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EXTENDED

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation The David & Linda Shaheen Foundation, Inc		A Employer identification number 58-2489866
Number and street (or P O box number if mail is not delivered to street address) P O Box 973		B Telephone number (see instructions) (775) 832-8484
City or town, state, and ZIP code Crystal Bay NV 89402		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,873,870		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	18,933	18,933		
	4 Dividends and interest from securities	245,686	245,686		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a	0			
	7 Capital gain net income (from Part IV, line 2)		63,901		
	8 Net short-term capital gain			22,101	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
Operating and Administrative Expenses	b Less Cost of goods sold	0			
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	264,619	328,520	22,101	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	2,000	0	2,000	0
	c Other professional fees (attach schedule)	36,057	0	36,057	0
	17 Interest	213		213	
	18 Taxes (attach schedule) (see instructions)	4,899	0	4,899	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings	1,659		1,659	
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	44,828	0	44,828	0
	25 Contributions, gifts, grants paid	543,666			543,666
	26 Total expenses and disbursements. Add lines 24 and 25	588,494	0	44,828	543,666
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-323,875			
	b Net investment income (if negative, enter -0-)		328,520		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

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SCANNED NOV 28 2012

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,420	3,000	3,000
	2 Savings and temporary cash investments	126,367	279,609	279,609
	3 Accounts receivable ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0	0	0
	Less allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	9,864,217	8,470,833	8,591,261
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ▶	0	0	0
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶	0	0	0
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	15 Other assets (describe ▶ RESERVE FOR ADJUSTMENT TO FM)	529,807	120,428	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,522,811	8,873,870	8,873,870
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	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. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	10,522,811	8,873,870	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	10,522,811	8,873,870	
	31 Total liabilities and net assets/fund balances (see instructions)	10,522,811	8,873,870	

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	10,522,811
2 Enter amount from Part I, line 27a	2	-323,875
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	10,198,936
5 Decreases not included in line 2 (itemize) ▶ Unrealized Losses on Investments	5	1,325,066
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,873,870

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 Various Equities - See attached schedule	P	11/24/2010	10/24/2011
b Various Equities - See attached schedule	P	11/24/2009	10/24/2011
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 8,550,932	0	8,528,831	22,101
b 994,600	0	952,800	41,800
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	
a 0	0	0	22,101
b 0	0	0	41,800
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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	63,901
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	22,101

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 the 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	507,880	9,355,570	0.054286
2009	488,675	8,983,424	0.054397
2008	0	10,735,065	0.000000
2007			0.000000
2006			0.000000

2 Total of line 1, column (d)	2	0.108683
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	0.036228
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	278,370
5 Multiply line 4 by line 3	5	10,085
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,285
7 Add lines 5 and 6	7	13,370
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	543,666

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

- 1 a 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)
- 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 II 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
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter 0)
- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less enter 0
- 6 Credits/Payments
- a 2011 estimated tax payments and 2010 overpayment credited to 2011
- b Exempt foreign organizations—tax withheld at source
- c Tax paid with application for extension of time to file (Form 8868)
- d Backup withholding erroneously withheld
- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached
- 9 Tax due. If the total of lines 5 and 8 is more than line 7 enter amount owed
- 10 Overpayment. If line 7 is more than the total of lines 5 and 8 enter the amount overpaid
- 11 Enter the amount of line 10 to be Credited to 2012 estimated tax 0 Refunded

1	N/A
2	0
3	0
4	
5	0
6a	0
6b	
6c	0
6d	
7	0
8	0
9	0
10	0
11	0

Part VII-A Statements Regarding Activities

- 1 a 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?
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
- c Did the foundation file Form 1120 POL for this year?
- d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation \$ (2) On foundation managers \$
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$
- 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
- 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
- 4 a 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?
- 5 Was there a liquidation termination dissolution or substantial contraction during the year?
If Yes attach the statement required by General Instruction T
- 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?
- 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
- 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NV
- 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
- 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
- 10 Did any persons become substantial contributors during the tax year? If Yes attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		
1c		X
2		X
3		X
4a		X
4b	N/A	
5		
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

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 eafyourpeas.com	13	X	
14	The books are in care of Martha A. McCorkle, CPA Telephone no 706-226-5936 Located at 903 Prospect Way Dalton GA ZIP+4 30720			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b 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?	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? If "Yes," list the years 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b 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 20____, 20____, 20____, 20____		
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)	3b N/A	
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

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)? (see instructions)

☐ 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)?**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ 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**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☐ Yes ☒ No**7b**

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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
NONE		0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Credit Suisse Securities Inc 2121 Avenue of the Stars, Suite 3300, Los Angeles, CA 90067-5014	Investment Advise & Management	36,057
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments See instructions	
3	0
Total. Add lines 1 through 3	0

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	
b	Average of monthly cash balances	1b	282,609
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	282,609
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	282,609
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,239
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	278,370
6	Minimum investment return. Enter 5% of line 5	6	13,919

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	13,919
2a	Tax on investment income for 2011 from Part VI, line 5	2a	0
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,919
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,919
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,919

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	543,666
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	543,666
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	543,666

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				13,919
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	4,043			
b From 2007	38,393			
c From 2008	70,697			
d From 2009	39,504			
e From 2010	40,101			
f Total of lines 3a through e	192,738			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 543,666				
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				13,919
e Remaining amount distributed out of corpus	529,747			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	722,485			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	4,043			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	718,442			
10 Analysis of line 9				
a Excess from 2007	38,393			
b Excess from 2008	70,697			
c Excess from 2009	39,504			
d Excess from 2010	40,101			
e Excess from 2011	529,747			

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

- 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

2/18/2001

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0	0	0	0	0
0	0	0	0	0
543,666	507,880	488,675	607,450	2,147,671
				0
543,666	507,880	488,675	607,450	2,147,671
				0
9,279	311,853	299,447	357,835	978,414
				0
				0
				0
				0
				0

- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c
- 3** Complete 3a, b, or c for the alternative test relied upon
- a** "Assets" alternative test—enter
- (1) Value of all assets
- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
- c** "Support" alternative test—enter
- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
- (3) Largest amount of support from an exempt organization
- (4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed

David M. Shaheen P.O. Box 973 Crystal Bay NV 89402 (775) 832-8484

- b** The form in which applications should be submitted and information and materials they should include

All applications should be submitted via website Eatyourpeas.com

- c** Any submission deadlines

No deadlines

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Restricted to 501(c)(3) organizations in education, the arts, conservation and humanitarian endeavors

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				
Place Called Home 2830 South Central Avenue Los Angeles CA 90011	none	501(c)(3)	Advance education of at risk kids in South Central Los Angeles	201,600
AIDS Project Los Angeles 611 South Kingsley Drive Los Angeles CA 90005	none	501(c)(3)	Provide Medical & support services for AIDs patients	15,000
Dalton Education Foundation 606 Harris Street Dalton GA 30720	none	501(c)(3)	Schlarship Fund for deserving children in Dalton GA	10,000
Forward Stride 18218 SW Horse Tale Drive Beaverton OR 97007	none	501(c)(3)	Provide therapy to kids with emotional or coordination issues	1,000
Giving USA Foundation 4700 W Lake Avenue Glenview IL 60025	none	501(c)(3)	Provide funds to various 501(c)(3) organizations	1,000
Harvard School of Public Health 651 Huntington Avenue Boston MA 02115	none	501(c)(3)	Provide funds for research in Pediatric Aids	1,000
InsideOut Writers 1171 South Robertson Blvd, Suite 13 Los Angeles CA 90035	none	501(c)(3)	Provide writing education to juvenile inmates of justice	10,000
LA Gay & Lesbian Center 1625 N Schrader Blvd Los Angeles CA 90028	none	501(c)(3)	Provide funds for testing, support education on AIDS	5,000
LaGrange College 601 Broad Street LaGrange GA 30240	none	501(c)(3)	Provide education funds to indigent children	281
Lomi Clinic 534 B Street Santa Rosa CA 95401	none	501(c)(3)	Provide funds for psychiatric care for patients and families	15,000
Lookout Mountain Conservancy 1391 Holmes Drive Chattanooga TN 37408	none	501(c)(3)	Conserve the historic and natural features of Lookout Mtn TN	2,500
Total See Attached Statement			3a	543,666
b Approved for future payment				
Total			3b	0

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Short Term						
S & P Index	38.000	09/12/11	09/16/11	65,930	253,612	(187,682)
S & P Index	38.000	08/24/11	08/26/11	127,680	115,628	12,052
S & P Index	38.000	09/06/11	09/08/11	60,800	114,000	(53,200)
S & P Index	38.000	08/19/11	09/01/11	64,600	148,200	(83,600)
S & P Index	38.000	09/21/11	09/14/11	38,000	7,600	30,400
S & P Index	38.000	08/31/11	09/01/11	89,300	114,000	(24,700)
S & P Index	38.000	09/01/11	09/07/11	89,300	35,720	53,580
S & P Index	38.000	09/14/11	09/15/11	2,850	9,120	(6,270)
S & P Index	38.000	08/05/11	08/19/11	79,420	17,100	62,320
S & P Index	38.000	08/26/11	08/31/11	10,450	30,400	(19,950)
S & P Index	38.000	09/01/11	09/07/11	9,500	45,220	(35,720)
S & P Index	38.000	08/04/11	08/08/11	33,060	8,740	24,320
S & P Index	38.000	08/04/11	08/09/11	13,490	3,420	10,070
S & P Index	38.000	08/04/11	08/08/11	4,940	13,300	(8,360)
S & P Index	38.000	07/15/11	08/02/11	36,860	7,600	29,260
S & P Index	38.000	07/15/11	08/02/11	2,470	19,000	(16,530)
S & P Index	38.000	08/19/11	09/06/11	5,700	38,000	(32,300)
S & P Index	19.000	08/09/11	09/06/11	4,180	28,500	(24,320)
S & P Index	19.000	08/16/11	09/17/11	4,180	12,255	(8,075)
S & P Index	19.000	08/16/11	09/17/11	-	12,255	(12,255)
S & P Index	19.000	08/22/11	09/17/11	-	22,895	(22,895)
S & P Index	38.000	09/06/11	09/17/11	-	10,640	(10,640)
S & P Index	38.000	09/06/11	09/17/11	34,200	-	34,200
S & P Index	38.000	08/19/11	09/06/11	114,000	51,300	62,700
S & P Index	38.000	09/09/11	09/12/11	34,200	41,800	(7,600)
S & P Index	38.000	09/07/11	09/13/11	11,400	26,600	(15,200)
S & P Index	38.000	08/15/11	08/19/11	106,400	178,600	(72,200)
S & P Index	38.000	09/02/11	09/02/11	68,400	64,600	3,800
S & P Index	38.000	09/06/11	09/07/11	39,900	83,600	(43,700)
S & P Index	38.000	09/07/11	09/13/11	39,900	28,120	11,780
S & P Index	38.000	08/02/11	08/15/11	45,600	136,800	(91,200)
S & P Index	38.000	09/01/11	09/07/11	53,200	64,600	(11,400)
S & P Index	38.000	07/15/11	08/02/11	49,400	60,800	(11,400)
S & P Index	19.000	08/29/11	08/30/11	52,630	48,260	4,370
S & P Index	19.000	08/31/11	09/01/11	33,060	40,375	(7,315)
S & P Index	19.000	09/09/11	09/21/11	36,621	45,600	(8,979)
S & P Index	19.000	09/12/11	09/21/11	31,540	42,560	(11,020)
S & P Index	19.000	09/02/11	09/09/11	15,390	11,400	3,990
S & P Index	19.000	09/09/11	09/21/09	9,500	10,260	(760)
S & P Index	19.000	09/12/11	09/21/09	9,500	9,500	-

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Short Term						
S & P Index	19.000	09/16/11	09/21/09	8,550	19,000	(10,450)
S & P Index	19.000	09/16/11	09/21/09	8,360	19,000	(10,640)
S & P Index	19.000	08/18/11	08/18/11	9,500	9,880	(380)
S & P Index	19.000	08/26/11	09/02/11	10,545	7,600	2,945
S & P Index	19.000	09/09/11	09/21/11	4,750	3,135	1,615
S & P Index	19.000	09/01/11	09/16/11	1,900	7,600	(5,700)
S & P Index	19.000	09/08/11	09/20/11	950	7,600	(6,650)
S & P Index	19.000	09/22/11	09/22/11	13,300	8,550	4,750
S & P Index	19.000	09/16/11	09/21/11	4,370	5,700	(1,330)
S & P Index	19.000	09/20/11	09/22/11	15,200	3,800	11,400
S & P Index	19.000	09/22/11	09/22/11	15,200	20,900	(5,700)
S & P Index	19.000	09/01/11	09/21/11	20,425	7,600	12,825
S & P Index	19.000	09/08/11	09/20/11	25,270	25,460	(190)
S & P Index	19.000	09/16/11	09/21/11	53,200	39,900	13,300
S & P Index	19.000	09/20/11	09/21/11	55,100	34,200	20,900
S & P Index	19.000	09/21/11	09/22/11	53,200	138,700	(85,500)
S & P Index	19.000	09/16/11	09/21/11	59,660	80,065	(20,405)
S & P Index	19.000	09/20/11	09/21/11	53,485	81,700	(28,215)
S & P Index	38.000	08/29/11	08/31/11	122,360	92,720	29,640
S & P Index	38.000	09/08/11	09/14/11	1,710	34,200	(32,490)
S & P Index	19.000	08/26/11	08/31/11	38,950	15,200	23,750
S & P Index	38.000	09/07/11	09/14/11	2,280	15,200	(12,920)
S & P Index	38.000	08/05/11	08/19/11	6,840	41,420	(34,580)
S & P Index	38.000	08/05/11	08/31/11	22,040	41,420	(19,380)
S & P Index	38.000	08/30/11	09/07/11	1,900	11,400	(9,500)
S & P Index	19.000	08/03/11	08/04/11	11,970	7,600	4,370
S & P Index	38.000	08/02/11	08/04/11	26,600	10,450	16,150
S & P Index	38.000	08/26/11	08/24/11	19,000	13,490	5,510
S & P Index	19.000	08/31/11	08/09/11	24,225	1,534	22,691
S & P Index	19.000	08/31/11	08/22/11	19,000	1,534	17,466
S & P Index	38.000	09/06/11	08/24/11	6,840	23,180	(16,340)
S & P Index	18.000	09/17/11	09/09/11	-	7,200	(7,200)
S & P Index	38.000	09/06/11	09/02/11	14,440	22,800	(8,360)
S & P Index	20.000	09/08/11	09/02/11	7,600	2,500	5,100
S & P Index	18.000	09/17/11	09/02/11	6,840	-	6,840
S & P Index	38.000	09/17/11	09/12/11	-	13,680	(13,680)
S & P Index	38.000	08/24/11	08/16/11	53,200	53,200	-
S & P Index	38.000	08/29/11	08/16/11	53,200	24,381	28,819
S & P Index	38.000	08/24/11	08/16/11	83,600	79,800	3,800
S & P Index	38.000	09/07/11	09/12/11	22,615	53,200	(30,585)

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Short Term						
S & P Index	38.000	09/01/11	09/02/11	53,200	30,400	22,800
S & P Index	38.000	09/13/11	09/17/11	19,000	-	19,000
S & P Index	19.000	08/03/11	09/02/11	380	6,650	(6,270)
S & P Index	19.000	07/29/11	08/03/11	15,580	3,040	12,540
S & P Index	38.000	08/02/11	08/04/11	3,420	12,035	(8,615)
S & P Index	19.000	07/29/11	08/03/11	1,140	8,256	(7,116)
S & P Index	19.000	07/29/11	08/09/11	570	8,256	(7,686)
S & P Index	38.000	08/08/11	08/31/11	38,760	64,600	(25,840)
S & P Index	38.000	09/07/11	09/07/11	15,200	11,400	3,800
S & P Index	38.000	08/19/11	09/07/11	6,840	15,200	(8,360)
S & P Index	38.000	08/19/11	08/24/11	9,690	7,600	2,090
S & P Index	38.000	08/08/11	08/31/11	17,100	15,200	1,900
S & P Index	19.000	08/09/11	08/18/11	3,800	3,040	760
S & P Index	38.000	08/26/11	08/29/11	117,800	174,800	(57,000)
S & P Index	38.000	09/08/11	09/14/11	91,200	72,200	19,000
S & P Index	38.000	08/26/11	08/29/11	148,960	97,280	51,680
S & P Index	38.000	08/30/11	08/31/11	121,600	159,600	(38,000)
S & P Index	38.000	09/14/11	09/14/11	26,600	7,030	19,570
S & P Index	38.000	08/26/11	09/06/11	114,000	19,000	95,000
S & P Index	38.000	08/30/11	09/08/11	45,980	113,240	(67,260)
S & P Index	38.000	08/31/11	09/15/11	136,800	10,238	126,562
S & P Index	38.000	08/29/11	09/02/11	35,340	38,380	(3,040)
S & P Index	38.000	09/01/11	09/02/11	19,000	38,380	(19,380)
S & P Index	38.000	09/06/11	09/07/11	45,600	17,100	28,500
S & P Index	38.000	09/13/11	09/17/11	-	5,700	(5,700)
S & P Index	38.000	09/02/11	09/06/11	62,320	51,300	11,020
S & P Index	19.000	08/29/11	08/30/11	41,800	45,600	(3,800)
S & P Index	37.000	08/16/11	09/19/11	14,800	37,925	(23,125)
S & P Index	38.000	08/15/11	08/19/11	88,160	53,200	34,960
S & P Index	38.000	08/02/11	08/15/11	64,600	19,000	45,600
S & P Index	38.000	07/15/11	08/02/11	24,320	22,800	1,520
S & P Index	37.000	08/29/11	09/19/11	61,050	35,520	25,530
S & P Index	37.000	08/16/11	08/29/11	85,100	74,000	11,100
S & P Index	37.000	08/29/11	09/06/11	107,300	74,000	33,300
S & P Index	18.000	09/19/11	09/21/11	23,400	21,600	1,800
S & P Index	19.000	09/19/11	09/22/11	24,700	54,150	(29,450)
S & P Index	37.000	08/29/11	09/06/11	89,170	129,500	(40,330)
S & P Index	18.000	09/06/11	09/21/11	24,480	34,200	(9,720)
S & P Index	19.000	09/06/11	09/22/11	25,840	9,500	16,340
S & P Index	37.000	08/16/11	09/06/11	41,625	15,910	25,715

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Short Term						
S & P Index	18.000	09/06/11	09/21/11	9,000	7,740	1,260
S & P Index	19.000	09/06/11	09/22/11	1,900	8,170	(6,270)
S & P Index	37.000	08/16/11	09/06/11	3,700	18,500	(14,800)
S & P Index	19.000	08/26/11	08/29/11	8,740	3,610	5,130
S & P Index	19.000	08/26/11	09/02/11	8,740	2,850	5,890
S & P Index	38.000	09/06/11	09/06/11	17,100	19,000	(1,900)
S & P Index	20.000	09/06/11	09/08/11	1,000	10,000	(9,000)
S & P Index	56.000	09/06/11	09/09/11	16,800	28,000	(11,200)
S & P Index	76.000	09/02/11	09/02/11	57,000	45,600	11,400
S & P Index	38.000	09/12/11	09/17/11	26,600	-	26,600
S & P Index	18.000	09/19/11	09/21/11	7,380	8,640	(1,260)
S & P Index	19.000	09/19/11	09/22/11	20,900	9,120	11,780
S & P Index	38.000	09/12/11	09/16/11	234,612	57,000	177,612
S & P Index	38.000	08/24/11	08/26/11	136,800	152,000	(15,200)
S & P Index	37.000	08/22/11	08/29/11	53,650	111,000	(57,350)
S & P Index	19.000	09/19/11	09/21/11	30,400	23,940	6,460
S & P Index	19.000	09/19/11	09/22/11	30,400	2,280	28,120
S & P Index	19.000	09/19/11	09/21/11	12,350	17,100	(4,750)
S & P Index	19.000	09/19/11	09/22/11	950	17,100	(16,150)
S & P Index	19.000	09/19/11	09/21/11	10,450	14,483	(4,033)
S & P Index	19.000	09/20/11	09/22/11	190	14,483	(14,293)
S & P Index	19.000	09/21/11	09/22/11	380	5,700	(5,320)
S & P Index	19.000	09/21/11	09/22/11	380	5,700	(5,320)
S & P Index	19.000	08/24/11	08/26/11	5,890	6,080	(190)
S & P Index	19.000	09/02/11	09/21/11	285	1,140	(855)
S & P Index	37.000	08/22/11	08/29/11	100,640	48,100	52,540
S & P Index	19.000	09/21/11	09/22/11	34,390	4,180	30,210
S & P Index	19.000	09/16/11	09/21/11	34,200	17,100	17,100
S & P Index	19.000	09/16/11	09/22/11	34,200	1,900	32,300
S & P Index	19.000	09/16/11	09/21/11	5,700	16,055	(10,355)
S & P Index	19.000	09/16/11	09/22/11	570	16,055	(15,485)
S & P Index	19.000	09/21/11	09/22/11	87,400	28,500	58,900
Altria Group Inc	365.000	03/18/11	05/19/11	10,148	9,033	1,115
BHP Billiton LTD	20.000	03/18/11	05/19/11	1,875	1,781	94
Coca Cola Compa	60.000	03/18/11	05/19/11	4,099	3,765	334
Diageo PLC	153.000	01/21/11	05/19/11	12,733	11,815	918
Dominion Res Inc	8.000	01/21/11	05/19/11	384	346	38
Dominion Res Inc	83.000	03/18/11	05/19/11	3,985	3,658	327
Ecopetrol SA	133.000	05/19/11	09/23/11	5,419	5,712	(293)
Huntington Ingal:	6.500	03/18/11	05/19/11	248	250	(2)

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Short Term						
Nextra Engery Inc	162.000	03/18/11	05/19/11	9,453	8,675	778
Roche Hldg	270.000	03/18/11	08/18/11	11,062	9,410	1,652
Roche Hldg	141.000	05/19/11	08/18/11	5,777	5,994	(217)
Siemens AG	80.000	08/18/11	09/23/11	6,941	8,027	(1,086)
Thomson Reuter:	273.000	03/18/11	05/19/11	10,539	10,346	193
3M Co Com	27.000	03/18/11	05/19/11	2,540	2,418	122
V F Corp	23.000	03/18/11	05/19/11	2,329	2,138	191
Vodafone Group	345.000	03/18/11	10/20/11	9,526	9,552	(26)
Vodafone Group	459.000	05/19/11	10/20/11	12,674	12,902	(228)
Altria Group Inc	2,017.000	10/29/10	05/19/11	56,076	51,027	5,049
Astrazeneca PLC	26.000	10/29/10	01/21/11	1,246	1,305	(59)
BHP Billiton LTD	57.000	10/29/10	05/19/11	14,716	12,949	1,767
Canon Inc	867.000	10/29/10	05/19/11	39,253	40,037	(784)
China Mobile	298.000	10/29/10	09/23/11	14,384	15,275	(891)
Coca Cola Compa	343.000	10/29/10	05/19/11	23,431	21,052	2,379
Colgate Palmoliv	117.000	10/29/10	01/21/11	9,215	8,975	240
Dominion Res Inc	484.000	10/29/10	05/19/11	23,238	20,985	2,253
Huntington Ingals	0.166	10/29/10	03/30/11	12	6	6
Huntington Ingals	26.500	10/29/10	05/19/11	1,012	962	50
Kimberly Clark Co	272.000	10/29/10	05/19/11	18,557	17,133	1,424
Nextera Energy Li	898.000	10/29/10	05/19/11	52,398	49,182	3,216
Petrochina Co	379.000	10/29/10	05/19/11	51,740	46,639	5,101
Roche Hlds LTD	1,422.000	10/29/10	08/18/11	58,260	52,142	6,118
Sanofi Spons ADF	970.000	10/29/10	05/19/11	37,783	33,940	3,843
Statoil ASA	1,900.000	10/29/10	05/19/11	49,605	41,205	8,400
Thomson Reuter:	1,290.000	10/29/10	05/19/11	49,798	49,122	676
3M Co Com	202.000	10/29/10	05/19/11	19,004	17,056	1,948
V F Corp	120.000	10/29/10	05/19/11	12,153	10,025	2,128
Vodafone Group	1,966.000	10/29/10	10/20/11	54,287	54,003	284
Doubleline Total	7,239.819	04/08/10	02/25/11	80,000	73,050	6,950
Doubleline Total	2,560.398	04/08/10	03/17/11	25,000	22,807	2,193
Doubleline Total	45,662.100	04/08/10	04/06/11	500,000	460,731	39,269
Loomis Sayles Bo	34,411.562	03/05/10	03/02/11	500,000	469,374	30,626
Barclays Bank PLC	1.000	01/10/11	03/01/11	48	45	3
Barclays Bank PLC	2.000	01/10/11	07/05/11	90	91	(1)
Barclays Bank PLC	19.000	01/10/11	08/30/11	810	865	(55)
Barclays Bank PLC	44.000	03/08/11	08/30/11	1,875	2,066	(191)
Barclays Bank PLC	40.000	03/18/11	08/30/11	1,705	1,851	(146)
Barclays Bank PLC	8.000	04/05/11	08/30/11	341	372	(31)
Barclays Bank PLC	4.000	05/09/11	08/30/11	170	175	(5)

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Short Term						
Currency Shs Swē	40.000	05/09/11	07/05/11	6,350	6,322	28
Currency Shs Swē	46.000	05/09/11	08/01/11	7,208	7,271	(63)
Currency Shs Swē	12.000	05/09/11	08/30/11	1,877	1,897	(20)
Currency Shs Swē	34.000	05/09/11	10/04/11	4,866	5,374	(508)
Currency Shs Aus	6.000	01/10/11	03/01/11	608	597	11
Currency Shs Aus	10.000	01/10/11	07/05/11	1,070	995	75
Currency Shs Aus	37.000	03/08/11	07/05/11	3,961	3,737	224
Currency Shs Aus	12.000	03/18/11	07/05/11	1,284	1,195	89
Currency Shs Aus	18.000	03/18/11	08/01/11	1,969	1,793	176
Currency Shs Aus	2.000	04/05/11	08/01/11	219	207	12
Currency Shs Aus	116.000	05/09/11	08/01/11	12,690	12,440	250
Currency Shs Aus	50.000	08/30/11	10/04/11	4,727	5,355	(628)
Currency Shs Can	6.000	01/10/11	03/01/11	612	601	11
Currency Shs Can	10.000	01/10/11	05/09/11	1,026	1,001	25
Currency Shs Can	37.000	03/08/11	05/09/11	3,797	3,784	13
Currency Shs Can	29.000	03/18/11	05/09/11	2,976	2,928	48
Currency Shs Can	3.000	04/05/11	05/09/11	308	310	(2)
Currency Shs Euro	97.000	05/09/11	07/05/11	13,986	13,781	205
Currency Shs Euro	50.000	05/09/11	08/30/11	7,189	7,104	85
ETFS Palladium	1.000	01/11/11	03/01/11	81	77	4
ETFS Palladium	16.000	01/11/11	07/05/11	1,223	1,237	(14)
ETFS Palladium	22.000	01/11/11	10/04/11	1,201	1,701	(500)
ETFS Palladium	75.000	03/08/11	10/04/11	4,093	5,873	(1,780)
Ishares Inc MCS T	33.000	04/05/11	05/09/11	2,215	2,257	(42)
Ishares Inc MCS T	15.000	04/05/11	08/30/11	716	1,026	(310)
Ishares Inc MCS T	20.000	04/05/11	10/04/11	918	1,368	(450)
Ishares Inc MCS T	172.000	04/05/11	12/02/11	7,728	11,762	(4,034)
Ishares Inc MCS T	35.000	07/05/11	12/02/11	1,572	2,108	(536)
Ishares Inc MCS T	3.000	01/10/11	01/11/11	184	183	1
Ishares Inc MCS S	35.000	01/10/11	03/01/11	2,007	2,007	-
Ishares Inc MCS S	28.000	01/10/11	04/05/11	1,840	1,705	135
Ishares Inc MCS S	62.000	01/10/11	05/09/11	4,076	3,774	302
Ishares Inc MCS S	32.000	03/08/11	05/09/11	2,104	2,032	72
Ishares Inc MCS S	3.000	03/08/11	08/30/11	165	190	(25)
Ishares Inc MCS S	51.000	03/08/11	08/30/11	2,807	3,057	(250)
Ishares Inc MCS S	69.000	03/08/11	10/04/11	3,133	4,136	(1,003)
Ishares Inc MSCI	193.000	01/10/11	03/01/11	4,939	4,452	487
Ishares Inc MSCI	16.000	01/10/11	04/05/11	423	369	54
Ishares Inc MSCI	264.000	01/10/11	05/09/11	7,184	6,090	1,094
Ishares Inc MSCI	116.000	03/08/11	05/09/11	3,157	2,983	174

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Short Term						
Ishares Inc MSCI	36.000	03/08/11	08/30/11	737	926	(189)
Ishares Tr MSCI E	86.000	01/10/11	03/01/11	3,903	4,011	(108)
Ishares Tr MSCI E	181.000	01/10/11	04/05/11	9,048	8,442	606
Ishares Tr MSCI E	86.000	03/08/11	04/05/11	4,299	4,139	160
Ishares Tr MSCI E	261.000	03/08/11	04/05/11	13,048	12,232	816
Ishares Tr MSCI E	96.000	03/08/11	05/09/11	4,609	4,499	110
Ishares Tr MSCI E	108.000	03/08/11	08/30/11	4,514	5,062	(548)
Ishares Tr MSCI A	77.000	01/10/11	03/01/11	4,627	4,841	(214)
Ishares Tr MSCI A	32.000	01/10/11	04/05/11	2,078	2,012	66
Ishares Tr MSCI A	139.000	01/10/11	05/09/11	8,810	8,738	72
Ishares Tr MSCI A	24.000	03/08/11	05/09/11	1,521	1,555	(34)
Ishares Tr MSCI A	53.000	03/08/11	08/30/11	2,921	3,433	(512)
Ishares Tr MSCI A	128.000	03/08/11	08/30/11	7,054	7,936	(882)
Ishares Tr S&P GI	1.000	01/10/11	01/11/11	61	61	-
Ishares Tr S&P GI	50.000	01/10/11	03/01/11	3,114	3,057	57
Ishares TR MSCI I	289.000	01/10/11	01/11/11	5,971	6,004	(33)
Ishares Tr Poland	15.000	04/05/11	05/09/11	554	555	(1)
Ishares Tr Poland	282.000	04/05/11	10/04/11	6,399	10,439	(4,040)
Market Vectors E	137.000	07/05/11	08/30/11	8,604	7,550	1,054
Market Vectors R	96.000	01/10/11	03/01/11	3,883	3,628	255
Market Vectors R	1.000	01/10/11	04/05/11	43	38	5
Market Vectors R	52.000	01/10/11	05/09/11	1,982	1,966	16
Market Vectors R	99.000	01/10/11	08/30/11	3,241	3,742	(501)
Market Vectors R	27.000	03/08/11	08/30/11	884	1,123	(239)
SPDR Index Shs C	3.000	01/10/11	08/30/11	235	232	3
SPDR Index Shs C	30.000	01/10/11	03/01/11	2,252	2,323	(71)
SPDR Index Shs C	19.000	01/10/11	04/05/11	1,573	1,472	101
SPDR Index Shs C	49.000	01/10/11	05/09/11	3,904	3,795	109
SPDR Index Shs C	9.000	03/08/11	05/09/11	717	724	(7)
SPDR Index Shs C	21.000	03/08/11	08/30/11	1,447	1,690	(243)
SPDR Index Shs C	48.000	03/08/11	08/30/11	3,308	3,750	(442)
SPDR Index Shs C	32.000	03/08/11	10/04/11	1,694	2,500	(806)
SPDR Index Shs F	43.000	01/10/11	03/01/11	1,239	1,180	59
SPDR Index Shs F	71.000	01/10/11	05/09/11	1,997	1,948	49
SPDR Index Shs F	18.000	03/08/11	05/09/11	506	517	(11)
SPDR Index Shs F	68.000	03/08/11	08/30/11	1,576	1,955	(379)
Vanguard Int Equ	26.000	01/10/11	03/01/11	1,342	1,237	105
Vanguard Int Equ	40.000	01/10/11	04/05/11	2,119	1,904	215
Vanguard Int Equ	145.000	03/08/11	04/05/11	7,682	7,506	176
Vanguard Int Equ	121.000	03/18/11	04/05/11	6,411	6,081	330

The David and Linda Shaheen Foundation, Inc.

FEI: 58-2489866

For the year ended December 31, 2011

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Short Term						
Wisdomntree TR	55.000	01/10/11	03/01/11	2,623	2,435	188
Wisdomntree TR	86.000	01/10/11	05/09/11	4,184	3,807	377
Wisdomntree TR	20.000	03/08/11	05/09/11	973	957	16
Wisdomntree TR	92.000	03/08/11	08/30/11	3,847	4,402	(555)
Wisdomntree TR	27.000	08/01/11	10/04/11	1,157	1,211	(54)
Wisdomntree TR	122.000	01/10/11	03/01/11	4,911	4,724	187
Wisdomntree TR	120.000	01/10/11	05/09/11	4,375	4,647	(272)
Wisdomntree TR	109.000	01/10/11	05/09/11	3,974	4,288	(314)
Wisdomntree TR	84.000	03/08/11	05/09/11	3,062	3,356	(294)
Wisdomntree TR	293.000	03/08/11	08/30/11	9,502	11,705	(2,203)
Wisdomntree TR	143.000	03/08/11	10/04/11	4,948	5,713	(765)
Apollo Residentia	1.000	07/21/11	07/22/11	18,900	20,000	(1,100)
Credit Suisse Firs	500,000.000	06/25/10	02/08/11	565,400	500,000	65,400
SG Structured Pr	565,000.000	02/09/11	08/05/11	504,093	565,000	(60,907)
				8,550,932	8,528,831	22,101

The David and Linda Shaheen Foundation, Inc.

FEI: 58-2489866

For the year ended December 31, 2011

Part IV -Capital Gains and Losses for Tax on Investment Income - page 3

Long Term Gains (Losses)

Description	Quantity	Date Acq	Date Sold	Sales Proceeds	Cost or Basis	Gain (Loss)
Long Term						
Doubleline Total Return Fd	9,017.133	04/08/10	07/29/11	100,000	90,983	9,017
Loomis Sayles Bond Fund	13,783.598	03/05/10	03/07/11	200,000	188,008	11,992
Loomis Sayles Bond Fund	27,624.309	03/05/10	03/17/11	400,000	376,796	23,204
Loomis Sayles Bond Fund	7,112.376	03/05/10	09/22/11	100,000	97,013	2,987
SG Structured Prods Inc	200,000	11/24/09	08/17/11	194,600	200,000	(5,400)
				994,600	952,800	41,800

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

Los Angeles Opera Association

Street

151 Grand Avenue

City

Los Angeles

State

CA

Zip Code

90012

Foreign Country**Relationship**

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide music education to local public schools

Amount

29,500

Name

Los Angeles Philharmonic Association

Street

135 North Grand Avenue

City

Los Angeles

State

CA

Zip Code

90012

Foreign Country**Relationship**

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide music education to local public schools

Amount

25,000

Name

MADAC (Mothers and Daughters Against Cancer)

Street

4299 Ridgeway Drive

City

Duluth

State

GA

Zip Code

30097

Foreign Country**Relationship**

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide grants to families suffering with breast cancer

Amount

1,000

Name

Myositis Association

Street

1737 King Street, Suite 600

City

Alexandria

State

VA

Zip Code

22314

Foreign Country**Relationship**

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide research and treatment for Myositis victims

Amount

4,785

Name

Nevada Health Centers, Inc

Street

1802 North Carson Street, Suite 100

City

Carson City

State

NV

Zip Code

89701

Foreign Country**Relationship**

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide breast health exams to indigent of Nevada

Amount

80,000

Name

Piedmont Hospital

Street

1968 Peachtree Road, NW

City

Atlanta

State

GA

Zip Code

30309

Foreign Country**Relationship**

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide screening and education in breast health

Amount

10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

Project Angel Food

Street

7574 Sunset Blvd

City

Los Angeles

State

CA

Zip Code

90046

Foreign Country

Relationship

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide meals for people with AIDS

Amount

2,500

Name

Regents of University of California

Street

590 University Ave

City

Berkeley

State

CA

Zip Code

94720

Foreign Country

Relationship

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide education on AIDS and STDS through art experiences

Amount

75,000

Name

The Parkinson Institute

Street

675 Almanor Avenue

City

Sunnyvale

State

CA

Zip Code

94085

Foreign Country

Relationship

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide research and treatment for Parkinson victims

Amount

5,000

Name

UGA Foundation

Street

394 South Milledge Ave, Suite 100

City

Athens

State

GA

Zip Code

30602

Foreign Country

Relationship

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide funds for scholarships to the University of Georgia

Amount

500

Name

Webster School

Street

3602 Winter Canyon Rd

City

Malibu

State

CA

Zip Code

90265

Foreign Country

Relationship

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide educational assistance for kids with disabilities

Amount

8,000

Name

Women's Cancer Research

Street

8700 Beverly Blvd, Suite 160 W

City

Los Angeles

State

CA

Zip Code

90048

Foreign Country

Relationship

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Provide research in breast cancer and expand tissue bank

Amount

35,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

World of Children

Street

6200 Stoneridge Mall Rd , 3rd FL

City

Pleasanton

State

CA

Zip Code

94588

Foreign Country

Relationship

none

Foundation Status

501(c)(3)

Purpose of grant/contribution

Funding of children's causes and benefits worldwide

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			9,864,217	8,470,833	10,394,024	8,591,261
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Corporate Equities		2,402,211	2,623,318	2,574,630	2,647,454
2	Fixed Income		2,461,881	2,009,015	2,496,751	1,975,386
3	Partnership Interest		3,000,125	2,474,122	3,089,229	2,796,365
4	Alternative Investments - Hedge Funds		2,000,000	1,364,378	2,233,414	1,172,056
5						
6						
7						
8						
9						
10						

Part II, Line 15 (990-PF) - Other Assets

	Description	Beginning Balance	Ending Balance	Fair Market Value
1	RESERVE FOR ADJUSTMENT TO FMV	529,807	120,428	0
2				
3				
4				
5				
6				
7				
8				
9				
10				

- 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)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization	Employer identification number (EIN) or
	The David & Linda Shaheen Foundation, Inc	<input checked="" type="checkbox"/> 58-2489866
	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
	P O Box 973	<input type="checkbox"/>
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	Crystal Bay	NV 89402

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.

- The books are in the care of ☒ Martha A. McCorkle, CPA
Telephone No ☒ 706-226-5936 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15/2012
- 5 For calendar year 2011, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension Accountant has been ill and needs additional time to complete an accurate and
and complete return

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

Signature and Verification must be completed for Part II only.

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

Signature ☐Title ☐ AccountantDate ☐ 8/15/2012Form **8868** (Rev 1-2012)