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

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
PAUL MARCIANO FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
144 S. BEVERLY DR. #600

Room/suite

City or town, state, and ZIP code
BEVERLY HILLS, CA 90212

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ **52,118,614.** (Part I, column (d) must be on cash basis)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number
42-1745335

B Telephone number
(310) 246-1146

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,561.			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	963,275.	963,275.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,593,116.			
	b Gross sales price for all assets on line 6a	29,192,766.			
	7 Capital gain net income (from Part IV, line 2)		1,593,116.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	265,289.	265,322.	0.	STATEMENT 2
	12 Total. Add lines 1 through 11	2,824,241.	2,821,713.	0.	
	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,280.	0.	0.	0.
	b Accounting fees STMT 4	49,622.	35,396.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	4,706.	2,891.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	56,608.	38,287.	0.	0.	
25 Contributions, gifts, grants paid	2,189,000.			2,189,000.	
26 Total expenses and disbursements. Add lines 24 and 25	2,245,608.	38,287.	0.	2,189,000.	
27 Subtract line 26 from line 12	578,633.				
a Excess of revenue over expenses and disbursements		2,783,426.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0.		

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	1,305,825.	2,369,287.	2,369,287.
	2 Savings and temporary cash investments	10,152,590.	18,940,706.	18,940,706.
	3 Accounts receivable ▶ 63,780.			
	Less allowance for doubtful accounts ▶	46,451.	63,780.	63,780.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	25,936,663.	16,686,389.	30,744,841.
	c Investments - corporate bonds STMT 7	40,000.	0.	0.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	37,481,529.	38,060,162.	52,118,614.	
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	37,481,529.	38,060,162.	
30 Total net assets or fund balances	37,481,529.	38,060,162.		
31 Total liabilities and net assets/fund balances	37,481,529.	38,060,162.		

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	37,481,529.
2 Enter amount from Part I, line 27a	2	578,633.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	38,060,162.
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	38,060,162.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 29,192,766.		27,599,650.	1,593,116.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			1,593,116.

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	1,593,116.
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	1,047,195.	45,296,158.	.023119
2009	667,135.	33,069,846.	.020174
2008	70,984.	25,337,530.	.002802
2007	430,400.	36,181,946.	.011895
2006	177,830.	9,824,282.	.018101

2 Total of line 1, column (d)	2	.076091
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	.015218
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	55,201,347.
5 Multiply line 4 by line 3	5	840,054.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,834.
7 Add lines 5 and 6	7	867,888.
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	2,189,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	27,834.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	27,834.
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	27,834.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	99,924.	
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	99,924.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	72,090.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 72,090. Refunded ☒	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) ☒ NV, CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JENNIFER GROSS Telephone no ► (310) 246-1146 Located at ► 144 S. BEVERLY DR. #600, BEVERLY HILLS, CA ZIP+4 ► 90212			
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

X**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?

N/A

7b**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 MARCIANO, DIRECTOR AND PRESIDENT 144 S. BEVERLY DR. #600 BEVERLY HILLS, CA 90212	PRESIDENT 0.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	38,164,657.
b	Average of monthly cash balances	1b	17,877,320.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	56,041,977.
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	56,041,977.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	840,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,201,347.
6	Minimum investment return. Enter 5% of line 5	6	2,760,067.

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	2,760,067.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	27,834.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27,834.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,732,233.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,732,233.
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	2,732,233.

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	2,189,000.
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	2,189,000.
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	27,834.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,161,166.

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				2,732,233.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,184,800.	
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 ▶ \$ 2,189,000.				
a Applied to 2010, but not more than line 2a			2,184,800.	
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				4,200.
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				2,728,033.
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				
BAIS MENCHAM MENDEL 151 SOUTH DETROIT STREET LOS ANGELES, CA 90036	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIGIOUS PROGRAMS	36,000.
CAMP AXIOS 1324 S. NORMANDIE AVE. LOS ANGELES, CA 90006	NO RELATIONSHIP	EXEMPT ORGANIZATION	EDUCATIONAL PROGRAMS	30,000.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIEF PROGRAMS	50,000.
CHABAD ISRAEL CENTER 1520 S. ROBERTSON BLVD. LOS ANGELES, CA 90035	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIGIOUS PROGRAMS	54,000.
EM HABANIM SEPHARDIC CONGREGATION 5850 LAUREL CANYON BLVD. NORTH HOLLYWOOD, CA 91607	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIGIOUS PROGRAMS	30,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	2,189,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	963,275.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			41	265,322.		-33.
8 Gain or (loss) from sales of assets other than inventory			18	1,593,116.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		2,821,713.		-33.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,821,680.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign
Here**

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

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

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

PRESIDENT &
DIRECTOR

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MARK SILAH	 CPA	11/8/11		P01277888
	Firm's name ▶ NIGRO KARLIN SEGAL & FELDSTEIN, LLP			Firm's EIN ▶ 95-3632775	
	Firm's address ▶ 10960 WILSHIRE BL, 5TH FL LOS ANGELES, CA 90024			Phone no (310) 277-4657	

Form 990-PF (2011)

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

PAUL MARCIANO FOUNDATION

Employer identification number

42-1745335

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 foundationCheck 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

PAUL MARCIANO FOUNDATION

42-1745335

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	PAUL MARCIANO 144 S. BEVERLY DR. #600 BEVERLY HILLS, CA 90212	\$ 2,561.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

42-1745335

[illegible]

Name of organization	Employer identification number
PAUL MARCIANO FOUNDATION	42-1745335

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

PAUL MARCIANO FOUNDATION
CANTOR FITZGERALD

A/C# 35004602

2011 REALIZED GAIN(LOSS) SCHEDULE

SHARES	OPENED DATE	PRICE	COMM	TOTAL COST	SALE DATE	PRICE	COMM.	FEE	TOTAL SALE	REALIZED GAIN(LOSS)	SHORT TERM	LONG TERM
GUESS?, INC.	08/08/96	0.025603	0.00	640.07	01/11/11	43.10	1,250.00	18.21	1,076,231.79	1,075,591.73	0	1,075,591.73
GUESS?, INC.	08/08/96	0.025603	0.00	640.07	01/11/11	42.34	1,250.00	17.89	1,057,232.11	1,056,592.05	0	1,056,592.05
<u>TOTAL JANUARY</u>			<u>0.00</u>	<u>1,280.13</u>			<u>2,500.00</u>	<u>36.10</u>	<u>2,133,463.90</u>	<u>2,132,183.77</u>	<u>0</u>	<u>2,132,183.77</u>
<u>YEAR-TO-DATE</u>			<u>0</u>	<u>1,280.13</u>			<u>2,500.00</u>	<u>36.10</u>	<u>2,133,463.90</u>	<u>2,132,183.77</u>	<u>0.00</u>	<u>2,132,183.77</u>

2:13 PM

10/22/12

Accrual Basis

Paul Marciano Foundation - Nevada
Transaction Detail By Account
 January through December 2011

Type	Date	Num	Name	Memo	Amount
Donation					
Check	2/15/2011	1079	EM HABANIM SEPHARDIC CONGREGATION	Donation	25,000.00
Check	3/29/2011	1083	Bais Mencham Mendel	Donation	18,000.00
Check	3/29/2011	1084	Chabad Israel Center	Donation	18,000.00
Check	3/29/2011	1086	ETHIOPIAN CHILDREN'S FUND	Donation	10,000.00
Check	3/29/2011	1088	Save the Children	Donation	50,000.00
Check	5/11/2011	1099	The Buckley School	Donation General Fund	100,000.00
Check	5/11/2011	1098	The Buckley School	Donation to be Used for Baseball Team:	100,000.00
Check	5/11/2011	1096	The Center for Early Education	Donation	150,000.00
Check	6/23/2011	1103	CAMP AXIOS	Donation	30,000.00
Check	7/1/2011	1104	Bais Mencham Mendel	Donation	18,000.00
Check	7/7/2011	1105	Chabad Israel Center	Donation	18,000.00
Check	7/8/2011	1106	EM HABANIM SEPHARDIC CONGREGATION	Donation	1,000.00
Check	8/31/2011	1110	EM HABANIM SEPHARDIC CONGREGATION	Donation	4,000.00
Check	9/9/2011	1112	Chabad Israel Center	Donation	18,000.00
Check	9/9/2011	1113	The Neurodegenerative Research Project	Donation	50,000.00
Check	10/3/2011	1115	Beverly Hills Police Officers Association	Donation: Thriving on Excellence	8,000.00
Check	10/6/2011	1116	The Center for Early Education	Donation	1,000,000.00
Check	10/10/2011	1117	Sephardic Temple Tifereth Israel	Donation	40,000.00
Check	10/19/2011	1118	The Buckley School	Class of 2012 Legacy Fund	10,000.00
Check	10/20/2011	1119	Friends of Israel Defense Forces	Donation, Western Region Gala	50,000.00
Check	11/29/2011	1122	Sephardic Temple Tifereth Israel	Talmud Torah Donation - 2011	1,000.00
Check	12/28/2011	1092	Bais Nochum	In Honor of Jacques Levy	20,000.00
Check	12/28/2011	1127	St. Helena Hospital Foundation	Donation	25,000.00
Check	12/28/2011	1128	The Neurodegenerative Research Project	The Neurodegenerative Research Project	250,000.00
Check	12/28/2011	1129	The Buckley School	Donation - Baseball Team Needs	100,000.00
Check	12/28/2011	1125	Young Israel of Century City	In Honor of Jacques Levy	75,000.00
Total Donation					2,189,000.00
TOTAL					2,189,000.00

STMT D



PAUL MARCIANO FOUNDATION
Account Number: Q 25764-00-4

Corrected Copy 03/08/2012

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Non Covered								
PACE OIL AND GAS LTD	69374D104	2,445.000	01/07/10	01/03/11	19,850.86	23,797.92	-3,947.06	
PROSPECT CAPITAL CORPORATION	74348T102	20,000.000	01/07/10	01/03/11	216,626.52	241,940.12	-25,313.60	
SPDR GOLD TRUST	78463V107	71,100.000	01/03/11	01/03/11	9,861,574.63	9,866,937.34	-5,362.71	
ISHARES IBOX	464288513	6,000.000	01/03/11	09/07/11	518,268.54	543,659.94	-25,391.40	
HIGH YLD CORP BOND								
SPDR GOLD TRUST	78463V107	2,000.000	01/03/11	09/07/11	353,541.20	277,550.98	75,990.22	
NAVOS MARITIME PARTNERS LP	Y62267102	10,000.000	01/10/11	12/15/11	142,273.86	200,990.36	-58,716.50	
LEGACY RESERVES LP	524707304	10,000.000	01/10/11	12/15/11	256,736.66	295,330.10	-38,593.44	
Total Short Term Non Covered					11,368,872.27	11,450,206.76	-81,334.49	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

STMT A

J.P.Morgan



Corrected Copy 03/08/2012

PAUL MARCIANO FOUNDATION
Account Number: Q 25764-00-4 -

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
COLONY FINANCIAL INC	19624R106	1,848.000	12/17/09	01/03/11	37,001.76	37,657.79	-656.03	
PENN WEST PETROLEUM LTD	707887105	50,000.000	Various	01/03/11	1,232,578.63	1,452,488.00	-219,909.37	
COLONY FINANCIAL INC	19624R106	4,652.000	12/17/09	01/04/11	92,462.47	94,796.55	-2,334.08	
COLONY FINANCIAL INC	19624R106	7,942.000	12/17/09	01/05/11	157,042.77	161,838.82	-4,796.05	
COLONY FINANCIAL INC	19624R106	5,958.000	12/17/09	01/06/11	118,342.58	121,409.68	-3,067.10	
COLONY FINANCIAL INC	19624R106	3,712.000	12/17/09	01/07/11	74,097.57	75,641.61	-1,544.04	
BANK OF AMERICA CORP	060505765	38,000.000	05/21/08	01/10/11	979,460.40	950,001.58	29,458.82	
8.2% PFD								
COLONY FINANCIAL INC	19624R106	6,957.000	12/17/09	01/10/11	137,982.87	141,766.89	-3,784.02	
I SHARES S&P LATIN AMERICAN 40	464287390	8,250.000	06/04/08	01/10/11	433,283.50	497,955.04	-64,671.54	
INDEX FUND								
JPM CHASE CAPITAL XXVI	48124G104	43,000.000	06/17/08	01/10/11	1,152,107.01	1,114,960.78	37,146.23	
VAR RATE PFD								
MGM RESORTS INTERNATIONAL	552953101	25,000.000	11/12/08	01/10/11	404,582.39	251,657.50	152,924.89	
BANK OF AMERICA CORP	060505765	82,000.000	05/21/08	01/11/11	2,116,409.59	2,050,003.42	66,406.17	
8.2% PFD								
COLONY FINANCIAL INC	19624R106	18,931.000	12/17/09	01/11/11	373,647.31	385,768.16	-12,120.85	
JPM CHASE CAPITAL XXVI	48124G104	34,250.000	06/17/08	01/11/11	918,201.95	888,079.22	30,122.73	
VAR RATE PFD								
SPDR GOLD TRUST	78463V107	2,000.000	00/00/00	02/04/11	89.03	.00	89.03	
COST BASIS ALLOC. RATE 0.000336685								
SPDR GOLD TRUST	78463V107	2,000.000	00/00/00	03/03/11	78.00	.00	78.00	
COST BASIS ALLOC. RATE 0.000281236								

* O indicates Ordinary Income Gain/Loss

F indicates Foreign Exchange Gain/Loss on Capital transactions

STMT A

J.P.Morgan



Corrected Copy 03/08/2012

PAUL MARCIANO FOUNDATION
Account Number: Q 25764-00-4

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
SPDR GOLD TRUST	78463V107	2,000.000	00/00/00	04/07/11	90.87	.00	90.87	
COST BASIS ALLOC. RATE 0.000319228								
SPDR GOLD TRUST	78463V107	2,000.000	00/00/00	05/09/11	97.75	.00	97.75	
COST BASIS ALLOC. RATE 0.000333782								
SPDR GOLD TRUST	78463V107	2,000.000	00/00/00	06/08/11	96.47	.00	96.47	
COST BASIS ALLOC. RATE 0.000321858								
SPDR GOLD TRUST	78463V107	2,000.000	00/00/00	07/08/11	98.39	.00	98.39	
COST BASIS ALLOC. RATE 0.000327575								
SPDR GOLD TRUST	78463V107	2,000.000	00/00/00	08/10/11	100.98	.00	100.98	
COST BASIS ALLOC. RATE 0.000292563								
APOLLO INVESTMENT CORP	03761U106	20,000.000	01/07/10	09/07/11	177,174.58	216,393.00	-39,218.42	
PIMCO LOW DURATION FUND	693390304	190,839.695	06/30/10	12/20/11	1,969,465.65	2,000,000.00	-30,534.35	
PIMCO TOTAL RETURN FUND	693390700	222,024.870	06/30/10	12/20/11	2,417,850.83	2,500,000.03	-82,149.20	
Total Long Term Non Covered					12,792,343.35	12,940,418.07	-148,074.72	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

STMT A

J.P.Morgan



Corrected Copy 03/08/2012

PAUL MARCIANO FOUNDATION
Account Number: Q 25764-00-4

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Covered								
CHIMERA INVESTMENT CORP	16934Q109	20,000,000	02/17/11	09/07/11	57,236.88	84,799.40	-27,562.52	
ENTERGY CORP	29364G103	10,000,000	01/03/11	12/15/11	714,591.77	721,036.00	-6,444.23	
Total Short Term Covered					771,828.65	805,835.40	-34,006.75	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

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
ETHIOPIAN CHILDREN'S FUND PO BOX 602 BELLEFONTAINE, OH 43311	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIEF PROGRAMS	10,000.
FRIENDS OF THE ISRAELI DEFENSE FORCES 4640 ADMIRALTY WAY, SUITE 406 MARINA DEL REY, CA 90292	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIEF PROGRAMS	50,000.
CEDARS-SINAI MEDICAL CENTER - THE NEURODEGENERATIVE RESEARCH PROJECT 8700 BEVERLY BLVD, STE 2416 LOS ANGELES, CA 90048	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIEF PROGRAMS	300,000.
BEVERLY HILLS POLICE OFFICERS ASSOCIATION 9663 SANTA MONICA BLVD, STE 786 BEVERLY HILLS, CA 90210	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIEF PROGRAMS	8,000.
BAIS NOCHUM 151 SOUTH DETROIT STREET LOS ANGELES, CA 90036	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIGIOUS PROGRAMS	20,000.
ST HELENA HOSPITAL FOUNDATION 10 WOODLAND RD. ST. HELENA, CA 94574	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIEF PROGRAMS	25,000.
YOUNG ISRAEL OF CENTURY CITY 9317 W PICO BLVD. LOS ANGELES, CA 90035	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIGIOUS PROGRAMS	75,000.
SEPHARDIC TEMPLE ISRAEL 10500 WILSHIRE BLVD. LOS ANGELES, CA 90024	NO RELATIONSHIP	EXEMPT ORGANIZATION	RELIGIOUS PROGRAMS	41,000.
THE BUCKLEY SCHOOL 3900 STANSBURY AVENUE SHERMAN OAKS, CA 91423	NO RELATIONSHIP	EXEMPT ORGANIZATION	EDUCATIONAL PROGRAMS	310,000.
THE CENTER FOR EARLY EDUCATION 563 N. ALFRED STREET WEST HOLLYWOOD, CA 90048	NO RELATIONSHIP	EXEMPT ORGANIZATION	EDUCATIONAL PROGRAMS	1,150,000.
Total from continuation sheets				1,989,000.

PAUL MARCIANO FOUNDATION

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	JP MORGAN - STMT A	P	VARIOUS	12/31/11
b	JP MORGAN - STMT A	P	VARIOUS	12/31/11
c	JP MORGAN - STMT A	P	VARIOUS	12/31/11
d	MERRILL LYNCH - STMT B	P	VARIOUS	12/31/11
e	MERRILL LYNCH - STMT B	P	VARIOUS	12/31/11
f	CANTOR FITZGERALD - STMT C	P	08/08/96	01/11/11
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(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 11,368,872.		11,450,207.	-81,335.
b 12,792,343.		12,940,418.	-148,075.
c 771,829.		805,835.	-34,006.
d 447,182.		500,017.	-52,835.
e 1,661,945.		1,901,893.	-239,948.
f 2,133,464.		1,280.	2,132,184.
g 17,131.			17,131.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-81,335.
b			-148,075.
c			-34,006.
d			-52,835.
e			-239,948.
f			2,132,184.
g			17,131.
h			
i			
j			
k			
l			
m			
n			
o			

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	1,593,116.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DEUSTSCHE BANK-INTEREST	2.	0.	2.
GOLDMAN SACHS-INTEREST	35.	0.	35.
JP MORGAN-DIVIDENDS	932,912.	14,237.	918,675.
JP MORGAN-INTEREST	16.	0.	16.
JP MORGAN-MUNI INTEREST	6,793.	0.	6,793.
JP MORGAN-NONDIVIDEND DISTRIBUTION	7,353.	0.	7,353.
MERRILL LYNCH-DIVIDENDS	33,087.	2,894.	30,193.
STATE OF ISRAEL-INTEREST	208.	0.	208.
TOTAL TO FM 990-PF, PART I, LN 4	980,406.	17,131.	963,275.

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
INV-GS LSV	39,638.	39,638.	0.
INV-GS WILLIAM BLAIR	225,684.	225,684.	0.
-----	-33.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	265,289.	265,322.	0.

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,280.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	2,280.	0.	0.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	14,226.	0.	0.	0.	
INVESTMENT FEES	35,396.	35,396.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	49,622.	35,396.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES & LICENSES	1,815.	0.	0.	0.	
FOREIGN TAXES PAID	2,891.	2,891.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	4,706.	2,891.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	16,686,389.	30,744,841.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,686,389.	30,744,841.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
STATE OF ISRAEL	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.		

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	PAUL MARCIANO FOUNDATION	☒ 42-1745335
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	144 S. BEVERLY DR. #600	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JENNIFER GROSS

• The books are in the care of ☒ 144 S. BEVERLY DR. #600 - BEVERLY HILLS, CA 90212

Telephone No ☒ (310) 246-1146

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE TAXPAYER IS STILL AWAITING THIRD PARTY INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	\$	99,924.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	99,924.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☒ PRESIDENT & DIRECTOR

Date ☐

Form 8868 (Rev. 1-2012)