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

2011

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

For calendar year 2011 or tax year beginning

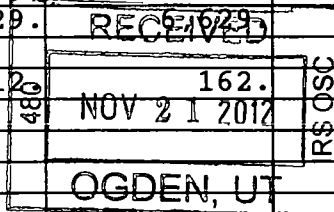
, and ending

Name of foundation THE MAISEL FOUNDATION		A Employer identification number 38-3133484
Number and street (or P.O. box number if mail is not delivered to street address) 29260 FRANKLIN RD., #611	Room/suite	B Telephone number (248) 258-2838
City or town, state, and ZIP code SOUTHFIELD, MI 48034		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. 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) \$ 397,494. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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					
4 Dividends and interest from securities		9,890.	9,890.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,234.			
b Gross sales price for all assets on line 6a 197,762.					
7 Capital gain net income (from Part IV, line 2)			6,234.		
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		733.	733.		STATEMENT 2
12 Total. Add lines 1 through 11		16,857.	16,857.		
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		675.	338.		337.
c Other professional fees STMT 4		6,629.			0.
17 Interest					
18 Taxes STMT 5		712.	162.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		268.	248.		20.
24 Total operating and administrative expenses. Add lines 13 through 23		8,284.	7,377.		357.
25 Contributions, gifts, grants paid		21,400.			21,400.
26 Total expenses and disbursements. Add lines 24 and 25		29,684.	7,377.		21,757.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-12,827.			
b Net investment income (if negative, enter -0-)			9,480.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses



R5050

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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		4,113.	2,920.	2,920.
	2	Savings and temporary cash investments		98,407.	107,621.	107,621.
	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	74,140.	72,804.	87,682.
	c	Investments - corporate bonds	STMT 9	197,002.	156,423.	154,525.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	17,662.	42,297.	44,746.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		391,324.	382,065.	397,494.	
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		391,324.	382,065.	
30	Total net assets or fund balances		391,324.	382,065.		
31	Total liabilities and net assets/fund balances		391,324.	382,065.		

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	391,324.
2	Enter amount from Part I, line 27a	2	-12,827.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	3,568.
4	Add lines 1, 2, and 3	4	382,065.
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	382,065.

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			
b GAINS FROM SALES OF PTPS			
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 194,308.		191,528.	2,780.
b 1,658.			1,658.
c 1,796.			1,796.
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			2,780.
b			1,658.
c			1,796.
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	6,234.
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	25,709.	417,358.	.061599
2009	26,513.	407,020.	.065139
2008	26,650.	607,007.	.043904
2007	77,297.	805,317.	.095983
2006	76,466.	816,127.	.093694

2 Total of line 1, column (d)	2	.360319
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	.072064
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	420,194.
5 Multiply line 4 by line 3	5	30,281.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	95.
7 Add lines 5 and 6	7	30,376.
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	21,757.

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		1	190.
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	190.
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	190.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	612.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	612.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	422.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11	0.	

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JAN MAISEL Located at ► 150 HACIENDA, TIBURON, CA	Telephone no. ► (415) 435-1424 ZIP+4 ► 94920		
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 ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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
ROBIN MAISEL	SECRETARY			
29260 FRANKLIN RD#611				
SOUTHFIELD, MI 48034	0.00	0.	0.	0.
DONALD MAISEL	TREASURER & VP			
29260 FRANKLIN RD#611				
SOUTHFIELD, MI 48034	0.00	0.	0.	0.
JAN MAISEL	PRESIDENT			
29260 FRANKLIN RD#611				
SOUTHFIELD, MI 48034	0.00	0.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	323,408.
b Average of monthly cash balances	1b	103,185.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	426,593.
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	426,593.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,399.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	420,194.
6 Minimum investment return. Enter 5% of line 5	6	21,010.

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	21,010.
2a Tax on investment income for 2011 from Part VI, line 5	2a	190.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	190.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	20,820.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	20,820.
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	20,820.

Part XIII 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	21,757.
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	21,757.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,757.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				20,820.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	38,816.			
b From 2007	38,015.			
c From 2008				
d From 2009	6,272.			
e From 2010	5,271.			
f Total of lines 3a through e	88,374.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	21,757.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				20,820.
e Remaining amount distributed out of corpus	937.			
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	89,311.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	38,816.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	50,495.			
10 Analysis of line 9:				
a Excess from 2007	38,015.			
b Excess from 2008				
c Excess from 2009	6,272.			
d Excess from 2010	5,271.			
e Excess from 2011	937.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

26694 1

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				
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	NONE	PUBLIC CHARITY	TO PROVIDE ASSISTANCE WITH GLOBAL SOCIETAL PROGRAMS	1,300.
ARCHWAY SCHOOL 250 41ST STREET OAKLAND, CA 94611	NONE	PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO DESERVING STUDENTS	200.
BERKELEY EMERGENCY FOOD AND HOUSING PROJECT 2140 DWIGHT WAY BERKELEY, CA 94704	NONE	PUBLIC CHARITY	TO PROVIDE FOOD AND SHELTER TO INDIGENT INDIVIDUALS	150.
CONGREGATION B'NAI TIKAV 25 HILCROFT WAY WALNUT CREEK, CA 94596	NONE	PUBLIC CHARITY	TO PROVIDE RELIGIOUS GUIDANCE TO THE COMMUNITY	2,000.
CONGREGATION SHERITH ISRAEL 2266 CALIFORNIA ST. SAN FRANCISCO, CA 94115	NONE	PUBLIC CHARITY	TO PROVIDE RELIGIOUS GUIDANCE TO THE COMMUNITY	1,200.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			21,400.
b Approved for future payment				
NONE				
Total	▶ 3b			0

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
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123621
12-02-11

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date 11/11/12

PRESIDENT
Title

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

☒ Yes ☐ No

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

KAREN D. CADY

AN, PLLC

11.6.12

P00240647

Firm's name ► **PLANTE & MORAN, PLLC**

Firm's EIN ▶ 38-1357951

Firm's address ► P.O. BOX 307

SOUTHFIELD, MI 48037-0307

Phone no. 248-352-2500

Form 990-PF (2011)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONTRA COSTA FOOD BANK P.O. BOX 271966 CONCORD, CA 94527	NONE	PUBLIC CHARITY	TO REDUCE FOOD WASTE AND INCREASE HUNGER AWARENESS	200.
CONTRA COSTA MIDRASHA 74 ECKLEY LANE WALNUT CREEK, CA 94596	NONE	PUBLIC CHARITY	TO EDUCATE JEWISH TEENAGERS	250.
EAST BAY AGENCY FOR CHILDREN 303 VAN BUREN AVENUE OAKLAND, CA 94610	NONE	PUBLIC CHARITY	FOR THE HEALTH AND WELL BEING OF CHILDREN	350.
HEBREW DAY SCHOOL 3630 AFTON ROAD SAN DIEGO, CA 92123	NONE	PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO DESERVING STUDENTS	2,800.
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVENUE ROXBURY, MA 02119	NONE	PUBLIC CHARITY	FOR THE ASSURANCE OF THE HEALTH AND WELL BEING OF CHILDREN	1,000.
JEWISH COMMUNITY FEDERATION 6735 TELEGRAPH ROAD BLOOMFIELD HILLS, MI 48301	NONE	PUBLIC CHARITY	TO CONTINUE JEWISH-LED PHILANTHROPIC AND HUMANITARIAN ACTIVITIES	500.
JEWISH FAMILY & CHILDREN'S SERVICES OF THE EAST BAY 2484 SHATTUCK AVENUE, SUITE 210 BERKELEY, CA 94704	NONE	PUBLIC CHARITY	TO PROVIDE HUMAN SERVICE AND HEALTH CARE PROGRAMS	3,650.
JEWISH FAMILY AND CHILDREN'S SERVICES 2150 POST STREET SAN FRANCISCO, CA 94115-5411	NONE	PUBLIC CHARITY	TO PROVIDE HUMAN SERVICE AND HEALTH CARE PROGRAMS	3,500.
JEWISH FUND FOR JUSTICE 330 7TH AVE., SUITE 1401 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	TO SUPPORT THE MOVEMENT FOR JUSTICE	1,000.
JEWISH VOCATIONAL & CAREER COUNSELING SERVICES 225 BUSH ST., SUITE 400 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	TO BRING PEOPLE AND WORK TOGETHER	350.
Total from continuation sheets				16,550.

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
KEHILLA COMMUNITY SYNAGOGUE 941 THE ALAMEDA BERKELEY, CA 94707	NONE	PUBLIC CHARITY	SHARE RICHES OF JUDAISM AND ENCOURAGE SPIRITUALITY	500.
M.A.D.D. 938 S. ANDERSON DR., STE M ESCONDIDO, CA 92029	NONE	PUBLIC CHARITY	TO STOP DRUNK DRIVING AND TO SUPPORT THE VICTIMS	700.
OXFAM, AMERICA 26 WEST STREET BOSTON, MA 02111	NONE	PUBLIC CHARITY	TO DEVELOP LASTING SOLUTIONS TO POVERTY AND HUNGER	150.
RAPHAEL HOUSE 1065 SUTTER STREET SAN FRANCISCO, CA 94109	NONE	PUBLIC CHARITY	TO HELP AT-RISK FAMILIES ACHIEVE STABLE HOUSING	350.
SENIOR OUTREACH SERVICE 1300 CIVIC DRIVE WALNUT CREEK, CA 94596-4228	NONE	PUBLIC CHARITY	TO MAINTAIN HEALTH AND WELLNESS SAFETY NETS FOR AGING PERSONS	350.
UNITED JEWISH FEDERATION OF SAN DIEGO 4950 MURPHY CANYON SAN DIEGO, CA 92123	NONE	PUBLIC CHARITY	TO HELP IMPROVE THE LIVES OF JEWISH PEOPLE	700.
YOUTH EMERGENCY ASSISTANCE HOSTEL (Y.E.A.H.!) 1744 UNIVERSITY AVE. BERKELEY, CA 94703	NONE	PUBLIC CHARITY	TO PROVIDE FOOD AND SHELTER TO INDIGENT INDIVIDUALS	200.
Total from continuation sheets				



DONNA THOMPSON

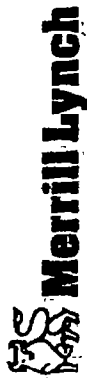
WOMA: Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		1,240.57	1,240.57			
51,095	BBIF MONEY FUND CLASS 4		51,095.00	51,095.00			5.11
55,285	PREFERRED DEPOSIT (BUS)	11/12/10	55,285.00	55,285.00			110.57
	Total Cash and Money Funds		107,620.57	107,620.57			115.68

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
177	ANNALY CAP MGMT INC	06/25/09	2,644.38	2,824.92	180.54	404.00
37	ANNALY CAP MGMT INC	06/25/09	552.78	590.52	37.74	85.00
232	ANNALY CAP MGMT INC	02/08/11	4,168.78	3,702.72	(468.06)	529.00
7	ANNALY CAP MGMT INC	10/12/11	110.18	111.72	1.54	16.00
122	COCA COLA COM	03/19/10	6,679.60	8,536.34	1,856.74	230.00
565	HUGOTON ROYALTY TR UBI	09/10/09	9,610.65	10,644.60	1,033.95	610.00
20	HATTERAS FINL CORP	10/21/11	500.85	527.40	26.55	72.00
23	HATTERAS FINL CORP	10/24/11	590.56	608.51	15.95	83.00



DONNA THOMPSON

WCMMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
117	HATTERAS FINL CORP	10/26/11	2,976.87	3,085.29	108.42	422.00
138	KINDER MORGAN MANAGEMENT LLC	08/25/09	5,086.60	10,678.72	5,592.12	
82	TELEKOMUNIKASI INDONESIA SP ADR	08/02/11	2,935.50	2,520.68	(414.82)	105.00
9	TELEKOMUNIKASI INDONESIA SP ADR	08/03/11	321.19	276.66	(44.53)	12.00
45	TELEKOMUNIKASI INDONESIA SP ADR	08/04/11	1,629.74	1,383.30	(246.44)	58.00
98	TELEKOMUNIKASI INDONESIA SP ADR	08/05/11	3,488.21	3,012.52	(475.69)	125.00
62	PROCTER & GAMBLE CO	12/22/10	4,024.73	4,136.02	111.29	131.00
108	SENIOR HSG PPTYS TRSBI	01/18/11	2,273.85	2,378.64	104.79	162.00
68	SENIOR HSG PPTYS TRSBI	01/20/11	1,480.35	1,525.92	45.57	104.00
199	ENTERPRISE PRDTS PRTN LP LP	06/25/09	5,028.73	9,229.62	4,200.89	488.00
110	PLAINS ALL AMERN PIPL LP	07/20/09	5,225.16	8,079.50	2,854.34	438.00
22	PLAINS ALL AMERN PIPL LP	07/21/09	1,043.92	1,815.90	571.98	88.00
217	PENN VA RESRCS PRTNRS LP	12/07/11	5,424.61	5,540.01	115.40	434.00
107	PENN VA RESRCS PRTNRS LP	12/08/11	2,673.93	2,731.71	57.78	214.00



DONNA THOMPSON

WOMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
9	ENERGY TRANSFER PTNRS LP	08/25/08	358.64	412.65	58.01	33.00
77	ENERGY TRANSFER PTNRS LP	06/23/11	3,879.34	3,530.45	(148.89)	278.00
102,106	FRAC KINDER MORGAN MGMT	08/19/09	44.38	0.00	(44.38)	
2,173	FRAC KINDER MORGAN MGMT	11/13/09	0.83	0.00	(0.83)	
92,800	FRAC KINDER MORGAN MGMT	11/20/09		0.00		
3,632	FRAC KINDER MORGAN MGMT	02/12/10	1.92	0.00	(1.92)	
44,308	FRAC KINDER MORGAN MGMT	02/17/10	21.39	0.00	(21.39)	
4,376	FRAC KINDER MORGAN MGMT	05/14/10	2.36	0.00	(2.36)	
62,943	FRAC KINDER MORGAN MGMT	05/18/10		0.00		
5,727	FRAC KINDER MORGAN MGMT	08/13/10	2.76	0.00	(2.76)	
73,889	FRAC KINDER MORGAN MGMT	08/17/10	35.68	0.00	(35.68)	
6,993	FRAC KINDER MORGAN MGMT	11/12/10	4.32	0.00	(4.32)	
70,042	FRAC KINDER MORGAN MGMT	11/16/10	40.59	0.00	(40.59)	
1	FRAC KINDER MORGAN MGMT	11/16/10		0.00		
65,505	FRAC KINDER MORGAN MGMT	02/16/11	38.62	0.00	(38.62)	
9,140	FRAC KINDER MORGAN MGMT	05/13/11	5.38	0.00	(5.38)	
64,484	FRAC KINDER MORGAN MGMT	05/18/11	38.02	0.00	(38.02)	





DONNA THOMPSON

WOMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Equities						
10,882	FRAC KINDER MORGAN MGMT	08/12/11	6.41	0.00	(8.41)	
45,955	FRAC KINDER MORGAN MGMT	08/16/11	27.09	0.00	(27.09)	
1	FRAC KINDER MORGAN MGMT	08/16/11		0.00		
44,348	FRAC KINDER MORGAN MGMT	11/16/11	26.60	0.00	(26.60)	
Total Equities			72,803.50	87,682.32	14,878.82	5,119.00

Mutual Funds/Closed End Funds/UIT

540	H & Q HEALTHCARE FND SBI	06/15/10	8,749.74	7,619.40	869.66	827.00
593	BLACKROCK HLTH SCIENCES TRUST	05/26/09	14,153.14	14,902.09	748.95	912.00
194	MARKET VECTORS ETF TR GOLD MINERS ETF	11/08/11	12,319.72	9,977.42	(2,342.30)	30.00
1,819	DOUBLELINE TOTAL RETURN BOND FUND CL 1	08/09/11	20,425.02	20,083.57	(361.45)	1,650.00
	.1340 Fractional Share	10/31/11	1.49	1.48	(0.01)	1.00
119	BLACKROCK HL SC OPP INST	08/21/11	3,868.75	3,478.37	(388.38)	
	.6510 Fractional Share	12/09/11	18.67	19.03	0.36	



DONNA THOMPSON

WICMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/11	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
6,723	PIMCO TOTAL RETURN FUND CL P	08/02/09	70,053.67	73,079.01	3,025.34	2,340.00
	.5430 Fractional Share	08/18/10	8 06	5.90	(0.16)	1.00
14,502	COMSTOCK PARTNERS CAP VALUE FD CL A	08/18/11	28,828.33	25,378.50	(3,449.83)	
	.2850 Fractional Share	11/23/11	0.54	0.50	(0.04)	
Total Mutual Funds/Closed End Funds/UIT			156,423.13	154,525.27	(1,897.86)	5,561.00
Other						
516	ISHARES GOLD TR	07/08/11	7,783.09	7,858.68	75.59	
580	ISHARES GOLD TR	07/13/11	8,688.63	8,528.80	(139.83)	
205	ISHARES GOLD TR	08/02/11	3,292.20	3,122.15	(170.05)	
190	ISHARES GOLD TR	08/10/11	3,314.32	2,893.70	(420.62)	
40	SPDR GOLD TRUST	03/12/10	4,305.97	6,079.60	1,773.63	
69	SPDR GOLD TRUST	09/16/10	8,584.33	10,487.31	1,902.98	
19	SPDR GOLD TRUST	08/02/11	3,042.89	2,887.81	(155.08)	
19	SPDR GOLD TRUST	08/10/11	3,305.35	2,887.81	(417.54)	
Total Other			44,296.78	44,745.86	2,449.08	0.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED DIVIDENDS	4.	111.	-107.
DIVIDENDS - PUBLICLY TRADED PARTNERSHIPS	10.	0.	10.
INTEREST - PUBLICLY TRADED PARTNERSHIPS	6.	0.	6.
MERRILL LYNCH - 07271	11,666.	1,685.	9,981.
TOTAL TO FM 990-PF, PART I, LN 4	11,686.	1,796.	9,890.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY GAINS FROM K-1S	733.	733.	
TOTAL TO FORM 990-PF, PART I, LINE 11	733.	733.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	675.	338.		337.
TO FORM 990-PF, PG 1, LN 16B	675.	338.		337.

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 FEES	6,629.	6,629.		0.	
TO FORM 990-PF, PG 1, LN 16C	6,629.	6,629.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHOLDING	162.	162.		0.	
EXCISE TAX	550.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	712.	162.		0.	

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 SERVICE CHARGE	248.	248.		0.	
MICHIGAN ANNUAL REPORT	20.	0.		20.	
TO FORM 990-PF, PG 1, LN 23	268.	248.		20.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
TIMING DIFFERENCES	647.				
ACTIVITY FROM K-1'S	2,921.				
TOTAL TO FORM 990-PF, PART III, LINE 3	3,568.				

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES - SEE ATTACHED	72,804.	87,682.
TOTAL TO FORM 990-PF, PART II, LINE 10B	72,804.	87,682.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED	156,423.	154,525.
TOTAL TO FORM 990-PF, PART II, LINE 10C	156,423.	154,525.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SPDR GOLD TRUST	COST	42,297.	44,746.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,297.	44,746.