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2011

**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.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

CAS FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address)

404 21ST STREET

A Employer identification number

48-1292269

City or town, state, and ZIP code

SANTA MONICA, CA 90402-2436

B Telephone number

310-394-8715

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeC If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ►

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method: Cash Accrual Other (specify) _____► \$ **5,495,309.** (Part I, column (d) must be on cash basis.)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)
1	Contributions, gifts, grants, etc., received	0.		N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7,444.	7,444.		STATEMENT 1
4	Dividends and interest from securities	195,823.	195,823.		STATEMENT 2
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	692,451.			
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. MAY 11 2012	201,412.	203,267.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages CODELY, UT				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3	20,575.	20,575.	0.
b	Accounting fees	STMT 4	4,505.	4,505.	0.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 5	9,067.	9,067.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6	51.	0.	0.
24	Total operating and administrative expenses Add lines 13 through 23				
25	Contributions, gifts, grants paid	34,198.	34,147.		0.
26	Total expenses and disbursements. Add lines 24 and 25	198,200.			198,200.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<30,986.>			
b	Net investment income (if negative, enter -0-)		169,120.		
c	Adjusted net income (if negative, enter -0-)			N/A	

UP

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	109,967.	7,628.	7,628.
	2	Savings and temporary cash investments	74,854.	23,267.	23,267.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 7	6,829,941.	7,083,801.
	c	Investments - corporate bonds	STMT 8	100,080.	100,080.
	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 ►)	STATEMENT 9	130,920.	0.
	16	Total assets (to be completed by all filers)		7,245,762.	7,214,776.
	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.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		7,245,762.	7,214,776.
	30	Total net assets or fund balances		7,245,762.	7,214,776.
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances		7,245,762.	7,214,776.

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	7,245,762.
2	Enter amount from Part I, line 27a	2	<30,986.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	7,214,776.
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	7,214,776.

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 STATEMENTS				
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	692,451.		694,306.	<1,855.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				<1,855.>	
2	Capital gain net income or (net capital loss)	$\begin{cases} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{cases}$		2	<1,855.>
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	178,550.	6,008,943.	.029714
2009	139,800.	4,407,326.	.031720
2008	334,412.	5,729,170.	.058370
2007	207,800.	7,275,273.	.028563
2006	224,150.	7,069,225.	.031708
2 Total of line 1, column (d)			.180075
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			.036015
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			5,779,063.
5 Multiply line 4 by line 3			208,133.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,691.
7 Add lines 5 and 6			209,824.
8 Enter qualifying distributions from Part XII, line 4			198,200.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	3,382.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,382.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	Credits/Payments:		5	3,382.
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		9,000.
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		9,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		5,618.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	11		0.

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	Yes	No
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
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.	Yes	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	Yes	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	Yes
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		Yes
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?		Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA		Yes
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	8b	Yes
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	9	Yes
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	Yes

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► LIONEL B SANDERS, CPA Telephone no. ► (310) 476-6264 Located at ► 12011 SAN VICENTE BLVD, STE 330, LOS ANGELES, CA ZIP+4 ► 90049-4962		
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	<input type="checkbox"/> 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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		<input type="checkbox"/> Yes 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?	<input type="checkbox"/> Yes X	
4b			<input type="checkbox"/> Yes X

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

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

6b

X

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

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

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

 Yes No

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
SIDNEY J MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	CEO AND DIRECTOR 1.00	0.	0.	0.
CAROLE J MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	SECRETARY AND DIRECTOR 1.00	0.	0.	0.
ARON MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	TREASURER AND DIRECTOR 1.00	0.	0.	0.

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

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

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



0

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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	5,756,338.
b Average of monthly cash balances	1b	110,731.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,867,069.
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	5,867,069.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,006.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,779,063.
6 Minimum investment return. Enter 5% of line 5	6	288,953.

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	288,953.
2a Tax on investment income for 2011 from Part VI, line 5	2a	3,382.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,382.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	285,571.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	285,571.
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	285,571.

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	198,200.
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	198,200.
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	198,200.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				285,571.
2 Undistributed income, if any, as of the end of 2011			134,303.	
a Enter amount for 2010 only				
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: ► \$ 198,200.			134,303.	
a Applied to 2010, but not more than line 2a				
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				63,897.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				221,674.
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				
ACADEMY OF JEWISH RELIGION 6301 RIVERDALE AVENUE RIVERDALES, NY 10471	NONE	PUBLIC CHARITY	ACADEMIC RESEARCH	3,000.
ALZHEIMER DISEASE RESEARCH 1520 SAN PABLO ST HCT3000 LOS ANGELES, CA 90033	NONE	PUBLIC CHARITY	ALZHEIMER RESEARCH	500.
AMERICAN CANCER SOCIETY P.O. BOX 22718 OKLAHOMA CITY, OK 73123	NONE	PUBLIC CHARITY	CANCER RESEARCH	2,000.
AMERICAN FRIENDS OF HEBREW UNIVERSITY 9911 W PICO BLVD STE 1520 LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	2,000.
AMERICAN FRIENDS OF MAGEN DAVID ASSOC. 352 SEVENT AVENUE, SUITE 400 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	MEDICAL VOLUNTEERING	1,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 198,200.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

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			14	7,444.	
4 Dividends and interest from securities			14	195,823.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	<1,855.>	
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.		201,412.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	201,412.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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

- (1) Cash
- (2) Other assets

b Other transactions

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

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

5-4-12
Date

Date _____

CEO AND DIRECTOR

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

Signature of Preparer		Date	Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	LIONEL B SANDERS	LIONEL B SANDERS	04/27/12	P00013139	
	Firm's name ► LIONEL B SANDERS CPA			Firm's EIN ► 27-0288955	
Firm's address ► 12011 SAN VICENTE BLVD STE 330 LOS ANGELES, CA 90049-4962			Phone no. (310) 476-6264		

CAS FOUNDATION, INC

48-1292269

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
AMERICAN PARKINSON DISEASE ASSOC 10850 WILSHIRE BLVD STE 730 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	PARKINSON DISEASE RESEARCH	600.
AMERICAN VALUES 2800 SHIRLINGTON RD. STE 950 ARLINGTON, VA 22206	NONE	PUBLIC CHARITY	GENERAL FUND	500.
ANTI DEFAMATION LEAGUE 10495 SANTA MONICA BLVD. LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	ANTI-SEMITISM EDUCATION	1,000.
BOYS & GIRLS CLUB OF SANTA MONICA 1238 LINCOLN BLVD. SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	FAMILY ASSISTANCE PROGRAM	1,000.
BROAD STAGE 1310 11TH STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	PERFORMING ARTS CENTER	1,500.
CALIFORNIA STATE SHERIFF'S ASSOCIATION P.O. BOX 980790 WEST SACRAMENTO, CA 957980790	NONE	PUBLIC CHARITY	TRAINING PROGRAMS	500.
CAMERA P.O. BOX 35040 BOSTON, MA 02135	NONE	PUBLIC CHARITY	MEDIA-MONITORING	3,000.
CAMP RAMAH 34342 MULHOLLAND HWY. MALIBU, CA 90265	NONE	PUBLIC CHARITY	CAMP SCHOLARSHIP FUND	5,000.
CARING BRIDGE P.O. BOX 131447 HOUSTON, TX 77219	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	1,000.
Total from continuation sheets				189,700.

CAS FOUNDATION, INC

48-1292269

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAVID HOROWITZ FREEDOM CENTER P.O. BOX 55089 SHERMAN OAKS, CA 914991964	NONE	PUBLIC CHARITY	UNIVERSITY EDUCATIONAL PROGRAMS	700.
DISABLED AMERICAN VETERANS P.O. BOX 14301 CINCINNATI, OH 45250	NONE	PUBLIC CHARITY	SOCIAL SERVICES FOR VETERANS	800.
FLAME P.O. BOX 590359 SAN FRANCISCO, CA 94159	NONE	PUBLIC CHARITY	PUBLIC EDUCATION INFORMATION	1,500.
HADASSAH 50 WEST 58 STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	TEACHING & RESEARCH PROGRAMS	500.
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE 16TH FL NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	500.
HILLEL OF SAN DIEGO 800 8TH ST NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	EDUCATIONAL OUTREACH PROGRAMS	500.
HONEST REPORTING 10024 SKOKIE BLVD SUITE 201 SKOKIE, IL 60077	NONE	PUBLIC CHARITY	MEDIA WATCHDOG	1,500.
ILLINOIS INSTITUTE OF TECHNOLOGY 3300 SOUTH FEDERAL ST CHICAGO, IL 60616	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	1,000.
JEWISH FAMILY SERVICES 6505 WILSHIRE BLVD., SUITE 500 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	FOOD PANTRY PROGRAM	2,000.
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 7TH AVENUE, 19TH FL. NEW YORK, NY 10001	NONE	PUBLIC CHARITY	PERSERVING LEGACY OF HOLOCAUST SURVIVORS	500.
Total from continuation sheets				

CAS FOUNDATION, INC

48-1292269

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
JEWISH NATIONAL FUND 6310 SAN VICENTE BLVD. NO 425 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	HELP JEWISH CHARITIES AND INDIVIDUALS	1,000.
JEWISH WAR VETERANS OF THE USA 1811 R STREET NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	WWII MEMORIAL FUND	300.
JEWISH WORLD WATCH 5551 BALBOA BLVD ENCINO, CA 91316	NONE	PUBLIC CHARITY	EDUCATIONAL OUTREACH PROGRAMS	500.
KEHILLAT MA'ARAV 1715 21ST. SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	SCHOLARSHIPS, RELIEF AND EDUCATION PROGRAMS	102,250.
KESHET 284 AMORY ST JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	JEWISH COMMUNITY OUTREACH PROGRAMS	1,000.
LACMA 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	ART MUSEUM GENERAL FUND	600.
LEUKEMIA-LYMPHOMA SOCIETY P.O. BOX 4072 PITTSFIELD, MA 01202	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	1,000.
LOS ANGELES JEWISH HOME 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PUBLIC CHARITY	HOUSING FOR THE ELDERLY	1,000.
MACCABI SPORTS USA 1926 ARCH STREET, 4R PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	ATHLETIC PROGRAMS	1,000.
MCHENRY COUNTY CONGREGATION 8617 RIDGEFIELD RD. CRYSTAL LAKE, IL 60012	NONE	PUBLIC CHARITY	GENERAL FUND	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
MEALS ON WHEELS 900 HILGARD AVENUE LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	PROVIDE MEALS FOR ELDERLY/DISABLE	2,000.
MICHAEL FOX FOUNDATION P.O. BOX 780 NEW YORK, NY 10008	NONE	PUBLIC CHARITY	PARKINSON DISEASE RESEARCH	500.
MILKEN COMMUNITY HIGH SCHOOL 15800 ZELDINS' WAY LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAM	30,000.
MULTIPLE SCLEROSIS ASSOC OF AMERICA 706 HADDONFIELD RD CHERRY HILL, NJ 08002	NONE	PUBLIC CHARITY	MULTIPLE SCLEROSIS RESEARCH	500.
NATIONAL CHILDREN CANCER SOCIETY ONE SOUTH MEMORIAL DR., STE 800 ST LOUIS, MO 63102	NONE	PUBLIC CHARITY	CANCER RESEARCH	300.
NATIVE AMERICAN HERITAGE 1737 ELGIN RD. HIGHLAND, KS 66035	NONE	PUBLIC CHARITY	GEN FUND FOR MUSEUM	300.
NEW HORIZONS 15725 PARTHENIA ST NORTH HILLS, CA 91343	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	2,000.
NEW LA CHARTER SCHOOL 5100 WILSHIRE BLVD. LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	1,000.
NORTH AMERICAN ETHIOPIAN 132 NASSAU STREET, STE 412 NEW YORK, NY 10038	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	600.
OPICA 11759 MISSOURI AVENUE LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	ADULT DAY SERVICES AND COUNSELING	500.
Total from continuation sheets				

CAS FOUNDATION, INC

48-1292269

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
QUEENS COLLEGE FOUNDATION 65-30 KISSENA BLVD. FLUSHING, NY 11367	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	350.
SALVATION ARMY 1518 W. 11TH STREET LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	500.
SEPHARDIC EDUCATIONAL CENTER 10808 SANTA MONICA BLVD. LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	3,600.
SHARE OUR STRENGTH 733 15TH STREET NW, STE 640 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	FOOD PANTRY PROGRAM	1,000.
SPECIAL OLYMPICS SO. CALIFORNIA 1133 19TH STREET NW, 12TH FLR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	BENEFIT PERSONS WITH INTELECTUAL DISABILITIES	300.
ST JOHNS HEALTH CENTER 2121 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	MEDICAL CHARITY	500.
ST. JUDE HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	CANCER RESEARCH	600.
STAND WITH US P.O. BOX 341069 LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	EDUCATE PEOPLE REGARDING ISRAEL	1,200.
SUPPORT MET BROADCAST LINCOLN CENTER NEW YORK, NY 10023	NONE	PUBLIC CHARITY	BROADCASTING OF CULTURAL PROGRAMS	500.
USO WORLD HEADQUARTERS 2111 WILSON BLVD., SUITE 1200 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	MILITARY SUPPORT PROGRAMS	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VETERANS OF FOREIGN WARS 200 MARYLAND AVENUE N.E. WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	MILITARY VETERANS SUPPORT PROGRAMS	400.
VISTA DEL MAR 3200 MOTOR AVENUE LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	MENTAL HEALTH SERVICES FOR CHILDREN	500.
WEST POINT CHAPEL WEST POINT WEST POINT, NY 10996		PUBLIC CHARITY	GENERAL FUND	
WEST SIDE JEWISH COMMUNITY CENTER 5870 OLYMPIC BLVD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	500.
WORLD JEWISH CONGRESS 501 MADISON AVENUE NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL FUND	1,300.
YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 01002	NONE	PUBLIC CHARITY	RESCUE OF YIDDISH BOOKS	1,300.
YMCA 101 N WACKER DRIVE CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL FUND	2,500.
ZIONIST ORGANIZATION OF AMERICA 4 EAST 34TH ST. NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL FUND	1,200.
KUSC 1149 S. HILL STREET, SUITE H100 LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	CLASSIC RADIO	1,000.
Total from continuation sheets				

CAS FOUNDATION, INC

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	1,000 SHS CHESAPEAKE ENERGY	P	11/18/10	01/05/11
b	1,000 CORNING INC.	P	08/05/10	01/25/11
c	1,500 SANDRIDGE ENERGY INC.	P	12/30/10	02/08/11
d	1,000 SHS MEMC ELECTRONIC MATE	P	10/07/10	02/14/11
e	2,100 SHS VECTOR GROUP LIMITED	P	07/06/10	02/18/11
f	1,000 SHS CHESAPEAKE ENERGY	P	02/16/11	02/25/11
g	500 SHS FREEPORT MCMORAN COPPER	P	01/26/11	04/11/11
h	1,000 SHS HOME DEPOT INC.	P	02/28/11	04/15/11
i	1,000 SHS MICRON TECHNOLOGY INC.	P	01/28/11	04/21/11
j	400 SOUTHWESTERN ENERGY COMP.	P	01/14/11	04/26/11
k	800 SHS SYSCO CORP	P	11/23/10	05/09/11
l	500 SHS INT'L FLAVOR & FRAGRAN.	P	03/29/11	05/10/11
m	500 SHS EXELON CORP	P	07/14/10	05/12/11
n	1,000 SHS EL PASO CORP	P	04/28/11	05/24/11
o	750 SHS MONRO MUFFLER BRAKE	P	03/29/11	06/21/11

(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 26,394.		22,306.	4,088.
b 20,929.		19,236.	1,693.
c 12,379.		11,121.	1,258.
d 14,179.		12,901.	1,278.
e 35,718.		35,127.	591.
f 35,298.		30,861.	4,437.
g 28,509.		26,801.	1,708.
h 38,193.		37,341.	852.
i 11,539.		10,736.	803.
j 16,416.		15,765.	651.
k 25,419.		23,333.	2,086.
l 32,943.		30,591.	2,352.
m 20,974.		20,525.	449.
n 20,229.		19,406.	823.
o 24,796.		24,319.	477.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,088.
b			1,693.
c			1,258.
d			1,278.
e			591.
f			4,437.
g			1,708.
h			852.
i			803.
j			651.
k			2,086.
l			2,352.
m			449.
n			823.
o			477.

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):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

CAS FOUNDATION, INC

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.)
a 400 SHS DONALDSON INC.		P	11/22/10	06/28/11
b 500 SHS MEDCO HEALTH SOLUTIONS		P	02/18/11	07/21/11
c 500 SHS MARKET VECTORS ETF		P	05/05/11	07/22/11
d 1,000 SHS SANDRIDGE ENERGY INC.		P	06/22/11	07/25/11
e 300 SHS POSTASH CORP		P	04/29/11	07/28/11
f 300 SHS TARGET CORP		P	05/09/11	08/17/11
g 500 SHS LYONDELLBASELL		P	08/19/11	08/23/11
h 700 SHS CVS CAREMARK CORP		P	07/26/11	11/10/11
i 600 SHS HAIN CELESTIAL GROUP		P	07/22/11	11/14/11
j 20,000 SHS TECHNOLOGY RESH CORP		P	VARIOUS	03/29/11
k 6,000 SHS FUSION TELECOMMUNICATION		P	VARIOUS	12/27/11
l 500 SHS AMERICAN SUPERCONDUCTOR		P	10/20/10	12/28/11
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 23,710.		21,333.	2,377.
b 32,731.		32,196.	535.
c 19,194.		18,498.	696.
d 11,929.		10,656.	1,273.
e 18,129.		16,945.	1,184.
f 15,614.		15,041.	573.
g 14,984.		14,241.	743.
h 27,014.		25,525.	1,489.
i 20,710.		20,201.	509.
j 142,378.		134,562.	7,816.
k 304.		27,323.	<27,019. >
l 1,839.		17,416.	<15,577. >
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,377.
b			535.
c			696.
d			1,273.
e			1,184.
f			573.
g			743.
h			1,489.
i			509.
j			7,816.
k			<27,019. >
l			<15,577. >
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	<1,855. >
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GBS FINANCIAL	7,444.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,444.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GBS FINANCIAL	195,823.	0.	195,823.
TOTAL TO FM 990-PF, PART I, LN 4	195,823.	0.	195,823.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	20,575.	20,575.		0.
TO FM 990-PF, PG 1, LN 16A	20,575.	20,575.		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 FEES	4,505.	4,505.		0.
TO FORM 990-PF, PG 1, LN 16B	4,505.	4,505.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES PAID	9,000.	9,000.		0.
CALIFORNIA FILING FEES	10.	10.		0.
FOREIGN TAXES	57.	57.		0.
TO FORM 990-PF, PG 1, LN 18	9,067.	9,067.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES & MISC	51.	0.		0.
TO FORM 990-PF, PG 1, LN 23	51.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
257,475 SHS. NATIONAL TECH	1,300,010.	1,609,225.
79,176.564 SHS. FRANKLIN TEMPLETON FUND	1,000,300.	782,264.
6,000 SHS. FUSION TELECOMMUNICATIONS	0.	0.
23,600 SHS. GENERAL ELECTRIC	804,581.	422,676.
20,000 SHS. TECHNOLOGY RESH	0.	0.
5,100 SHS. ENTERGY CORP	350,872.	372,555.
14,240.6 SHS. LAKELAND INDUSTRIES	249,587.	132,218.
2,586 SHS. ALPINE GLOBAL PREMIER PROP	50,609.	13,706.
4,000 SHS. ALPINE TOTAL DYNAMIC DIVIDEND FUND	79,985.	17,520.
80,526 SHS. NATIONAL TECHNICAL SYSTEM INC	485,170.	503,288.
4,000 SHS. TELESTONE TECHNOLOGIES	49,091.	16,640.
2,100 SHS. INVESCO VAN KAMPEN DYNAMIC	42,000.	22,197.
72,100 SHS. ING GBL EQ DIV & PREM OP	1,340,524.	622,944.
16,000 SHS. NFJ DIVIDEND INTERST & PREM STRAT FUND	364,992.	256,320.
2,000 SHS. ALCOA	29,502.	17,300.
500 SHS. AMERICAN SUPERCONDUCTOR	0.	0.
400 SHS. BERKSHIRE HATHAWAY D	30,902.	30,520.
1,000 SHS. CHESAPEAKE ENERGY	0.	0.

5,000 SHS CITIGROUP	19,436.	13,155.
1,000 SHS. CORNING	0.	0.
400 SHS. DONALDSON	0.	0.
500 SHS. EXELON CORP	0.	0.
1,000 SHS FORD MOTOR CO	13,061.	10,760.
1,500 SHS. FRONTIER COMMUNICATIONS	13,796.	7,725.
42,000 SHS GUANWEI RECYCLING	192,608.	35,582.
500 SHS. HONEYWELL	21,936.	27,175.
2,000 SHS. HUNTINGTON BANCSHARES	13,490.	10,980.
1,000 SHS. MEMC ELECTRONIC MAT	0.	0.
1,500 SHS. NOVAGOLD RESOURCES	21,536.	12,720.
1,000 SHS. SANDRIDGE ENERGY	10,191.	8,160.
800 SHS. SYSCO CORP	0.	0.
500 SHS. TEVA PHARMACEUTICAL	27,414.	20,180.
2,100 SHS. VECTOR GROUP LTD	0.	0.
1,000 SHS, AMERN AXLE & MFG HLDG	13,666.	9,890.
700 SHS, ARCH COAL INC.	23,929.	10,157.
800 SHS, BRISTOL	25,050.	28,192.
400 SHS, COCA-COLA	26,825.	27,988.
250 SHS, CONOCO PHILLIPS	18,281.	18,218.
1,000 SHS DENDREON CORP	7,606.	7,600.
500 SHS, DOW CHEMICAL COMPANY	18,251.	14,380.
1,000 SHS DUKE ENERGY CORP	19,191.	22,000.
700 SHS, FIRST REPUBLIC BANK	21,423.	21,427.
500 SHS, HALLIBURTON COMPANY	24,771.	17,255.
1,200 SHS HECKMANN CORP	7,674.	7,980.
300 SHS HESS CORP	24,088.	17,040.
500 SHS, INTERNATIONAL PAPER	15,616.	14,800.
500 SHS, JP MORGAN CHASE	22,016.	16,625.
1,000 SHS LOWES COMPANIES INC	27,366.	25,380.
1,000 SHS MANITOWOC COMPANY INC.	21,821.	9,190.
300 SHS, PARKER-HANNIFIN CORP	25,458.	22,875.
700 SHS, PUBLIC STORAGE DEP	17,500.	19,600.
500 SHS, SOLAR CAPTIAL LTD	12,541.	11,045.
800 SHS, SOUTHERN COMPANY	32,314.	37,032.
500 SHS, UNIPHASE CORP PAR	13,965.	5,220.
10,000 SHS VIRTUS TOTAL RETURN	130,920.	35,000.
1,000 SHS WEYERHAEUSER COMPANY	21,936.	18,670.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,083,801.	5,383,374.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GENERAL MOTORS NOTE	100,080.	81,040.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	100,080.	81,040.	

FORM 990-PF	OTHER ASSETS	STATEMENT 9	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
10,000 UTS DCA TOTAL RETURN FUND	130,920.	0.	0.
TO FORM 990-PF, PART II, LINE 15	130,920.	0.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 10
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NAME OF MANAGER

SIDNEY J MELTZNER
CAROLE J MELTZNER
ARON MELTZNER