

▶ ROGER KOTCH, CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRAD PETERSON		11/9/12		P00081638

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 695 TOWN CENTER DRIVE, SUITE 1200
COSTA MESA, CA 92626 — Phone no (714)436-7100

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

916 18

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:
THE FOUNDATION SUPPORTS ORGANIZATIONS THAT ARE INVOLVED IN THE PREVENTION OF AND EDUCATION REGARDING CHILD ABUSE AND CHILDRENS CHARITIES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses $ 1,620,900. including grants of $ 1,620,900.) (Revenue $ _____)
THE FOUNDATION CONTRIBUTED $1,620,900 TO 257 CHARITIES WITHIN CALIFORNIA, NEVADA, ARIZONA, AND UTAH ASSISTING THOUSANDS OF CHILDREN WHO HAVE BEEN VICTIMS OF CHILD ABUSE. THE FUNDS WERE USED FOR RESIDENTIAL TREATMENT, EMERGENCY SHELTERS, FOSTER CARE AND PLACEMENT, EDUCATIONAL, INTERVENTION AND TREATMENT PROGRAMS. INNOVATIVE PROGRAMS AND COMPREHENSIVE SERVICES TO PROMOTE SELF-RESPECT, MORALS, VALUES, STRUCTURE AND STRENGTH IN THE FAMILY WERE ALSO PROVIDED BY THE CHARITIES.

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O)
(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e **Total program service expenses** ▶ 1,620,900.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a		X
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19	X	
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country. ▶ _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	3		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	0		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ CA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available Check all that apply

[ ] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

ROGER KOTCH - 949-509-6200

4199 CAMPUS DRIVE, IRVINE, CA 92612

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order. individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees, and former such persons

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LYNSI L. TORRES PRESIDENT	1.00	X		X				0.	0.	0.
(2) ROGER KOTCH CFO & SECRETARY	1.00	X		X				0.	0.	0.
(3) LYNDA SNYDER-KELBAUGH DIRECTOR	1.00	X						0.	0.	0.

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total ▶								0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	258,450.			
	d Related organizations	1d	200,000.			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	166,332.			
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f	▶	624,782.			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f	▶				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	531,485.			531,485.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	▶				
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	12228575				
	b Less. cost or other basis and sales expenses	12785262				
	c Gain or (loss)	<556687.>				
	d Net gain or (loss)	▶	<556,687.>	<556,687.>		
	8a Gross income from fundraising events (not including $ 258,450. of contributions reported on line 1c) See Part IV, line 18	a 553,639.				
	b Less direct expenses	b 0.				
	c Net income or (loss) from fundraising events	▶	553,639.			553,639.
	9a Gross income from gaming activities See Part IV, line 19	a 78,193.				
	b Less: direct expenses	b 0.				
	c Net income or (loss) from gaming activities	▶	78,193.			78,193.
	10a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory	▶				
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d	▶				
	12 **Total revenue** See instructions	▶	1,231,412.	<556,687.>	0.	1163317.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,620,900.	1,620,900.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees).				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	102,895.		102,895.	
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a _____				
b _____				
c _____				
d _____				
e All other expenses _____				
25 **Total functional expenses** Add lines 1 through 24e	1,723,795.	1,620,900.	102,895.	0.
26 **Joint costs** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	552,769.	2	649,847.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a			
	b	Less: accumulated depreciation — 10b		10c	
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11	22,894,527.	12	21,092,327.
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	1,071.	15	30.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	23,448,367.	16	21,742,204.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0.	26	0.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	23,448,367.	27	21,742,204.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	23,448,367.	33	21,742,204.
	34	Total liabilities and net assets/fund balances	23,448,367.	34	21,742,204.

Form **990** (2011)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,231,412.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,723,795.
3	Revenue less expenses Subtract line 2 from line 1	3	<492,383.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	23,448,367.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	<1,213,780.>
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	21,742,204.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

Form 990 (2011)

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
IN-N-OUT BURGERS FOUNDATION C/O ROGER KOTCH	33-0654550

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii)	A family member of a person described in (i) above?		
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	904,361.	888,435.	952,798.	596,427.	702,975.	4044996.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	904,361.	888,435.	952,798.	596,427.	702,975.	4044996.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						821,321.
6 **Public support.** Subtract line 5 from line 4						3223675.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	904,361.	888,435.	952,798.	596,427.	702,975.	4044996.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1243047.	960,983.	477,363.	417,521.	531,485.	3630399.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	224,141.	265,421.	252,310.	253,018.	263,676.	1258566.
11 **Total support.** Add lines 7 through 10						8933961.
12 Gross receipts from related activities, etc. (see instructions)					12	105,382.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	36.08 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	37.22 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number 33-0654550

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____
(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items.

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____
b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ _____%
b Permanent endowment ▶ _____%
c Temporarily restricted endowment ▶ _____%

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
3a(i) (i) unrelated organizations		
3a(ii) (ii) related organizations		
3b b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				0.

Schedule D (Form 990) 2011

132052
01-23-12

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CHARLES SCHWAB AND CO;		
(B) INVESTMENTS	18,972,105.	END-OF-YEAR MARKET VALUE
(C) AURORA INVESTMENTS	937,021.	END-OF-YEAR MARKET VALUE
(D) STRATEGIC COMMODITIES		
(E) FUND	1,183,201.	END-OF-YEAR MARKET VALUE
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12) ▶	21,092,327.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,231,412.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,723,795.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	<492,383.>
4	Net unrealized gains (losses) on investments	4	<1,213,780.>
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net) Add lines 4 through 8	9	<1,213,780.>
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	<1,706,163.>

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	1,706,952.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	21,750.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines 2a through 2d			2e	21,750.
3	Subtract line 2e from line 1			3	1,685,202.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	102,895.		
b	Other (Describe in Part XIV.)	4b	<556,685.>		
c	Add lines 4a and 4b			4c	<453,790.>
5	Total revenue Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12)*			5	1,231,412.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	3,413,115.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	21,750.		
b	Prior year adjustments	2b			
c	Other losses	2c	1,770,465.		
d	Other (Describe in Part XIV)	2d			
e	Add lines 2a through 2d			2e	1,792,215.
3	Subtract line 2e from line 1			3	1,620,900.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	102,895.		
b	Other (Describe in Part XIV.)	4b			
c	Add lines 4a and 4b			4c	102,895.
5	Total expenses Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18)*			5	1,723,795.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4; Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

PART XII, LINE 4B - OTHER ADJUSTMENTS:

NET CAPITAL LOSS -556,685.

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open To Public Inspection

Name of the organization: IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number: 33-0654550

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b List events with gross receipts greater than $5,000

		(a) Event #1 IN STORE FUNDRAISERS (event type)	(b) Event #2 GOLF TOURNAMENT (event type)	(c) Other events 3 (total number)	(d) Total events (add col (a) through col. (c))
Revenue	1 Gross receipts	181,440.	663,170.	275,228.	1,119,838.
	2 Less: Charitable contributions	181,440.	246,404.	275,228.	703,072.
	3 Gross income (line 1 minus line 2)		416,766.		416,766.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)			▶	( )
	11 Net income summary Combine line 3, column (d), and line 10			▶	416,766.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)			▶	( )
	8 Net gaming income summary. Combine line 1, column d, and line 7			▶	

9 Enter the state(s) in which the organization operates gaming activities: CA

a Is the organization licensed to operate gaming activities in each of these states? ☒ Yes ☐ No

b If "No," explain

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☒ No

b If "Yes," explain

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☒ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☒ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	100.00 %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ JODIE MEDLOCK

Address ▶ 4199 CAMPUS DRIVE, 9TH FLOOR - IRVINE, CA 92612

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☒ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____ .

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ $ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☒ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number 33-0654550

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
A NEW LEAF FOUNDATION 868 EAST UNIVERSITY DRIVE MESA, AZ 85203	86-0256667	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT - TO PROVIDE CHILDCARE, ACTIVITIES, EDUCATIONAL SUPPORT, LIFE SKILLS FOR
A WINDOW BETWEEN WORLDS 710 4TH AVENUE, SUITE 5 VENICE, CA 90291	95-4448606	501(C)3	2,500.	0.			PROGRAM SUPPORT - CHILDREN'S WINDOW PROGRAM
ADOLESCENT COUNSELING SERVICES 1717 EMBARCADERO ROAD, SUITE 4000 PALO ALTO, CA 94303	51-0192551	501(C)3	5,000.	0.			PROGRAM SUPPORT - COUNSELING PROGRAM
ADOPTION EXCHANGE 975 EAST WOODOAK LANE, SUITE 220 LAS VEGAS, NV 89103	84-0793576	501(C)3	17,500.	0.			PROGRAM SUPPORT - FAMILY RECRUITMENT PROGRAM
AID TO ADOPTION OF SPECIAL KIDS (AASK) - 2320 NORTH 20TH STREET - MURRAY, UT 84117	86-0611935	501(C)3	3,000.	0.			PROGRAM SUPPORT - SPECIAL FRIENDS MENTORING PROGRAM
ALEXANDRIA HOUSE 426 SOUTH ALEXANDRIA AVENUE PHOENIX, AZ 85006	94-4809755	501(C)3	2,000.	0.			PROGRAM SUPPORT - TRANSITIONAL RESIDENCE PROGRAM WHICH SUPPORTS HOMELESS WOMEN WITH

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 257.

3 Enter total number of other organizations listed in the line 1 table ▶

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2011)**

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

132101 01-27-12

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ALLIANCE FOR CHILDREN 908 SOUTHLAND AVENUE LOS ANGELES, CA 90020	75-2363035	501(C)3	10,000.	0.			PROGRAM SUPPORT - STEWARDS OF CHILDREN - CHILD SEXUAL ABUSE PREVENTION TRAINING
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BOULEVARD, SUITE 550 FORT WORTH, TX 76104	95-4358213	501(C)3	12,500.	0.			PROGRAM SUPPORT - ADOPTION AND GUARDIANSHIP PROGRAM
ALUM ROCK COUNSELING CENTER 1245 EAST SANTA CLARA STREET LOS ANGELES, CA 90010	23-7367637	501(C)3	5,000.	0.			PROGRAM SUPPORT - CHILD ABUSE AND FAMILY VIOLENCE PREVENTION PROGRAMS
ANN MARTIN CENTER 1250 GRAND AVENUE SAN JOSE, CA 95116	94-6099000	501(C)3	2,500.	0.			PROGRAM SUPPORT - OUTREACH COUNSELING AND LEARNING PROGRAM
ANOTHER WAY 674 BRIER DRIVE PIEDMONT, CA 94610	23-7121672	501(C)3	10,000.	0.			PROGRAM SUPPORT - RESIDENTIAL PROGRAM FOR SERIOUSLY DISABLED CHILDREN IN CPS CUSTODY
ARIZONA FAMILIES FOR CHILDREN 1011 NORTH CRAYCROFT, SUITE 470 SAN BERNARDINO, CA 92408	94-2778413	501(C)3	3,000.	0.			PROGRAM SUPPORT - FAMILY SEARCH PROGRAM
ARIZONANS FOR CHILDREN 2435 EAST LA JOLLA DRIVE TUCSON, AZ 85711	02-0651198	501(C)3	10,000.	0.			PROGRAM SUPPORT - (3) CHILDREN'S VISITATION CENTERS
ARIZONA'S CHILDREN ASSOCIATION 2833 N. THIRD STREET TEMPE, AZ 85282	86-0096772	501(C)3	14,000.	0.			PROGRAM SUPPORT - KINSHIP AND ADOPTION PROGRAMS, LAS FAMILIAS PROGRAM, INDEPENDENT LIVING
ASELTINE SCHOOL 4027 NORMAL STREET PHOENIX, AZ 85004	95-2552382	501(C)3	2,500.	0.			PROGRAM SUPPORT - SUMMER CAFØ PROGRAM

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ASSISTANCE LEAGUE OF SOUTHERN UTAH P.O. BOX 910728 PHOENIX, AZ 85004	90-0351648	501(C)3	3,000.	0.			PROGRAM SUPPORT - OPERATION SCHOOL BELL PROGRAM
BARBARA SINATRA CHILDREN'S CENTER 39000 BOB HOPE DRIVE PHOENIX, AZ 85004	33-0136550	501(C)3	15,000.	0.			PROGRAM SUPPORT - COUNSELING SERVICES
BIG BROTHERS BIG SISTERS OF ORANGE COUNTY - 14131 YORBA STREET, SUITE 200 - PHOENIX, AZ 85004	95-1992702	501(C)3	5,000.	0.			PROGRAM SUPPORT - COMMUNITY BASED MENTORING PROGRAM
BILL WILSON CENTER 3490 THE ALAMEDA SAN DIEGO, CA 92103	94-2221849	501(C)3	4,000.	0.			GENERAL OPERATING SUPPORT
BOYS TOWN CALIFORNIA 2740 NORTH GRAND AVENUE, 2ND FLOOR ST. GEORGE, UT 84791	76-0720675	501(C)3	7,500.	0.			PROGRAM SUPPORT - IN-HOME FAMILY SERVICES AND TREATMENT FAMILY HOMES PROGRAMS
BOYS TOWN NEVADA 821 NORTH MOJAVE ROAD RANCHO MIRAGE, CA 92270	20-0654472	501(C)3	15,000.	0.			GENERAL OPERATING SUPPORT
BUTTE CHILD ABUSE PREVENTION COUNCIL - P.O. BOX 569 - TUSTIN, CA 92780	94-3139132	501(C)3	3,000.	0.			PROGRAM SUPPORT - CHILD ABUSE PREVENTION COUNCIL COLLABORTATION PROGRAM
CALICO CENTER 524 ESTUDILLO AVENUE SAN JOSE, CA 95050	94-3256781	501(C)3	10,000.	0.			PROGRAM SUPPORT - FORENSIC INTERVIEWING AND FAMILY SUPPORT PROGRAM
CALIFORNIA STATE UNIVERSITY, FRESNO - RENAISSANCE SCHOLARS PROGRAM - 5150 NORTH MAPLE AVENUE M/S JA62 - SANTA ANA, CA 92705	94-6003272	501(C)3	5,000.	0.			PROGRAM SUPPORT - SUMMER INTERNSHIP PROGRAM

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CALIFORNIA STATE UNIVERSITY, FULLERTON - GUARDIAN SCHOLARS PROGRAM - 2600 EAST NUTWOOD AVENUE, #850 - LAS VEGAS, NV 89101	33-0567945	501(C)3	7,500.	0.			GENERAL OPERATING SUPPORT
CALIFORNIA STATE UNIVERSITY, SAN MARCOS - ACE SCHOLARS - ACE SCHOLARS SERVICES - CRAVEN HALL 4100 - CHICO, CA 95927	33-0397688	501(C)3	5,000.	0.			PROGRAM SUPPORT - ACE SCHOLARS PROGRAM
CALIFORNIA YOUTH CONNECTION 604 MISSION STREET, 9TH FLOOR SAN LEANDRO, CA 94577	94-3141616	501(C)3	3,000.	0.			GENERAL OPERATING SUPPORT
CAMP ALANDALE P.O. BOX 35 FRESNO, CA 93740	95-3465382	501(C)3	12,500.	0.			GENERAL OPERATING SUPPORT
CARSON VALLEY CHILDREN'S CENTER - AUSTIN'S HOUSE - P.O. BOX 784 - FULLERTON, CA 92731	03-0533503	501(C)3	7,000.	0.			GENERAL OPERATING SUPPORT
CASA DE AMPARO 3355 MISSION AVENUE, SUITE 238 SAN MARCOS, CA 92096	95-3315571	501(C)3	17,500.	0.			GENERAL OPERATING SUPPORT
CASA DE LOS NINOS 1101 NORTH 4TH AVENUE SAN FRANCISCO, CA 94105	86-0314595	501(C)3	7,500.	0.			PROGRAM SUPPORT - CRISIS SHELTER: PROVIDE FOOD, CLOTHING, AND PERSONAL ITEMS
CASA FOUNDATION 4045 SOUTH BUFFALO DRIVE, SUITE A10 IDYLLWILD, CA 92549	94-2920606	501(C)3	9,000.	0.			GENERAL OPERATING SUPPORT - EDUCATIONAL TUTORING, SCHOLARSHIPS, AND SUMMER CAMPS FOR ABUSED AND
CASA OF COLLIN COUNTY 101 EAST DAVIS STREET IDYLLWILD, CA 92549	75-2391961	501(C)3	10,000.	0.			PROGRAM SUPPORT - CHILD ADVOCACY PROGRAM

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CASA OF CONTRA COSTA COUNTY 2020 NORTH BROADWAY, SUITE 204 MINDEN, NV 89423	94-2897531	501(C)3	13,000.	0.			GENERAL OPERATING SUPPORT
CASA OF DALLAS COUNTY 2815 GASTON AVENUE OCEANSIDE, CA 92058	75-1866204	501(C)3	10,000.	0.			PROGRAM SUPPORT - VOLUNTEER RECRUITMENT PROGRAM
CASA OF EL DORADO COUNTY 347 MAIN STREET TUCSON, AZ 85705	68-0299245	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
CASA OF FRESNO/MADERA COUNTIES 1252 FULTON MALL LAS VEGAS, NV 89147	77-0401361	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
CASA OF KERN COUNTY 2000 24TH STREET, SUITE 130 MCKINNEY, TX 75069	77-0344298	501(C)3	10,000.	0.			GENERAL OPERATING SUPPORT
CASA OF LOS ANGELES COUNTY 201 CENTRE PLAZA DRIVE, SUITE 3 WALNUT CREEK, CA 94596	95-3890446	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
CASA OF MONTEREY COUNTY 945 SOUTH MAIN STREET, SUITE 107 DALLAS, TX 75226	77-0398079	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
CASA OF RIVERSIDE COUNTY P.O. BOX 3008 PLACERVILLE, CA 95667	33-0596888	501(C)3	17,500.	0.			GENERAL OPERATING SUPPORT
CASA OF SACRAMENTO COUNTY P.O. BOX 278383 FRESNO, CA 93721	68-0257139	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CASA OF SAN BERNARDINO COUNTY 437 NORTH RIVERSIDE AVENUE, SUITE 1 BAKERSFIELD, CA 93301	33-0362613	501(C)3	17,500.	0.			GENERAL OPERATING SUPPORT
CASA OF SAN FRANCISCO 100 BUSH STREET, SUITE 650 MONTEREY PARK, CA 91754	94-3039028	501(C)3	2,500.	0.			PROGRAM SUPPORT - PRE-EMANCIPATION PROJECT
CASA OF SAN LUIS OBISPO COUNTY P.O. BOX 1168 SALINAS, CA 93901	77-0316227	501(C)3	5,000.	0.			PROGRAM SUPPORT - ADVOCACY PROGRAM WHICH PROVIDES CASA'S TO KIDS IN THE SYSTEM
CASA OF SANTA BARBARA COUNTY 118 EAST FIGUEROA STREET INDIO, CA, CA 92202	33-0662734	501(C)3	5,000.	0.			PROGRAM SUPPORT - CASA PROGRAM RECRUITMENT AND TRAINING
CASA OF STANISLAUS 800 11TH STREET, 4TH FLOOR SACRAMENTO, CA 95827	91-2168629	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
CASA OF TARRANT COUNTY 101 SUMMIT AVENUE, SUITE 505 RIALTO, CA 92376	75-1895412	501(C)3	10,000.	0.			GENERAL OPERATING SUPPORT
CASA OF TULARE COUNTY 1146 NORTH CHINOWTH SAN FRANCISCO, CA 94104	77-0105876	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
CASA OF YOLO COUNTY 724 MAIN STREET, SUITE 101 SAN LUIS OBISPO, CA 93406	68-0362495	501(C)3	2,500.	0.			PROGRAM SUPPORT - CASA PROGRAM RECRUITMENT AND TRAINING
CASA PACIFICA 1722 SOUTH LEWIS ROAD SANTA BARBARA, CA 93101	77-0195022	501(C)3	20,000.	0.			PROGRAM SUPPORT - EMERGENCY SHELTER/PRE-K COTTAGE PROGRAM

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CASA YOUTH SHELTER P.O. BOX 216 MODESTO, CA 95354	95-3218061	501(C)3	2,500.	0.			PROGRAM SUPPORT - DOMESTIC VIOLENCE PROGRAM
CASA/CHILD ADVOCATES OF PLACER COUNTY - 11641 BLOCKER DRIVE, #220 - FORT WORTH, TX 76102	77-0620948	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
CHICO COMMUNITY SHELTER PARTNERSHIP - 101 SILVER DOLLAR WAY - VISALIA, CA 93291	68-0440819	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT OF THEIR HOMELESS SHELTER
CHILD & FAMILY CENTER FOUNDATION 21545 CENTRE POINTE PARKWAY WOODLAND, CA 95695	95-3941342	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
CHILD ABUSE LISTENING AND MEDITATION - CALM - 1236 CHAPALA STREET - CAMARILLO, CA 93012	23-7097910	501(C)3	7,500.	0.			PROGRAM SUPPORT - CHILD ABUSE & FAMILY VIOLENCE TREATMENT PROGRAMS
CHILD ABUSE PREVENTION COUNCIL - CASA OF SAN JOAQUIN COUNTY - P.O. BOX 1257 - LOS ALAMITOS, CA 90720	94-2497046	501(C)3	20,000.	0.			PROGRAM SUPPORT - CASA PROGRAM RECRUITMENT AND TRAINING
CHILD ABUSE PREVENTION COUNCIL OF CONTRA COSTA COUNTY - 1410 DANZIG PLAZA, SUITE 110 - AUBURN, CA 95603	68-0004616	501(C)3	5,000.	0.			PROGRAM SUPPORT - NURTURING CONNECTION PROGRAM
CHILD ADVOCATES OF THE SILICON VALLEY - 509 VALLEY WAY - CHICO, CA 95928	77-0250773	501(C)3	7,500.	0.			GENERAL OPERATING SUPPORT
CHILD CRISIS CENTER - EAST VALLEY P.O. BOX 4114 SANTA CLARITA, CA 91350	86-0407090	501(C)3	5,000.	0.			PROGRAM SUPPORT - EMERGENCY SHELTER

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CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS OF DALLAS - 1215 SKILES STREET - SANTA BARBARA, CA 93101	75-2468034	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
CHILD S.H.A.R.E 1544 WEST GLENOAKS BOULEVARD STOCKTON, CA 95201	95-4036890	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
CHILDREN FIRST, INC. P.O. BOX 532147 CONCORD, CA 94520	75-0532147	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
CHILDREN OF THE NIGHT 14530 SYLVAN STREET MILPITAS, CA 95035	95-3130408	501(C)3	15,000.	0.			GENERAL OPERATING SUPPORT
CHILDREN'S ADVOCACY CENTER FOR CHILD ABUSE ASSESSMENT & TREATMENT - 363 SOUTH PARK AVENUE, SUITE 202 - MESA, AZ 85211	86-1051258	501(C)3	7,500.	0.			GENERAL OPERATING SUPPORT
CHILDREN'S ADVOCACY CENTER OF COLLIN COUNTY - 2205 LOS RIOS BOULEVARD - DALLAS, TX 75204	75-2389095	501(C)3	10,000.	0.			GENERAL OPERATING SUPPORT
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA - 50 SOUTH ANAHEIM BOULEVARD, SUITE 241 - GLENDALE, CA 91201	95-1690975	501(C)3	2,500.	0.			PROGRAM SUPPORT - PREVENTION WORKS PROGRAM
CHILDREN'S CABINET 1090 SOUTH ROCK BOULEVARD GRAND PRAIRIE, TX 75053	77-0097156	501(C)3	10,000.	0.			PROGRAM SUPPORT - $10,000 FOR THE EMERGENCY YOUTH SHELTER & $10,000 FOR EARLY INTERVENTION
CHILDREN'S CRISIS CENTER P.O. BOX 1062 VAN NUYS, CA 91411	94-2686499	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT

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CHILDREN'S DENTAL FOUNDATION 455 EAST COLUMBIA STREET, SUITE 32 POMONA, CA 91766	95-2111124	501(C)3	2,000.	0.			PROGRAM SUPPORT - DENTAL SCREENING PROGRAM FOR ABUSED AND NEGLECTED CHILDREN
CHILDREN'S HOPE GROUP HOME 1843 NORTH SECOND AVENUE PLANO, TX 75074	95-2056630	501(C)3	7,500.	0.			PROGRAM SUPPORT - AFTERCARE BENEVOLENCE PROGRAM
CHILDREN'S HOSPITAL CENTRAL CALIFORNIA - 9300 VALLEY CHILDREN'S PLACE - ANAHEIM, CA 92805	94-2797447	501(C)3	5,000.	0.			PROGRAM SUPPORT - CHILD ABUSE PREVENTION AND TREATMENT CENTER
CHILDREN'S HOSPITAL FOUNDATION 747 52ND STREET RENO, NV 89502	94-0382330	501(C)3	10,000.	0.			PROGRAM SUPPORT - KIDS CONNECT CAMP
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD, #29 MODESTO, CA 95353	95-1690977	501(C)3	4,000.	0.			PROGRAM SUPPORT - AUDREY HEPBURN CARES CHILD ABUSE CARE SERVICES PROGRAM
CHILDREN'S INSTITUTE 711 SOUTH NEW HAMPSHIRE AVENUE LONG BEACH, CA 90806	95-1641424	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
CHILDREN'S MEDICAL CENTER 2777 STEMMONS FREEWAY, SUITE 700 UPLAND, CA 91784	75-2062015	501(C)3	10,000.	0.			PROGRAM SUPPORT - AT-RISK CHILDREN CENTER (ARCH) WHICH SERVES FOSTER YOUTH AND ABUSED KIDS
CHILDREN'S SERVICES SOCIETY 124 SOUTH 400 EAST, SUITE 400 MADERA, CA 93636	87-0212451	501(C)3	6,900.	0.			PROGRAM SUPPORT - GRANDFAMILIES PROGRAM
CHILDREN'S VILLAGE OF SONOMA COUNTY - 1321 LIA LANE - OAKLAND, CA 94609	68-0412763	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT

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CHRISTIAN FAMILY CARE AGENCY 3603 NORTH 7TH AVENUE LOS ANGELES, CA 90027	86-0430037	501(C)3	5,000.	0.			PROGRAM SUPPORT - CONNECTONE PROGRAM
CHRISTMAS BOX INTERNATIONAL 3660 SOUTH WEST TEMPLE LOS ANGELES, CA 90005	31-1617816	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
CHRYSALIS 1010 EAST MCDOWELL ROAD, SUITE 301 DALLAS, TX 75207	86-0447620	501(C)3	6,500.	0.			PROGRAM SUPPORT - CHILD SHELTER SERVICES
CITY HOUSE - MY FRIENDS HOUSE 902 EAST 16TH STREET SALT LAKE CITY, UT 84111	75-1550809	501(C)3	10,000.	0.			PROGRAM SUPPORT - MY FRIENDS HOUSE EMERGENCY SHELTER
COLETTE'S CHILDREN'S HOME 17301 BEACH BOULEVARD, SUITE 23 SANTA ROSA, CA 95404	91-1939140	501(C)3	6,000.	0.			PROGRAM SUPPORT - CHILDREN'S SHELTER PROGRAM
COLORADO RIVER REGIONAL CRISIS SHELTER - 1301 JOSHUA AVENUE, SUITE C - PHOENIX, AZ 85013	86-0817161	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT - TO FUND A PART-TIME CHILDRENS ADVOCATE AT THEIR SHELTER
COMFORT FOR COURT KIDS 201 CENTRE PLAZA DRIVE, SUITE 3 SALT LAKE CITY, UT 84115	95-4336698	501(C)3	4,000.	0.			GENERAL OPERATING SUPPORT
COMMUNITY ALLIANCE AGAINST FAMILY ABUSE - 185 NORTH APACHE TRAIL - PHOENIX, AZ 85006	86-0912044	501(C)3	6,000.	0.			PROGRAM SUPPORT - YOUTH VIOLENCE PREVENTION PROGRAM
COMMUNITY HUMAN SERVICES P.O. BOX 3076 PLANO, TX 75074	94-6367167	501(C)3	2,500.	0.			PROGRAM SUPPORT - RUNAWAY AND HOMELESS YOUTH PROGRAMS

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COMMUNITY SOLUTIONS P.O. BOX 546 HUNTINGTON BEACH, CA 92647	23-7351215	501(C)3	8,000.	0.			PROGRAM SUPPORT - PSYCHO-EDUCATIONAL AND INDIVIDUAL THERAPY PROGRAM
COMMUNITY VIOLENCE SOLUTIONS 2101 VAN NESS STREET PARKER, AZ 85344	94-2411924	501(C)3	2,000.	0.			PROGRAM SUPPORT - CHILDREN'S INTERVIEW CENTER
COMPASS FAMILY SERVICES 49 POWELL STREET, 3RD FLOOR MONTEREY PARK, CA 91754	94-1156622	501(C)3	2,500.	0.			PROGRAM SUPPORT - TENDERLOIN CHILDCARE CENTER PROGRAM
CONCEPT 7 625 NORTH MAIN STREET APACHE JUNCTION, AZ 85120	23-7334271	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
COPE FAMILY CENTER 1340 FOURTH STREET MONTEREY, CA 93942	94-2322399	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
COVENANT HOUSE LOS ANGELES 1325 NORTH WESTERN AVENUE MORGAN HILL, CA 95038	13-3391210	501(C)3	9,500.	0.			PROGRAM SUPPORT - EMPLOYMENT SKILLS PROGRAM & CRISIS CENTER
CRISIS NURSERY 2334 EAST POLK STREET SAN PABLO, CA 94806	86-0324144	501(C)3	9,000.	0.			PROGRAM SUPPORT - CHILDREN'S EMERGENCY SHELTER PROGRAM
DALLAS CHILDREN'S ADVOCACY CENTER 3611 SWISS AVENUE SAN FRANCISCO, CA 94102	75-2303404	501(C)3	10,000.	0.			PROGRAM SUPPORT - THERAPY PROGRAM FOR ABUSED AND NEGLECTED KIDS
DAVID AND MARGARET HOME 135 THIRD STREET ORANGE, CA 92868	95-1660346	501(C)3	15,000.	0.			CAPITAL REQUEST - PURCHASE A 12-PASSENGER VAN FOR THE FOSTER CARE PROGRAM

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DEVEREUX ARIZONA 11000 NORTH SCOTTSDALE ROAD, SUITE NAPA, CA 94559	23-1390618	501(C)3	5,000.	0.			PROGRAM SUPPORT - ACADEMIC ENRICHMENT PROGRAM FOR FOSTER YOUTH
DOMESTIC VIOLENCE SOLUTIONS FOR SANTA BARBARA COUNTY - P.O. BOX 1536 - HOLLYWOOD, CA 90027	95-3495141	501(C)3	3,000.	0.			PROGRAM SUPPORT - DOMESTIC VIOLENCE SOLUTIONS RESIDENTIAL COUNSELING PROGRAM
DOOR OF HOPE P.O. BOX 90455 OAKLAND, CA 94607	95-4044568	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
DREAM CENTER 2301 BELLEVUE AVENUE PHOENIX, AZ 85006	95-1803686	501(C)3	2,000.	0.			CAPITAL REQUEST - PURCHASE A 12-PASSENGER VAN FOR THE FOSTER CARE PROGRAM
EDDIE NASH FOUNDATION 307 WEST TAFT AVENUE, SUITE A DALLAS, TX 75204	61-1536987	501(C)3	3,000.	0.			PROGRAM SUPPORT - CAMP TO BELONG CAMP FOR SIBLINGS SEPARATED IN THE FOSTER CARE SYSTEM
EL NIDO FAMILY CENTERS 10200 SEPULVEDA BOULEVARD, SUITE 35 LA VERNE, CA 91750	95-3186429	501(C)3	2,500.	0.			PROGRAM SUPPORT - CHILD ABUSE PREVENTION & TREATMENT PROGRAM
ELIZABETH HOUSE 760 SAANTA BARBARA STREET SCOTTSDALE, AZ 85254	95-4451243	501(C)3	7,500.	0.			PROGRAM SUPPORT - ALUMNI SERVICES FOLLOW-UP PROGRAM
EMERGE! CENTER AGAINST DOMESTIC ABUSE - 2545 EAST ADAMS STREET - SANTA BARBARA, CA 93102	86-0312162	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
EMQ FAMILIES FIRST 232 EAST GISH ROAD PASADENA, CA 91109	94-2295953	501(C)3	35,000.	0.			PROGRAM SUPPORT - CHILD AND ADOLESCENT MOBILE CRISIS PROGRAM, CRISIS NURSERY PROGRAM &

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ETTIE LEE YOUTH & FAMILY SERVICES P.O. BOX 339 LOS ANGELES, CA 90026	95-1949862	501(C)3	17,500.	0.			PROGRAM SUPPORT - REMEDIAL TUTORING PROJECT
FAMILIES UNITING FAMILIES 525 EAST 7TH STREET ORANGE, CA 92865	73-1696751	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
FAMILY AND CHILD TREATMENT OF SOUTHERN NEVADA (FACT) - 6431 WEST SAHARA AVENUE, SUITE 200 - MISSION HILLS, CA 91345	88-0214362	501(C)3	10,000.	0.			PROGRAM SUPPORT - DOMESTIC VIOLENCE AND CHILDREN'S VICTIMS PROGRAMS
FAMILY CONNECTION CENTER 1360 EAST 1450 SOUTH PASADENA, CA 91109	87-0421105	501(C)3	2,000.	0.			PROGRAM SUPPORT - CRISIS/RESPITE NURSERY
FAMILY PLACE P.O. BOX 7999 TUCSON, AZ 85716	75-1590896	501(C)3	2,500.	0.			PROGRAM SUPPORT - SAFE CAMPUS CHILD DEVELOPMENT CENTER
FAMILY SERVICE AGENCY 1669 NORTH E STREET SAN JOSE, CA 95112	95-1641436	501(C)3	12,000.	0.			PROGRAM SUPPORT - THERAPY PROGRAM
FAMILY SERVICES OF THE DESERT 81-711 HIGHWAY 111, SUITE 101 DAVIS, CA 95618	95-2549152	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
FAMILY SERVICES OF TULARE COUNTY 815 WEST OAK SAN BERNARDINO, CA 92401	94-2897970	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
FAMILY SUPPORT - CRISIS NURSERY 1760 WEST 4805 SOUTH BALDWIN PARK, CA 91706	87-0359719	501(C)3	8,000.	0.			GENERAL OPERATING SUPPORT

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FATHER'S HEART RANCH 71175 AURORA ROAD LONG BEACH, CA 90813	33-0889638	501(C)3	2,000.	0.			PROGRAM SUPPORT - EDUCATION THROUGH RECREATION PROJECT
FIVE ACRES 760 WEST MOUNTAIN VIEW STREET LAS VEGAS, NV 89146	95-1647810	501(C)3	17,500.	0.			PROGRAM SUPPORT - THERAPEUTIC TREATMENT AND ACTIVITIES AND OUTINGS
FLORENCE CRITTENTON 715 WEST MARIPOSA STREET CLEARFIELD, UT 84015	86-0103282	501(C)3	5,000.	0.			PROGRAM SUPPORT - RESIDENTIAL TREATMENT PROGRAM
FOOTHILL FAMILY SERVICE 2500 EAST FOOTHILL BOULEVARD, SUITE DALLAS, TX 75209	95-1690990	501(C)3	7,500.	0.			PROGRAM SUPPORT - CHILD ABUSE TREATMENT (CHAT) PROGRAM
FOOTHILL FAMILY SHELTER 1501 WEST 9TH STREET, SUITE D SAN BERNARDINO, CA 92405	33-0341818	501(C)3	5,000.	0.			PROGRAM SUPPORT - CARING KIDS CLUB PROGRAM
FOR THE CHILD 4565 CALIFORNIA AVENUE INDIO, CA, CA 92201	95-3601230	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
FOSTER A DREAM 4585 PACHECO BOULEVARD, SUITE 110 VISALIA, CA 93291	54-2604728	501(C)3	6,000.	0.			GENERAL OPERATING SUPPORT
FREE ARTS FOR ABUSED CHILDREN 5301 BEETHOVEN STREET TAYLORSVILLE, UT 94118	95-3252001	501(C)3	5,000.	0.			PROGRAM SUPPORT - DAY PROGRAM, WEEKLY VOLUNTEER PROGRAM, COURTHOUSE PROGRAM, PARENTS &
FREE ARTS OF ARIZONA 103 WEST HIGHLAND AVENUE, SUITE 200 DESERT HOT SPRINGS, CA 92241	86-0739613	501(C)3	5,000.	0.			PROGRAM SUPPORT - MENTOR PROGRAM

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FRIENDS OF THE FAMILY 15350 SHERMAN WAY, SUITE 140 ALTADENA, CA 91001	95-2765505	501(C)3	7,500.	0.			GENERAL OPERATING SUPPORT
FRIENDS OF THE SALT LAKE CITY CHILDREN'S JUSTICE CENTER - 8282 SOUTH 2200 WEST - PHOENIX, AZ 85013	87-0489250	501(C)3	10,000.	0.			GENERAL OPERATING SUPPORT
FRISTERS P.O. BOX 5790 PASADENA, CA 91107	80-0280166	501(C)3	2,000.	0.			PROGRAM SUPPORT - WEEKLY PROGRAM FOR TEEN MOMS
GABRIEL'S ANGELS 1550 EAST MARYLAND AVENUE, SUITE 1 UPLAND, CA 91786	86-0991198	501(C)3	7,500.	0.			PROGRAM SUPPORT - PET THERAPY TEAMS
GARY CENTER 341 SOUTH HILLCREST STREET LONG BEACH, CA 90807	95-2752846	501(C)3	2,500.	0.			PROGRAM SUPPORT - DOMESTIC VIOLENCE & CHILD ABUSE INTERVENTION PROGRAM
GREATER TEXAS COMMUNITY PARTNERS 2801 SWISS AVENUE, SUITE 110 MARTINEZ, CA 94553	75-2787691	501(C)3	5,000.	0.			PROGRAM SUPPORT - SLEEP-TIGHT PROGRAM FOR ABUSED AND NEGLECTED KIDS
HANDS TOGETHER 201 CIVIC CENTER DRIVE LOS ANGELES, CA 90066	33-0857087	501(C)3	2,000.	0.			PROGRAM SUPPORT - MORNING GARDEN PROGRAM
HATHAWAY SYCAMORES CHILDREN & FAMILY SERVICES - 210 SOUTH DE LACEY AVENUE, SUITE 110 - PHOENIX, AZ 85013	95-1691005	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
HAVEN HILLS P.O. BOX 260 VAN NUYS, CA 91406	95-3196247	501(C)3	2,000.	0.			PROGRAM SUPPORT - BUILDING RESILIENCE: A PARENT AND CHILDREN'S WORKSHOP PROGRAM

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HEATHER HOUSE 724 OHIO STREET WEST JORDAN, UT 84088	68-0440432	501(C)3	6,000.	0.			GENERAL OPERATING SUPPORT
HELPLINE YOUTH COUNSELING 12440 EAST FIRESTONE BOULEVARD, SUITE 1000 - NEWPORT BEACH, CA 92262	23-7113824	501(C)3	5,000.	0.			PROGRAM SUPPORT - FAMILY SERVICES PROGRAM
HILLSIDES HOME FOR CHILDREN 940 AVENUE 64 PHOENIX, AZ 85014	95-1644002	501(C)3	15,000.	0.			PROGRAM SUPPORT - BRING IT HOME PROGRAM
HOME & HOPE 1720 EL CAMINO REAL, SUITE 7 LA HABRA, CA 90631	94-3356735	501(C)3	3,000.	0.			PROGRAM SUPPORT - INTERFAITH SHELTER PROGRAM FOR HOMELESS FAMILIES
HOME START 5005 TEXAS STREET, SUITE 203 DALLAS, TX 75204	95-3138268	501(C)3	2,500.	0.			PROGRAM SUPPORT - MATERNITY SHELTER PROGRAM
HOMEWARD BOUND 2302 WEST COLTER STREET SANTA ANA, CA 92701	86-0660875	501(C)3	7,500.	0.			PROGRAM SUPPORT - PROJECT SOAR
HOPE & A FUTURE P.O. BOX 61172 PASADENA, CA 91105	42-1651764	501(C)3	2,500.	0.			PROGRAM SUPPORT - FOSTER CHILDREN CAMP
HOPE'S DOOR 820 F AVENUE, SUITE 100 CANOGA PARK, CA 91305	75-2038796	501(C)3	5,000.	0.			PROGRAM SUPPORT - CHILDREN'S PROGRAM
HOUSE OF RUTH P.O. BOX 459 FAIRFIELD, CA 94553	95-3276033	501(C)3	8,000.	0.			PROGRAM SUPPORT - RESIDENTIAL CHILDREN'S SERVICES

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HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BOULEVARD NORWALK, CA 90650	94-1687559	501(C)3	2,500.	0.			PROGRAM SUPPORT - SHELTER AND COUNSELING PROGRAMS
HUMAN OPTIONS P.O. BOX 53745 PASADENA, CA 91105	95-3667817	501(C)3	9,000.	0.			PROGRAM SUPPORT - COMMUNITY RESOURCE CENTER CHILDREN'S THERAPY PROGRAM
ILLUMINATION FOUNDATION 2691 RICHTER AVENUE, SUITE 107 LOS ANGELES, CA 90038	71-1047686	501(C)3	2,000.	0.			PROGRAM SUPPORT - INTERIM HOUSING/CHILD ENRICHMENT PROGRAM WHICH SERVES HOMELESS FAMILIES WITH
IMPERIAL COUNTY CHILD ABUSE PREVENTION COUNCIL - 563 WEST MAIN STREET - BURLINGAME, CA 94010	95-3422004	501(C)3	6,000.	0.			PROGRAM SUPPORT - LITTLE/GIANT STEPS PROGRAM
INSPIRE LIFE SKILLS TRAINING 2279 EAGLE GLEN PARKWAY, #112 PMB # SAN DIEGO, CA 9108	20-1647743	501(C)3	10,000.	0.			GENERAL OPERATING SUPPORT
INTERFAITH SHELTER NETWORK 3530 CAMINO DEL RIO NORTH, SUITE 30 PHOENIX, AZ 85015	95-2630300	501(C)3	5,000.	0.			PROGRAM SUPPORT - SHELTER PROGRAM
INTERVAL HOUSE P.O. BOX 3356 PHOENIX, AZ 85082	95-3389113	501(C)3	15,000.	0.			PROGRAM SUPPORT - SECOND GENERATION TEEN DATING VIOLENCE AND CHILDREN'S PROGRAM
JEWISH FAMILY AND CHILDREN SERVICES - 4747 NORTH 7TH STREET, SUITE 100 - PLANO, TX 75094	86-0096781	501(C)3	5,000.	0.			PROGRAM SUPPORT - CREATING PEACEFUL FAMILIES PROGRAM
KAMALI'I FOSTER FAMILY AGENCY 31772 CASINO DRIVE, SUITE B CLAREMONT, CA 91711	31-1591798	501(C)3	15,000.	0.			PROGRAM SUPPORT - FOSTER FAMILY RECRUITMENT PROGRAM

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KERN BRIDGES YOUTH HOMES 1321 STINE ROAD SAN FRANCISCO, CA 94118	77-0168444	501(C)3	2,500.	0.			PROGRAM SUPPORT - OUTDOOR ADVENTURE COUNSELING
KERN CHILD ABUSE PREVENTION COUNCIL - 730 CHESTER AVENUE - IRVINE, CA 92619	95-3434566	501(C)3	3,000.	0.			PROGRAM SUPPORT - COMPREHENSIVE PARENTING PROGRAM
KERN COUNTY NETWORK FOR CHILDREN 1300 17TH STREET IRVINE, CA 92606	33-0552738	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
KID STREET LEARNING CENTER P.O. BOX 6784 EL CENTRO, CA 92243	68-0306527	501(C)3	5,000.	0.			PROGRAM SUPPORT - AFTER-SCHOOL PROGRAM
KIDPOWER 2741 MIDDLEFIELD ROAD, SUITE 101 CORONA, CA 92883	77-0206712	501(C)3	5,000.	0.			PROGRAM SUPPORT - VACCINE AGAINST CHILD ABUSE PROGRAM
KINGS COMMUNITY ACTION ORGANIZATION - 1130 NORTH 11TH AVENUE - SAN DIEGO, CA 92108	94-1604455	501(C)3	6,000.	0.			GENERAL OPERATING SUPPORT
KINSHIP CENTER 18302 IRVINE BOULEVARD, SUITE 300 SEAL BEACH, CA 90740	94-2971761	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
KOINONIA GROUP HOMES P.O. BOX 1403 PHOENIX, AZ 85014	94-2792265	501(C)3	2,000.	0.			PROGRAM SUPPORT - RECREATIONAL THERAPY PROGRAM
LA CASA DE LAS MADRES 1426 FILLMORE STREET, #204 LAKE ELSINORE, CA 92530	94-0997140	501(C)3	2,000.	0.			PROGRAM SUPPORT - EMERGENCY SHELTER FOR WOMEN AND CHILDREN

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LA PALOMA FAMILY SERVICES 870 WEST MIRACLE MILE SAN MARCOS, CA 92069	86-0390538	501(C)3	2,500.	0.			PROGRAM SUPPORT - COLLEGE PREP PROGRAM FOR SHELTER CLIENTS AND COMMUNITY MEMBERS
LAURA'S HOUSE 999 CORPORATE DRIVE, SUITE 225 BAKERSFIELD, CA 93309	33-0621826	501(C)3	7,500.	0.			PROGRAM SUPPORT - CHILDREN'S THERAPEUTIC PROGRAM
LAUREL HOUSE 13722 FAIRMONT WAY BAKERSFIELD, CA 93301	33-0098433	501(C)3	9,000.	0.			PROGRAM SUPPORT - T.E.E.N.S. PROGRAM
LEROY HAYNES CENTER 233 WEST BASELINE ROAD, BOX 400 BAKERSFIELD, CA 93301	95-1506150	501(C)3	15,000.	0.			$10,000 FOR GENERAL OPERATING SUPPORT AND $10,000 FOR RESIDENTIAL TREATMENT PROGRAM
LINCOLN CHILD CENTER 4368 LINCOLN AVENUE SANTA ROSA, CA 95406	94-1156501	501(C)3	7,500.	0.			PROGRAM SUPPORT - EARLY CHILD MENTAL HEALTH PROGRAM
LUTHERAN SOCIAL SERVICES OF NEVADA 51 NORTH PECOS ROAD, SUITE 109 LOS ALTOS, CA 94303	86-0845241	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
MARIN ADVOCATES FOR CHILDREN 30 NORTH SAN PEDRO ROAD, #275 HANFORD, CA 93230	68-0170143	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
MARJOREE MASON CENTER 1600 M STREET TUSTIN, CA 92780	94-1156639	501(C)3	3,500.	0.			PROGRAM SUPPORT - CHILDREN'S ENRICHMENT CENTER
MARYVALE 7600 EAST GRAVES AVENUE LOOMIS, CA 95650	95-3889412	501(C)3	2,500.	0.			PROGRAM SUPPORT - RESIDENTIAL TREATMENT PROGRAM

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MERCY HOUSE LIVING CENTERS P.O. BOX 1905 SAN FRANCISCO, CA 94116	33-0315864	501(C)3	2,000.	0.			PROGRAM SUPPORT - REGINA HOUSE SHELTER FOR HOMELESS WOMEN WITH CHILDREN
METROCARE SERVICES 1380 RIVER BEND DRIVE TUCSON, AZ 85705	72-1285603	501(C)3	2,500.	0.			PROGRAM SUPPORT - FOSTERING PROGRAM FOR SPECIAL NEEDS FOSTER CHILDREN
MONTEREY COUNTY RAPE CRISIS CENTER P.O. BOX 2630 LADERA RANCH, CA 92694	94-2389889	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
MOSAIC FAMILY SERVICES 4144 NORTH CENTRAL EXPRESSWAY, SUIT TUSTIN, CA 92780	75-2484565	501(C)3	2,500.	0.			PROGRAM SUPPORT - MULTICULTURAL CHILDREN'S ADVOCACY PROGRAM
MY STUFF BAGS FOUNDATION 5347 STERLING CENTER DRIVE LA VERNE, CA 91750	95-4671812	501(C)3	12,000.	0.			GENERAL OPERATING SUPPORT
NATIONAL ASSOCIATION OF COUNSEL FOR CHILDREN - 13123 EAST 16TH AVENUE - OAKLAND, CA 94602	84-0743810	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
NATIONAL CENTER FOR DEAF ADVOCACY - CAMP HOPE - 10765 WOODSIDE AVENUE, SUITE B - LAS VEGAS, NV 89101	92-0180335	501(C)3	2,000.	0.			PROGRAM SUPPORT - CAMP FOR CHILDREN WHO ARE DOMESTIC VIOLENCE SURVIVORS
NEW VISIONS FOUNDATION 3131 OLYMPIC BOULEVARD SAN RAFAEL, CA 94903	95-4515019	501(C)3	4,000.	0.			PROGRAM SUPPORT - FOSTERING NEW VISIONS PROGRAM
NEXT DOOR SOLUTIONS TO DOMESTIC VIOLENCE - 234 EAST GISH ROAD, SUITE 200 - FRESNO, CA 93721	94-2420708	501(C)3	2,000.	0.			PROGRAM SUPPORT - RESIDENTIAL (EMERGENCY SHELTER) AND CHILDREN & YOUTH PROGRAMS

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NORTH COUNTY RAPE CRISIS AND CHILD PROTECTION CENTER - P.O. BOX 148 - ROSEMEAD, CA 91770	95-2994637	501(C)3	3,000.	0.			PROGRAM SUPPORT - INTERVENTION AND EDUCATION PREVENTION PROGRAMS
NORTHRIDGE HOSPITAL FOUNDATION 18300 ROSCOE BOULEVARD SANTA ANA, CA 92702	23-7444901	501(C)3	10,000.	0.			GENERAL OPERATING SUPPORT
OLIVE CREST 2130 EAST FOURTH STREET, SUITE 200 DALLAS, TX 75247	95-2877102	501(C)3	12,500.	0.			PROGRAM SUPPORT - SAFE FAMILIES FOR CHILDREN PROGRAM
ON THE MOVE - VOICES 780 LINCOLN AVENUE MONTEREY, CA 93942	75-3149095	501(C)3	11,000.	0.			PROGRAM SUPPORT - EMPLOYMENT SERVICES PROGRAM
ORANGE COUNTY CHILD ABUSE PREVENTION CENTER - 500 SOUTH MAIN STREET, SUITE 1100, 11TH FLOOR - DALLAS, TX 75204	33-0013237	501(C)3	4,000.	0.			GENERAL OPERATING SUPPORT
ORANGE COUNTY RESCUE MISSION ONE HOPE DRIVE WESTLAKE VILLAGE, CA 91361	95-2479552	501(C)3	5,000.	0.			PROGRAM SUPPORT - VILLAGE OF HOPE FOOD PROGRAM
OUR FAMILY SERVICES P.O. BOX 40250 AURORA, CA 80045	94-2598560	501(C)3	2,500.	0.			PROGRAM SUPPORT - FAMILY SERVICES REUNION HOUSE
PACIFIC LIFELINE FOR THE PREVENTION OF HOMELESSNESS - P.O. BOX 1424 - SANTEE, CA 92071	94-6103171	501(C)3	12,500.	0.			GENERAL OPERATING SUPPORT
PALOMAR POMERADO HEALTH 121 NORTH FIG STREET SANTA MONICA, CA 90404	20-2356830	501(C)3	6,500.	0.			PROGRAM SUPPORT - CHILD ABUSE PROGRAM

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PEACE FOR FAMILIES P.O. BOX 5462 SAN JOSE, CA 95112	94-2578871	501(C)3	10,000.	0.			PROGRAM SUPPORT - CHILDREN'S SHELTER SERVICES
PHOENIX CHILDREN'S HOSPITAL FOUNDATION - 2929 EAST CAMELBACK ROAD - LOMPOC, CA 93438	74-2421549	501(C)3	5,000.	0.			PROGRAM SUPPORT - PROTECTING CHILDREN BY STRENGTHENING FAMILIES PROGRAM
PREVENT CHILD ABUSE NEVADA - UNLV 4505 MARYLAND PARKWAY BOX 453030 NORTHRIDGE, CA 91325	88-6000024	501(C)3	2,000.	0.			PROGRAM SUPPORT - PREVENT CHILD ABUSE NEVADA PROGRAM
PROJECT HOPE SCHOOL FOUNDATION 343 EAST GROVE AVENUE SANTA ANA, CA 92705	75-3099628	501(C)3	3,000.	0.			PROGRAM SUPPORT - STUDENT AND FAMILY RESOURCE CENTER
PROJECT SISTER FAMILY SERVICES P.O. BOX 1369 NAPA, CA 94558	23-7116161	501(C)3	7,500.	0.			PROGRAM SUPPORT - YOUTH SERVICES PROGRAM
PROMISES2KIDS 9440 RUFFIN COURT, SUITE 2 NAPA, CA 94558	95-3655288	501(C)3	15,000.	0.			PROGRAM SUPPORT - GUARDIAN SCHOLARS PROGRAM
RAINBOW SERVICES 453 WEST 7TH STREET ORANGE, CA 92868	95-3855705	501(C)3	6,000.	0.			PROGRAM SUPPORT - CHILDREN'S PROGRAM
RAISE FOUNDATION 1920 EAST WARNER AVENUE, SUITE A TUSTIN, CA 92782	33-0240178	501(C)3	2,000.	0.			PROGRAM SUPPORT - PARENT EDUCATION PROGRAM
RAPE CRISIS CENTER 1845 CHICAGO AVENUE, SUITE A TUCSON, AZ 85717	95-3245057	501(C)3	7,500.	0.			PROGRAM SUPPORT - CHILD ABUSE PREVENTION PROGRAM

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REBEKAH CHILDREN'S SERVICES P.O. BOX 155 UPLAND, CA 91785	94-1167402	501(C)3	15,000.	0.			PROGRAM SUPPORT - FAMILY LINKAGE & CULINARY ACADEMY PROGRAMS
REDWOOD EMPIRE FOSTER PARENT ASSOCIATION - P.O. BOX 1084 - ESCONDIDO, CA 92025	23-7100613	501(C)3	2,000.	0.			PROGRAM SUPPORT - SPECIAL SCHOLARSHIP FUND FOR FOSTER YOUTH
RENO RODEO FOUNDATION - KIDS KOTTAGE - 500 RYLAND STREET, SUITE 200 - AUBURN, CA 95604	88-0230538	501(C)3	2,000.	0.			PROGRAM SUPPORT - COUNTY SHELTER: PURCHASE DUFFLE BAGS FOR THE KIDS RESIDING THERE
RESCUE MISSION ALLIANCE - SAN FERNANDO VALLEY RESCUE MISSION - 315 NORTH A STREET - PHOENIX, AZ 85016	23-7278002	501(C)3	9,500.	0.			PROGRAM SUPPORT - FAMILY SHELTER SERVICES
RICHSTONE FAMILY CENTER 13620 CORDARY AVENUE LAS VEGAS, NV 89154	23-7373745	501(C)3	7,000.	0.			PROGRAM SUPPORT - REACH PROGRAM
RIVER OAK CENTER FOR CHILDREN 5445 LAUREL HILLS DRIVE ORANGE, CA 92865	94-2519001	501(C)3	15,000.	0.			PROGRAM SUPPORT - HELPING HAND FUND PROGRAM
RIVER STONES RESIDENTIAL SERVICES P.O. BOX 1820 POMONA, CA 91769	33-0737878	501(C)3	7,500.	0.			GENERAL OPERATING SUPPORT
ROSEMARY CHILDREN'S SERVICES 36 SOUTH KINNELOA AVENUE, SUITE 200 SAN DIEGO, CA 92123	95-1661683	501(C)3	7,500.	0.			GENERAL OPERATING SUPPORT
ROSEVILLE HOME START 410 RIVERSIDE AVENUE SAN PEDRO, CA 90731	91-1657990	501(C)3	6,000.	0.			GENERAL OPERATING SUPPORT

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ROYAL FAMILY KIDS CAMP - ORANGE COUNTY - 3000 WEST MACARTHUR BOULEVARD, #412 - SANTA ANA, CA 92705	33-0380021	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
S.A.F.E. HOUSE 921 AMERICAN PACIFIC DRIVE, SUITE 3 RIVERSIDE, CA 92507	88-0324066	501(C)3	9,000.	0.			PROGRAM SUPPORT - S.A.F.E HOUSE COUNSELING PROGRAM
SABAN FREE CLINIC 8405 BEVERLY BOULEVARD GILROY, CA 95020	95-2535109	501(C)3	2,000.	0.			PROGRAM SUPPORT - HIGH RISK YOUTH PROGRAM
SACRAMENTO CHILDREN'S HOME 2750 SUTTERVILLE ROAD SANTA ROSA, CA 95402	94-1156588	501(C)3	12,500.	0.			PROGRAM SUPPORT - CRISIS NURSERY
SAFE HOUSE 9685 HAYES STREET RENO, NV 89502	33-0326090	501(C)3	10,000.	0.			PROGRAM SUPPORT - MAIN STREET TRANSITIONAL LIVING PROGRAM
SAFE NEST 2915 WEST CHARLESTON, SUITE 12 OXNARD, CA 93030	94-2411883	501(C)3	2,500.	0.			PROGRAM SUPPORT - FAMILY CONFLICT PREVENTION PROJECT FOR CHILDREN STAYING AT THE SHELTER
SALVATION ARMY - SANTA FE SPRINGS TRANSITIONAL LIVING CENTER - 180 EAST OCEAN BOULEVARD, SUITE 500 - OXNARD, CA 93030	94-1156347	501(C)3	5,000.	0.			PROGRAM SUPPORT - SANTA FE SPRINGS TRANSITIONAL LIVING CENTER
SAN DIEGO YOUTH AND COMMUNITY SERVICES - 3255 WING STREET - HAWTHORNE, CA 90250	95-2648050	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
SAN LUIS OBISPO COUNTY CHILD ABUSE PREVENTION COUNCIL - P.O. BOX 16036 - SACRAMENTO, CA 95841	77-0206822	501(C)3	5,000.	0.			PROGRAM SUPPORT - TALKING ABOUT TOUCH PROGRAM AND PARENT EDUCATION PROGRAM

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SANTA ROSA JUNIOR COLLEGE 1501 MENDOCINO AVENUE REDLANDS, CA 92373	94-1735861	501(C)3	2,000.	0.			PROGRAM SUPPORT - FOSTER & KINSHIP CARE EDUCATION
SARAH'S HOUSE CHILD AND FAMILY ADVOCACY CENTER - 1770 AIRWAY AVENUE - PASADENA, CA 911107	86-0998104	501(C)3	10,000.	0.			PROGRAM SUPPORT - "GOOD TOUCH, BAD TOUCH" PROGRAM
SAVE THE FAMILY FOUNDATION 450 WEST 4TH PLACE ROSEVILLE, CA 95678	86-0665712	501(C)3	2,500.	0.			GENERAL OPERATING SUPPORT
SCOTT NEWMAN CENTER 23440 HAWTHORNE BOULEVARD, BUILDING 2 SUITE 250 - SANTA ANA, CA 92407	95-4145762	501(C)3	3,000.	0.			PROGRAM SUPPORT - CAMP ROWDY RIDGE PROGRAM
SHADE TREE P.O. BOX 669 HENDERSON, NV 89014	88-0253276	501(C)3	15,000.	0.			GENERAL OPERATING SUPPORT
SHELTER KIDS 177 WEST PRICE AVENUE LOS ANGELES, CA 90048	87-0498680	501(C)3	10,000.	0.			PROGRAM SUPPORT - TEEN LEADERSHIP & MENTORING PROGRAM
SHELTER NETWORK OF SAN MATEO COUNTY - 1450 CHAPIN AVENUE, 2ND FLOOR - SACRAMENTO, CA 95820	77-0160469	501(C)3	3,000.	0.			PROGRAM SUPPORT - CHILDREN & FAMILY THERAPY SUPPORT PROJECT WHICH PROVIDES THERAPY AT THEIR
SIERRA FOREVER FAMILIES 8928 VOLUNTEER LANE, SUITE 100 RIVERSIDE, CA 92507	68-0480736	501(C)3	4,000.	0.			PROGRAM SUPPORT - WONDER MENTORING PROGRAM
SIERRA VISTA CHILD & FAMILY SERVICES - 100 POPLAR AVENUE - LAS VEGAS, NV 89102	94-2158023	501(C)3	2,000.	0.			PROGRAM SUPPORT - FOSTER CARE DIVISION MENTORING PROGRAM

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SOUTH ASIAN NETWORK (SAN) 18173 PIONEER BOULEVARD, SUITE I LONG BEACH, CA 90802	33-0608166	501(C)3	2,000.	0.			PROGRAM SUPPORT - AWAZ - VOICES PROGRAM
SOUTH BAY COMMUNITY SERVICES 1124 BAY BOULEVARD, SUITE D SAN DIEGO, CA 92110	95-2693142	501(C)3	2,500.	0.			PROGRAM SUPPORT - MI ESCUELITA
SOUTH COAST CHILDREN'S SOCIETY 3611 SOUTH HARBOR BOULEVARD, SUITE SAN LUIS OBISPO, CA 93406	33-0521169	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
SOUTH LAKE TAHOE WOMENS CENTER 2941 LAKE TAHOE BOULEVARD SANTA ROSA, CA 95401	94-2598256	501(C)3	2,000.	0.			PROGRAM SUPPORT - SART TEAM
SOUTHERN ARIZONA CHILDREN'S ADVOCACY CENTER - 2329 EAST AJO WAY - KINGMAN, AZ 86409	86-0854248	501(C)3	10,000.	0.			PROGRAM SUPPORT - "AYUDA PARA NINOS" PROGRAM
SOUTHWESTERN HUMAN DEVELOPMENT 2850 NORTH 24TH STREET MESA, AZ 85201	86-0407179	501(C)3	2,500.	0.			PROGRAM SUPPORT - MENTAL HEALTH COUNSELING PROGRAM
SPECIALIZED ALTERNATIVES FOR FAMILIES AND YOUTH OF NEVADA (SAFY) - 4285 NORTH RANCHO DRIVE, SUITE 130 - TORRANCE, CA 90505	88-0326450	501(C)3	3,000.	0.			PROGRAM SUPPORT - TO BE USED FOR FOSTER PARENT RECRUITMENT AND TRAINING
STARVISTA (FORMERLY YOUTH & FAMILY ENRICHMENT SERVICES) - 610 ELM STREET, SUITE 212 - LAS VEGAS, NV 89125	94-3094966	501(C)3	10,000.	0.			PROGRAM SUPPORT - DAYBREAK
SU CASA FAMILY CRISIS & SUPPORT CENTER - 3840 WOODRUFF AVENUE, SUITE 203 - SALT LAKE CITY, UT 84115	95-3495175	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT

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TEEN PROJECT 22431 B160 ANTONIO PARKWAY, SUITE 5 BURLINGAME, CA 94101	30-0421837	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
THOMAS HOUSE TEMPORARY SHELTER P.O. BOX 2737 SACRAMENTO, CA 95826	33-0204757	501(C)3	3,000.	0.			GENERAL OPERATING SUPPORT
TOBY'S HOUSE 92 ARGONAUT, SUITE 205 MODESTO, CA 95354	33-0871193	501(C)3	6,000.	0.			PROGRAM SUPPORT - HEALING HEARTS, MINDS, AND BODIES PROGRAM
UC DAVIS GUARDIAN SCHOLARS PROGRAM ONE SHIELDS AVENUE ARTESIA, CA 90701	94-6081352	501(C)3	4,000.	0.			PROGRAM SUPPORT - GUARDIAN SCHOLARS PROGRAM
UNION STATION FOUNDATION 825 EAST ORANGE GROVE BOULEVARD CHULA VISTA, CA 91911	95-3958741	501(C)3	8,000.	0.			PROGRAM SUPPORT - FAMILY CENTER PROGRAM
UNITED METHODIST OUTREACH MINISTRIES - UMOM NEW DAY CENTERS - 3333 EAST VAN BUREN - SANTA ANA, CA 92704	86-0521062	501(C)3	4,000.	0.			PROGRAM SUPPORT - NEW DAY CENTER AND EMERGENCY SHELTER PROGRAM
VALLEY FAMILY CENTER 302 SOUTH BRAND BOULEVARD SOUTH LAKE TAHOE, CA 96150	95-4105054	501(C)3	2,000.	0.			PROGRAM SUPPORT - CHILDREN'S THERAPEUTIC SERVICES PROGRAM
VALLEY TEEN RANCH 2610 WEST SHAW AVENUE, SUITE 105 TUCSON, AZ 85713	94-2901078	501(C)3	10,000.	0.			CAPITAL REQUEST - SOCCER/FOOTBALL GOAL POSTS
VERITY (FORMERLY UNITED AGAINST SEXUAL ASSAULT) - 835 PINER ROAD, SUITE D - PHOENIX, AZ 85008	94-2437947	501(C)3	4,000.	0.			PROGRAM SUPPORT - CHILD ABUSE PREVENTION PROJECT

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VIP COMMUNITY MENTAL HEALTH CENTER 1721 GRIFFIN AVENUE LAS VEGAS, NV 89130	30-0017808	501(C)3	15,000.	0.			PROGRAM SUPPORT - EDUCATIONAL ENRICHMENT MENTORING AND TUTORING PROGRAM
VISTA DEL MAR CHILD AND FAMILY SERVICES - 3200 MOTOR AVENUE - SAN CARLOS, CA 94070	95-1647832	501(C)3	7,500.	0.			GENERAL OPERATING SUPPORT
VOICES FOR CHILDREN - CASA OF SAN DIEGO COUNTY - 2851 MEADOW LARK DRIVE - LONG BEACH, CA 90808	95-3786047	501(C)3	17,000.	0.			PROGRAM SUPPORT - INFANT AND TODDLER PROGRAM
WALDEN FAMILY SERVICES 6150 MISSION GORGE ROAD, SUITE 210 RANCHO SANTA MARGARITA, CA 92688	91-2160214	501(C)3	6,000.	0.			PROGRAM SUPPORT - INDEPENDENT FUTURES PROGRAM
WEST VALLEY CHILD CRISIS CENTER 8631 WEST UNION HILLS DRIVE, SUITE GARDEN GROVE, CA 92842	86-0589516	501(C)3	5,000.	0.			PROGRAM SUPPORT - FOSTER CARE AND ADOPTION PROGRAMS
WHOLE CHILD 10155 COLIMA ROAD ALISO VIEJO, CA 92656	95-2031148	501(C)3	3,000.	0.			PROGRAM SUPPORT - SALARIES FOR THE GROWING UP SAFE PROGRAM
WOMEN'S AND CHILDREN'S CRISIS SHELTER - 12519A WASHINGTON BOULEVARD - DAVIS, CA 95616	95-3315186	501(C)3	2,500.	0.			PROGRAM SUPPORT - CHILDREN'S THERAPY (PROVIDE A CHILDREN'S THERAPIST)
WOMEN'S JUSTICE CENTER P.O. BOX 7510 PASADENA, CA 91104	68-0334309	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
WOMEN'S RESOURCE CENTER 1963 APPLE STREET PHOENIX, AZ 85008	95-2932237	501(C)3	3,500.	0.			PROGRAM SUPPORT - DOMESTIC VIOLENCE PREVENTION EDUCATION PROGRAM

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WOMENSHELTER OF LONG BEACH P.O. BOX 32107 SAN FERNANDO, CA 91340	95-1644058	501(C)3	2,000.	0.			PROGRAM SUPPORT - CHILDREN'S SERVICES PROGRAM
WOODLAND YOUTH SERVICES 9 WOODLAND AVENUE FRESNO, CA 93711	68-0072174	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
YAVAPAI FAMILY ADVOCACY CENTER P.O. BOX 26495 SANTA ROSA, CA 95403	86-0832901	501(C)3	5,000.	0.			GENERAL OPERATING SUPPORT
YOUTH & FAMILY PROGRAMS 2877 CHILDRESS DRIVE LOS ANGELES, CA 90031	68-0027507	501(C)3	5,000.	0.			PROGRAM SUPPORT - CHILDREN'S FUND
YOUTHHOPE FOUNDATION P.O. BOX 601 LOS ANGELES, CA 90034	80-0513481	501(C)3	2,500.	0.			PROGRAM SUPPORT - YOUTH CARE PROGRAM AND YOUTH EDUCATION AND JOB TRAINING PROGRAM
YWCA OF SAN DIEGO COUNTY 1012 C STREET SAN DIEGO, CA 92123	95-1661119	501(C)3	2,500.	0.			PROGRAM SUPPORT - ANTI-BULLYING PROGRAM
YWCA OF THE SAN GABRIEL VALLEY 943 NORTH GRAND AVENUE SAN DIEGO, CA 92120	95-1641967	501(C)3	5,000.	0.			PROGRAM SUPPORT - WINGS PROGRAM
YWCA SANTA MONICA WESTSIDE 2019 14TH STREET PEORIA, AZ 85382	95-1643398	501(C)3	7,500.	0.			GENERAL OPERATING SUPPORT

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: THE FOUNDATION REQUIRES THE RECIPIENTS TO FILL OUT A 6 MONTH REPORT QUESTIONNAIRE REGARDING HOW THEY USE THEIR FUNDS. A REPRESENTATIVE RANDOMLY VISITS SOME OF THE RECIPIENTS.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: A NEW LEAF FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING SUPPORT - TO PROVIDE CHILDCARE, ACTIVITIES, EDUCATIONAL SUPPORT, LIFE SKILLS FOR 150 CHILDREN

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: ALEXANDRIA HOUSE

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM SUPPORT - TRANSITIONAL RESIDENCE PROGRAM WHICH SUPPORTS HOMELESS WOMEN WITH CHILDREN

NAME OF ORGANIZATION OR GOVERNMENT: ALLIANCE FOR CHILDREN

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM SUPPORT - STEWARDS OF CHILDREN - CHILD SEXUAL ABUSE PREVENTION TRAINING PROGRAM

NAME OF ORGANIZATION OR GOVERNMENT: ARIZONA'S CHILDREN ASSOCIATION

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM SUPPORT - KINSHIP AND ADOPTION PROGRAMS, LAS FAMILIAS PROGRAM, INDEPENDENT LIVING PROGRA, & FOSTER FAMILY PROGRAM

NAME OF ORGANIZATION OR GOVERNMENT: CASA FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING SUPPORT - EDUCATIONAL TUTORING, SCHOLARSHIPS, AND SUMMER CAMPS FOR ABUSED AND NEGLECTED KIDS

NAME OF ORGANIZATION OR GOVERNMENT: CHILDREN'S CABINET

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM SUPPORT - $10,000 FOR THE EMERGENCY YOUTH SHELTER & $10,000 FOR EARLY INTERVENTION SERVICES

NAME OF ORGANIZATION OR GOVERNMENT: EMQ FAMILIES FIRST

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM SUPPORT - CHILD AND ADOLESCENT MOBILE CRISIS PROGRAM, CRISIS NURSERY PROGRAM & CHILDREN'S INTENSIVE MENTAL HEALTH SERVICES

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: FREE ARTS FOR ABUSED CHILDREN

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM SUPPORT - DAY PROGRAM, WEEKLY VOLUNTEER PROGRAM, COURTHOUSE PROGRAM, PARENTS & CHILDREN TOGETHER (PACT) PROGRAM

NAME OF ORGANIZATION OR GOVERNMENT: ILLUMINATION FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM SUPPORT - INTERIM HOUSING/CHILD ENRICHMENT PROGRAM WHICH SERVES HOMELESS FAMILIES WITH CHILDREN

NAME OF ORGANIZATION OR GOVERNMENT: SHELTER NETWORK OF SAN MATEO COUNTY

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM SUPPORT - CHILDREN & FAMILY THERAPY SUPPORT PROJECT WHICH PROVIDES THERAPY AT THEIR SHELTERS

SCHEDULE O (Form 990 or 990-EZ)	Supplemental Information to Form 990 or 990-EZ	OMB No 1545-0047
Department of the Treasury Internal Revenue Service	Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information. ▶ Attach to Form 990 or 990-EZ.	2011 Open to Public Inspection

Name of the organization	Employer identification number
IN-N-OUT BURGERS FOUNDATION C/O ROGER KOTCH	33-0654550

FORM 990, PART VI, SECTION A, LINE 2: LYNSI L. TORRES AND LYNDA SNYDER-KELBAUGH HAVE A FAMILY RELATIONSHIP.

FORM 990, PART VI, SECTION B, LINE 11: A DESIGNATED REPRESENTATIVE OF THE BOARD OF DIRECTORS REVIEWED THE FORM 990 AND THE ORGANIZATION'S CHIEF FINANCIAL OFFICER ALSO REVIEWED THE SAME DOCUMENT. A COPY OF THE RETURN WAS ALSO PROVIDED TO THE VOTING MEMBERS BEFORE FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: ON AN ANNUAL BASIS, THE GENERAL COUNSEL REVIEWED THE CONFLICT OF INTEREST POLICY WITH EACH DIRECTOR, OFFICER, AND STAFF MEMBER OF THE ORGANIZATION. ONCE COMPLIANCE IS CONFIRMED, THE FORM WAS EXECUTED BY EACH PERSON AND THE DOCUMENTS WERE STORED ACCORDING TO DOCUMENT RETENTION POLICIES.

THE FOUNDATION'S COMPLIANCE OFFICER, ARNOLD M. WENSINGER (OR CURRENT GENERAL COUNSEL OF THE FOUNDATION), IS RESPONSIBLE FOR INVESTIGATING AND RESOLVING ALL REPORTED COMPLAINTS AND ALLEGATIONS CONCERNING ETHICAL VIOLATIONS AND, AT HIS DISCRETION, SHALL ADVISE THE BOARD.

FORM 990, PART VI, SECTION B, LINE 15: FORM 990, PART VI, SECTION B, LINES 15A AND 15B: NO SUCH REVIEW IS REQUIRED BECAUSE NO OFFICERS ARE COMPENSATED.

FORM 990, PART VI, SECTION C, LINE 19: UPON REQUEST, THE FOUNDATION WILL PROVIDE COPIES OF THE DOCUMENTS.

Name of the organization IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number
33-0654550

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: -1,213,780.

FORM 990, SCHEDULE R, PART VI, LINE 2A

AMOUNTS WERE DETERMINED BASED ON THE ORGANIZATION'S BOOKS AND RECORDS THAT ARE PREPARED UNDER GAAP AND AUDITED BY THE INDEPENDENT AUDITOR.

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number: 33-0654550

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
IN-N-OUT BURGERS, INC. - 95-2246829 4199 CAMPUS DRIVE, 9TH FLOOR IRVINE, CA 92612	RESTAURANTS	CA	N/A	S CORP			

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to related organization(s)	1b		X
c Gift, grant, or capital contribution from related organization(s)	1c	X	
d Loans or loan guarantees to or for related organization(s)	1d		X
e Loans or loan guarantees by related organization(s)	1e		X
f Sale of assets to related organization(s)	1f		X
g Purchase of assets from related organization(s)	1g		X
h Exchange of assets with related organization(s)	1h		X
i Lease of facilities, equipment, or other assets to related organization(s)	1i		X
j Lease of facilities, equipment, or other assets from related organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for related organization(s)	1k		X
l Performance of services or membership or fundraising solicitations by related organization(s)	1l		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		X
n Sharing of paid employees with related organization(s)	1n		X
o Reimbursement paid to related organization(s) for expenses	1o		X
p Reimbursement paid by related organization(s) for expenses	1p		X
q Other transfer of cash or property to related organization(s)	1q		X
r Other transfer of cash or property from related organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) IN-N-OUT BURGERS	C	200,000.	ORGANIZATION'S BOOKS AND RECORDS
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec 501(c)(3) orgs ? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership