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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

, 2011, and ending

THOMAS P. WINN FOUNDATION
3001 I STREET, SUITE 300
SACRAMENTO, CA 95816**A** Employer identification number
68-0244296**B** Telephone number (see the instructions)
(916) 930-0925**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 7,115,732.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**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)

1 Contributions, gifts, grants, etc. received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss) -5,427.

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 1,926,724.

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

c Other prof fees (attach sch) SEE ST 3

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 4

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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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 Savings and temporary cash investments	7,256,349.	4,872,137.	4,871,126.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 6		2,244,606.	2,244,606.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	7,256,349.	7,116,743.	7,115,732.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund	522,514.	522,514.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,733,835.	6,594,229.	
	30 Total net assets or fund balances (see instructions)	7,256,349.	7,116,743.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,256,349.	7,116,743.	

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	7,256,349.
2 Enter amount from Part I, line 27a	2	-136,842.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	800.
4 Add lines 1, 2, and 3	4	7,120,307.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	3,564.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,116,743.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 9				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	194,808.
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	33,171.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

N/A

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☐ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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 (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,610.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,610.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,610.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	3,000.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,610.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,610.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>THOMAS P. WINN</u> Telephone no. <u>(916) 930-0925</u> Located at <u>3001 I STREET, SUITE 300 SACRAMENTO CA</u> ZIP + 4 <u>95816</u>			
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 <u>N/A</u>			
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 <u>N/A</u>	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	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 <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ 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. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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?N/A ☐ Yes ☐ No

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

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

6b

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
THOMAS P. WINN 3001 I STREET, SUITE 300 SACRAMENTO, CA 95816	PRESIDENT 0	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

0

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
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 (see instructions)

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	6,638,594.
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	6,638,594.
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	6,638,594.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	99,579.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,539,015.
6 Minimum investment return. Enter 5% of line 5	6	326,951.

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	326,951.
2a Tax on investment income for 2011 from Part VI, line 5	2a	4,610.	
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	4,610.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	322,341.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	322,341.	
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	322,341.	

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	369,481.
b Program-related investments — total from Part IX-B	1b	
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	369,481.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	369,481.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				322,341.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			364,135.	
b Total for prior years 20__, 20__, 20__		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 ▶ \$ 369,481.				
a Applied to 2010, but not more than line 2a			364,135.	
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				5,346.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				316,995.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	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				

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Form 990-PF (2011)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
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	
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 organization 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).)

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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.

NONE

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

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

c Any submission deadlines:

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

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	\$ 12,850.		
TOTAL	\$ 12,850.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 3,150.	\$ 1,575.		
TOTAL	\$ 3,150.	\$ 1,575.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL INVESTMENT FEES	\$ 19,411.	\$ 19,411.		
TOTAL	\$ 19,411.	\$ 19,411.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 2,431.	\$ 2,431.		
FRANCHISE TAX	20.	10.		
TOTAL	\$ 2,451.	\$ 2,441.	\$ 0.	\$ 0.

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	\$ 70.	\$ 35.		
OVERHEAD/MGMT FEES	18,144.	9,072.		
TOTAL	\$ 18,214.	\$ 9,107.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
RIVER CITY CAPITAL, LP	COST	\$ 2,244,606.	\$ 2,244,606.
TOTAL		\$ 2,244,606.	\$ 2,244,606.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NON DIVIDEND DISTRIBUTIONS			\$ 800.
TOTAL			\$ 800.

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FEDERAL INCOME TAX			\$ 3,564.
TOTAL			\$ 3,564.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	MORGAN STANLEY SMITH BARNEY #09386	PURCHASED	VARIOUS	VARIOUS
2	MORGAN STANLEY SMITH BARNEY #09622	PURCHASED	VARIOUS	VARIOUS
3	MORGAN STANLEY SMITH BARNEY #09622	PURCHASED	VARIOUS	VARIOUS
4	MORGAN STANLEY SMITH BARNEY #09623	PURCHASED	VARIOUS	VARIOUS
5	MORGAN STANLEY SMITH BARNEY #09623	PURCHASED	VARIOUS	VARIOUS
6	MORGAN STANLEY SMITH BARNEY #09624	PURCHASED	VARIOUS	VARIOUS
7	MORGAN STANLEY SMITH BARNEY #09624	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
8	MORGAN STANLEY SMITH BARNEY #09625	PURCHASED	VARIOUS	VARIOUS
9	MORGAN STANLEY SMITH BARNEY #09625	PURCHASED	VARIOUS	VARIOUS
10	MORGAN STANLEY SMITH BARNEY #09626	PURCHASED	VARIOUS	VARIOUS
11	MORGAN STANLEY SMITH BARNEY #09626	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	155,732.		180,737.	-25,005.				\$ -25,005.
2	382,181.		393,704.	-11,523.				-11,523.
3	189,088.		130,007.	59,081.				59,081.
4	54,036.		57,398.	-3,362.				-3,362.
5	233,052.		195,542.	37,510.				37,510.
6	179,771.		187,815.	-8,044.				-8,044.
7	265,309.		204,882.	60,427.				60,427.
8	5,313.		6,827.	-1,514.				-1,514.
9	250,027.		145,024.	105,003.				105,003.
10	45,260.		46,727.	-1,467.				-1,467.
11	166,955.		183,253.	-16,298.				-16,298.
TOTAL								\$ 194,808.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALLIANCE FOR HISPANIC ADVANCEMENT 1429 COLUSA HWY A-1 YUBA CITY, CA 95992	NONE	501 (C)	PUBLIC SERVICE	\$ 1,500.
AMERICAN LUNG ASSOCIATION 1029 J STREET SACRAMENTO, CA 95814	NONE	501 (C)	PUBLIC SERVICE	200.
JESUIT 1200 JACOB LANE SACRAMENTO, CA 95608	NONE	501 (C)	EDUCATIONAL	1,000.
SACRAMENTO TREE FOUNDATION 191 LATHROP WAY STE D SACRAMENTO, CA 95815	NONE	501 (C)	PUBLIC SERVICE	5,000.
CHILDREN'S RECEIVING HOME 3555 AUBURN BLVD SACRAMENTO, CA 95821	NONE	501 (C)	PUBLIC SERVICE	2,000.

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
RIVER OAK CENTER FOR CHILDREN 5445 LAUREL HILLS DRIVE SACRAMENTO, CA 95841	NONE	501 (C)	PUBLIC SERVICE	\$ 1,000.
HABITAT FOR HUMANITY 8351 UMBRIA AVE BLDG 5 BAY 1 SACRAMENTO, CA 95828	NONE	501 (C)	PUBLIC SERVICE	8,000.
COSUMNES RIVER COLLEGE 8401 CENTER PARKWAY SACRAMENTO, CA 95823	NONE	501 (C)	PUBLIC SERVICE	30,000.
CITY OF WHEATLAND COMMUNITY GARDEN 1501 SPORTS DRIVE SACRAMENTO, CA 95834	NONE	501 (C)	PUBLIC SERVICE	11,768.
FRIENDS OF HARVARD FOOTBALL 65 N HARVARD STREET BOSTON, MA 02163	NONE	501 (C)	PUBLIC SERVICE	5,000.
EAST NICOLAUS HIGH SCHOOL AG PROG 2454 NICOLAUS AVENUE NICOLAUS, CA 95659	NONE	501 (C)	PUBLIC SERVICE	2,000.
EL DORADO COMMUNITY FOUNDATION P O BOX 1388 PLACERVILLE , CA 95682	NONE	501 (C)	PUBLIC SERVICE	15,000.
EL DORADO HILLS FIREFIGHTERS' FOUNDATION 1050 WILSON BLVD EL DORADO HILLS, CA 95762	NONE	501 (C)	PUBLIC SERVICE	15,000.
ELK GROVE CHURCH OF CHRIST P O BOX 1588 ELK GROVE, CA 95759	NONE	501 (C)	PUBLIC SERVICE	2,500.
ROBERT MCDERMOTT FUND 6200 MCMAHN DRIVE SACRAMENTO, CA 95826	NONE	501 (C)	PUBLIC SERVICE	10,000.
NEW ALTERNATIVES 4307 THIRD AVENUE SAN DIEGO, CA 92103	NONE	501 (C)	PUBLIC SERVICE	5,000.

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ELK GROVE FOOD BANK SERVICES P O BOX 1447 ELK GROVE, CA 95759	NONE	501 (C)	PUBLIC SERVICE	\$ 3,500.
YCHS PUNJABI-AMERICAN CLUB 850 B STREET YUBA CITY, CA 95991	NONE	501 (C)	PUBLIC SERVICE	1,000.
YUBA SUTTER PERFORMING ARTS 1227 BRIDGE STREET STE C YUBA CITY, CA 95991	NONE	501 (C)	PUBLIC SERVICE	2,000.
YSEDC 1227 BRIDGE STREET STE C YUBA CITY, CA 95991	NONE	501 (C)	PUBLIC SERVICE	10,000.
ELK GROVE YOUTH SPORT FOUNDATION P O BOX 610 ELK GROVE, CA 95759	NONE	501 (C)	PUBLIC SERVICE	7,500.
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE STE 200 SACRAMENTO, CA 95834	NONE	501 (C)	PUBLIC SERVICE	2,000.
CELEBRATE SACRAMENTO - GIFTS TO SHARE 951 I STREET SACRAMENTO, CA 95814	NONE	501 (C)	PUBLIC SERVICE	1,000.
LEUKEMIA AND LYMPHOMA SOCIETY 2143 HURLEY WAY SACRAMENTO, CA 95825	NONE	501 (C)	PUBLIC SERVICE	200.
SACRAMENTO FOOD BANK & FAMILY SERVICES 3333 3RD AVENUE SACRAMENTO, CA 95817	NONE	501 (C)	PUBLIC SERVICE	30,000.
COTTAGE HOUSING 1726 PROFESSIONAL DRIVE SACRAMENTO, CA 95825	NONE	501 (C)	PUBLIC SERVICE	5,000.
MAKE A WISH FOUNDATION 2800 CLUB CENTER DRIVE SACRAMENTO, CA 95835	NONE	501 (C)	PUBLIC SERVICE	10,000.
MARSHALL MEDICAL FOUNDATION P O BOX 1996 PLACERVILLE, CA 95667	NONE	501 (C)	PUBLIC SERVICE	15,000.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WEST SACRAMENTO FOUNDATION P O BOX 621 WEST SACRAMENTO, CA 95816	NONE	501 (C)	PUBLIC SERVICE	\$ 12,500.
ST JOHNS SHELTER FOR WOMEN AND CHILDREN 2443 FAIR OAKS BLVD 369 SACRAMENTO, CA 95825	NONE	501 (C)	PUBLIC SERVICE	5,000.
MDA 868 FRANKLIN AVENUE YUBA CITY, CA 95991	NONE	501 (C)	PUBLIC SERVICE	1,000.
THE GATHERING INN P O BOX 297 ROSEVILLE, CA 95678	NONE	501 (C)	PUBLIC SERVICE	2,000.
NSBIF - SACRAMENTO SHELTER PROGRAM 1536 EUREKA ROAD ROSEVILLE, CA 95661	NONE	501 (C)	PUBLIC SERVICE	10,000.
PLEASANT GROVE PARENTS CLUB 3075 HOWSLEY ROAD PLEASANT GROVE, CA 95668	NONE	501 (C)	PUBLIC SERVICE	2,100.
RIVERBEND ELEMENTARY SCHOOL DRAMA PROG 301 STEWARD ROAD YUBA CITY, CA 95991	NONE	501 (C)	PUBLIC SERVICE	1,500.
FRANKLIN EDUCATION FOUNDATION 332 NORTH TOWNSHIP ROAD YUBA CITY, CA 95993	NONE	501 (C)	PUBLIC SERVICE	1,000.
FULL CIRCLE TREATMENT CENTER 730 SUNRISE AVENUE 250 ROSEVILLE, CA 95661	NONE	501 (C)	PUBLIC SERVICE	10,000.
HARVARD VARSITY CLUB 65 N HARVARD STREET BOSTON, MA 02163	NONE	501 (C)	PUBLIC SERVICE	2,000.
B STREET THEATRE 2711 B STREET SACRAMENTO, CA 95816	NONE	501 (C)	PUBLIC SERVICE	2,000.

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ROBBINS SCHOOL PARENTS' CLUB P O BOX 237 ROBBINS, CA 95676	NONE	501 (C)	PUBLIC SERVICE	\$ 2,000.
UNIVERSITY FOUNDATION AT SAC STATE-BBALL 6000 J STREET SACRAMENTO, CA 95819	NONE	501 (C)	PUBLIC SERVICE	6,500.
ROSEVILLE YOUTH SOCCER CLUB P O BOX 355 ROSEVILLE, CA 95678	NONE	501 (C)	PUBLIC SERVICE	400.
SALVATION ARMY 1615 D STREET SACRAMENTO, CA 95814	NONE	501 (C)	PUBLIC SERVICE	5,000.
THE EFFORT: BIRTH & BEYOND 6015 WATT AVENUE STE 2 NORTH HIGHLANDS, CA 95660	NONE	501 (C)	PUBLIC SERVICE	2,500.
FAR WEST NORDIC P O BOX 10046 TRUCKEE, CA 96162	NONE	501 (C)	PUBLIC SERVICE	3,000.
SACRAMENTO VALLEY RUGBY FOUNDATION 2221 MEADOWBROOK ROAD SACRAMENTO, CA 95825	NONE	501 (C)	PUBLIC SERVICE	2,000.
AGAPE INTERNATIONAL MISSIONS 1830 VERNON ST 9 ROSEVILLE, CA 95678	NONE	501 (C)	PUBLIC SERVICE	30,000.
SACRAMENTO AREA EMERGENCY HOUSING 2411 ALHAMBRA BLVD STE 110 SACRAMENTO, CA 95817	NONE	501 (C)	PUBLIC SERVICE	15,000.
KID WORKS 1902 CHESTNUT AVENUE SANTA ANA, CA 92703	NONE	501 (C)	PUBLIC SERVICE	5,000.
ST PATRICK'S HOME FOR CHILDREN 5945 FRANKLIN BLVD SACRAMENTO, CA 95824	NONE	501 (C)	PUBLIC SERVICE	2,000.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SUSAN G KOMEN 4970 WINDPLAY DRIVE STE C3 EL DORADO HILLS, CA 95762	NONE	501 (C)	PUBLIC SERVICE	\$ 300.
THE UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	NONE	501 (C)	PUBLIC SERVICE	1,000.
THE UNIVERSITY FOUNDATION AT SAC STATE 6000 J STREET LASSEN HALL SACRAMENTO, CA 95819	NONE	501 (C)	PUBLIC SERVICE	10,000.
TOYS FOR TOTS 1716 CLARK AVENUE YUBA CITY, CA 95991	NONE	501 (C)	PUBLIC SERVICE	5,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	NONE	501 (C)	PUBLIC SERVICE	3,000.
UC LACROSSE FUNDRAISER 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	NONE	501 (C)	PUBLIC SERVICE	100.
VOLUNTEERS OF AMERICA 1900 POINT WEST WAY SACRAMENTO, CA 95815	NONE	501 (C)	PUBLIC SERVICE	10,000.
AMERICAN RIVER PARKWAY RANCHO CORDOVA 5700 ARDEN WAY CARMICHAEL, CA 95608	NONE	501 (C)	PUBLIC SERVICE	1,250.
RANCHO CORDOVA 4TH OF JULY 2729 PROSPECT DRIVE 117 RANCHO CORDOVA, CA 95670	NONE	501 (C)	PUBLIC SERVICE	3,000.
HEMISHERES ART ACADEMY 2379 GATEWAY OAKS DRIVE 100 SACRAMENTO, CA 95833	NONE	501 (C)	PUBLIC SERVICE	1,000.
CA HIGH SCHOOL RODEO ASSN 8814 ELM AVENUE ORANGEVALE, CA 95662	NONE	501 (C)	PUBLIC SERVICE	2,500.
SKYRIDGE SCHOOL 800 PERKINS WAY AUBURN, CA 95603	NONE	501 (C)	PUBLIC SERVICE	2,500.

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FEDERAL STATEMENTS

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MUSTARD SEED SCHOOL 1321 NORTH C STREET SACRAMENTO, CA 95811	NONE	501 (C)	PUBLIC SERVICE	\$ 3,000.
ST JOSEPH MORELLO CAMPAIGN 7200 AUBURN FOLSOM ROAD GRANITE BAY, CA 95746	NONE	501 (C)	PUBLIC SERVICE	2,000.
MISCELLEOUS TOY DRIVES 3001 I STREET, SUITE 300 SACRAMENTO, CA 95816	NONE	501 (C)	PUBLIC SERVICE	163.
TOTAL \$				<u>369,481.</u>