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

Form 990-PF

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.

2011

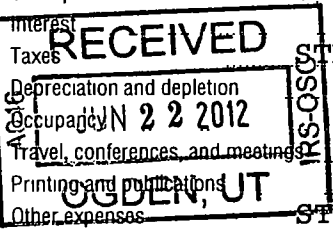
For calendar year 2011 or tax year beginning

and ending

Name of foundation: THE TAPPAN FOUNDATION
Employer identification number: 33-0673727
Address: 3 HUNTINGTON COURT, NEWPORT BEACH, CA 92660
Fair market value of all assets at end of year: \$ 6,962,574

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, interest, dividends, net gain, operating expenses, and net income.

SCANNED JUL 09 2012



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				
	2	Savings and temporary cash investments		270,747.	46,431.	46,431.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	1,524,757.	2,886,097.	3,438,823.
	c	Investments - corporate bonds	STMT 9	1,195,251.	2,692,382.	2,752,293.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	152,293.	707,120.	725,027.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		3,143,048.	6,332,030.	6,962,574.	
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		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		3,143,048.	6,332,030.		
30	Total net assets or fund balances		3,143,048.	6,332,030.		
31	Total liabilities and net assets/fund balances		3,143,048.	6,332,030.		

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	3,143,048.
2	Enter amount from Part I, line 27a	2	3,188,982.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,332,030.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,332,030.

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 WELLS FARGO #1900 - ST (SEE ATTACHED)	P	VARIOUS	VARIOUS
b WELLS FARGO #1900 - LT (SEE ATTACHED)	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 229,303.		265,466.	-36,163.
b 2,578,233.		2,383,147.	195,086.
c 2,035.			2,035.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-36,163.
b			195,086.
c			2,035.
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	160,958.
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	38,175.	3,230,241.	.011818
2009	63,984.	2,774,591.	.023061
2008	174,594.	2,906,994.	.060060
2007	157,732.	3,095,411.	.050957
2006	143,507.	2,526,829.	.056793

2 Total of line 1, column (d)	2	.202689
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	.040538
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,047,970.
5 Multiply line 4 by line 3	5	285,711.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,654.
7 Add lines 5 and 6	7	289,365.
8 Enter qualifying distributions from Part XII, line 4	8	141,126.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	7,309.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	7,309.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,920.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,389.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	7,309.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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 N/A
14 The books are in care of CONSTANCE T. CLANCY Telephone no. (949) 597-0200 Located at 3 HUNTINGTON COURT, NEWPORT BEACH, CA ZIP+4 92660
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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(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 checkboxes for questions 1-5, all 'No' is selected.

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

N/A

5b

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

N/A

Yes No checkboxes, both are empty.

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 checkboxes, 'No' is selected.

6b

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

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 checkboxes, 'No' is selected.

7b

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

N/A

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

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

Table with 5 columns: (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. Row 1 contains 'SEE STATEMENT 11' and zeros in compensation columns.

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

Table with 5 columns: (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. Row 1 contains 'NONE' in column (a).

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

Table with 2 columns: Description of activity, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'.

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	7,072,411.
b	Average of monthly cash balances	1b	82,889.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,155,300.
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	7,155,300.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	107,330.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,047,970.
6	Minimum investment return. Enter 5% of line 5	6	352,399.

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	352,399.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,309.
2b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,309.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	345,090.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	345,090.
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	345,090.

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	141,126.
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	141,126.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	141,126.

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				345,090.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			120,886.	
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: ► \$ 141,126.				
a Applied to 2010, but not more than line 2a			120,886.	
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				20,240.
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:	0.			
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				324,850.
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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
USC SCHOOL OF GERONTOLOGY 3715 MCCLINTOCK AVENUE LOS ANGELES, CA 90089	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	25,000.
BIBLE STUDIES INTERNATIONAL 19001 HUEBNER ROAD SAN ANTONIO, TX 78358	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	3,000.
ZOOLOGICAL SOCIETY OF SAN DIEGO PO BOX 120551 SAN DIEGO, CA 92112	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
HOSPICE CARE OF BOULDER COUNTY - CAMP ERIN 2594 TRAILRIDGE ROAD, SUITE A LAFAYETTE, CO 80026	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
NAVIGATE CANCER FOUNDATION 5448 APEX PEAKWAY, #328 APEX, NC 27502	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				121,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE TAPPAN FOUNDATION

Employer identification number

33-0673727

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE TAPPAN FOUNDATION

33-0673727

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID S. TAPPAN, JR. (DECEASED) 22792 CENTRE DRIVE STE 250 LAKE FOREST, CA 92630	\$ 19,967.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	DAVID S. TAPPAN, JR. (DECEASED) 22792 CENTRE DRIVE STE 250 LAKE FOREST, CA 92630	\$ 2,946,959.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE TAPPAN FOUNDATION	Employer identification number 33-0673727
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	STOCKS, BONDS, AND OTHER INVESTMENT ASSETS.	\$ 3,407,277.	01/07/11
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE TAPPAN FOUNDATION	Employer identification number 33-0673727
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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
SUMMER AT THE CENTER 600 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
PEDIATRIC CANCER RESEARCH FOUNDATION 9272 JERONIMO ROAD, SUITE 122 IRVINE, CA 92618	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
THE WOODEN FLOOR 1810 NORTH MAIN STREET SANTA ANA, CA 92706	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	2,500.
BIG BROTHERS/BIG SISTERS OF ORANGE COUNTY (95-1992702) 14131 YORBA STREET, SUITE 200 TUSTIN, CA 92780	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	4,000.
CENTRAL COAST LIGHTHOUSE KEEPERS PO BOX 223014 CARMEL, CA 93922	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	2,500.
FRONT RANGERS CYCLING CLUB (84-1239901) 6500 S. QUEBEC, SUITE 330 ENGLEWOOD, CO 80111	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
GIRLS INCORPORATED OF ORANGE COUNTY (95-1810150) 150 PAULARINO AVE, SUITE D-290 COSTA MESA, CA 92627	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
LIVESTRONG FOUNDATION 2201 E. SIXTH STREET AUSTIN, TX 78702	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	3,000.
MINDS MATTER, INC. PO BOX 48162 DENVER, CO 80204	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	10,000.
ORANGEWOOD CHILDREN'S FOUNDATION (95-3616628) 1575 EAST 17TH STREET SANTA ANA, CA 92705	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
Total from continuation sheets				78,000.

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
REACH OUT AND READ PROGRAM, C/O MONTEREY PEDIATRIC MEDICAL GROUP 2 UPPER RAGSDALE DRIVE, SUITE B-210 MONTEREY, CA 93940	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	7,000.
DIG 4 KIDS 1159 CYPRESS AVENUE HERMOSA BEACH, CA 90254	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	3,000.
LA TIMES FAMILY FUND 202 WEST FIRST STREET LOS ANGELES, CA 90012	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
SPEECH AND LANGUAGE DEVELOPMENT CENTER 8699 HOLDER BUENA PARK, CA 90620	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD, #29 LOS ANGELES, CA 90027	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	5,000.
PROJECT ANGEL HEART 4190 GARFIELD STREET, UNIT 5 DENVER, CO 80216	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PUR	1,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
WELLS FARGO BANK - IMA #1900	39.
WELLS FARGO BANK - SAVINGS #5411	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	40.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO BANK - IMA #1900	228,267.	2,035.	226,232.
TOTAL TO FM 990-PF, PART I, LN 4	228,267.	2,035.	226,232.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO #1900 - SETTLEMENT INCOME	26.	26.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	26.	26.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ACCOUNTING FEES	4,000.	2,000.	0.	2,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,000.	0.	2,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES FOR WELLS FARGO #1900	36,157.	18,078.	0.	18,079.
BANK FEES FOR WELLS FARGO #5411	24.	12.	0.	12.
TO FORM 990-PF, PG 1, LN 16C	36,181.	18,090.	0.	18,091.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FTB - FILING FEE	10.	0.	0.	0.
CA REG. OF CHARITABLE TRUSTS	50.	0.	0.	0.
FOREIGN TAX WITHHELD	1,701.	1,701.	0.	0.
2010 FORM 990PF EXCISE TAX	268.	0.	0.	0.
2011 FORM 990PF ES PAYMENT	1,920.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,949.	1,701.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	70.	35.	0.	35.
TO FORM 990-PF, PG 1, LN 23	70.	35.	0.	35.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES	2,886,097.	3,438,823.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,886,097.	3,438,823.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME	2,692,382.	2,752,293.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,692,382.	2,752,293.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	329,960.	306,977.
REAL ESTATE FUNDS	COST	377,160.	418,050.
TOTAL TO FORM 990-PF, PART II, LINE 13		707,120.	725,027.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEVEN G. TAPPAN 3 HUNTINGTON COURT NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
JEANNE B. TAPPAN 3 HUNTINGTON COURT NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
DIANE T. EASTON 3 HUNTINGTON COURT NEWPORT BEACH, CA 92660	TREASURER 1.00	0.	0.	0.
DAVID S. TAPPAN, IV 3 HUNTINGTON COURT NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
CONSTANCE T. CLANCY 3 HUNTINGTON COURT NEWPORT BEACH, CA 92660	PRESIDENT 1.00	0.	0.	0.
JANET T. DRYDEN 3 HUNTINGTON COURT NEWPORT BEACH, CA 92660	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE TAPPAN FOUNDATION

APPLICATION FOR GRANT

To the Applicant,

In order for the Foundation to consider your application for a Grant of Aid please fill out this application as indicated in its various parts and as completely as possible. After completion please sign where indicated and return the application to the foundation.

1. TYPES OF GRANTS: Grants will be considered for the following activities:

A. A scholarship or fellowship at an educational institution which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of students in attendance at the place where the educational activities are regularly conducted. You must be a candidate for a degree at the institution. The grant may be used for tuition, fees, books, supplies and equipment all as required in the course of your attendance and study at the institution.

B. A grant to achieve a specific objective, produce a report or other similar product, or improve or enhance a literary, artistic, musical, scientific, teaching, or other similar capacity, skill or talent of the applicant.

2. DESCRIPTION: Please attach a detailed description of the type of grant (either A or B above) for which you are applying. Your description should include:

- A: a) The name of the institution and its address.
- b) The type of study you wish to pursue and the degree towards which you will be working.
- c) The period of time which you estimate will be required to obtain your degree. Describe in detail the courses which you will be taking and whether or not you will be a fulltime student. Include the number of units you will be taking.
- d) The amount of the grant for which you are applying. This may not exceed to total cost of tuition, fees, books

supplies and required equipment, or

- B: a) Describe in detail the objective which you wish to achieve or the report or similar product which you hope to produce, or
- b) Describe the skill or talent which you hope to enhance.
- c) Describe the time involved and where you will work. If lessons are involved tell us the name and the address of the instructor or instructors the length of the lessons and their cost.
- d) The amount of the grant for which you are applying.

Whether you are applying under paragraph 2A or 2B please provide us with the following information:

3. **FINANCIAL NEED:** Since grants are based (in part) upon financial need the Foundation must have some idea of your finances. Please provide us with a statement of your income and your assets and liabilities. If you are living with your parent or parents please provide this information for them. The Foundation realizes that family relationships vary and if you describe your situation to us we will make our decision based upon your particular situation. All financial information will be treated as confidential..

4. **PERSONAL INFORMATION:** Tell us about yourself. On two or three typewritten pages tell us who you are, what you have done and what you hope to achieve. We need to know a great deal more about you than just your name, telephone number and address and that of your parent or parents although this basic information should also be included.

5. **REFERENCES:** Please give us the names, addresses and telephone numbers of at least three persons you would like to use as references. We prefer teachers, instructors, coaches and business acquaintances.

6. **PROCEDURE:** Grants are awarded based upon the applicants drive and initiative to achieve a worthwhile purpose and upon financial need. Gender, religion or race are not considered. A grant may not be awarded to a member of the family of any of the officers, directors or major contributors of the Foundation. Grants are awarded at the sole discretion of the board of directors of the Foundation and upon such terms as the board may direct. Successful applicants must submit quarterly reports to the Foundation in the form of a letter detailing the courses taken, academic standing, status of report or product, improvement made, etc. The board makes every effort to reach a decision within 30 days after the receipt of an application. After you have assembled all of the information requested and verified its accuracy please sign this application and return it and the information to The Tappan Foundation,

3 Huntington Court, Newport Beach, CA 92660

THE UNDERSIGNED CERTIFIES: that all of the information attached to this application is true and correct to the best of their knowledge, and further acknowledges that they are aware that the Foundation may terminate at any time any grant which is found to have been made in response to an application containing a material misstatement.

(applicant)

Please type your name address and telephone number:

