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

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROMNumber and street (or P O box number if mail is not delivered to street address)
603 W. OJAI AVE. SUITE B

A Employer identification number

77-0518326

City or town, state, and ZIP code

OJAI, CA 93023

G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) J Accounting method: Cash Accrual
 Other (specify)
► \$ 9,640,517. (Part I, column (d) must be on cash basis)

| | | (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 | | | N/A | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 590. | 590. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 172,192. | 172,192. | | STATEMENT 2 |
| Revenue | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 89,668. | | | |
| | b Gross sales price for all assets on line 6a | 208,790. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 89,668. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 25. | 0. | | STATEMENT 3 |
| | 12 Total Add lines 1 through 11 | 262,475. | 262,450. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | STMT 4 | 4,620. | 0. | 4,620. |
| | c Other professional fees | STMT 5 | 7,147. | 7,147. | 0. |
| | 17 Interest | | | | |
| | 18 Taxes | | | | |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | STMT 6 | 60. | 0. | 0. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | | 11,827. | 7,147. | 4,620. |
| | 25 Contributions, gifts, grants paid | | 462,500. | | 462,500. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | | 474,327. | 7,147. | 467,120. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | | -211,852. | | |
| | b Net investment income (if negative enter -0-) | | | 255,303. | |
| | c Adjusted net income (if negative enter -0-) | | | | N/A |

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THE SHANBROM FAMILY FOUNDATION

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| Part II | Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year | |
|-----------------------------|---|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | 1 Cash - non-interest-bearing | | | | |
| | 2 Savings and temporary cash investments | | 1,062,254. | 695,510. | 695,510. |
| | 3 Accounts receivable ► | | | | |
| | Less allowance for doubtful accounts ► | | | | |
| | 4 Pledges receivable ► | | | | |
| | Less: allowance for doubtful accounts ► | | | | |
| | 5 Grants receivable | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | | |
| | 7 Other notes and loans receivable ► | | | | |
| | Less: allowance for doubtful accounts ► | | | | |
| Assets | 8 Inventories for sale or use | | | | |
| | 9 Prepaid expenses and deferred charges | | | | |
| | 10a Investments - U.S. and state government obligations | | | | |
| | b Investments - corporate stock | STMT 7 | 5,723,021. | 5,877,924. | 8,945,007. |
| | c Investments - corporate bonds | | | | |
| | 11 Investments - land, buildings and equipment basis ► | | | | |
| | Less accumulated depreciation ► | | | | |
| | 12 Investments - mortgage loans | | | | |
| | 13 Investments - other | | | | |
| | 14 Land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation ► | | | | |
| | 15 Other assets (describe ►) | | | | |
| | 16 Total assets (to be completed by all filers) | | 6,785,275. | 6,573,434. | 9,640,517. |
| Liabilities | 17 Accounts payable and accrued expenses | | | | |
| | 18 Grants payable | | | | |
| | 19 Deferred revenue | | | | |
| | 20 Loans from officers, directors, trustees and other disqualified persons | | | | |
| | 21 Mortgages and other notes payable | | | | |
| | 22 Other liabilities (describe ►) | | | | |
| | 23 Total liabilities (add lines 17 through 22) | | 0. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | | |
| | 25 Temporarily restricted | | | | |
| | 26 Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> | and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | 6,785,275. | 6,573,434. | |
| | 30 Total net assets or fund balances | | 6,785,275. | 6,573,434. | |
| | 31 Total liabilities and net assets/fund balances | | 6,785,275. | 6,573,434. | |

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 | 6,785,275. |
| 2 Enter amount from Part I, line 27a | 2 | -211,852. |
| 3 Other increases not included in line 2 (itemize) ► ASSET VALUE ADJUSTMENT | 3 | 11. |
| 4 Add lines 1, 2, and 3 | 4 | 6,573,434. |
| 5 Decreases not included in line 2 (itemize) ► | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 6,573,434. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| | | | | |
|---|---|--|---|---|
| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
| 1a | | | | |
| b | SEE ATTACHED STATEMENT | | | |
| 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 | 208,790. | | 119,122. | 89,668. |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 89,668. |
| 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 | 89,668. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | | | 3 | N/A |

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2010 | 429,195. | 9,465,488. | .045343 |
| 2009 | 388,983. | 8,554,231. | .045473 |
| 2008 | 277,460. | 10,289,525. | .026965 |
| 2007 | 428,201. | 10,863,517. | .039416 |
| 2006 | 586,102. | 9,174,562. | .063883 |

2 Total of line 1, column (d)

2 .221080

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 .044216

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

4 10,120,326.

5 Multiply line 4 by line 3

5 447,480.

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

6 2,553.

7 Add lines 5 and 6

7 450,033.

8 Enter qualifying distributions from Part XII, line 4

8 467,120.

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.

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

| | | | | |
|----|--|--|----|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. | Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 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 <input type="checkbox"/> 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 ► | 1 | 2,553. |
| 2 | | | 2 | 0. |
| 3 | | | 3 | 2,553. |
| 4 | | | 4 | 0. |
| 5 | | | 5 | 2,553. |
| 6a | 6,978. | | 6a | 6,978. |
| 6b | | | 6b | |
| 6c | | | 6c | |
| 6d | | | 6d | |
| 7 | | | 7 | 6,978. |
| 8 | | | 8 | |
| 9 | | | 9 | |
| 10 | | | 10 | 4,425. |
| 11 | | | 11 | 0. |

Part VII-A | Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? Yes No
 1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities
 1b

c Did the foundation file Form 1120-POL for this year? Yes No
 1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities
 2

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

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

b If "Yes," has it filed a tax return on Form 990-T for this year?
 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
 5

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?
 6

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
 7

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

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation
 8b

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV
 9

10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses
 10

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THE SHANBROM FAMILY FOUNDATION

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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 | <input checked="" type="checkbox"/> |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | <input checked="" type="checkbox"/> |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | <input checked="" type="checkbox"/> |
| 14 | The books are in care of ► WILLIAM J. SHANBROM Telephone no. ► (805) 646-6864 Located at ► 603 W. OJAI AVE., OJAI, CA ZIP+4 ► 93023 | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | <input type="checkbox"/> N/A |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ► | 16 | <input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

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

| | File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | Yes | No |
|-----|--|------------------------------|--|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) | Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A | 1b |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? | | 1c <input checked="" type="checkbox"/> |
| 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(f)(3) or 4942(f)(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 ► | <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.) | N/A | 2b |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) | N/A | 3b |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a <input checked="" type="checkbox"/> |
| 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 <input checked="" type="checkbox"/> |

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

5a During the year did the foundation pay or incur any amount to

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

Yes No

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

Yes No

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

Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

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?

If "Yes" to 6b, file Form 8870

Yes No

N/A

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| WILLIAM J. SHANBROM 603 W. OJAI AVE. SUITE B OJAI, CA 93023 | PRESIDENT 3.00 | 0. | 0. | 0. |
| SUSAN F. KRABBE 603 W. OJAI AVE. SUITE B OJAI, CA 93023 | SECRETARY 1.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

► 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

| 1 | N/A | Expenses |
|---|-----|----------|
| 2 | | |
| 3 | | |
| 4 | | |

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

| 1 | N/A | Amount |
|------------------------------|-----|--------|
| 2 | | |
| 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 | 9,312,340. |
| b | Average of monthly cash balances | 1b | 962,103. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 10,274,443. |
| 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 | 10,274,443. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 154,117. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 10,120,326. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 506,016. |

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 | 506,016. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 2,553. |
| b | Income tax for 2011. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,553. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 503,463. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 503,463. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 503,463. |

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 | 467,120. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 467,120. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 2,553. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 464,567. |

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 | | | | 503,463. |
| 2 Undistributed income if any as of the end of 2010 | | | 369,709. | |
| a Enter amount for 2010 only | | | | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 467,120. | | | 369,709. | |
| 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 | | | | 97,411. |
| 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 instr. | | | 0. | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 406,052. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 | | | | |
| e Excess from 2011 | | | | |

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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).

| | | Prior 3 years | | | | (e) Total |
|---|---|---------------|----------|----------|----------|-----------|
| | | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| 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 | | | | | |
| | 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)(ii) | | | | | |
| | (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.

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

WILLIAM J. SHANBROM, (805) 646-6864
603 W. OJAI AVE. SUITE B, OJAI, CA 93023

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

LETTER

c Any submission deadlines:

NONE

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

NONE

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|---------------|
| Name and address (home or business) | | | | |
| <i>a Paid during the year</i> | | | | |
| ALLEGHENY COLLEGE 520 NORTH MAIN ST MEADVILLE, PA 16335 | | 501C3 | FUNDING OF RESEARCH GRANT | 50,000. |
| DIRECT RELIEF INTERNATIONAL 27 SOUTH LA PATERA LN GOLETA, CA 93117 | | 501C3 | DISASTER RELIEF | 20,000. |
| EZER MIZION INC. 1281 49TH ST BROOKLYN, NY 11219 | | 501C3 | ASSIST ISRAEL'S INDIGENT ELDERLY POPULATION | 20,000. |
| LOS PADRES FOREST WATCH PO BOX 831 SANTA BARBARA, CA 93102 | | 501C3 | LAND CONSERVATION PROGRAM | 7,500. |
| OJAI FESTIVALS LTD 201 SO SIGNAL ST OJAI, CA 93023 | | 501C3 | AUDIENCE DEVELOPMENT | 5,000. |
| Total | SEE CONTINUATION SHEET(S) | | | ► 3a 462,500. |
| <i>b Approved for future payment</i> | | | | |
| NONE | | | | |
| Total | | | | ► 3b 0. |

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Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | 14 590. | |
| 4 Dividends and interest from securities | | | | 14 172,192. | |
| 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 89,668. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a REFUND | | | | 01 25. | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 262,475. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 262,475. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | |

Relationship of Activities to the Accomplishment of Exempt Purposes

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|---|----------|
| OREGON BALLET COMPANY 818 SE 6TH AVE PORTLAND, OR 97214 | | 501C3 | AUDIENCE DEVELOPMENT | 2,500. |
| PACIFIC CHORALE 3621 S HARBOR BLVD #220 SANTA ANA, CA 92704 | | 501C3 | BOARD OF DIRECTOR'S CHALLENGE & CHORALE MUSIC PERFORMANCE | 40,000. |
| PACIFIC NORTHWEST BALLET 301 MERCER ST SEATTLE, WA 98109 | | 501C3 | AUDIENCE DEVELOPMENT | 5,000. |
| PACIFIC SYMPHONY 3631 SOUTH HARBOR BLVD #100 SANTA ANA, CA 92704 | | 501C3 | SPONSORSHIP OF SCHUBERT CONCERTS | 55,000. |
| PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DR #100 IRVINE, CA 92612 | | 501C3 | UNDERWRITING OF CHICAGO SYMPHONY PERFORMANCE | 55,000. |
| SEATTLE SYMPHONY PO BOX 21906 SEATTLE, WA 98111 | | 501C3 | AUDIENCE DEVELOPMENT | 5,000. |
| THE WILDERNESS SOCIETY 1615 M ST NW WASHINGTON, DC 20036 | | 501C3 | PROTECTION OF WILD LANDS IN CALIFORNIA | 15,000. |
| UC REGENTS 1111 FRANKLIN ST 12TH FL OAKLAND, CA 94607 | | 501C3 | HIRSCH BURKHOLDERIA RESEARCH | 10,000. |
| UNIVERSITY AT BUFFALO SCHOOL OF MEDICINE 155 BIOMEDICAL EDUCATION BUILDING UNIVERSITY OF BUFFALO BUFFALO, NY 14214 | | 501C3 | MEDICAL ALUMNI ENDOWED STUDENT SCHOLARSHIP | 20,000. |
| UNIVERSITY OF CALIFORNIA IRVINE 4199 CAMPUS DR IRVINE, CA 92697 | | 501C3 | FUNDING OF CESARIO CHAIR | 75,000. |
| Total from continuation sheets | | | | 360,000. |

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THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|---------|
| VENTANA WILDLIFE 19045 PORTOLA DR SALINAS, CA 93908 | | 501C3 | BIRD BANDING PROJECTS | 5,000. |
| THE AMERICAN COMMITTEE FOR THE TEL AVIV FOUNDATION INC 1201 BROADWAY, STE #802 NEW YORK, NY 10001 | | 501C3 | SOCIAL SERVICE PROGRAMS FOR THE ELDERLY IN ISRAEL | 20,000. |
| TREEHOUSE FUND INC 2100 24TH AVE SOUTH #220 SEATTLE, WA 98144 | | 501C3 | FOSTER CARE | 2,500. |
| SAN LUIS OBISPO COUNTY COMMUNITY FOUNDATION PO BOX 1580 SAN LUIS OBISPO, CA 93406 | | 501C3 | COMMUNITY PROJECTS | 15,000. |
| CENTER FOR BIOLOGICAL DIVERSITY INC. PO BOX 710 TUCSON, AZ 85702 | | 501C3 | CONSERVATION PROJECTS IN CALIFORNIA | 10,000. |
| OJAI LAND CONSERVANCY PO BOX 1092 OJAI, CA 93024 | | 501C3 | CONSERVATION PROJECTS IN OJAI | 10,000. |
| SOUTH COAST REPERTORY 655 TOWN CENTER DR COSTA MESA, CA 92626 | | 501C3 | TICKETS FOR DISADVANTAGED AUDIENCE | 15,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | |

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 VANGUARD PRIMECAP FUND ADMIRAL SHORT-TERM | | | P | VAR | VAR |
| b VANGUARD PRIMECAP FUND ADMIRAL LONG-TERM | | | P | VAR | VAR |
| c 750 SHS AUTOMATIC DATA PROCESSING INC | | | P | 04/09/10 | 02/07/11 |
| d 590 SHS CLOROX CO | | | P | 01/06/09 | 02/07/11 |
| e 322 SHS KRAFT FOODS INC | | | P | 11/02/10 | 08/09/11 |
| f 218 SHS KRAFT FOODS INC | | | P | 02/12/10 | 08/09/11 |
| g 700 SHS LIVE NATION, INC | | | P | 12/31/09 | 08/09/11 |
| h 0.4 SHS CITIGROUP INC NEW | | | P | 05/06/11 | 05/06/11 |
| i 0.5 SHS ALPHA NATURAL RESOURCES INC | | | P | 02/19/91 | 06/02/11 |
| j 500 SHS MASSEY ENERGY CO CHG | | | P | 02/19/91 | 06/02/11 |
| k 752 SHS MOTORS LIQUIDATION CO | | | P | 04/15/92 | 08/19/11 |
| l | | | | | |
| m | | | | | |
| n | | | | | |
| o | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a 2,753. | | | | 2,753. | |
| b 94,140. | | | | 94,140. | |
| c 36,876. | | 33,163. | | 3,713. | |
| d 38,524. | | 32,686. | | 5,838. | |
| e 10,766. | | 10,266. | | 500. | |
| f 7,289. | | 6,342. | | 947. | |
| g 6,765. | | 6,048. | | 717. | |
| h 18. | | .0. | | 18. | |
| i 26. | | 7. | | 19. | |
| j 11,633. | | 6,633. | | 5,000. | |
| k 0. | | 23,977. | | -23,977. | |
| l | | | | | |
| m | | | | | |
| n | | | | | |
| o | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | 2,753. | |
| b | | | | 94,140. | |
| c | | | | 3,713. | |
| d | | | | 5,838. | |
| e | | | | 500. | |
| f | | | | 947. | |
| g | | | | 717. | |
| h | | | | 18. | |
| i | | | | 19. | |
| j | | | | 5,000. | |
| k | | | | -23,977. | |
| l | | | | | |
| m | | | | | |
| n | | | | | |
| o | | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } | | 2 | 89,668. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | | 3 | N/A | |

THE SHANBROM FAMILY FOUNDATION C/O WILLI

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|--|--------|
| COUNTY COMMERCE BANK | 557. |
| WELLS FARGO | 4. |
| WEST COAST ASSET MANAGEMENT | 29. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 590. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| VANGUARD | 91,716. | 0. | 91,716. |
| WELLS FARGO | 55,103. | 0. | 55,103. |
| WEST COAST ASSET MANAGEMENT | 25,373. | 0. | 25,373. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 172,192. | 0. | 172,192. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| REFUND | 25. | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 25. | 0. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| TAX RETURN PREPARATION | 4,620. | 0. | | 4,620. |
| TO FORM 990-PF, PG 1, LN 16B | 4,620. | 0. | | 4,620. |

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT FEES | 7,147. | 7,147. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 7,147. | 7,147. | | 0. |

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FILING FEES | 60. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 60. | 0. | | 0. |

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|------------|----------------------|
| ALCATEL-LUCENT TECHNOLOGIES INC. | 3,517. | 197. |
| ALPHA NATURAL RESOURCES INC | 6,626. | 10,460. |
| ARCHER DANIELS MIDLAND CO. | 64,454. | 161,819. |
| AT&T CORP | 3,281. | 3,508. |
| AUTOMATIC DATA PROCESSING INC | 32,613. | 40,616. |
| BAXTER INTERNATIONAL INC | 279,778. | 505,141. |
| BP AMOCO | 44,000. | 28,037. |
| BRISTOL MYERS SQUIBB CO | 4,993. | 13,004. |
| BROADRIDGE FINANCIAL | 3,483. | 4,239. |
| CARDINAL HEALTH INC. | 36,646. | 140,876. |
| CAREFUSION CORP | 14,517. | 44,061. |
| CITIGROUP INC. | 0. | 0. |
| CITIGROUP INC NEW | 11,070. | 1,210. |
| COMCAST CORP NEW C1 A | 5,480. | 8,607. |
| CVS CAREMARK CORP | 31,429. | 191,829. |
| DIRECTV GROUP INC. | 6,615. | 27,837. |
| EDWARDS LIFESCIENCES CORP | 0. | 262,721. |
| EL PASO ENERGY CORP DELAWARE | 3,735. | 4,942. |
| FLUOR CORP | 16,817. | 50,250. |
| JP MORGAN CHASE & CO. | 6,093. | 31,122. |
| LSI CORP | 798. | 214. |

| | | |
|---|------------|------------|
| MASSEY ENERGY CO. | 0. | 0. |
| MEAD JOHNSON NUTRITION | 5,830. | 18,695. |
| MEDCO HEALTH SOLUTIONS, INC. | 2,037. | 18,335. |
| MERCK & CO. | 36,062. | 51,272. |
| MOTORS LIQUIDATION CO. | 0. | 0. |
| PROCTOR & GAMBLE CO. | 473,215. | 703,390. |
| TEXAS INSTRUMENTS INC. | 6,245. | 64,042. |
| TRAVELERS COS INC | 1,930. | 4,319. |
| TYSON FOODS INC. | 8,250. | 49,144. |
| WAL MART STORES INC | 12,525. | 143,424. |
| ZIMMER HOLDINGS INC. | 575. | 4,274. |
| VANGUARD WINDSOR II FUND | 1,354,793. | 1,571,727. |
| VANGUARD INTERNATIONAL GROWTH FD | 785,399. | 879,348. |
| VANGUARD PRIMECAP FUND | 1,793,726. | 2,978,008. |
| CLOROX CO | 49,357. | 63,898. |
| JOHNSON & JOHNSON | 95,208. | 102,305. |
| KIMBERLY CLARK | 82,301. | 111,811. |
| MCCORMICK & CO. INC. | 69,160. | 106,890. |
| MOLSON COORS CLASS B | 107,506. | 103,407. |
| AUTOMATIC DATA PROCESSING INC | 52,430. | 67,512. |
| BROADRIDGE FINANCIAL SOLUTIONS | 37,895. | 43,747. |
| CONSTELLATION ENERGY GROUP | 45,212. | 61,885. |
| KRAFT FOODS INC | 70,303. | 90,598. |
| LIVE NATION INC | 62,335. | 61,660. |
| MICROSOFT CORP | 75,335. | 75,933. |
| SONDE RESOURCES CORP | 74,350. | 38,693. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 5,877,924. | 8,945,007. |