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

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

OMB No 1545-0052

**2011**For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation <b>The Staley Charitable Foundation</b>		A Employer identification number <b>88-0324391</b>
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>(702) 361-0095</b>
City or town, state, and ZIP code <b>Henderson, NV 89012</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 202,798</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		5,583			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,903	1,903		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			35,321		
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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		7,486	37,224		
13 Compensation of officers, directors, trustees, etc.		8,935	8,935		
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		884	884		
17 Interest		93	93		
18 Taxes (attach schedule) (see instructions)		141			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		6,211	9,912		
24 Total operating and administrative expenses. Add lines 13 through 23		16,264	9,912		
25 Contributions, gifts, grants paid		13,300			13,300
26 Total expenses and disbursements. Add lines 24 and 25		29,564	9,912		13,300
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		(22,078)			
b Net investment income (if negative, enter -0-)			27,312		
c Adjusted net income (if negative, enter -0-)					

614 00

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)	194,038	207,282	202,798
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>15</b> Other assets (describe ▶ )			
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	194,038	207,282	202,798
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ )			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>	194,038	207,282	
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	194,038	207,282	
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	194,038	207,282	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	194,038	207,282	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	194,038
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	(22,078)
<b>3</b> Other increases not included in line 2 (itemize) ▶	<b>3</b>	35,321
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	207,282
<b>5</b> Decreases not included in line 2 (itemize) ▶	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	207,282

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

*See Attached Sch*

**35,321**

**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** **35,321**

**3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in  
Part I, line 8 **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	14,259	238,200	5.99
2009	12,134	198,642	6.11
2008	11,500	236,626	4.86
2007	19,122	302,856	6.31
2006	18,973	300,350	6.32

- 2** Total of line 1, column (d) **2** **29.59-29.59**
- 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** **5.92**
- 4** Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 **4** **219,654**
- 5** Multiply line 4 by line 3 **5** **13,004**
- 6** Enter 1% of net investment income (1% of Part I, line 27b) **6** **273**
- 7** Add lines 5 and 6 **7** **13,277**
- 8** Enter qualifying distributions from Part XII, line 4 **8** **13,300**
- If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

<b>1a</b>	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>b</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	<b>1</b>	273
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2	<b>3</b>	213
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	273
<b>6</b>	Credits/Payments:		
<b>a</b>	2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	273
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<input checked="" type="checkbox"/>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<input checked="" type="checkbox"/>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		<input checked="" type="checkbox"/>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		<input checked="" type="checkbox"/>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
<b>6</b> 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?	<input checked="" type="checkbox"/>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		<input checked="" type="checkbox"/>
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

**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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ Dean Staley				
14	The books are in care of ▶ Dean Staley	Telephone no. ▶ 702-361-0025		
	Located at ▶ 2106 Boppywood Ave Henderson, NV	ZIP+4 ▶ 89012-4519		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . .	15		✓
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No ✓
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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)? . . . . .	1b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>			
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) . . . . .	3b	
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	✓

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule 2				

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services . . . . . ▶		

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	NONE	
2		
3		
4		

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

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

Amount

1	NONE	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3 . . . . . ▶		



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	200,704
<b>b</b>	Average of monthly cash balances	<b>1b</b>	22,295
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	222,999
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	222,999
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	3,345
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	219,654
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	10,983

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	10,983
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	10,983
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	10,983
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	10,983

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	13,300
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	13,300
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	273
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	13,027

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				10,983
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> <b>Total</b> of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>13,300</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

N/A

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

**1a** 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets . . . . .				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
<b>(3)</b> Largest amount of support from an exempt organization . . . . .				
<b>(4)</b> 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).)

Dean Staley President \$5,583

**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
<b>a Paid during the year</b> Candelighters Las Vegas, NV  S.A.F.E. House Henderson, NV  Straight from the Streets Saw Much Comfort Henderson (Las Vegas Sew Girls)			@ children with Cancer  Battered Women  Homeless  Saw clothing for Military Hospitals	3,100  3,700  4,000  2,500
<b>Total</b>				<b>3a</b> 13,300
<b>b Approved for future payment</b>				
<b>Total</b>				<b>3b</b>



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


- | 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? |  | Yes       | No                                  |
|---|--|-----------|-------------------------------------|
| <b>a</b>  | Transfers from the reporting foundation to a noncharitable exempt organization of:   |           |                                     |
|   | (1) Cash   |           | <input checked="" type="checkbox"/> |
|   | (2) Other assets   |           | <input checked="" type="checkbox"/> |
| <b>b</b>  | Other transactions:  |           |                                     |
|   | (1) Sales of assets to a noncharitable exempt organization   |           | <input checked="" type="checkbox"/> |
|   | (2) Purchases of assets from a noncharitable exempt organization   |           | <input checked="" type="checkbox"/> |
|   | (3) Rental of facilities, equipment, or other assets   |           | <input checked="" type="checkbox"/> |
|   | (4) Reimbursement arrangements   |           | <input checked="" type="checkbox"/> |
|   | (5) Loans or loan guarantees   |           | <input checked="" type="checkbox"/> |
|   | (6) Performance of services or membership or fundraising solicitations   |           | <input checked="" type="checkbox"/> |
| <b>c</b>  | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b> | <input checked="" type="checkbox"/> |
| <b>d</b>  | 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

**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.


17/29/12
President

Signature of officer or trustee      Date      Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

<b>Paid Preparer Use Only</b>	Pnnr/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Sch1 Supplemental Info

**THE STALEY CHARITABLE FOUNDATION      I.D. No. 88-0324391      2011**

**Supplementary Information Parts I and Part II**

**Part I Line 1      Contributions - see Schedule 2**

**Part I Line 8      Capital Gains - see Schedule 2**

**Part I Line 13&16c      Compensation & Professional Fees - see Schedule 2**

**Part I Line 17      Interest is related to being on margin part of the year**

**Part I Line 25      Contributions - See Part XV**

**Part II - Also see attached Schedule 3 which is Balance Sheet for prior years**

# THE STALEY CHARITABLE FOUNDATION

## Names and Address of Directors & Officers

2011

<u>Name and Address</u>	<u>Title &amp; Avg Hours per Week</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
Dean Staley – Director & 2106 Poppywood Ave. Henderson, Nv. 89012	President, Secretary, & Treasurer - 8 Hours	\$ 8,935 for 2 years	0	\$ 884
John Calderone - Director 4321 Los Feliz Apt #306 Los Angeles, Ca. 90027	Assistant Secretary 0.1 Hours	0	0	6,200 for 18 years
Dixie Johnson - Director 6207 West 71 <sup>st</sup> Ave. Arvada, Co. 80003	Assistant Treasurer 0.1 Hours	0	0	0

All payments to the Investment Advisor (who is also the President) are based on a formula approved by the Board of Directors and the calculation of the amount is reviewed and approved before payment.

Dean Staley contributed \$5,583 in Cash to the Foundation during 2011.



# THE STALEY CHARITABLE FOUNDATION

	For the Year Ended:								1st Year
	<u>12/31/11</u>	<u>12/31/10</u>	<u>12/31/09</u>	<u>12/31/08</u>	<u>12/31/07</u>	<u>12/31/06</u>	<u>12/31/05</u>	<u>12/31/04</u>	<u>12/31/94</u>
<b>ASSETS</b>									
Organization Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,465.00
Accrued Amortization	-	-	-	-	-	-	-	-	-
Net Organization Costs	-	-	-	-	-	-	-	-	1,465.00
Due from Founder	-	-	-	-	60,153.92	23,000.00	-	-	-
Other Current Assets (1)	-	-	-	-	-	-	-	-	-
Investments (at Cost)	207,281.95	194,038.61	203,689.13	281,921.22	277,005.27	238,198.21	257,834.75	286,565.11	82,748.73
<b>TOTAL ASSETS</b>	<b>\$207,281.95</b>	<b>\$194,038.61</b>	<b>\$203,689.13</b>	<b>\$281,921.22</b>	<b>\$337,159.19</b>	<b>\$261,198.21</b>	<b>\$257,834.75</b>	<b>\$286,565.11</b>	<b>\$ 84,213.73</b>
<b>LIABILITIES</b>									
Due to Founder	-	-	3,234.00	55,000.00	-	-	4,500.00	3,500.00	465.00
Brokerage Margin	-	-	6,146.02	14,277.38	76,925.26	-	-	82,600.02	-
<b>TOTAL LIABILITIES</b>	<b>-</b>	<b>-</b>	<b>9,380.02</b>	<b>69,277.38</b>	<b>76,925.26</b>	<b>-</b>	<b>4,500.00</b>	<b>86,100.02</b>	<b>465.00</b>
<b>GENERAL FUND</b>	<b>207,281.95</b>	<b>194,038.61</b>	<b>194,309.11</b>	<b>212,643.84</b>	<b>260,233.93</b>	<b>261,198.21</b>	<b>253,334.75</b>	<b>200,465.09</b>	<b>83,748.73</b>
<b>LIABILITIES + FUND</b>	<b>\$207,281.95</b>	<b>\$194,038.61</b>	<b>\$203,689.13</b>	<b>\$281,921.22</b>	<b>\$337,159.19</b>	<b>\$261,198.21</b>	<b>\$257,834.75</b>	<b>\$286,565.11</b>	<b>\$ 84,213.73</b>
(1) Mutual fund income declared; but not paid until following January	-	-	-	-	-	-	-	-	-
Investments at Book	207,281.95	194,038.61	203,689.13	281,921.22	277,005.27	238,198.21	257,834.75	286,565.11	82,748.73
Unrealized Gain <Loss>	(4,484.15)	28,665.79	40,779.95	(74,548.80)	44,949.53	19,202.46	24,679.38	22,960.97	(1,120.57)
<b>Investments at Market</b>	<b>202,797.80</b>	<b>222,704.40</b>	<b>244,469.08</b>	<b>207,372.42</b>	<b>321,954.80</b>	<b>257,400.67</b>	<b>282,514.13</b>	<b>309,526.08</b>	<b>81,628.16</b>
+Assets-Liabilities-Net	-	-	(9,380.02)	(69,277.38)	(16,771.34)	23,000.00	(4,500.00)	(86,100.02)	1,000.00
<b>Net Asset Value</b>	<b>202,797.80</b>	<b>222,704.40</b>	<b>235,089.06</b>	<b>138,095.04</b>	<b>305,183.46</b>	<b>280,400.67</b>	<b>278,014.13</b>	<b>223,426.06</b>	<b>82,628.16</b>

07/24/12

Part II

Part II

# Capital Gains - Last year

1/1/2011 through 12/31/2011

7/26/2012

Page 3

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Charles Schwab	Brigham Expl	200.000	4/15/2011	11/16/2011	7,278.91	6,708.95	569.96
Charles Schwab	GM	200.000	8/4/2011	12/30/2011	4,049.37	5,424.95	-1,375.58
<b>TOTAL SHORT TERM</b>					<b>298,863.87</b>	<b>282,916.08</b>	<b>15,947.79</b>
<b>LONG TERM</b>							
Charles Schwab	SPDR Gold Trust	50.000	10/6/2009	1/7/2011	6,676.96	5,119.45	1,557.51
Charles Schwab	SPDR Gold Trust	50.000	12/10/2009	1/7/2011	6,676.96	5,552.45	1,124.51
Charles Schwab	Community Health Sys	100.000	4/29/2009	1/28/2011	3,495.16	2,241.48	1,253.68
Charles Schwab	Community Health Sys	50.000	4/29/2009	1/28/2011	1,747.49	1,120.74	626.75
Charles Schwab	Community Health Sys	50.000	4/29/2009	2/25/2011	2,001.01	1,120.74	880.27
Charles Schwab	KMG Chemicals	200.000	2/18/2010	3/10/2011	3,645.46	2,752.28	893.18
Charles Schwab	KMG Chemicals	33.000	2/25/2010	3/10/2011	601.49	429.49	172.00
Charles Schwab	KMG Chemicals	34.000	2/25/2010	3/10/2011	619.73	442.51	177.22
Charles Schwab	KMG Chemicals	33.000	2/25/2010	3/10/2011	601.50	429.49	172.01
Charles Schwab	KMG Chemicals	67.000	2/25/2010	3/10/2011	1,221.23	872.00	349.23
Charles Schwab	KMG Chemicals	33.000	2/25/2010	3/10/2011	601.50	429.49	172.01
Charles Schwab	KMG Chemicals	67.000	2/25/2010	3/11/2011	1,221.23	872.00	349.23
Charles Schwab	KMG Chemicals	100.000	2/25/2010	3/11/2011	1,822.73	1,301.49	521.24
Charles Schwab	KMG Chemicals	100.000	2/25/2010	3/11/2011	1,822.72	1,301.49	521.23
Charles Schwab	KMG Chemicals	33.000	2/25/2010	3/11/2011	601.50	429.49	172.01
Charles Schwab	KMG Chemicals	100.000	2/25/2010	3/11/2011	1,822.73	1,301.50	521.23
Charles Schwab	KMG Chemicals	20.000	6/4/2010	7/19/2011	3,688.98	2,527.16	1,161.82
Charles Schwab	Celgene	100.000	3/25/2010	9/16/2011	6,094.61	6,299.85	-205.24
Charles Schwab	Celgene	100.000	3/26/2010	9/16/2011	6,094.61	6,195.85	-101.24
Charles Schwab	IBM	5.000	6/4/2010	10/17/2011	944.36	631.79	312.57
Charles Schwab	IBM	25.000	7/1/2010	10/17/2011	4,721.81	3,072.70	1,649.11
Charles Schwab	IBM	10.000	9/28/2010	10/17/2011	1,888.73	1,352.79	535.94
Charles Schwab	Herbalife	100.000	8/4/2010	10/27/2011	5,824.94	2,713.43	3,111.51
Charles Schwab	Herbalife	100.000	8/4/2010	11/1/2011	5,734.24	2,713.43	3,020.81
Charles Schwab	Synergetics	800.000	10/13/2010	11/10/2011	5,134.95	2,419.98	2,714.97
Charles Schwab	MetLife Class B 6.5%	100.000	8/19/2010	11/10/2011	2,523.00	2,496.49	26.51
Charles Schwab	Teva Pharmaceuticals	100.000	4/5/2010	12/30/2011	4,035.17	6,351.85	-2,316.68
<b>TOTAL LONG TERM</b>					<b>81,864.80</b>	<b>62,491.41</b>	<b>19,373.39</b>

OVERALL TOTAL

380,728.67

345,407.49

35,321.18

Total Gain  
Part IV

# Capital Gains - Last year

1/1/2011 through 12/31/2011

7/26/2012

Page 2

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Charles Schwab	Triquant Semiconductor	100.000	10/12/2010	2/7/2011	1,306.99	916.49	390.50
Charles Schwab	Apple Feb \$330 Call	300.000	1/11/2011	2/16/2011	10,098.59	6,082.64	4,015.95
Charles Schwab	SPDR Feb \$127 Calls	200.000	1/28/2011	2/17/2011	1,453.97	498.41	955.56
Charles Schwab	SPDR Feb \$127 Calls	100.000	1/28/2011	2/17/2011	727.00	249.21	477.79
Charles Schwab	SPDR Feb \$127 Calls	100.000	1/28/2011	2/17/2011	727.01	249.21	477.80
Charles Schwab	Apple	10.000	1/18/2011	2/22/2011	3,397.70	3,461.59	-63.89
Charles Schwab	Apple	19.000	1/18/2011	2/22/2011	6,455.62	6,576.83	-121.21
Charles Schwab	Apple	11.000	1/18/2011	2/22/2011	3,737.47	3,807.64	-70.17
Charles Schwab	Netgear	200.000	10/25/2010	2/25/2011	6,380.93	6,000.75	380.18
Charles Schwab	InterDigital	200.000	10/4/2010	2/25/2011	9,580.87	5,940.95	3,639.92
Charles Schwab	Agnico-Eagle Mining	100.000	1/3/2011	3/9/2011	6,746.52	7,410.85	-664.33
Charles Schwab	Netgear	100.000	11/23/2010	3/9/2011	3,111.47	3,170.98	-59.51
Charles Schwab	Netgear	100.000	11/23/2010	3/9/2011	3,110.56	3,170.98	-60.42
Charles Schwab	Skyworks Solutions	200.000	9/17/2010	3/18/2011	5,988.93	3,939.97	2,048.96
Charles Schwab	Apple April \$330 Call	100.000	1/26/2011	4/8/2011	707.44	2,707.55	-2,000.11
Charles Schwab	Apple April \$330 Call	200.000	1/26/2011	4/8/2011	1,414.87	5,415.09	-4,000.22
Charles Schwab	Apple April \$330 Call	200.000	1/26/2011	4/8/2011	1,414.88	5,415.10	-4,000.22
Charles Schwab	InterDigital	150.000	11/12/2010	4/8/2011	7,040.91	5,043.41	1,997.50
Charles Schwab	Skyworks Solutions	100.000	9/17/2010	4/8/2011	2,731.96	1,969.98	761.98
Charles Schwab	Skyworks Solutions	200.000	11/22/2010	4/8/2011	5,463.93	4,977.77	486.16
Charles Schwab	Triquant Semiconductor	500.000	10/12/2010	4/8/2011	6,130.93	4,582.46	1,548.47
Charles Schwab	Apple April \$330 Call	100.000	2/7/2011	4/13/2011	467.45	3,012.55	-2,545.10
Charles Schwab	Apple April \$330 Call	200.000	2/7/2011	4/13/2011	934.88	6,025.10	-5,090.22
Charles Schwab	Apple April \$330 Call	200.000	2/7/2011	4/13/2011	934.88	6,025.10	-5,090.22
Charles Schwab	Apple April \$360 Call	300.000	2/16/2011	4/16/2011	0.00	4,571.22	-4,571.22
Charles Schwab	SPDR May \$135 Calls	1,000.000	5/3/2011	5/21/2011	0.00	2,856.54	-2,856.54
Charles Schwab	Apple June \$315 Call	200.000	4/12/2011	6/18/2011	1,876.19	5,365.10	-3,488.91
Charles Schwab	Apple June \$315 Call	300.000	4/12/2011	6/18/2011	2,814.31	8,047.64	-5,233.33
Charles Schwab	Apple June \$315 Call	300.000	4/14/2011	6/18/2011	2,814.31	8,321.22	-5,506.91
Charles Schwab	Apple Sept \$300 Call	300.000	6/17/2011	7/1/2011	13,998.50	9,634.97	4,363.53
Charles Schwab	Apple Sept \$300 Call	300.000	6/17/2011	7/1/2011	18,408.42	9,634.97	8,773.45
Charles Schwab	InterDigital	40.000	11/12/2010	7/21/2011	3,110.99	1,344.91	1,766.08
Charles Schwab	Triquant Semiconductor	400.000	11/23/2010	8/19/2011	2,791.00	4,568.95	-1,777.95
Charles Schwab	Apple Sept \$300 Call	100.000	6/17/2011	9/15/2011	8,000.00	3,211.66	4,788.34
Charles Schwab	Apple Sept \$300 Call	200.000	6/17/2011	9/15/2011	18,629.17	6,423.32	12,205.85
Charles Schwab	Apple Sept \$300 Call	100.000	6/17/2011	9/16/2011	10,015.11	3,211.66	6,803.45
Charles Schwab	Apple Oct \$365 Call	200.000	7/20/2011	10/7/2011	3,399.93	6,910.48	-3,510.55
Charles Schwab	Apple Oct \$365 Call	200.000	8/4/2011	10/7/2011	3,399.94	6,510.47	-3,110.53

# Capital Gains - Last year

1/1/2011 through 12/31/2011

7/26/2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
<b>SHORT TERM</b>							
Charles Schwab	Proshares Ultra S&P 500	200.000	12/23/2010	1/10/2011	9,709.29	9,573.38	135.91
Charles Schwab	Triquant Semiconductor	200.000	10/11/2010	1/14/2011	2,844.97	1,840.24	1,004.73
Charles Schwab	Triquant Semiconductor	100.000	10/11/2010	1/14/2011	1,422.59	920.12	502.47
Charles Schwab	Triquant Semiconductor	100.000	10/11/2010	1/14/2011	1,422.99	920.12	502.87
Charles Schwab	Triquant Semiconductor	100.000	10/11/2010	1/14/2011	1,422.82	920.12	502.70
Charles Schwab	Triquant Semiconductor	100.000	10/11/2010	1/14/2011	1,422.98	920.12	502.86
Charles Schwab	B P Prudhoe Bay Trust	100.000	12/28/2010	1/14/2011	12,549.64	12,550.95	-1.31
Charles Schwab	KMG Chemicals	97.000	2/18/2010	1/14/2011	1,652.39	1,334.95	317.44
Charles Schwab	KMG Chemicals	103.000	2/18/2010	1/14/2011	1,754.60	1,417.42	337.18
Charles Schwab	Apple	45.000	1/11/2011	1/18/2011	14,963.15	15,430.01	-466.86
Charles Schwab	Apple	5.000	1/11/2011	1/18/2011	1,662.58	1,714.45	-51.87
Charles Schwab	Qualcomm	100.000	1/5/2011	1/21/2011	5,119.23	5,179.48	-60.25
Charles Schwab	Metlife Class B 6.5%	40.000	8/19/2010	1/28/2011	996.46	998.60	-2.14
Charles Schwab	Metlife Class B 6.5%	400.000	8/19/2010	1/28/2011	9,964.65	9,985.97	-21.32
Charles Schwab	Metlife Class B 6.5%	60.000	8/19/2010	1/28/2011	1,494.70	1,497.90	-3.20
Charles Schwab	SPDR Feb \$127 Calls	1,000.000	1/25/2011	2/1/2011	4,283.38	3,336.54	946.84
Charles Schwab	SPDR Feb \$127 Calls	100.000	1/27/2011	2/1/2011	438.45	385.65	52.80
Charles Schwab	SPDR Feb \$127 Calls	200.000	1/27/2011	2/1/2011	876.88	771.31	105.57
Charles Schwab	SPDR Feb \$127 Calls	200.000	1/27/2011	2/1/2011	876.88	771.31	105.57
Charles Schwab	SPDR Feb \$127 Calls	500.000	1/27/2011	2/4/2011	2,141.69	1,928.27	213.42
Charles Schwab	SPDR Feb \$127 Calls	400.000	1/27/2011	2/4/2011	1,713.35	1,570.61	142.74
Charles Schwab	SPDR Feb \$127 Calls	100.000	1/27/2011	2/4/2011	428.34	392.65	35.69
Charles Schwab	SPDR Feb \$127 Calls	300.000	1/27/2011	2/4/2011	1,336.26	1,177.96	158.30
Charles Schwab	SPDR Feb \$127 Calls	100.000	1/27/2011	2/4/2011	445.42	392.65	52.77
Charles Schwab	SPDR Feb \$127 Calls	100.000	1/27/2011	2/4/2011	445.42	392.64	52.78
Charles Schwab	SPDR Feb \$127 Calls	600.000	1/28/2011	2/4/2011	2,672.52	1,509.92	1,162.60
Charles Schwab	SPDR Feb \$127 Calls	400.000	1/28/2011	2/4/2011	1,793.35	1,006.62	786.73
Charles Schwab	SPDR Feb \$127 Calls	600.000	1/28/2011	2/4/2011	2,690.02	1,495.23	1,194.79
Charles Schwab	SPDR Feb \$127 Calls	100.000	1/28/2011	2/7/2011	536.34	249.21	287.13
Charles Schwab	SPDR Feb \$127 Calls	400.000	1/28/2011	2/7/2011	2,145.34	996.82	1,148.52
Charles Schwab	SPDR Feb \$127 Calls	100.000	1/28/2011	2/7/2011	536.34	249.21	287.13
Charles Schwab	SPDR Feb \$127 Calls	400.000	1/28/2011	2/7/2011	2,145.36	996.82	1,148.54
Charles Schwab	SPDR Feb \$127 Calls	100.000	7/28/2010	2/7/2011	2,259.21	1,770.90	488.31
Charles Schwab	Corning	200.000	1/11/2011	2/7/2011	4,479.44	4,055.10	424.34
Charles Schwab	Apple Feb \$330 Call	1,000.000	10/13/2010	2/7/2011	4,950.95	3,024.97	1,925.98
Charles Schwab	Synergetics	200.000	10/11/2010	2/7/2011	2,613.98	1,840.24	773.74
Charles Schwab	Triquant Semiconductor						