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Form **990-PF**Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

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 **APR 28, 2011**, and ending **DEC 31, 2011**

Name of foundation JAMES AND DEBORAH BURROWS FOUNDATION		A Employer identification number 45-6196471
Number and street (or P.O. box number if mail is not delivered to street address) 9171 WILSHIRE BLVD		B Telephone number 310-274-5847
City or town, state, and ZIP code BEVERLY HILLS, CA 90210		C If exemption application is pending, check here ☐
G Check all that apply: ☒ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,850,932. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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	5,220,000.		N/A	
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	130,808.	130,808.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	5,350,808.	130,808.		
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				
c	Other professional fees				
17	Interest				
18	Taxes STMT 2	1,648.	1,648.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 3	13,559.	13,559.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	15,207.	15,207.		0.
25	Contributions, gifts, grants paid	219,729.			219,729.
26	Total expenses and disbursements. Add lines 24 and 25	234,936.	15,207.		219,729.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	5,115,872.			
b	Net investment income (if negative, enter -0-)		115,601.		
c	Adjusted net income (if negative, enter -0-)			N/A	

LHA For Paperwork Reduction Act Notice, see instructions.

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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			
	2 Savings and temporary cash investments		266,635.	266,635.
	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			
	c Investments - corporate bonds STMT 4	0.	4,349,237.	4,090,403.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	0.	500,000.	493,894.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	0.	5,115,872.	4,850,932.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 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 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	0.	5,115,872.	
30 Total net assets or fund balances	0.	5,115,872.		
31 Total liabilities and net assets/fund balances	0.	5,115,872.		

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	0.
2 Enter amount from Part I, line 27a	2	5,115,872.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,115,872.
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	5,115,872.

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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	NONE			
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			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } 2

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

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.)

N/A

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			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d) 2

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

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4

5 Multiply line 4 by line 3 5

6 Enter 1% of net investment income (1% of Part I, line 27b) 6

7 Add lines 5 and 6 7

8 Enter qualifying distributions from Part XII, line 4 8

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,312.
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 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	2,312.
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	2,312.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,357.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,357.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	45.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

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) ☐ 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	

N/A

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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 ► FLEKMAN, BAREN & COMPANY Telephone no. ► (310) 274-5847 Located at ► 9171 WILSHIRE BLVD. #400, BEVERLY HILLS, CA ZIP+4 ► 90210			
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

X

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

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

☐ Yes ☒ No

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

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
JAMES BURROWS	CO-TRUSTEE			
9171 WILSHIRE BLVD., #400	5.00	0.	0.	0.
BEVERLY HILLS, CA 90210				
DEBORAH BURROWS	CO-TRUSTEE			
9171 WILSHIRE BLVD., #400	5.00	0.	0.	0.
BEVERLY HILLS, CA 90210				
MANNY FLEKMAN	CO-TRUSTEE			
9171 WILSHIRE BLVD., #400	0.00	0.	0.	0.
BEVERLY HILLS, CA 90210				
CHARLES BAREN	CO-TRUSTEE			
9171 WILSHIRE BLVD., #400	0.00	0.	0.	0.
BEVERLY HILLS, CA 90210				

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 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	2,924,128.
b	Average of monthly cash balances	1b	227,361.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,151,489.
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	3,151,489.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47,272.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,104,217.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	105,460.

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	105,460.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,312.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,312.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,148.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	103,148.
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	103,148.

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	219,729.
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	219,729.
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	219,729.

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				103,148.
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				
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: ► \$ 219,729.				
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				103,148.
e Remaining amount distributed out of corpus	116,581.			
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:	116,581.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	116,581.			
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	116,581.			

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

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

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90011	N/A	PUBLIC	GENERAL	250.
ACADEMY OF TELEVISION ARTS & SCIENCES FOUNDATION 5220 LANKERSHIM BLVD NORTH HOLLYWOOD, CA 91601	N/A	PUBLIC	GENERAL	500.
ACT-SOA LAKE STEWARD FUND P.O. BOX 1235 LAKE PLACID, NY 12946	N/A	PUBLIC	GENERAL	500.
AMERICAN BRAIN TUMOR ASSOCIATION 2720 RIVER ROAD, STE 146 DES PLAINES, IL 60018	N/A	PUBLIC	GENERAL	250.
AMERICAN CANCER SOCIETY 5731 W SLAUSON AVE, STE 200 CULVER CITY, CA 90230	N/A	PUBLIC	GENERAL	1,000.
Total	SEE CONTINUATION SHEET(S)			219,729.
b Approved for future payment				
NONE				
Total				0.

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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | 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.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY S. JARET

Preparer's signature

Date _____

11/14/12

Check ☐
self-employed

PTIN

P00974148

Firm's name ► **FLEKMAN, BAREN & CO.**

Firm's EIN ► 95-3585773

Firm's address ► 9171 WILSHIRE BLVD., SUITE 400
BEVERLY HILLS, CA 90210

Phone no. (310) 274-5847

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
AMERICAN FILM INSTITUTE 2021 N WESTERN AVE LOS ANGELES, CA 90027	N/A	PUBLIC	GENERAL	250.
AMERICAN HEART ASSOCIATION P.O. BOX 78851 PHOENIX, AZ 85062	N/A	PUBLIC	GENERAL	1,000.
AMERICAN INSTITUTE FOR CANCER RESEARCH 1759 R STREET W WASHINGTON, DC 20077	N/A	PUBLIC	GENERAL	250.
AMERICAN KIDNEY FUND P.O. BOX 1837 MARRIFIELD, VA 22116	N/A	PUBLIC	GENERAL	250.
AMERICAN MUSEUM OF NATURAL HISTORY P.O. BOX 3881 NEW YORK, NY 10277	N/A	PUBLIC	GENERAL	168.
ANGELS AT RISK 115 BARRINGTON WALK LOS ANGELES, CA 90049	N/A	PUBLIC	GENERAL	500.
APDA 135 PARKINSON AVE STATEN ISLAND, NY 10305	N/A	PUBLIC	GENERAL	500.
APLA 611 SOUTH KINGSLEY DRIVE LOS ANGELES, CA 90005	N/A	PUBLIC	GENERAL	1,000.
THE ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO, IL 60603	N/A	PUBLIC	GENERAL	175.
THE ACTORS FUND OF AMERICA 729 SEVENTH AVENUE, 10TH FLOOR NEW YORK, NY 10019	N/A	PUBLIC	GENERAL	500.
Total from continuation sheets				217,229.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE ALS ASSOCIATION 1275 K STREET NW, SUITE 1050 WASHINGTON, DC 20005	N/A	PUBLIC	GENERAL	750.
THE ARTHRITIS FOUNDATION P.O. BOX 96280 WASHINGTON, DC 20090	N/A	PUBLIC	GENERAL	250.
THE ALLIANCE FOR CHILDREN'S RIGHTS 8383 WILSHIRE BLVD, STE 923 BEVERLY HILLS, CA 90211	N/A	PUBLIC	GENERAL	1,000.
BROADWAY CARES/EQUITY FIGHTS AIDS 165 WEST 46TH STREET, STE 1300 NEW YORK, NY 10036	N/A	PUBLIC	GENERAL	1,250.
BEVERLY HILLS POLICE OFFICERS ASSOCIATION 9663 SANTA MONICA BLVD, STE 786 BEVERLY HILLS, CA 90210	N/A	PUBLIC	GENERAL	275.
BLIND CHILDRENS CENTER 4120 MARATHON STREET LOS ANGELES, CA 90029	N/A	PUBLIC	GENERAL	200.
THE BUCKLEY SCHOOL 3900 STANSBURY AVE SHERMAN OAKS, CA 91423	N/A	PUBLIC	GENERAL	100,000.
JEWISH BIG BROTHERS BIG SISTERS OF LOS ANGELES 6505 WILSHIRE BLVD, STE 600 LOS ANGELES, CA 90048	N/A	PUBLIC	GENERAL	1,200.
CAUCUS FOR PRODUCERS, WRITERS & DIRECTORS P.O. BOX 11236 BURBANK, CA 91510	N/A	PUBLIC	GENERAL	1,000.
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD, SUITE 2416 LOS ANGELES, CA 90048	N/A	PUBLIC	GENERAL	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER THEATRE GROUP 601 WEST TEMPLE STREET LOS ANGELES, CA 90012	N/A	PUBLIC	GENERAL	3,160.
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS, CA 91411	N/A	PUBLIC	GENERAL	250.
CHILDRENS HOSPITAL LOS ANGELES 4650 SUNSET BLVD, # 29 LOS ANGELES, CA 90027	N/A	PUBLIC	GENERAL	20,250.
CHRISTOPHER & DANA REEVE FOUNDATION 636 MORRIS TURNPIKE, SUITE 3A SHORT HILLS, NJ 07078	N/A	PUBLIC	GENERAL	250.
CLARE FOUNDATION INC 909 PICO BLVD SANTA MONICA, CA 90405	N/A	PUBLIC	GENERAL	5,000.
CYSTIC FIBROSIS FOUNDATION P.O. BOX 96305 WASHINGTON, DC 20090	N/A	PUBLIC	GENERAL	250.
CONOR LYNCH FOUNDATION 15244 MAGNOLIA BLVD SHERMAN OAKS, CA 91403	N/A	PUBLIC	GENERAL	1,000.
DAMON RUNYON CANCER RESEARCH FOUNDATION 55 BROADWAY, STE 302 NEW YORK, NY 10006	N/A	PUBLIC	GENERAL	500.
DIA ART FOUNDATION 535 WEST 22ND STREET NEW YORK, NY 10011	N/A	PUBLIC	GENERAL	100.
THE DESI GEESTMAN FOUNDATION 2708 FOOTHILL BLVD, STE 133 LA CRESCENTA, CA 91214	N/A	PUBLIC	GENERAL	250.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EASTER SEALS INC 233 S WACKER DR, STE 2400 CHICAGO, IL 60606	N/A	PUBLIC	GENERAL	250.
EPILEPSY FOUNDATION 8301 PROFESSIONAL PLACE LANDOVER, MD 20785	N/A	PUBLIC	GENERAL	250.
FOOD FOR THE POOR, INC 6401 LYONS ROAD COCONUT CREEK, FL 33073	N/A	PUBLIC	GENERAL	250.
FRIENDS OF THE SABAN FREE CLINIC 8405 BEVERLY BLVD LOS ANGELES, CA 90048	N/A	PUBLIC	GENERAL	1,000.
FULFILLMENT FUND 6100 WILSHIRE BLVD, STE 600 LOS ANGELES, CA 90048	N/A	PUBLIC	GENERAL	1,000.
GREEN WORLD CAMPAIGN 20178 ROCKPORT WAY MALIBU, CA 90265	N/A	PUBLIC	GENERAL	10.
THE GLAUCOMA FOUNDATION 80 MAIDEN LANE, STE 700 NEW YORK, CA 10038	N/A	PUBLIC	GENERAL	250.
HAMMER MUSEUM 10899 WILSHIRE BLVD LOS ANGELES, CA 90024	N/A	PUBLIC	GENERAL	125.
HIGH MUSEUM OF ART 1280 PEACHTREE ST NE ATLANTA, GA 30309	N/A	PUBLIC	GENERAL	150.
HORSES IN THE HOOD P.O. BOX 573249 TARZANA, CA 91357	N/A	PUBLIC	GENERAL	250.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUDSON BUILD 441 WEST 26TH STREET NEW YORK, NY 10001	N/A	PUBLIC	GENERAL	500.
HUGH O'BRIAN YOUTH LEADERSHIP 31255 CEDAR VALLEY DR, STE 327 WESTLAKE VILLAGE, CA 91362	N/A	PUBLIC	GENERAL	500.
HUMAN RIGHTS CAMPAIGN 1640 RHODE ISLAND AVE NW WASHINGTON, DC 20036	N/A	PUBLIC	GENERAL	500.
JEWISH FEDERATION OF GREATER LOS ANGELES 6505 WILSHIRE BLVD, STE 1000 LOS ANGELES, CA 90048	N/A	PUBLIC	GENERAL	5,000.
JEWISH HEALING CENTER 10573 WEST PICO BLVD, STE 850 LOS ANGELES, CA 90064	N/A	PUBLIC	GENERAL	250.
JUVENILE DIABETES RESEARCH FOUNDATION 800 W 6TH STREET, STE 450 LOS ANGELES, CA 90036	N/A	PUBLIC	GENERAL	500.
LA PHIL 151 SOUTH GRAND AVE LOS ANGELES, CA 90012	N/A	PUBLIC	GENERAL	5,320.
LA GAY & LESBIAN CENTER P.O. BOX 51896 LOS ANGELES, CA 90051	N/A	PUBLIC	GENERAL	1,000.
L.A. GOAL 4911 OVERLAND AVE CULVER CITY, CA 90230	N/A	PUBLIC	GENERAL	500.
LACMA 5905 WISHIRE BLVD LOS ANGELES, CA 90036	N/A	PUBLIC	GENERAL	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOS ANGELES MISSION 303 E 5TH STREET LOS ANGELES, CA 90013	N/A	PUBLIC	GENERAL	250.
LUPUS FOUNDATION OF AMERICA INC 2000 L ST NW STE 710 WASHINGTON, DC 20036	N/A	PUBLIC	GENERAL	250.
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVE, STE 310 WHITE PLAINS, NY 10605	N/A	PUBLIC	GENERAL	250.
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DR CLARKSBURG, MD 20871	N/A	PUBLIC	GENERAL	250.
MADD 18726 S WESTERN AVE, STE 210 GARDENA, CA 90248	N/A	PUBLIC	GENERAL	250.
MAKE A WISH FOUNDATION 4742 N 24TH STREET, STE 400 PHOENIX, AZ 85016	N/A	PUBLIC	GENERAL	250.
MARCH OF DIME 1275 MAMARONECK AVE WHITE PLAINS, NY 10605	N/A	PUBLIC	GENERAL	500.
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE STREET, STE 600 BOSTON, MA 02114	N/A	PUBLIC	GENERAL	1,000.
MEALS ON WHEELS OF WLA P.O. BOX 2508 CINCINNATI, OH 45201	N/A	PUBLIC	GENERAL	400.
MUSIC CENTER 135 NORTH GRAND AVE LOS ANGELES, CA 90012	N/A	PUBLIC	GENERAL	3,800.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE MAPLE COUNSELING CENTER 9107 WILSHIRE BLVD, LOWER LEVEL BEVERLY HILLS, CA 90210	N/A	PUBLIC	GENERAL	250.
THE METROPOLITAN MUSEUM OF ART 100 FIFTH AVE NEW YORK, NY 10130	N/A	PUBLIC	GENERAL	46.
THE MICHAEL J FOX FOUNDATION P.O. BOX 780 NEW YORK, NY 10008	N/A	PUBLIC	GENERAL	250.
THE MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	N/A	PUBLIC	GENERAL	500.
NATIONAL BREAST CANCER COALITION FUND 1101 17TH STREET NW, STE 1300 WASHINGTON, DC 20036	N/A	PUBLIC	GENERAL	6,650.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 2440 S SEPULVEDA BLVD, STE 115 LOS ANGELES, CA 90064	N/A	PUBLIC	GENERAL	1,000.
NATIONAL TOURETTE SYNDROME ASSOCIATION 42-40 BELL BLVD BAYSIDE, NY 11361	N/A	PUBLIC	GENERAL	250.
NYSEF P.O. BOX 300 WILMINGTON, NY 12997	N/A	PUBLIC	GENERAL	200.
NATIONAL DOWN SYNDROME SOCIETY 666 BROADWAY NEW YORK, NY 10012	N/A	PUBLIC	GENERAL	250.
NATIONAL FOUNDATION FOR CANCER RESEARCH 4600 EAST WEST HIGHWAY, STE 525 BETHESDA, MD 20814	N/A	PUBLIC	GENERAL	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OBERLIN COLLEGE 50 WEST LORAIN STREET OBERLIN, OH 44074	N/A	PUBLIC	GENERAL	500.
ONE KID ONE WORLD 1109 SOUTH CLARK DR LOS ANGELES, CA 90035	N/A	PUBLIC	GENERAL	2,800.
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVE, STE 200 MANHATTAN BEACH, CA 90266	N/A	PUBLIC	GENERAL	250.
PARKINSON'S DISEASE FOUNDATION 1359 BROADWAY, STE 1509 NEW YORK, NY 10018	N/A	PUBLIC	GENERAL	250.
PLACID LAKE FOUNDATION P.O. BOX 1250 LAKE PLACID, NY 12946	N/A	PUBLIC	GENERAL	2,500.
PROJECT ALS 3960 BROADWAY, STE 420 NEW YORK, NY 10032	N/A	PUBLIC	GENERAL	250.
PROJECT ANGEL FOOD 922 VINE STREET LOS ANGELES, NY 90038	N/A	PUBLIC	GENERAL	250.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	N/A	PUBLIC	GENERAL	400.
THE RAPE FOUNDATION 1223 WILSHIRE BLVD, STE 410 SANTA MONICA, CA 90403	N/A	PUBLIC	GENERAL	1,000.
SAVE THE CHILDREN 6404 WILSHIRE BLVD, STE 1877 LOS ANGELES, CA 90048	N/A	PUBLIC	GENERAL	250.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SCLERODERMA RESEARCH FOUNDATION 220 MONTGOMERY ST, STE1411 SAN FRANCISCO, CA 94104	N/A	PUBLIC	GENERAL	250.
SMILE TRAIN P.O. BOX 96231 WASHINGTON, DC 20090	N/A	PUBLIC	GENERAL	250.
SMU OFFICE OF PARENT GIVING P.O. BOX 750305 DALLAS, TX 75275	N/A	PUBLIC	GENERAL	10,000.
SPECIAL OLYMPICS P.O. BOX 2006 SANTA MONICA, CA 90406	N/A	PUBLIC	GENERAL	250.
ST JOSEPH'S INDIAN SCHOOL P.O. BOX 100 CHAMBERLAIN, SD 57325	N/A	PUBLIC	GENERAL	100.
STAGE DIRECTORS & CHOREOGRAPHERS FOUNDATION 1501 BROADWAY, STE 1701 NEW YORK, NY 10036	N/A	PUBLIC	GENERAL	500.
SUSAN G KOMAN FOR THE CURE 5005 LBJ FREEWAY, STE 250 DALLAS, TX 75244	N/A	PUBLIC	GENERAL	250.
SADS FOUNDATION 508 E SOUTH TEMPLE, STE 202 SALT LAKE CITY, UT 84102	N/A	PUBLIC	GENERAL	250.
SALVATION ARMY P.O. BOX 866014 LOS ANGELES, CA 90086	N/A	PUBLIC	GENERAL	250.
SIDRA BELL DANCE, NY 1006 PONDSIDE DRIVE WHITE PLAINS, NY 10607	N/A	PUBLIC	GENERAL	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEEN LINE P.O. BOX 48750 LOS ANGELES, CA 90048	N/A	PUBLIC	GENERAL	500.
THEATER BREAKING THROUGH BARRIERS 306 WEST 18TH ST, #3A NEW YORK, NY 10011	N/A	PUBLIC	GENERAL	500.
THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM P.O. BOX 90988 WASHINGTON, DC 20090	N/A	PUBLIC	GENERAL	150.
THE UCLA FOUNDATION 10920 WILSHIRE BLVD, STE 1400 LOS ANGELES, CA 90024	N/A	PUBLIC	GENERAL	1,050.
UCP WHEELS FOR HUMANITY 12750 RAYMER STREET, UNIT 4 NORTH HOLLYWOOD, CA 91605	N/A	PUBLIC	GENERAL	250.
UNION RESCUE MISSION P.O. BOX 53629 LOS ANGELES, CA 90053	N/A	PUBLIC	GENERAL	250.
UNITED CEREBRAL PALSY 6430 INDEPENDENCE AVE WOODLAND HILLS, CA 91367	N/A	PUBLIC	GENERAL	250.
USC NORRIS UNIVERSITY PARK LOS ANGELES, CA 90089	N/A	PUBLIC	GENERAL	500.
USC WESTSIDE CANCER CENTER UNIVERSITY PARK LOS ANGELES, CA 90089	N/A	PUBLIC	GENERAL	2,500.
VALLEY FOOD BANK P.O. BOX 8073 VAN NUYS, CA 91409	N/A	PUBLIC	GENERAL	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE WELLNESS COMMUNITY 530 HAMPSHIRE ROAD WESTLAKE VILLAGE, CA 91361	N/A	PUBLIC	GENERAL	500.
WATER WELLS FOR AFRICA P.O. BOX 635 MANHATTAN BEACH, CA 90267	N/A	PUBLIC	GENERAL	1,000.
WE SPARK, INC 13520 VENTURA BLVD SHERMAN OAKS, CA 91423	N/A	PUBLIC	GENERAL	250.
WEST COAST JEWISH THEATRE P.O. BOX 1723 STUDIO CITY, CA 91614	N/A	PUBLIC	GENERAL	1,000.
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVE NEW YORK, NY 10021	N/A	PUBLIC	GENERAL	250.
WILLIAMSTOWN THEATRE FESTIVAL P.O. BOX 517 WILLIAMSTOWN, MA 01267	N/A	PUBLIC	GENERAL	2,000.
YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN, CT 06521	N/A	PUBLIC	GENERAL	5,000.
Total from continuation sheets				

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

Employer identification number

JAMES AND DEBORAH BURROWS FOUNDATION

45-6196471

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

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

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

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

Name of organization

Employer identification number

JAMES AND DEBORAH BURROWS FOUNDATION**45-6196471****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
<u>1</u>	<u>JAMES AND DEBORAH BURROWS</u> <u>9171 WILSHIRE BLVD, SUITE 400</u> <u>BEVERLY HILLS, CA 90201</u>	\$ <u>5,220,000.</u>	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.)

Name of organization

Employer identification number

JAMES AND DEBORAH BURROWS FOUNDATION**45-6196471****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
JAMES AND DEBORAH BURROWS FOUNDATION	45-6196471

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	130,799.	0.	130,799.
CITY NATIONAL BANK	9.	0.	9.
TOTAL TO FM 990-PF, PART I, LN 4	130,808.	0.	130,808.

FORM 990-PF	TAXES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,648.	1,648.		0.
TO FORM 990-PF, PG 1, LN 18	1,648.	1,648.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	13,559.	13,559.		0.
TO FORM 990-PF, PG 1, LN 23	13,559.	13,559.		0.

FORM 990-PF	CORPORATE BONDS	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO TOTAL RETURN FUND	920,779.	905,976.
SCHWAB FUNDAMENTAL INTL	542,892.	447,355.
PIMCO REAL RETURN FUND	418,786.	413,952.
PIMCO FOREIGN BOND FUND	493,041.	475,586.
RIDGEWORTH SEIX HIGH	501,426.	477,909.
SCHWAB FUNDAMENTAL US	401,497.	345,493.
STEELPATH MLP ALPHA FUND	167,818.	171,237.
SCHWAB FUNDAMENTAL US	536,412.	517,375.

JAMES AND DEBORAH BURROWS FOUNDATION

45-6196471

VIRTUS EMERGING MARKET OPPORTUNITY FUND

366,586.

335,520.

TOTAL TO FORM 990-PF, PART II, LINE 10C

4,349,237.

4,090,403.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 5

DESCRIPTION

VALUATION
METHOD

BOOK VALUE

FAIR MARKET
VALUE

PINEHURST INSTITUTIONAL LTD

COST

500,000.

493,894.

TOTAL TO FORM 990-PF, PART II, LINE 13

500,000.

493,894.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 6

NAME OF CONTRIBUTOR

ADDRESS

JAMES AND DEBORAH BURROWS

9171 WILSHIRE BLVD. #400
BEVERLY HILLS, CA 90210

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

JAMES BURROWS
DEBORAH BURROWS

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	JAMES AND DEBORAH BURROWS FOUNDATION	☒ 45-6196471
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	9171 WILSHIRE BLVD, NO. 400	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BEVERLY HILLS, CA 90210	

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

04

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.**FLEKMAN, BAREN & COMPANY**

- The books are in the care of **9171 WILSHIRE BLVD. #400 - BEVERLY HILLS, CA 90210**
- Telephone No. **(310) 274-5847** FAX No. **(310) 274-5869**

- 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 **APR 28, 2011**, and ending **DEC 31, 2011**.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

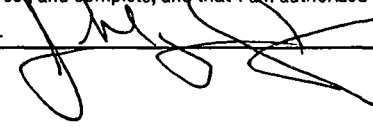
7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED, AS FOUNDATION IS AWAITING COMPLETED OF AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR.

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	\$	2,357.
8b 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	\$	2,357.
8c 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 **ACCOUNTANT** Date **8/15/12**

Form 8868 (Rev. 1-2012)