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

**2011**

Department of the Treasury  
Internal Revenue Service

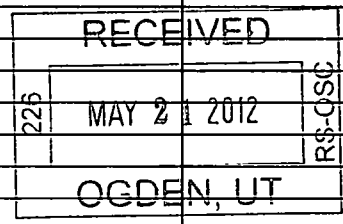
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE BANDAI FOUNDATION</b>		A Employer identification number <b>33-0655933</b>
Number and street (or P O box number if mail is not delivered to street address) <b>5551 KATELLA AVENUE</b>		B Telephone number <b>(714) 816-9500</b>
City or town, state, and ZIP code <b>CYPRESS, CA 90630</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return, <input type="checkbox"/> Initial return of a former public charity, <input type="checkbox"/> Final return, <input type="checkbox"/> Amended return, <input type="checkbox"/> Address change, <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 8,556,271.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash, <input checked="" type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		68.	68.		STATEMENT 1
4 Dividends and interest from securities		322,837.	322,837.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-101,920.			
b Gross sales price for all assets on line 6a		6,831,194.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		220,985.	322,905.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		5,299.	2,650.		2,650.
c Other professional fees STMT 4		44,706.	44,706.		0.
17 Interest					
18 Taxes STMT 5		30.	0.		30.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		940.	530.		410.
24 Total operating and administrative expenses. Add lines 13 through 23		50,975.	47,886.		3,090.
25 Contributions, gifts, grants paid		450,940.			450,940.
26 Total expenses and disbursements. Add lines 24 and 25		501,915.	47,886.		454,030.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-280,930.			
b Net investment income (if negative, enter -0-)			275,019.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,008.	8,800.	8,800.
	2 Savings and temporary cash investments	976,959.	281,318.	281,318.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	5,983,221.	5,511,246.	5,449,121.
	b Investments - corporate stock STMT 8	1,636,738.	1,489,637.	1,489,637.
	c Investments - corporate bonds STMT 9	417,106.	1,246,094.	1,225,399.
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	0.	102,787.	101,996.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers)	9,020,032.	8,639,882.	8,556,271.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,020,032.	8,639,882.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	9,020,032.	8,639,882.		
31 Total liabilities and net assets/fund balances	9,020,032.	8,639,882.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,020,032.
2 Enter amount from Part I, line 27a	2	-280,930.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,739,102.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	99,220.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,639,882.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 6,831,194.		6,933,114.	-101,920.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-101,920.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }		2 -101,920.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{                 }		3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	468,398.	9,179,586.	.051026
2009	495,003.	9,485,374.	.052186
2008	391,533.	9,914,789.	.039490
2007	345,136.	10,047,273.	.034351
2006	225,535.	9,663,636.	.023339
2 Total of line 1, column (d)			2 .200392
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .040078
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 8,836,286.
5 Multiply line 4 by line 3			5 354,141.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,750.
7 Add lines 5 and 6			7 356,891.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 454,030.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	2,750.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	2,750.
3 Add lines 1 and 2	4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	2,750.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6a	6,412.
6 Credits/Payments:	6b	
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6c	
b Exempt foreign organizations - tax withheld at source	6d	
c Tax paid with application for extension of time to file (Form 8868)	7	6,412.
d Backup withholding erroneously withheld	8	
7 Total credits and payments. Add lines 6a through 6d	9	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	10	3,662.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	11	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 3,662. Refunded <input checked="" type="checkbox"/>		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BANDAI.COM/ABOUT/FOUNDATION.PHP
14 The books are in care of PAUL HAUSBACK Telephone no. (714) 816-9500 Located at 5551 KATELLA AVENUE, CYPRESS, CA ZIP+4 90630
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **STATEMENT 12**  Yes  No  
 If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No  
 N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL HAUSBACK 5551 KATELLA AVENUE CYPRESS, CA 90630	TREASURER/DIRECTOR 1.00	0.	0.	0.
MASAYUKI MATSUO 5551 KATELLA AVENUE CYPRESS, CA 90630	CHAIRMAN/DIRECTOR 1.00	0.	0.	0.
CYNTHIA NISHIMOTO 5551 KATELLA AVENUE CYPRESS, CA 90630	SECRETARY/DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Table with 2 columns: Activity description, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

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

Table with 2 columns: Investment description, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	8,266,884.
b	Average of monthly cash balances	1b	703,965.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,970,849.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,970,849.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	134,563.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,836,286.
6	Minimum investment return. Enter 5% of line 5	6	441,814.

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

1	Minimum investment return from Part X, line 6	1	441,814.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,750.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,750.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	439,064.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	439,064.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	439,064.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	454,030.
b	Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	454,030.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,750.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	451,280.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				439,064.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			453,814.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 454,030.				
a Applied to 2010, but not more than line 2a			453,814.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				216.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				438,848.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:  
 N/A

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
<b>a Paid during the year</b>				
A3M (ASIAN MIRACLE MARROW MATCHES) 244 S. SAN PEDRO STREET, SUITE 503 LOS ANGELES, CA 90012	NONE	SEC 501(C)(3)	IMPROVE HEALTH AND WELFARE BY PROVIDING EDUCATION & ASSISTANCE.	3,000.
AMERICAN DIABETES ASSOCIATION 151 KALMUS DRIVE C-100 COSTA MESA, CA 92626	NONE	SEC 509(A)(1)	TO PREVENT & CURE DIABETES AND IMPROVE LIVES OF PEOPLE AFFECTED BY DIABETES.	10,150.
AYSO REGION 154 P.O. BOX 999 CYPRESS, CA 90630	NONE	SEC 509(A)(2)	TO CREATE A POSITIVE ENVIRONMENT.	2,000.
BOYS & GIRLS CLUB OF CYPRESS 10161 MOODY STREET CYPRESS, CA 90630	NONE	SEC 509(A)(1)	TO PROVIDE CHILDREN WITH A SAFE PLACE TO GROW & LEARN LIFE ENHANCING PROGRAM.	5,000.
BOYS SCOUTS OF AMERICA 1211 EAST DYER ROAD SANTA ANA, CA 92705	NONE	SEC 509(A)(1)	TO BUILD THE IRVINE RANCH OUTDOOR EDUCATION CENTER.	68,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>450,940.</b>
<b>b Approved for future payment</b>				
BOY SCOUTS OF AMERICA, ORANGE COUNTY COUNCIL 1211 EAST DYER ROAD SANTA ANA, CA 92705	NONE	SEC 509(A)(1)	TO BUILD THE IRVINE RANCH OUTDOOR EDUCATION CENTER.	125,000.
<b>Total</b>				<b>125,000.</b>





**Part XV** Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
CHILDREN'S INSTITUTE INC. 2121 W. TEMPLE STREET LOS ANGELES, CA 90026	NONE	SEC 509(A)(1)	TO PROMOTE THE WELL-BEING OF VULNERABLE CHILDREN.	10,000.
CHOC CHILDREN'S FOUNDATION 455 S. MAIN STREET ORANGE, CA 92868	NONE	SEC 509(A)(1)	TO NURTURE, ADVANCE AND PROTECT THE HEALTH AND WELL-BEING OF CHILDREN.	18,600.
CITY OF HOPE 1055 WILSHIRE BLVD. LOS ANGELES, CA 90017	NONE	SEC 509(A)(1)	TO HELP RESEARCH, TREATMENT AND EDUCATION ON CANCER.	12,000.
CREATIVE CHANGE CONFERENCES 41-750 RANCHO LAS PALMAS DR. RANCHO MIRAGE, CA 92270	NONE	SEC 501(C)(3)	TO BRING QUALITY EDUCATIONAL CONFERENCES/TRAININGS TO COACHELLA VALLEY.	2,000.
CYPRESS CHILDREN'S ADVOCACY COUNCIL 9314 ETHEL STREET CYPRESS, CA 90630	NONE	SEC 509(A)(1)	TO HELP CHILDREN IN NEED.	10,000.
CYPRESS POLICE OFFICERS' ASSOCIATION PO BOX 925 CYPRESS, CA 90630	NONE	SEC 501(C)(9)	SPONSOR IN CHILD SAFETY/CRIME PREVENTION.	995.
FRIENDS OF CYPRESS RECREATION AND PARKS 5700 ORANGE AVE. CYPRESS CYPRESS, CA 90630	NONE	SEC 509(A)(1)	TO PROVIDE SAFE, CLEAN AND FUNCTIONAL PARKS & RECREATION FACILITIES.	5,000.
GIRL SCOUT COUNCIL OF OC 9500 TOLEDO WAY SUITE 100 IRVINE, CA 92618	NONE	SEC 509(A)(2)	TO BRING GIRLS OF COURAGE & CONFIDENCE WHO MAKE THE WORLD A BETTER PLACE.	13,500.
GUIDE DOGS FOR THE BLIND INC. 350 LOS RANCHITOS RD. SAN RAFAEL, CA 94903	NONE	SEC 509(A)(1)	TO PROVIDE ENHANCED MOBILITY TO QUALIFIED INDIVIDUALS.	7,500.
JAPANESE AMERICAN NATIONAL MUSEUM 100 N. CENTRAL AVE. LOS ANGELES, CA 90012	NONE	SEC 509(A)(2)	ARTS & CULTURE TO DIVERSE AUDIENCES & TO PROVIDE A CENTER TO ENHANCE PROGRAM	3,000.
<b>Total from continuation sheets</b>				<b>362,290.</b>

**Part XV** Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KIDS IN DISTRESSED SITUATIONS, INC. 112 W. 34TH STREET SUITE 1133 NEW YORK, NY 10120	NONE	SEC 509(A)(1)	TO PROVIDE NEW PRODUCTS TO CHILDREN IN NEED.	30,000.
LOLLIPOP THEATER NETWORK INC. 10351 SANTA MONICA BLVD. SUITE 200 LOS ANGELES, CA 90025	NONE	SEC 509(A)(1)	DEDICATED TO BRINGING THE MAGIC OF MOVIES TO CHILDREN.	1,000.
MARINE TOYS FOR TOTS 18251 QUANTICO GATEWAY DRIVE TRIANGLE, VA 22172	NONE	SEC 509(A)(1)	TO HELP CHILDREN IN NEED.	7,400.
ORANGE COUNTY BUDDHIST CHURCH 909 SOUTH DALE AVE. ANAHEIM, CA 92804	NONE	SEC 509(A)(1)	EMPLOYEE MATCHING/GENERAL SUPPORT.	1,000.
TOY INDUSTRY FOUNDATION 1115 BROADWAY, SUITE 400 NEW YORK, NY 10010	NONE	SEC 509(A)(1)	TO HELP CHILDREN IN NEED.	46,000.
TOYS "R" US CHILDREN'S FUND ONE GEOFFREY WAY WAYNE, NJ 07470	NONE	SEC 509(A)(1)	TO KEEP CHILDREN SAFE AND HELP THEM IN TIMES OF NEED.	11,250.
AMERICAN CANCER SOCIETY, INC 1940 E. DEERE AVE. SANTA ANA, CA 92705	NONE	SEC 501(C)(3)	TO HELP CANCER PATIENTS.	10,000.
AMERICAN RED CROSS 601 NORTH GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE	SEC 501(C)(3)	DOMESTIC DISASTER RELIEF	63,445.
BOYS AND GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	SEC 509(A)(2)	TO PROVIDE CHILDREN WITH A SAFE PLACE TO GROW & LEARN LIFE ENHANCING PROGRAM.	5,000.
BREAD OF LIFE MISSIONS, INC. P.O. BOX 2991 CAMP VERDE SANAT ANA, AZ 86322	NONE	SEC 509(A)(1)	HELPING THE POOR HOMELESS AND HURTING.	3,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDRENS BRAIN TUMOR FOUNDATION INC. 274 MADISON AVE NEW YORK, NY 10016	NONE	SEC 509(A)(1)	TO IMPROVE THE TREATMENT FOR CHILDREN WITH BRAIN AND SPINAL CORD TUMORS AND THEIR FAMILIES.	3,000.
COURT APPOINTED SPECIAL ADVOCATES 1505 E 17TH STREET STE 214 SANAT ANA, CA 92705	NONE	SEC 509(A)(1)	TO REPRESENT THE BEST INTERESTS OF ABUSED CHILDREN IN THE COURTROOM.	3,000.
CYPRESS POLICE FOUNDATION P.O.BOX 1443 CYPRESS, CA 90630	NONE	SEC 501(C)(3)	TO PROVIDE RESOURCES FOR THE FUNDING OF SPECIALIZED PROJECTS.	6,000.
GIVING CHILDREN HOPE 8332 COMMONWEALTH AVE. BUENA PARK, CA 90621	NONE	SEC 509(A)(2)	TO PROVIDE HELP IN ALLEVIATING POVERTY.	15,000.
HOTLINE OF SOUTHERN CALIFORNIA P.O. BOX 32 LOS ALAMITOS, CA 90720	NONE	SEC 509(A)(1)	TELEPHONE SERVICE THAT HELPS PEOPLE WHO ARE IN CRISIS.	3,500.
LTSC COMMUNITY DEVELOPMENT CORPORATION 231 E. 3RD STREET STE G 106 LOS ANGELES, CA 90013	NONE	SEC 509(A)(2)	TO ENHANCE THE TECHNOLOGY FOR MORE ECO-FRIENDLY CITIES.	10,000.
THE MUCKENTHALER CULTURAL CENTER FOUNDATION 1201 W. MALVERN AVE. FULLERTON, CA 92833	NONE	SEC 509(A)(1)	TO PROVIDE THE PUBLIC WITH EXPERIENCE THAT STIMULATE CREATIVITY.	4,000.
PHOENIX HOUSE ORANGE COUNTY 1207 EAST FRUIT STREET SANTA ANA, CA 92701	NONE	SEC 501(C)(3)	TO PROVIDE HOME TO ADOLESCENTS AGES 12 TO 18 WHO SUFFER FROM SUBSTANCE ABUSE.	6,000.
SOROPTIMIST INTERNATIONAL CYPRESS 4266 VIA VERDE CYPRESS, CA 90630	NONE	SEC 501(C)(3)	TO IMPROVE THE LIVES OF WOMEN AND GIRLS, IN LOCAL COMMUNITIES AND THROUGHOUT THE WORLD.	2,000.
TAKING THE REINS 3919 1/2 RIGALI AVENUE LOS ANGELES, CA 90039	NONE	SEC 509(A)(1)	TO INSPIRES UNDERSERVED GIRLS FACING THE CHALLENGES OF ADOLESCENCE IN HIGH RISK ENVIRONMENTS.	1,000.
<b>Total from continuation sheets</b>				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE FALLEN FIRE FIGHTERS RELIEF FUND 14252 CULVER DR. #A144 IRVINE, CA 92604	NONE	SEC 509(A)(2)	SUPPORTS PROGRAMS FOR SURVIVORS OF FALLEN FIREFIGHTERS.	1,000.
THE GIFT OF A HELPING HAND CHARITABLE TRUST 17148 WALTHAM DETROIT, MI 48205	NONE	SEC 509(A)(1)	TO HELP POOR CHILDREN.	6,000.
UNITED CEREBRAL PALSY OF OC 980 ROOSEVELT SUITE 100 IRVINE, CA 92620	NONE	SEC 509(A)(2)	TO HELP PROVIDING DIRECT SERVICES AND TECHNOLOGY CHILDREN AND ADULTS WITH CEREBRAL PALSY.	6,000.
AVON PRODUCTS FOUNDATION, INC. AVON PLAZA RYE NEW YORK, NY 10580	NONE	SEC 509(A)(1)	TO HELP IMPROVING WOMEN'S LIVES.	50.
BOY SCOUTS OF AMERICA, LONG BEACH AREA COUNCIL 401 EAST 37TH STREET, P.O. BOX 7338 LONG BEACH, CA 90807	NONE	SEC 509(A)(1)	A PROGRAM FOR YOUNG PEOPLE THAT TRAINS THEM IN THE RESPONSIBILITIES OF PARTICIPATING	500.
COMPTON INITIATIVE CARE PROGRAM 8303 ALONDRA BLVD. PARAMOUNT, CA 90723	NONE	SEC 501(C)(3)	TO PROVIDE BETTER OPPORTUNITY FOR CHILDREN.	250.
FOODAID COMPASSION 2930 DOVE STREET SAN DIEGO, CA 92103	NONE	SEC 509(A)(2)	TO PROVIDE FOOD FOR THOSE IN NEED.	2,300.
JOHN F. KENNEDY BAND BOOSTERS 8281 WALKER AVENUE LA PALMA, CA 90623	NONE	SEC 509(A)(2)	TO ENHANCE THE MUSIC AND ACTING SKILLS.	1,000.
ORANGE CATHOLIC FOUNDATION P.O. BOX 14084 ORANGE, CA 92863	NONE	SEC 501(C)(3)	TO PROVIDE MYRIAD OF CATHOLIC SERVICES TO THE PEOPLE OF ORANGE COUNTY.	1,000.
ORANGE COUNTY RONALD MCDONALD HOUSE 383 SOUTH BATAVIA STREET ORANGE, CA 92868	NONE	SEC 509(A)(1)	TO PROVIDE FAMILY ROOMS FOR SERIOUSLY ILL CHILDREN.	30,000.
<b>Total from continuation sheets</b>				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BOY SCOUTS OF AMERICA, LONG BEACH AREA COUNCIL  
A PROGRAM FOR YOUNG PEOPLE THAT TRAINS THEM IN THE RESPONSIBILITIES OF  
PARTICIPATING CITIZENSHIP.

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FORM 990-PF . INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
MM FUND DIVIDENDS	68.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	68.

FORM 990-PF .                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT                      2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME	260,608.	0.	260,608.
MUTUAL FUND DIVIDENDS	62,229.	0.	62,229.
TOTAL TO FM 990-PF, PART I, LN 4	322,837.	0.	322,837.

FORM 990-PF .

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSE	5,299.	2,650.		2,650.
TO FORM 990-PF, PG 1, LN 16B	5,299.	2,650.		2,650.

FORM 990-PF .	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	44,706.	44,706.		0.
TO FORM 990-PF, PG 1, LN 16C	44,706.	44,706.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	30.	0.		30.
TO FORM 990-PF, PG 1, LN 18	30.	0.		30.

FORM 990-PF . OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	530.	530.		0.
FREIGHT	65.	0.		65.
OTHER CHARITABLE EXPENSES	345.	0.		345.
TO FORM 990-PF, PG 1, LN 23	940.	530.		410.

FORM 990-PF . U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY	X		4,100,316.	4,032,371.
FEDERAL NATIONAL MORTGAGE ASSOCIATION	X		910,090.	915,840.
FEDERAL HOME LN BKS	X		500,840.	500,910.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,511,246.	5,449,121.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,511,246.	5,449,121.

FORM 990-PF .	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PUBLICLY TRADED SECURITIES	1,489,637.	1,489,637.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,489,637.	1,489,637.	

FORM 990-PF · CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,246,094.	1,225,399.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,246,094.	1,225,399.

FORM 990-PF · OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NON-US GOVERNMENT SECURITIES	FMV	102,787.	101,996.
TOTAL TO FORM 990-PF, PART II, LINE 13		102,787.	101,996.



THE BANDAI FOUNDATION

EMPLOYER IDENTIFICATION NO. 33-0655933

AS STATEMENT ATTACHED TO AND MADE PART OF FEDERAL  
RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FOR THE YEAR ENDED DECEMBER 31, 2011

INFORMATION REGARDING EXPENDITURE RESPONSIBILITY GRANTS – PART VII – B, LINE 5C

In accordance with IRS regulations section 53.4945-5(d), the following information is provided regarding the grants made or approved by The Bandai Foundation to organizations that are not exempt under sections 509(a)(1), (2) or (3) or section 4940(d)(2). The Foundation will exercise expenditure responsibility over these grants. The information provided includes the name and address of the grantee, the date and amount of the grant and the purpose of the grant. For grants approved or paid in the current tax year, information regarding the nature and amount of expenditures incurred by the grantees will be provided upon receipt of the grantees' annual reports which are generally due one year after payment of the grant. To the best of our knowledge no grantee has diverted any portion of the funds from the purpose of the grant.

APPROVED OR PAID IN THE YEAR ENDING DECEMBER 31, 2011

Cypress Police Officers' Association  
P O Box 825  
Cypress, CA 90630  
\$995