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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

David E. Gallo Foundation
P.O. Box 1130
Modesto, CA 95353

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) **J Accounting method.** Cash Accrual
 Other (specify) **► \$ 8,058,387.** (Part I, column (d) must be on cash basis)

A	Employer identification number 77-0476093
B	Telephone number (see the instructions) (209) 341-6975
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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)		1,707,747.			
2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		105.	105.		
4 Dividends and interest from securities		194,322.	194,322.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10		36,432.			
b Gross sales price for all assets on line 6a	898,870.				
7 Capital gain net income (from Part IV, line 2)			36,432.		
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)					
12 Total. Add lines 1 through 11		1,938,606.	230,859.	0.	
13 Compensation of officers, directors, trustees, etc		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch) <i>See Sch E</i>		8,116.			
c Other prof fees (attach sch) <i>See Sch E</i>		13,766.	13,766.		
17 Interest					
18 Taxes (attach schedule for instrs) <i>See Sch F</i>		7,931.	2,731.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
See Statement 4		271.			
24 Total operating and administrative expenses. Add lines 13 through 23		30,084.	16,497.		
25 Contributions, gifts, grants paid Part XV		130,500.			130,500.
26 Total expenses and disbursements. Add lines 24 and 25		160,584.	16,497.	0.	130,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements.		1,778,022.			
b Net investment income (if negative, enter -0-)			214,362.		
c Adjusted net income (if negative, enter -0-)				0.	

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15

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	90,746.	192,506.	192,506.
	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			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	5,418,888.	6,726,963.	7,493,636.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
	Less accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe ▶)			372,245.	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,509,634.	6,919,469.	8,058,387.	
LIABILITIES	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 ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds	5,509,634.	6,919,469.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	5,509,634.	6,919,469.	
	31	Total liabilities and net assets/fund balances (see instructions)	5,509,634.	6,919,469.	

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	5,509,634.
2	Enter amount from Part I, line 27a	2	1,778,022.
3	Other increases not included in line 2 (itemize) ▶ <u>See Statement 5</u>	3	9,275.
4	Add lines 1, 2, and 3	4	7,296,931.
5	Decreases not included in line 2 (itemize) ▶ <u>See Statement 6</u>	5	377,462.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,919,469.

Part V 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 Publicly Traded Securities			P	Various	Various
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	898,870.		862,438.	36,432.	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				36,432.	
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	36,432.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

Part VI 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 (column (b) divided by column (c))
2010	262,050.	5,563,054.	0.047105
2009	250,104.	4,267,086.	0.058612
2008	241,600.	5,088,476.	0.047480
2007	385,250.	6,007,201.	0.064131
2006	212,080.	5,796,692.	0.036586

2 Total of line 1, column (d)	2	0.253914
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	0.050783
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,106,125.
5 Multiply line 4 by line 3	5	360,870.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,144.
7 Add lines 5 and 6	7	363,014.
8 Enter qualifying distributions from Part XII, line 4	8	130,500.

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 ► <input type="checkbox"/> 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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1 4,287.
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 4,287.
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 4,287.
6 Credits/Payments	
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 5,231.
b Exempt foreign organizations – tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 5,231.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 1.
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	10 943.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 943. Refunded ► 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?

	Yes	No
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	1b	X
--	----	---

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?

	1c	X
--	----	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

		0.
--	--	----

(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?

	2	X
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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

	3	X
--	---	---

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	4a	X
--	----	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

	4b	N/A
--	----	-----

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	5	X
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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:

	6	X
--	---	---

• By language in the governing instrument, or

	7	X
--	---	---

• 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?

	8b	X
--	----	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

	9	X
--	---	---

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA

	10	X
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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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► (209) 341-6975	
Located at ► 600 Yosemite Blvd. Modesto CA ZIP + 4 ► 95354		
15	N/A ► <input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►		

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.		
1a	During the year did the foundation (either directly or indirectly)	Yes No
(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		
1b	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 ► <input type="checkbox"/>		
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
2a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years ► 20__, 20__, 20__, 20__		
2b	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) <input type="checkbox"/> Yes N/A	
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	
3b	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) <input type="checkbox"/> Yes N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes X	
4b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes X	

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))?

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

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

(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)

(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

Yes No

Yes No

Yes No

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
Mary C. Gallo 600 Yosemite Blvd. Modesto, CA 95354	Chair, Direc 4.00	0.	0.	0.
Theresa M. Gallo 600 Yosemite Blvd. Modesto, CA 95354	Secty, Direc 0	0.	0.	0.
Christopher D. Gallo 600 Yosemite Blvd. Modesto, CA 95354	CFO, Directo 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		

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	<u>N/A</u>	
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

Form 990-PF (2011)

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 7,062,634.
b Average of monthly cash balances	1b 151,706.
c Fair market value of all other assets (see instructions)	1c
d Total (add lines 1a, b, and c)	1d 7,214,340.
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 7,214,340.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 108,215.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 7,106,125.
6 Minimum investment return. Enter 5% of line 5.	6 355,306.

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	1 355,306.
2a Tax on investment income for 2011 from Part VI, line 5	2a 4,287.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 4,287.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 351,019.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 351,019.
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	7 351,019.

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 130,500.
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	4 130,500.
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	6 130,500.

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				351,019.
2 Undistributed income, if any, as of the end of 2011:			0.	
a Enter amount for 2010 only		0.		
b Total for prior years: 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	87,188.			
c From 2008				
d From 2009	39,542.			
e From 2010				
f Total of lines 3a through e	126,730.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 130,500.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				130,500.
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).)	126,730.			126,730.
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				93,789.
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				

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

N/A

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))

See Statement 7

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 forms 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;

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
<i>a Paid during the year</i> See Schedule Attached			See Schedule Attached	130,500.
Total			► 3a	130,500.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	105.	
4 Dividends and interest from securities			14	194,322.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	36,432.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				230,859.	
13 Total. Add line 12, columns (b), (d), and (e)			13		230,859.
(See worksheet in line 13 instructions to verify calculations)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

Yes No

b If 'Yes,' complete the following schedule

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

Sign Here	<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge</p> <p> 17/10/12</p>		
	Date	Title	<p>May the IRS discuss this return with the preparer shown below (see instructions)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>

Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Margaret Armstrong, CPA		Margaret Armstrong, CPA	7/5/12		P00022850
	Firm's name	► TAX AND FINANCIAL SERVICES			Firm's EIN ► 94-1009696	
Firm's address	► PO BOX 1130 MODESTO, CA 95353			Phone no. (209) 341-3509		

BAA

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No. 1545 0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2011

Name of the organization

David E. Gallo Foundation

Employer identification number

77-0476093

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ _____

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

David E. Gallo Foundation

Employer identification number

77-0476093

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	E & J Gallo Winery 600 Yosemite Blvd Modesto, CA 95354	\$ 1,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Mary C Gallo PO Box 1130 Modesto, CA 95353	\$ 607,747	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Mary C Gallo PO Box 1130 Modesto, CA 95353	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

David E. Gallo Foundation

Employer identification number

77-0476093

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Securities - Publicly traded		
		\$ 607,747.	12/08/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Name of organization

Name of organization
David E. Gallo Foundation

Employer identification number

Employer Identification
77-0476093

Part III Exclusively religious, charitable, etc. individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year (Enter this information once. See instructions) ► \$ **N/A**
Use duplicate copies of Part III if additional space is needed

David E. Gallo Foundation

77-0476093

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping Fees	\$ 5,654.			
Tax Accounting Fees	2,462.			
Total	<u>\$ 8,116.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
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
Investment Fees	\$ 13,766.	\$ 13,766.		
Total	<u>\$ 13,766.</u>	<u>\$ 13,766.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise	\$ 5,200.			
Foreign Tax on Dividends	2,731.	\$ 2,731.		
Total	<u>\$ 7,931.</u>	<u>\$ 2,731.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 24.			
State Filing Fees	247.			
Total	<u>\$ 271.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

David E. Gallo Foundation

77-0476093

Statement 5
Form 990-PF, Part III, Line 3
Other Increases

Net basis adjustment	\$ 9,275.
Total	\$ <u>9,275.</u>

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

Unrealized gain on contributed assets	\$ 377,462.
Total	\$ <u>377,462.</u>

Statement 7
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Mary C. Gallo
Theresa M. Gallo
Christopher D. Gallo

DAVID E GALLO FOUNDATION
77-0476093
12/31/2011
FORM 990, PART II, LINE 10(b), INVESTMENTS - CORPORATE STOCK

SHARES	ISSUE	COST	MARKET VALUE
175,840.621	DODGE & COX INCOME FUND	2,065,436	2,338,680
900	ADOB SYSTEMS INC	21,369	25,443
8,738	AEGON NV	56,119	35,127
2,300	AMGEN INC	116,738	147,683
800	AOL INC	20,140	12,080
1,050	BAKER HUGHES INC	32,652	51,072
4,400	BANK NEW YORK MELLON CORP	116,773	87,604
9,800	BANK OF AMERICA	94,068	54,488
2,000	BB&T CORP	45,013	50,340
950	BMC SOFTWARE INC	25,808	31,141
8,200	BOSTON SCIENTIFICE CORP	78,044	43,788
7,000	CADENCE DESIGN SYSTEM INC	41,446	72,800
5,700	CAPITAL ONE FINL CORP	186,722	241,053
2,100	CARMAX INC	40,813	64,008
800	CELANESE	33,288	35,416
2,293	CEMEX	35,410	12,359
1,392	CHEVRON CORP	69,738	148,109
9,237	COMCAST CORP	154,603	219,009
1,500	COMPUTER SCIENCES CORP	52,723	35,550
1,800	COMPUWARE CORP	9,913	14,976
2,000	CORNING INCE	26,266	25,960
500	CREDIT SUISSE GROUP	23,012	11,740
1,000	DISH NETWORK CORP	22,124	28,480
2,100	DOW CHEM CO	57,097	60,396
3,000	EBAY INC	82,347	90,990
200	EQUINIX INC	16,848	20,280
2,304	FEDEX CORP	126,507	192,407
8,700	GENERAL ELEC CO	184,836	155,817
2,800	GENWORTH FINL INC	33,181	18,340
2,900	GLAXOSMITHKLINE PLC	120,743	132,327
800	GOLDMAN SACHS GROUP	84,790	72,344
6,800	HEWLETT PACKARD CO	204,985	175,168
1,800	HOME DEPOT INC	53,575	75,672
637	HSBC HLDGS PLC	41,082	24,270
200	LIBERTY GLOBAL INC SER A	7,479	8,206
200	LIBERTY GLOBAL INC SER C	6,362	7,904
2,475	LIBERTY MEDIA HLDG CORP - LINT A	6,692	40,132
700	LOWES CORP	12,797	17,766
2,300	MAXIM INTERGRATED PRODS INC	32,176	59,892
800	MCGRAW-HILL COMPANIES	29,795	35,976
800	MEDTRONIC INC	30,307	30,600
4,300	MERCK & CO INC	130,979	162,110
4,000	MICROSOFT CORP	104,688	103,840
1,300	MOLEX INC	21,687	25,714
600	NETAPP INC	21,005	21,762
6,700	NEWS CORP	109,069	119,528
5,000	NOKIA CORP	51,897	24,100
2,300	NOVARTIS A G	124,340	131,491
15	NVR INC	9,874	10,290
3,500	OCCIDENTAL PETROLEUM CORP	70,092	327,950
2,100	PANASONIC CORP	25,867	17,619

DAVID E GALLO FOUNDATION

77-0476093

12/31/2011

FORM 990, PART II, LINE 10(b), INVESTMENTS - CORPORATE STOCK

SHARES	ISSUE	COST	MARKET VALUE
6,350	PFIZER INC	108,640	137,414
1,200	PHILIPS ELECTRONICS	24,648	25,140
2,100	ROCHE HOLDINGS LTD	76,016	89,355
3,797	SANOFI-AVENTIS	139,135	138,742
1,550	SCHLUMBERGER LTD	68,310	105,881
5,800	SCHWAB CHARLES CORP	95,699	65,308
1,400	SONY CORP	40,800	25,256
13,100	SPRINT CORP	55,453	30,654
1,600	SUNTRUST BKS INC	30,836	28,320
4,100	SYMANTEC CORP	63,262	64,165
1,600	SYNOPSYS INC	36,578	43,520
1,450	TE CONNECTIVITY LTD	43,017	44,675
1,052	TIME WARNER CABLE INC	49,305	66,876
3,800	TIME WARNER INC	122,043	137,332
950	TYCO INTERNATIONAL	38,487	44,375
1,100	UNILEVER PLC	35,478	36,872
3,000	VODAFONE GROUP	68,232	84,090
1,000	VULCAN MATLS CO	45,730	39,350
1,750	WAL-MART STORES INC	88,661	104,580
6,365	WELLS FARGO & CO	271,938	175,419
7,100	XEROX CORP	55,378	56,516
TOTALS		6,726,963	7,493,636

DAVID E GALLO FOUNDATION

77-0476093
12/31/2011

FORM 990-PF, PART XV, LINE 3(a), GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

- ALL CONTRIBUTIONS MADE DURING THE YEAR WERE FOR GENERAL USE IN CARRYING OUT CHARITABLE, RELIGIOUS, AND EDUCATIONAL ACTIVITIES
- NONE OF THE RECIPIENTS ARE INDIVIDUALS RELATED IN ANY WAY TO A FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR
- NONE OF THE RECIPIENTS ARE PRIVATE FOUNDATIONS

CHARITABLE CONTRIBUTIONS	AMOUNT
CONSERVATION INTERNATIONAL 1919 M Street NW Suite 600, Washington, DC 20036	15,000 00
Total Charitable Contributions	<u>15,000 00</u>
RELIGIOUS	AMOUNT
DIOCESE OF STOCKTON 212 N SAN JOAQUIN ST , STOCKTON, CA 95202	8,500 00
SISTERS OF THE HOLY CROSS 207 ROSARY CONVENT, NOTRE DAME, IN 46556-5013	10,000 00
ST ELIZABETH'S CHURCH 810 North Hwy 118, Central Valley, UT 84754	1,000 00
ST JOSEPHS CHURCH 1813 OAKDALE RD, MODESTO, CA 95355	63,000 00
Total Religious	<u>82,500 00</u>
EDUCATIONAL	AMOUNT
CLARETIAN TEACHING MINISTRY 20610 MANHATTAN PLACE SUITE 120, TORRANCE, CA 90501	12,000 00
UNIVERSITY OF CALIFORNIA DAVIS 1460 DREW AVE , STE 100, DAVIS, CA 95618	10,000 00
LASALLIAN EDUCATION FOUNDATION 465 CALIFORNIA ST SUITE 1020, SAN FRANCISCO, CA 94104	1,000 00
NOTRE DAME DE NAMUR UNIVERSITY 1500 RALSTON AVENUE, BELMONT, CA 94002-1908	10,000 00
Total Educational	<u>33,000 00</u>
GRAND TOTALS	<u>130,500 00</u>