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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 ANDREE D. VAIL TRUST		A Employer identification number 87-6272874
Number and street (or P.O. box number if mail is not delivered to street address) 4370 LA JOLLA VILLAGE DR., STE. 230		B Telephone number 858-453-1215
City or town, state, and ZIP code SAN DIEGO, CA 92122		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,287,435. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(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		37,022.	37,022.		STATEMENT 1
4 Dividends and interest from securities		17,094.	17,094.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<58,001.>			
b Gross sales price for all assets on line 6a 1,784,873.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		<3,885.>	54,116.		
13 Compensation of officers, directors, trustees, etc		20,039.	10,019.		10,020.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,500.	1,250.		1,250.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		10.	10.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		28,900.	14,450.		14,450.
24 Total operating and administrative expenses. Add lines 13 through 23		51,449.	25,729.		25,720.
25 Contributions, gifts, grants paid		112,000.			112,000.
26 Total expenses and disbursements. Add lines 24 and 25		163,449.	25,729.		137,720.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<167,334.>			
b Net investment income (if negative, enter -0-)			28,387.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	35,247.	30,698.	30,698.
	2 Savings and temporary cash investments	100,641.	569,183.	569,183.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,511,011.	1,083,112.	1,031,764.
	c Investments - corporate bonds STMT 7	623,655.	384,027.	357,295.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	250,651.	286,851.	298,495.	
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,521,205.	2,353,871.	2,287,435.	
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	2,521,205.	2,353,871.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	2,521,205.	2,353,871.		
31 Total liabilities and net assets/fund balances	2,521,205.	2,353,871.		

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	2,521,205.
2 Enter amount from Part I, line 27a	2	<167,334.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,353,871.
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	2,353,871.

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 SEE ATTACHED STATEMENT	P	VARIOUS	12/31/11
b SEE ATTACHED STATEMENT	P	VARIOUS	12/31/11
c SEE ATTACHED STATEMENT	P	VARIOUS	12/31/11
d CAPITAL GAINS DIVIDENDS			
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 336,203.		399,357.	<63,154.>
b 281,117.		203,357.	77,760.
c 1,167,374.		1,240,160.	<72,786.>
d 179.			179.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<63,154.>
b			77,760.
c			<72,786.>
d			179.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<58,001.>
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	115,714.	2,580,259.	.044846
2009	137,489.	2,289,791.	.060044
2008	83,634.	2,737,246.	.030554
2007	127,214.	2,969,777.	.042836
2006			

2 Total of line 1, column (d)	2	.178280
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	.044570
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,616,033.
5 Multiply line 4 by line 3	5	116,597.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	284.
7 Add lines 5 and 6	7	116,881.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	137,720.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	284.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	284.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	284.
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	6a	2,179.	
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	2,179.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,895.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,895. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOHN W. BROWN</u> Telephone no. ► <u>858-453-1215</u> Located at ► <u>4370 LA JOLLA VILLAGE DR., STE. 230, SAN DIEGO, CA</u> ZIP+4 ► <u>92122</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	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	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b
			X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

If "Yes" to 6b, file Form 8870

X

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN W. BROWN 4370 LA JOLLA VILLAGE DR, STE 230 SAN DIEGO, CA 92122	TRUSTEE 5.00	20,039.	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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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."

[illegible]**Total** number of others receiving over \$50,000 for professional services

0

Total number of others receiving over \$500 for professional services	
Part IX-A	Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

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

Amount

<p>1 N/A</p>		
<p>2</p>		
<p>All other program-related investments. See instructions.</p>		
<p>3</p>		

Total. Add lines 1 through 3

0.

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	2,274,226.
b	Average of monthly cash balances	1b	381,645.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,655,871.
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	2,655,871.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,838.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,616,033.
6	Minimum investment return. Enter 5% of line 5	6	130,802.

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	130,802.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	284.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	284.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	130,518.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	130,518.
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	130,518.

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	137,720.
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	137,720.
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	284.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	137,436.

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				130,518.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			111,977.	
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: ► \$ 137,720.				
a Applied to 2010, but not more than line 2a			111,977.	
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				25,743.
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				104,775.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part 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(i)(3) or ☐ 4942(i)(5)

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

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(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BALBOA THEATRE FOUNDATION PO BOX 371461 SAN DIEGO, CA 92138	NONE			5,000.
FERAL CAT COALITION 9528 MIRAMAR RD. PMB 160 SAN DIEGO, CA 92126	NONE			2,000.
FRIENDS OF CATS 15587 OLDE HWY 80 EL CAJON, CA 92021	NONE			5,000.
LA JOLLA ATHENAEUM 1008 WALL STREET LA JOLLA, CA 92037	NONE			10,000.
LA JOLLA ROTARY FOUNDATION 7755 FAY AVE., STE. D LA JOLLA, CA 92037	NONE			5,000.
Total	SEE CONTINUATION SHEET(S)			112,000.
b Approved for future payment				
NONE				
Total				0.

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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(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. | | | |

[illegible]

- 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**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

5/3/12
Date

► Trustee
Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MARK E. LEINENWEBER

Preparer's signature

Mark E. F.

Date

5.2.12

Check ☐ if self-employed

PTIN

P00047218

Firm's name ▶ **LEINENWEBER & ASSOCIATES, CPAS, INC.**

Firm's EIN ► 33-0713551

Firm's address ► 7755 FAY AVENUE, SUITE D
LA JOLLA, CA 92037

Phone no. **858-459-6284**

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
NASHVILLE FOLK & ROOTS 211 COMMERCE ST., STE. 100 NASHVILLE, TN 37201	NONE			25,000.
SAN DIEGO SYMPHONY 1245 7TH AVE SAN DIEGO, CA 92101	NONE			50,000.
LA JOLLA MUSIC SOCIETY 7946 IVANHOE AVE LA JOLLA, CA 92037	NONE			10,000.
Total from continuation sheets				85,000.

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

SOURCE	AMOUNT
UNION BANK	37,022.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	37,022.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UNION BANK	17,273.	179.	17,094.
TOTAL TO FM 990-PF, PART I, LN 4	17,273.	179.	17,094.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	1,250.		1,250.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,250.		1,250.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	10.	10.		0.
TO FORM 990-PF, PG 1, LN 18	10.	10.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	28,900.	14,450.		14,450.	
TO FORM 990-PF, PG 1, LN 23	28,900.	14,450.		14,450.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCK	1,083,112.		1,031,764.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,083,112.		1,031,764.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE BONDS	384,027.		357,295.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	384,027.		357,295.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS	COST	286,851.	298,495.	
TOTAL TO FORM 990-PF, PART II, LINE 13		286,851.	298,495.	

2011 Tax Information Statement

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Payer's Name and Address
UNION BANK, N.A.
PO BOX 45174
SAN FRANCISCO, CA 94145-0174

Account Number
Recipient's Tax ID Number
Payer's Federal ID Number
Questions?

6731018440
XX-XXX2874
94-0304228
(800)810-2207

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address.
ANDREE D VAIL TRUST
JOHN WILSON BROWN TRUSTEE
4370 LA JOLLA VILLAGE DR STE 230
SAN DIEGO, CA 92122-1250

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS is Sales Price less commissions and option premiums

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 6 is not checked)	(Box 9)	(Box 1a)	(Box 1b)	(Box 2)	(Box 3)		(Box 4)
Short Term Sales Reported on 1099-B							
00508X203	870 0000 ACTUANT CORP CLA	11/04/2011	04/26/2011	20,618 69	24,083 51	-3,464 82	0 00
00508X203	1280 0000 ACTUANT CORP CLA	12/15/2011	Various	26,401 67	32,551 55	-6,149 88	0 00
03822W406	2520 0000 APPLIED MICRO CIRCUITS CM STK	10/28/2011	Various	17,679 97	20,964 02	-3,284 05	0 00
139594105	470 0000 CAPELLA EDUCATION CO COM	02/15/2011	01/26/2011	24,956 66	27,379 52	-2,422 86	0 00
225447101	400 0000 CREE INC COM	04/08/2011	Various	17,524 18	21,053 26	-3,529 08	0 00
30241L109	420 0000 FEI CO	12/15/2011	08/09/2011	16,068 34	12,416 59	3,651 75	0 00
31787A507	1820 0000 FINISAR CORP COM	12/21/2011	Various	28,597 65	37,277 49	-8,679 84	0 00
353514102	390 0000 FRANKLIN ELEC CO INC	11/04/2011	05/24/2011	18,926 14	16,718 09	2,208 05	0 00
353514102	360 0000 FRANKLIN ELEC CO INC	12/15/2011	05/24/2011	14,946 73	15,432 09	-485 36	0 00
369300108	480 0000 GENERAL CABLE CORP DEL NEW	10/04/2011	Various	10,595 60	18,452 74	-7,857 14	0 00
441060100	540 0000 HOSPIRA INC COM	11/29/2011	Various	15,826 50	28,157 24	-12,330 74	0 00
54222A106	146 2773 LONE PINE RES INC COM	10/10/2011	Various	878 71	1,344 37	-465 66	0 00
54222A106	7191 LONE PINE RES INC COM	10/14/2011	09/08/2011	4 18	6 64	-2 46	0 00
549764108	320 0000 LUFKIN INDS INC	12/06/2011	10/21/2011	23,335 87	16,580 45	6,755 42	0 00
563571108	790 0000 MANITOWOC INC	11/10/2011	01/06/2011	9,222 04	10,639 96	-1,417 92	0 00

2011 Tax Information Statement

Page 5 of 16

Payer's Name and Address:
UNION BANK, N A
PO BOX 45174
SAN FRANCISCO, CA 94145-0174

Account Number 6731016440
Recipient's Tax ID Number XX-XXX2874
Payer's Federal ID Number 94-0304228
Questions? (800)810-2207
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
ANDREE D VAIL TRUST
JOHN WILSON BROWN TRUSTEE
4370 LA JOLLA VILLAGE DR STE 230
SAN DIEGO, CA 92122-1250

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks or Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 6 is not checked)	(Box 9)	(Box 1a)	(Box 1b)	(Box 2)	(Box 3)		(Box 4)
Covered							
563571108	2900 0000 MANITOWOC INC	12/15/2011	Various	25,489.34	39,220.31	-13,730.97	0.00
552715104	1710 0000 MEMC ELECTR MATLS INC	10/04/2011	06/28/2011	8,509.65	13,888.10	-5,358.45	0.00
731068102	280 0000 POLARIS INDS INC	04/20/2011	01/14/2011	31,546.80	20,525.57	11,021.23	0.00
48020T101	2710 0000 THE JONES GROUP INC	10/04/2011	Various	22,363.85	36,070.24	-13,706.39	0.00
929297109	140 0000 WMS INDS INC	10/10/2011	01/14/2011	2,709.97	6,615.62	-3,905.65	0.00
Total Short Term Sales Reported on 1099-B				338,202.54	399,357.36	-63,154.82	0.00
Report on Form 8949, Part I, with Box A checked							

2011 Tax Information Statement

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Payer's Name and Address:
UNION BANK, N A
PO BOX 45174
SAN FRANCISCO, CA 94145-0174

Account Number:
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JOHN WILSON BROWN TRUSTEE
4370 LA JOLLA VILLAGE DR STE 230
SAN DIEGO, CA 92122-1250

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS is Sales Price less commissions and option premiums

For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 6 is checked)	(Box 9)	(Box 1a)		(Box 2)			(Box 4)
Short Term Sales Reported on 1099-B							
21077F100	80 0000 CONTANGO ORE INC COM	01/18/2011	11/29/2010	818 28	480 00	338 28	0 00
225447101	150 0000 CREE INC COM	04/08/2011	Various	6,571 56	8,052 58	-1,481 02	0 00
30241L109	800 0000 FEI CO	05/31/2011	11/09/2010	31,109 80	17,901 76	13,208 04	0 00
31787A507	460 0000 FINISAR CORP COM	01/04/2011	06/16/2010	14,025 16	7,339 81	6,685 35	0 00
31787A507	670 0000 FINISAR CORP COM	01/13/2011	06/16/2010	23,118 82	10,690 59	12,428 23	0 00
31787A507	200 0000 FINISAR CORP COM	02/04/2011	Various	7,553 41	3,731 20	3,822 21	0 00
31787A507	390 0000 FINISAR CORP COM	02/11/2011	11/23/2010	16,551 20	7,539 09	9,012 11	0 00
302941109	230 0000 FTI CONSULTING INC	02/24/2011	03/03/2010	7,816 40	8,486 33	-669 93	0 00
369300108	520 0000 GENERAL CABLE CORP DEL NEW	10/04/2011	Various	11,478 57	17,470 39	-5,991 82	0 00
Y2693R101	180 0000 GENERAL MARITIME CORP COM	03/24/2011	Various	356 41	1,203 66	-847 25	0 00
46121Y102	800 0000 INTREPID POTASH COM STK	01/11/2011	Various	28,747 27	20,556 30	8,190 97	0 00
563571108	300 0000 MANITOWOC INC	11/10/2011	12/07/2010	3,502 04	3,866 19	-364 15	0 00
572901106	800 0000 MARTEK BIOSCIENCES CORP	02/09/2011	12/10/2010	25,118 95	17,838 48	7,280 47	0 00
68628V308	490 0000 ORION MARINE GRP COM STK	07/13/2011	08/05/2010	4,643 93	5,847 17	-1,203 24	0 00
731068102	350 0000 POLARIS INDS INC	04/20/2011	Various	39,433 50	22,810 97	16,622 53	0 00

2011 Tax Information Statement

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Payer's Name and Address:
UNION BANK, N.A.
PO BOX 45174
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Questions? (800)810-2207
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Recipient's Name and Address
ANDREE D VAIL TRUST
JOHN WILSON BROWN TRUSTEE
4370 LA JOLLA VILLAGE DR STE 230
SAN DIEGO, CA 92122-1250

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 9)	(Box 9)	(Box 1a)	(Box 2)	(Box 2)	(Box 2)	(Box 4)	(Box 4)
Noncovered (Box 6 is checked)							
739276103	1190 0000 POWER INTEGRATIONS INC	05/04/2011	Various	44,531 80	38,792 51	7,739 29	0 00
784774101	770 0000 STEC INC	04/13/2011	05/13/2010	14,001 79	10,509 50	3,492 29	0 00
90333E108	400 0000 USEC INC	03/30/2011	11/19/2010	1,737 77	2,240 84	-503 07	0 00
Total Short Term Sales Reported on 1099-B				281,116 68	203,357 37	77,759 29	0 00
Report on Form 8949, Part 1, with Box B checked							
Long Term 15% Sales Reported on 1099-B							
01881E101	4730 0000 ALLIANCEBERNSTEIN INC FUND	09/14/2011	01/20/2010	37,795 28	37,532 55	262 73	0 00
06423AAQ6	100000 0000 BANK ONE CORP 5 900% 11/15/11	11/15/2011	01/16/2008	100,000 00	104,923 00	-4,923 00	0 00
077454106	1440 0000 BELDEN INC	05/31/2011	Various	50,983 65	66,206 84	-15,223 20	0 00
077454106	770 0000 BELDEN INC	10/04/2011	Various	18,403 95	21,027 44	-2,623 49	0 00
118759109	430 0000 BUCYRUS INTL INC NEW COM	03/16/2011	Various	39,072 39	9,394 74	29,677 65	0 00
125269100	210 0000 CF INDS HLDGS INC COM	05/31/2011	Various	32,387 78	15,116 42	17,271 36	0 00
224044BD8	75000 0000 COX COMMUNIC INC NT 8 750% 3/15/11	03/15/2011	04/01/2009	75,000 00	76,475 25	-1,475 25	0 00
229899109	430 0000 CULLEN FROST BANKERS INC	09/16/2011	Various	21,030 25	21,701 79	-671 54	0 00
25388B104	1990 0000 DIGITAL RIV INC	10/10/2011	Various	41,719 74	51,845 88	-10,126 14	0 00
30241L109	960 0000 FEI CO	05/31/2011	05/13/2010	37,331 76	21,162 82	16 168 94	0 00
302941109	1030 0000 FTI CONSULTING INC	02/24/2011	Various	35,003 87	43,114 09	-8,110 22	0 00
Y2693R101	2850 0000 GENERAL MARITIME CORP COM	01/14/2011	Various	9,421 65	49,210 51	-39,788 86	0 00
Y2693R101	3344 0000 GENERAL MARITIME CORP COM	03/24/2011	Various	6,821 32	28,130 57	-21,509 25	0 00

2011 Tax Information Statement

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Payer's Name and Address
UNION BANK, N A
PO BOX 45174
SAN FRANCISCO, CA 94145-0174

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JOHN WILSON BROWN TRUSTEE
4370 LA JOLLA VILLAGE DR STE 230
SAN DIEGO, CA 92122-1250

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)	(Box 9)	(Box 1a)	(Box 2)				(Box 4)
38141GAZ7	100000 0000 GOLDMAN SACHS 6 875% 1/15/11	01/15/2011	12/04/2008	100,000 00	100,000 00	0 00	0 00
422347104	2390 0000 HEARTLAND EXPRESS INC	10/26/2011	Various	31 590 41	37,014 78	-5,424 37	0 00
440543106	1090 0000 HORNBECK OFFSHORE SVCS INC	01/14/2011	Various	21,840 82	25,411 39	-3,570 57	0 00
440543106	1030 0000 HORNBECK OFFSHORE SVCS INC	10/12/2011	Various	30,338 68	20,025 11	10,313 57	0 00
45169U105	710 0000 IGATE CAP CORP	06/06/2011	05/21/2010	12,034 90	8,182 67	3,852 23	0 00
46121Y102	570 0000 INTREPID POTASH COM STK	01/11/2011	Various	20,482 43	13,644 32	6,838 11	0 00
46625HGG9	75000 0000 JP MORGAN CHASE NTS 5 600% 6/01/11	06/01/2011	04/01/2009	75,000 00	76,716 75	-1,716 75	0 00
54222A106	1114 7227 LONE PINE RES INC COM	10/10/2011	Various	6,696 34	13,355 51	-6,659 17	0 00
576203AH6	75000 0000 MASSEY ENERGY CO 6 875% 12/15/13	07/01/2011	04/23/2009	76,289 25	68,732 95	7,556 30	0 00
552715104	2110 0000 MEMC ELECTR MATLS INC	10/04/2011	Various	10,500 21	29,698 84	-19,198 63	0 00
638904102	620 0000 NAVIGATORS GROUP INC	09/16/2011	06/16/2010	27,574 95	26,786 91	788 04	0 00
63935M208	3360 0000 NAVISITE INC COM	01/28/2011	Various	12,420 00	7,298 76	5,121 24	0 00
67020Y100	200 0000 NUANCE COMMUNICATIONS INC	02/02/2011	08/12/2009	4,152 68	2,834 18	1,318 50	0 00
68628V308	1360 0000 ORION MARINE GRP COM STK	07/13/2011	Various	12,889 29	18,905 53	-6,016 24	0 00
69412V108	1910 0000 PACIFIC CONTL CORP COM	09/19/2011	Various	13,797 38	20,773 58	-6,976 20	0 00
697529303	2460 0000 PALOMAR MED TECHNOLOGIES INC	01/18/2011	Various	35,846 19	26,382 03	9,264 16	0 00
743312100	1605 0000 PROGRESS SOFTWARE CORP	06/06/2011	04/29/2010	36,513 04	34,750 82	1,762 22	0 00
G7945M107	1070 0000 SEAGATE TECHNOLOGY PLC	10/10/2011	04/14/2010	11,730 72	20,662 77	-8,932 05	0 00

2011 Tax Information Statement

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Payer's Name and Address
UNION BANK, N A
PO BOX 45174
SAN FRANCISCO, CA 94145-0174

Account Number
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Questions?

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Recipient's Name and Address
ANDREE D VAIL TRUST
JOHN WILSON BROWN TRUSTEE
4370 LA JOLLA VILLAGE DR STE 230
SAN DIEGO, CA 92122-1250

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)	(Box 9)	(Box 1a)		(Box 2)			(Box 4)
853626109	1150 0000 STANDARD MICROSYSTEMS CORP	10/03/2011	Various	21,899 60	20,934 43	965 17	0 00
784774101	1800 0000 STEC INC	02/07/2011	Various	42,188 48	25,283 31	16,905 17	0 00
784774101	490 0000 STEC INC	04/13/2011	02/04/2010	8,910 23	7,150 03	1,760 20	0 00
48020T101	1550 0000 THE JONES GROUP INC	10/04/2011	05/21/2010	12,791 13	29,505 96	-16,714 83	0 00
90333E108	4000 0000 USEC INC	03/30/2011	Various	17,377 67	18,885 10	-1,507 43	0 00
929297109	1030 0000 WMS INDS INC	10/10/2011	Various	19,937 63	41,382 66	-21,445 03	0 00
Total Long Term 15% Sales Reported on 1099-B				1,167,373 67	1,240,160 29	-72,786 63	0 00
Report on Form 8949, Part II, with Box B checked							