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

2011

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

For calendar year 2011 or tax year beginning _____, and ending _____

Name of foundation

THE HEXBERG FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

921 EMERALD BAY

Room/suite

City or town, state, and ZIP code

LAGUNA BEACH, CA 92651

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **► \$ 10,350,677.** (from Part II, col (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____**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)
Revenue	1 Contributions, gifts, grants, etc., received	1,347,935.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,003.	1,003.		STATEMENT 1
	4 Dividends and interest from securities	186,422.	186,422.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,249.			
	b Gross sales price for all assets on line 6a	1,196,225.			
	7 Capital gain net income (from Part IV, line 2)		5,249.		
	8 Net short-term capital gain				RECEIVED
	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	1,540,609.	192,674.		OGDEN, UT
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	8,540.	0.	0.
	c Other professional fees	STMT 4	10,000.	0.	0.
	17 Interest				
	18 Taxes	STMT 5	7,989.	5,177.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	41,609.	41,325.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		68,138.	46,502.	0.
	25 Contributions, gifts, grants paid		388,200.		388,200.
	26 Total expenses and disbursements		456,338.	46,502.	388,200.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements		1,084,271.		
	b Net investment income (if negative, enter -0-)			146,172.	
	c Adjusted net income (if negative, enter -0-)				N/A

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	1 Cash - non-interest-bearing			-2.	-2.
2	2 Savings and temporary cash investments		1,524,970.	1,966,567.	1,966,567.
3	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	5 Grants receivable				
6	6 Receivables due from officers, directors, trustees, and other disqualified persons				
7	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	8 Inventories for sale or use				
9	9 Prepaid expenses and deferred charges				
10a	10a Investments - U.S. and state government obligations				
b	b Investments - corporate stock				
c	c Investments - corporate bonds				
11	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	12 Investments - mortgage loans				
13	13 Investments - other	STMT 8	7,566,225.	8,220,035.	8,384,112.
14	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	15 Other assets (describe ►)				
16	16 Total assets (to be completed by all filers)		9,091,195.	10,186,600.	10,350,677.
Liabilities					
17	17 Accounts payable and accrued expenses				
18	18 Grants payable				
19	19 Deferred revenue				
20	20 Loans from officers, directors, trustees, and other disqualified persons				
21	21 Mortgages and other notes payable				
22	22 Other liabilities (describe ►)				
23	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances					
24	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	25 Unrestricted				
26	26 Temporarily restricted				
27	27 Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
28	28 Capital stock, trust principal, or current funds		9,091,195.	10,186,600.	
29	29 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
30	30 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
31	31 Total net assets or fund balances		9,091,195.	10,186,600.	
	31 Total liabilities and net assets/fund balances		9,091,195.	10,186,600.	

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	9,091,195.
2	Enter amount from Part I, line 27a	2	1,084,271.
3	Other increases not included in line 2 (itemize) ►	3	13,942.
4	Add lines 1, 2, and 3	4	10,189,408.
5	Decreases not included in line 2 (itemize) ► FEDERAL INCOME TAX	5	2,808.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,186,600.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	1,196,225.	1,190,976.	5,249.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					5,249.
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	5,249.	
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	278,000.	7,794,460.	.035666
2009	276,229.	5,583,738.	.049470
2008	244,520.	5,598,014.	.043680
2007	123,000.	5,049,576.	.024358
2006	51,500.	3,228,338.	.015952

2 Total of line 1, column (d)

2 .169126

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 .033825

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

4 9,379,360.

5 Multiply line 4 by line 3

5 317,257.

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

6 1,462.

7 Add lines 5 and 6

7 318,719.

8 Enter qualifying distributions from Part XII, line 4

8 388,200.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	1,462.
b	Date of ruling or determination letter: _____			
c	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			
d	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2 0.
3	Add lines 1 and 2			3 1,462.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4 0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			5 1,462.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,760.	
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 1,760.
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			10 298.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	298.	Refunded	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?	1a	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	1b	X
1c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	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?	6	X
7	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>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G?</i> If "No," attach explanation	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	STMT 9	10 X

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14 The books are in care of ► <u>FROSTAD & WARD, AN ACCOUNTANCY CORP</u> Telephone no. ► <u>714-236-4800</u> Located at ► <u>4281 KATELLA AVE SUITE 127, LOS ALAMITOS, CA</u> ZIP+4 ► <u>90720</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	<input checked="" type="checkbox"/>
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

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

1a During the year did the foundation (either directly or indirectly):	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 ►	<input type="checkbox"/> 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?	<input type="checkbox"/> N/A	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? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<input type="checkbox"/> 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)	<input type="checkbox"/> N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a	<input checked="" type="checkbox"/>
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	<input checked="" type="checkbox"/>

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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			<input checked="" type="checkbox"/>	
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	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			<input type="checkbox"/> Yes	<input type="checkbox"/> No
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If "Yes," file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
GREGORY HEXBERG 921 EMERALD BAY LAGUNA BEACH, CA 92651	TRUSTEE 0.00	0.	0.	0.
JILL HEXBERG 10732 ORANGE PARK BLVD ORANGE, CA 92869	TRUSTEE 0.00	0.	0.	0.
DEBORAH L HEXBERG 921 EMERALD BAY LAGUNA BEACH, CA 92651	TRUSTEE 0.00	0.	0.	0.

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

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

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

 0

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

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

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

0
Part IX-A | Summary of Direct Charitable Activities

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

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

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,476,776.
b	Average of monthly cash balances	1b	1,045,417.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,522,193.
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	9,522,193.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	142,833.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,379,360.
6	Minimum investment return. Enter 5% of line 5	6	468,968.

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	468,968.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,462.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,462.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	467,506.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	467,506.
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	467,506.

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	388,200.
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	388,200.
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	1,462.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	386,738.

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				467,506.
2 Undistributed income, if any, as of the end of 2010			384,530.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 388,200.			384,530.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2011 distributable amount				3,670.
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				
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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ADVENTURE UNLIMITED/DISCOVERY BOUND FOUNDATION 5201 SOUTH QUEBEC STREET GREENWOOD VILLAGE, CO 80111	NONE	501 (C)(3) ORGANIZATION	PROVIDE SPIRITUAL ADVENTURES FOR YOUTH	25,000.
AMERICAN RED CROSS 601 N GOLDEN CIRCLE DRIVE SANTA ANA, CA	NONE	501 (C)(3) PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT OF CHARITABLE ORGANIZA	7,500.
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (ASPCA) PO BOX 97288 WASHINGTON DC 20090	NONE	501 (C)(3) PUBLIC CHARITY	PREVENTION OF CRUELTY TO ANIMALS	7,500.
ARMED SERVICES YMCA OF THE USA 6359 WALKER LANE, #200 ALEXANDRIA, VA 22310	NONE	501 (C)(3) PUBLIC CHARITY	SUPPORT OF OUR MEN IN THE SERVICE	3,500.
BLUE BELL FOUNDATION FOR CATS 20982 LAGUNA CANYON RD LAGUNA BEACH, CA 92651	NONE	501 (C)(3) ORGANIZATION	HELP PROVIDE FOR AND HOUSE RETIRED CATS IN COMMUNITY	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 388,200.
b Approved for future payment				
NONE				
Total				► 3b 0.

THE HEXBERG FAMILY FOUNDATION

91-2172555

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS & GIRLS CLUB OF LAGUNA BEACH 1085 LAGUNA CANYON ROAD LAGUNA BEACH CA	NONE	501 (C)(3) PUBLIC CHARITY	HELP PROVIDE A POSITIVE ENVIRONMENT FOR THE CHILDREN	5,000.
CATALINA ISLAND CONSERVANCY PO BOX 2739 AVALON, CA 90704	NONE	501 (C)(3) ORGANIZATION	FOR PROGRAMS IN CONSERVATION, EDUCATION AND RECREATI	4,000.
CENTER FOR ENERGY EFFICIENCY AND RENEWABLE TECHNOLOGIES (CEERT) 1100 11TH STREET, SUITE 311 SACRAMENTO, CA 95814	NONE	501 (C)(3) ORGANIZATION	DESIGN & FIGHT FOR GLOBAL WARMING SOLUTIONS	3,500.
CHALLENGED ATHLETES FOUNDATION PO BOX 910769 SAN DIEGO, CA 92191	NONE	501 (C)(3) ORGANIZATION	PROVIDE SUPPORT TO PEOPLE WITH PHYSICAL DISABILITIES	5,000.
CHILDREN'S DEFENSE FUND 25 E STREET NW WASHINGTON DC 20001	NONE	501 (C)(3) ORGANIZATION	PROTECT & SUPPORT CHILDREN OF AMERICA	3,500.
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD #29 LOS ANGELES, CA 90027	NONE	501 (C)(3) PUBLIC CHARITY	SUPPLY FUNDING FOR A VARIETY OF CHILDREN'S NEEDS	10,000.
CHILDREN'S SCHOLARSHIP FUND 80WEST 38TH STREET 9TH FLOOR NEW YORK, NY 10018	NONE	501 (C)(3) ORGANIZATION	PAY FOR SCHOLARSHIPS FOR NEEDY CHILDREN	3,500.
CROSSROADS MINISTRY PO BOX 6246 OAKRIDGE TN	NONE	501 (C)(3) PUBLIC CHARITY	ASSIST SINGLE MOTHER'S & BABIES WHO HAVE NO HOMES	3,500.
CRYSTAL COVE ALLIANCE 3535 E COAST HWY PMB 360 CORONA DEL MAR, CA 92625	NONE	501 (C)(3) ORGANIZATION	RESTORATION, EDUCATION , CONSERVATION OF CRYSTAL COVE	6,200.
CUSTER ECONOMIC DEVELOPMENT CORPORATION PO BOX 2739 BROKEN BOW, NE 68822	NONE	501 (C)(3) ORGANIZATION	HELP BUILD AN EDUCATIONAL COMPLEX IN BROKEN BOW, NEB	10,000.
Total from continuation sheets				339,700.

THE HEXBERG FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DIRECT RELIEF INTERNATIONAL 27 S LA PATERA LANE SANTA BARBARA, CA 93117	NONE	501 (C)(3) PUBLIC CHARITY	PROVIDE MEDICAL ASSISTANCE AND SUPPLIES	25,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501 (C)(3) PUBLIC CHARITY	TO ASSIST IN PROVIDING MEDICAL CARE AROUND THE WORLD	7,500.
EARTH RIGHTS INTERNATIONAL 1612 K STREET NW, SUITE 401 WASHINGTON DC 20006	NONE	501 (C)(3) ORGANIZATION	SUPPORT PROGRAMS DEFENDING HUMAN RIGHTS & ENVIRONMEN	3,500.
EQUALITY NOW 250 WEST 57 STREET #1527 NEW YORK, NY 10107	NONE	501 (C)(3) ORGANIZATION	END VIOLENCE AND DISCRIMINATION AGAINST WOMEN/GIRLS	3,500.
FISHER HOUSE FOUNDATION, INC 1401 ROCKVILLE PIKE, #600 ROCKVILLE, MA	NONE	501 (C)(3) ORGANIZATION	FOR THE BENEFIT OF OUR MILITARY SERVICE MEN & WOMEN	3,500.
FREEDOM ALLIANCE 22570 MARKEY COURT DULLES, VA 20166	NONE	501 (C)(3) ORGANIZATION	PROVIDE EDUCATIONAL SCHOLARSHIP TO CHILDREN	10,000.
GLENDALE ASSOCIATION FOR THE RETARTED 6512 SAN FERNANDO ROAD GLENDALE, CA 91201	NONE	501 (C)(3) ORGANIZATION	BENEFIT THE WORK ACTIVITY PROGRAM FOR THE RETARDED	3,500.
HABITAT FOR HUMANITY-ORANGE COUNTY 2200 SOUTH RITCHIEY SANTA ANA, CA 92705	NONE	501 (C)(3) PUBLIC CHARITY	BUILDING FUND	5,000.
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE	501 (C)(3) PUBLIC CHARITY	PROTECT OUR COASTAL WATERS AND MARINE LIFE	5,000.
LAGUNA BEACH ANIMAL SHELTER PO BOX 104 LAGUNA BEACH, CA 92652	NONE	501 (C)(3) ORGANIZATION	ASSIST IN THE RENOVATION OF THE FACILITY	5,000.
Total from continuation sheets				

THE HEXBERG FAMILY FOUNDATION

91-2172555

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL BRAIN TUMOR SOCIETY 124 WASHINGTON ST, SUITE 3H WATERTOWN, MA 02472	NONE		BRAIN TUMOR RESEARCH AND SUPPORTIVE PATIENT SERVICES	2,500.
OPEN HOUSE MINISTRIES VANCOUVER, WA 98660	NONE	501 (C)(3) ORGANIZATION	HELP HOMELESS FAMILIES	1,500.
ORANGE COUNTY BOY SCOUTS OF AMERICA 1211 EAST DYER ROAD SANTA ANA, CA 92705	NONE	501 (C)(3) ORGANIZATION	GENERAL OPERATING SUPPORT OF CHARITABLE ORGANIZATION	5,000.
ORANGE COUNTY CHAPTER OF AMERICAN RED CROSS 601 NORTH GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE		PREVENT, PREPARE AND RESPONDING TO EMERGENCIES IN TH	5,000.
ORANGE COUNTY RESCUE MISSION 1 HOPE DRIVE TUSTIN CA	NONE	501 (C)(3) PUBLIC CHARITY	FOR THE GENERAL OPERATING SUPPORT OF CHARITY	5,000.
PACIFIC AVIATION MUSEUM-PEARL HARBOR PO BOX 29988 HONOLULU, HI 96820	NONE	501 (C)(3) PUBLIC CHARITY	RESTORATION OF HISTORIC AIRFIELD CONTROL TOWER	3,500.
PACIFIC MARINE MAMMAL CENTER LAGUNA CANYON ROAD LAGUNA BEACH CA	NONE	501 (C)(3) PUBLIC CHARITY	ASSIST IN RESCUING AND REHABILITATING MARINE MAMMALS	5,000.
PEDIATRIC BRAIN TUMOR FOUNDATION 302 RIDGEFIELD ASHVILLE, NC 28806	NONE	501 (C)(3) ORGANIZATION	CANCER RESEARCH	3,000.
PRINCIPIA COLLEGE 13201 CLAYTON ROAD ST LOUIS MO	NONE	501 (C)(3) PUBLIC CHARITY	COLLEGE ATHLETIC COMPLEX FUND	75,000.
SECOND HARVEST FOOD BANK 8014 MARINE WAY IRVINE, CA 92618	NONE	501 (C)(3) ORGANIZATION	ASSIST IN ELIMINATING HUNGER IN ORANGE COUNTY CALIF.	4,500.
<u>Total from continuation sheets</u>				

THE HEXBERG FAMILY FOUNDATION

91-2172555

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<u>SMILE TRAIN</u> <u>41 MADISON AVENUE 28TH FLOOR</u> <u>NEW YORK, NY 10010</u>	<u>NONE</u>	<u>501 (C)(3) PUBLIC CHARITY</u>	<u>ASSIST IN PROVIDING CLEFT PALATE SURGERY TO CHILDREN</u>	<u>3,000.</u>
<u>SURFERS HEALING</u> <u>PO BOX 1267</u> <u>SAN JUAN CAPISTRANO, CA 92693</u>	<u>NONE</u>	<u>501 (C)(3) PUBLIC CHARITY</u>	<u>AID THE LIVES OF CHILDREN WITH AUTISM</u>	<u>3,500.</u>
<u>SURFRIDER FOUNDATION</u> <u>PO BOX 6010</u> <u>SAN CLEMENTE CA</u>	<u>NONE</u>	<u>501 (C)(3) ORGANIZATION</u>	<u>PROGRAMS TO PROTECT LOCAL BEACHES, KEEP WATER CLEAN</u>	<u>5,000.</u>
<u>SUSAN G KOMEN FOR THE CURE</u> <u>3191-A AIRPORT LOOP</u> <u>COSTA MESA CA 26</u>	<u>NONE</u>	<u>501 (C)(3) PUBLIC CHARITY</u>	<u>GENERAL OPERATING SUPPORT OF CHARITABLE ORGANIZATION</u>	<u>5,000.</u>
<u>THE BILLFISH FOUNDATION</u> <u>2161 E COMMERCIAL BLVD</u> <u>FORT LAUDERDALE, FL 33308</u>	<u>NONE</u>	<u>501 (C)(3) ORGANIZATION</u>	<u>ASSIST IN FIGHT AGAINST IRRESPONSIBLE FISHING</u>	<u>3,500.</u>
<u>THE CHILDREN'S HEALTH FUND</u> <u>215 WEST 125TH STREET</u> <u>NEW YORK, NY 10027</u>	<u>NONE</u>	<u>501 (C)(3) ORGANIZATION</u>	<u>HELP PROVIDE HEALTH CARE SERVICES TO CHILDREN</u>	<u>3,500.</u>
<u>THE DISTINGUISHED FLYING CROSS SOCIETY</u> <u>PO BOX 530250</u> <u>SAN DIEGO, CA 92153</u>	<u>NONE</u>	<u>501 (C)(3) ORGANIZATION</u>	<u>GENERAL OPERATING SUPPORT OF CHARITABLE ORGANIZATION</u>	<u>3,000.</u>
<u>THE ECOLOGY CENTER</u> <u>32701 ALIPAZ ST</u> <u>SAN JUAN CAPISTRANO, CA 92675</u>	<u>NONE</u>	<u>501 (C)(3) ORGANIZATION</u>	<u>EDUCATE AND PRESERVE THE COMMUNITY</u>	<u>4,000.</u>
<u>THE FOREST FOUNDATION</u> <u>853 LINCOLN WAY #208</u> <u>AUBURN, CA 95603</u>	<u>NONE</u>	<u>501 (C)(3) PUBLIC CHARITY</u>	<u>HELP EDUCATE ON THE IMPORTANCE OF CARING FOR FORESTS</u>	<u>3,500.</u>
<u>THE HUMANE SOCIETY OF THE UNITED STATES</u> <u>2100 L STREET NW</u> <u>WASHINGTON DC 20037</u>	<u>NONE</u>	<u>501 (C)(3) PUBLIC CHARITY</u>	<u>TO ASSIST IN PROTECTING ANIMALS FROM CRUELTY & ABUSE</u>	<u>2,500.</u>
<u>Total from continuation sheets</u>				

THE HEXBERG FAMILY FOUNDATION

91-2172555

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE MAMMOTH SKI MUSEUM 100 COLLEGE PARKWAY MAMMOTH LAKES, CA 93546	NONE	501 (C)(3) ORGANIZATION	HELP DEVELOP EXHIBITIONS & EDUCATIONAL PUBLIC PROGRAM	5,000.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	501 (C)(3) PUBLIC CHARITY	PROVIDE HEALTH CARE-EMERGENCY RELIEF FOR CHILDREN	2,500.
USO PO BOX 96860 WASHINGTON DC 20077	NONE	501 (C)(3) PUBLIC CHARITY	TO HELP SUPPORT OUR MEN & WOMEN IN THE ARMED SERVICE	4,000.
WOUNDED WARRIOR PROJECT 7020 A.D. SKINNER PARKWAY #100 JACKSONVILLE, FL 32256	NONE	501 (C)(3) PUBLIC CHARITY	ASSIST INJURED SERVICEMEN AND WOMEN UNDERGOING TREAT	3,500.
SCHOOL POWER LAGUNA BEACH EDUCATION FOUNDATION 733 ST. ANNS DR. LAGUNA BEACH, CA 92651	NONE	501 (C)(3) ORGANIZATION	LAGUNA BEACH HIGH SCHOOL SPORTS PROGRAM.	25,000.
CHOC CHILDREN'S FOUNDATION 455 SOUTH MAIN ST ORANGE, CA 92868	NONE	501 (C)(3) ORGANIZATION	TO NURTURE, ADVANCE AND PROTECT THE HEALTH AND WELL BEING OF CHILDREN.	5,000.
GOODWILL OF ORANGE COUNTY 410 NORTH FAIRVIEW SANTA ANA, CA 92703	NONE	501 (C)(3) PUBLIC CHARITY	HELP PROVIDE SUPPORT TO PEOPLE WITH DISABILITIES AND OTHER BARRIERS. PROVIDE ASSISTANCE TO THOSE	2,500.
SALVATION ARMY 10200 PIONEER ROAD TUSTIN, CA 92782	NONE	501 (C)(3) PUBLIC CHARITY	ASSIST THE MEN, WOMEN AND CHILDREN IN NEED IN ORANGE COUNTY	2,500.
LERoy HAYNES FOUNDATION 233 WEST BASELINE ROAD, BOS 400 LA VERNE, CA 91750	NONE	501 (C)(3) ORGANIZATION	HELP STRENGTHEN THE MIND AND SPIRIT OF CHILDREN WITH EMOTIONAL, SPECIAL LEARNING DIFFICULTIES	2,500.
THE AARON DIAMOND AIDS RESEARCH CENTER 455 FIRST AVENUE NEW YORK, NY 10016	NONE	501 (C)(3) ORGANIZATION	ASSIST WITH RESEARCH TO FIND A CURE FOR AIDS/HIV.	2,500.
Total from continuation sheets				

THE HEXBERG FAMILY FOUNDATION

91-2172555

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - GOODWILL OF ORANGE COUNTY

HELP PROVIDE SUPPORT TO PEOPLE WITH DISABILITIES AND OTHER BARRIERS.

PROVIDE ASSISTANCE TO THOSE THAT HAVE BEEN HURT HARDEST BY THE CURRENT ECONOMIC CONDITIONS, BY PROVIDING JOB TRAINING, EMPLOYMENT SUPPORT ETC.

NAME OF RECIPIENT - LEROY HAYNES FOUNDATION

HELP STRENGTHEN THE MIND AND SPIRIT OF CHILDREN WITH EMOTIONAL, SPECIAL LEARNING DIFFICULTIES AND DEVELOPMENTAL NEEDS BY PROVIDING SPECIALIZED PROGRAMS IN A NURTURING, CARING AND THERAPEUTIC ENVIRONMENT.N

NAME OF RECIPIENT - BOYS AND GIRLS CLUB OF THE HARBOR AREA

HELP PROVIDE AN ENRICHING ENVIRONMENT AFTER SCHOOL WHERE YOUTH ARE INSPIRED AND ENABLED TO REACH THEIR FULL POTENTIAL.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,003.	
5 Net rental income or (loss) from real estate:			14	186,422.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,249.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		192,674.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	192,674.
(See worksheet in line 12 instructions to verify calculations.)					

(See worksheet in line 13 instructions to verify calculations.)

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011**Name of the organization****Employer identification number****THE HEXBERG FAMILY FOUNDATION****91-2172555****Organization type (check one)****Filers of:** **Section:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE HEXBERG FAMILY FOUNDATION91-2172555**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>THE HEXBERG CHARITABLE LEAD TRUST</u> <u>921 EMERALD BAY</u> <u>LAGUNA BEACH, CA 92651</u>	\$ <u>1,347,935.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE HEXBERG FAMILY FOUNDATION91-2172555**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE HEXBERG FAMILY FOUNDATION

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

THE HEXBERG FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
91-2172555 PAGE 1 OF 1

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 ALPINE TOTAL DYNAMIC			P	01/25/07	02/16/11
b COHEN & STEERS INSTLREALTY SHARES			P	VARIOUS	10/07/11
c FAIRHOLM FUND			P	VARIOUS	04/13/11
d FAIRHOLM FUND			P	VARIOUS	04/13/11
e FEDERATED KAUFMANN SMALL CAP FUND			P	07/17/08	10/06/11
f KEELEY SMALL CAP VALUE CLASS A			P	VARIOUS	01/13/11
g CAPITAL GAINS DIVIDENDS					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 76,623.		250,000.	-173,377.		
b 168,147.		199,816.	-31,669.		
c 327,056.		256,034.	71,022.		
d 19,982.		15,643.	4,339.		
e 127,345.		129,000.	-1,655.		
f 420,134.		340,483.	79,651.		
g 56,938.			56,938.		
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	-173,377. -31,669. 71,022. 4,339. -1,655. 79,651. 56,938.		
a			-173,377.		
b			-31,669.		
c			71,022.		
d			4,339.		
e			-1,655.		
f			79,651.		
g			56,938.		
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	5,249.	
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	

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05-01-11

THE HEXBERG FAMILY FOUNDATION

91-2172555

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

SOURCE	AMOUNT
CALIFORNIA BANK	250.
FIDELITY	6.
WELLS FARGO ADVISORS	446.
WELLS FARGO ADVISORS	301.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,003.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	164,374.	55,235.	109,139.
WELLS FARGO ADVISORS	78,986.	1,703.	77,283.
TOTAL TO FM 990-PF, PART I, LN 4	243,360.	56,938.	186,422.

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	8,540.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,540.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANT	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	10,000.	0.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	5,177.	5,177.		0.
FRANCHISE TAX BOARD	2,812.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,989.	5,177.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	41,067.	41,067.		0.
WIRE FEE	25.	258.		0.
OFFICE SUPPLIES	517.	0.		0.
TO FORM 990-PF, PG 1, LN 23	41,609.	41,325.		0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

7

DESCRIPTION

AMOUNT

NON TAXABLE DISTRIBUTIONS FROM PARTNERSHIP

13,942.

TOTAL TO FORM 990-PF, PART III, LINE 3

13,942.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO ADVISORS	FMV	3,907,073.	4,199,274.
FIDELITY SECURITIES	FMV	4,063,054.	3,916,750.
PARTNERSHIP INVESTMENT CWS	FMV		
STRATEGIC APARTMENT FUND LC		249,908.	268,088.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,220,035.	8,384,112.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 9

NAME OF CONTRIBUTOR

ADDRESS

THE HEXBERG CHARITABLE LEAD TRUST

921 EMERALD BAY
LAGUNA BEACH CA