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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 FOOTHILLS FOUNDATION		A Employer identification number 94-2412392
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 193809	Room/suite	B Telephone number (415) 284-8673
City or town, state, and ZIP code SAN FRANCISCO, CA 94119-3809		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,462,109. (Part I, column (d) must be on cash basis.)	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,000,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1.	1.		STATEMENT 1
4 Dividends and interest from securities		11,468.	11,468.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		317,023.			
b Gross sales price for all assets on line 6a		1,632,359.			
7 Capital gain net income (from Part IV, line 2)			317,023.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,328,492.	328,492.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		5,146.	0.		5,146.
b Accounting fees STMT 4		14,000.	0.		14,000.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		3,610.	328.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		105.	0.		105.
24 Total operating and administrative expenses. Add lines 13 through 23		22,861.	328.		19,251.
25 Contributions, gifts, grants paid		1,594,714.			1,594,714.
26 Total expenses and disbursements. Add lines 24 and 25		1,617,575.	328.		1,613,965.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		710,917.			
b Net investment income (if negative, enter -0-)			328,164.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	26,581.	2,021,997.	202,197.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	2,779.			
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 8	2,554,073.	1,272,856.	1,259,912.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	2,583,433.	3,294,853.	1,462,109.	
	17 Accounts payable and accrued expenses		503.		
	18 Grants payable	1,275,000.	700,000.		
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	1,275,000.	700,503.		
Foundations that follow SFAS 117, check here ▶ ☐	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
		27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	1,308,433.	2,594,350.	
30 Total net assets or fund balances	1,308,433.	2,594,350.			
31 Total liabilities and net assets/fund balances	2,583,433.	3,294,853.			

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	1,308,433.
2 Enter amount from Part I, line 27a	2	710,917.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	575,000.
4 Add lines 1, 2, and 3	4	2,594,350.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,594,350.

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 STATEMENTS			
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 1,632,359.		1,315,336.	317,023.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			317,023.

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 }	2 317,023.
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	1,781,908.	3,011,097.	.591780
2009	594,910.	3,639,645.	.163453
2008	476,118.	4,957,090.	.096048
2007	428,726.	6,194,541.	.069210
2006	272,043.	5,720,190.	.047558

2 Total of line 1, column (d)	2 .968049
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 .193610
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4 2,528,293.
5 Multiply line 4 by line 3	5 489,503.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 3,282.
7 Add lines 5 and 6	7 492,785.
8 Enter qualifying distributions from Part XII, line 4	8 1,613,965.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,282.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,282.
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	3,282.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,779.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,279.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	3,997.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 3,997. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 9

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **TREASURER** Telephone no. **415-284-8673**
 Located at **199 FREMONT STREET, 22ND FLOOR, SAN FRANCISCO, CA** ZIP+4 **94105**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** **Yes** **No**
X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **N/A**

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <i>Free Rent</i> ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <i>IRC Sec 4941(d)(2)(B)</i> ☒ Yes ☐ 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)? <i>Reg 53.4941(d)-(3)(c)(2) Ex-1</i> ☐ Yes ☒ 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.) ☐ Yes ☒ 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		X
Organizations relying on a current notice regarding disaster assistance check here ☐		
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		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
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? ☐ Yes ☒ No		
If "Yes," list the years N/A		
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. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(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
GARY H. BECHTEL	PRESIDENT & DIRECTOR			
P.O. BOX 193809				
SAN FRANCISCO, CA 941193809	0.00	0.	0.	0.
JACQUIE L. BECHTEL	VICE PRESIDENT			
P.O. BOX 193809				
SAN FRANCISCO, CA 941193809	0.00	0.	0.	0.
GEORGE T. ARGYRIS	SECRETARY & DIRECTOR			
P.O. BOX 193809				
SAN FRANCISCO, CA 941193809	0.00	0.	0.	0.
SHU HUANG	DIRECTOR, TREASURER & ASST SECRETARY			
P.O. BOX 193809				
SAN FRANCISCO, CA 941193809	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	
All other program-related investments. See instructions.	
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	1,723,719.
b	Average of monthly cash balances	1b	843,076.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,566,795.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,566,795.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,502.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,528,293.
6	Minimum investment return. Enter 5% of line 5	6	126,415.

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	126,415.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,282.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,282.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,133.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	123,133.
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	123,133.

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	1,613,965.
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	1,613,965.
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	3,282.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,610,683.

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				123,133.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	131,519.			
c From 2008	235,145.			
d From 2009	414,058.			
e From 2010	1,631,681.			
f Total of lines 3a through e	2,412,403.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	1,613,965.			
a Applied to 2010, but not more than line 2a			0.	
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				123,133.
e Remaining amount distributed out of corpus	1,490,832.			
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	3,903,235.			
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				0.
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	3,903,235.			
10 Analysis of line 9:				
a Excess from 2007	131,519.			
b Excess from 2008	235,145.			
c Excess from 2009	414,058.			
d Excess from 2010	1,631,681.			
e Excess from 2011	1,490,832.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

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).)

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:

N/A

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

- c. Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT B	N/A	ALL PUBLIC CHARITIES	SEE STATEMENT B	1,594,714.
Total	3a			1,594,714.
b Approved for future payment				
SEE STATEMENT B	N/A	ALL PUBLIC CHARITIES	SEE STATEMENT B	700,000.
Total	3b			700,000.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

and belief, this true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge





Signature of officer or trustee Date Title

Sign Here ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	BARBARA MURPHY		9/8/12		P00439228
	Firm's name ▶ FARELLA BRAUN + MARTEL LLP				Firm's EIN ▶ 94-1527242
	Firm's address ▶ 235 MONTGOMERY STREET, SUITE 1800 SAN FRANCISCO, CA 94104			Phone no.	

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

THE FOOTHILLS FOUNDATION

Employer identification number

94-2412392

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 organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 FOOTHILLS FOUNDATION**94-2412392****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	MR. & MRS. STEPHEN D. BECHTEL JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119-3809	\$ 2,000,000.*	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

* The Foundation did not provide any goods or services in consideration, in whole or part, for any for any contributions received as reported on Schedule B

Name of organization

Employer identification number

THE FOOTHILLS FOUNDATION**94-2412392**

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	4,450.378 SHS ARTISAN INTL FUND	P	VARIOUS	03/04/11
b	1,820.830 SHS BARON GROWTH FUND	P	05/07/02	03/03/11
c	372.232 SHS BARON GROWTH FUND	P	VARIOUS	06/20/11
d	2,683.843 SHS DODGE & COX INTL STOCK FUND	P	09/27/06	03/03/11
e	1,327.669 SHS DODGE & COX INTL STOCK FUND	P	09/27/06	04/25/11
f	1,732.202 SHS DODGE & COX STOCK FUND	P	VARIOUS	03/03/11
g	1,486.664 SHS DODGE & COX STOCK FUND	P	VARIOUS	03/04/11
h	872.144 SHS DODGE & COX STOCK FUND	P	VARIOUS	04/25/11
i	544.910 SHS DODGE & COX STOCK FUND	P	VARIOUS	06/20/11
j	3,537.319 SHS LONGLEAF PARTNERS SMALL CAP FUND	P	09/16/08	03/03/11
k	682.827 SHS LONGLEAF PARTNERS SMALL CAP FUND	P	09/16/08	06/20/11
l	5,871.991 SHS T ROWE PRICE GROWTH STOCK FUND	P	01/19/05	03/03/11
m	5,317.578 SHS T ROWE PRICE GROWTH STOCK FUND	P	01/19/05	03/04/11
n	1,879.111 SHS T ROWE PRICE GROWTH STOCK FUND	P	01/19/05	06/20/11
o	1,581.778 SHS T ROWE PRICE MID CAP GROWTH FUND	P	01/29/02	03/03/11

(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 100,000.		127,689.	<27,689.>
b 100,000.		58,685.	41,315.
c 20,000.		12,874.	7,126.
d 99,950.		107,810.	<7,860.>
e 49,950.		53,333.	<3,383.>
f 199,950.		152,634.	47,316.
g 169,950.		143,009.	26,941.
h 99,950.		85,573.	14,377.
i 59,950.		52,955.	6,995.
j 99,950.		76,760.	23,190.
k 19,980.		14,817.	5,163.
l 199,950.		152,554.	47,396.
m 179,950.		138,151.	41,799.
n 59,950.		48,819.	11,131.
o 99,950.		58,849.	41,101.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<27,689.>
b			41,315.
c			7,126.
d			<7,860.>
e			<3,383.>
f			47,316.
g			26,941.
h			14,377.
i			6,995.
j			23,190.
k			5,163.
l			47,396.
m			41,799.
n			11,131.
o			41,101.

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

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

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	828.500 SHS T ROWE PRICE MID CAP GROWTH FUND	P	01/29/02	06/20/11
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
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 49,950.		30,824.	19,126.
b 22,979.			22,979.
c			
d			
e			
f			
g			
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) 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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			19,126.
b			22,979.
c			
d			
e			
f			
g			
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	317,023.
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

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

SOURCE	AMOUNT
CHARLES SCHWAB MONEY MARKET FUND	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - CUSTODIAN MUTUAL FUNDS	34,447.	22,979.	11,468.
TOTAL TO FM 990-PF, PART I, LN 4	34,447.	22,979.	11,468.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,146.	0.		5,146.
TO FM 990-PF, PG 1, LN 16A	5,146.	0.		5,146.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,000.	0.		10,000.
AUDIT FEES	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	14,000.	0.		14,000.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	3,282.	0.		0.	
FOREIGN TAXES	328.	328.		0.	
TO FORM 990-PF, PG 1, LN 18	3,610.	328.		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	
STATE FILING FEES	30.	0.		30.	
BANK FEES	75.	0.		75.	
TO FORM 990-PF, PG 1, LN 23	105.	0.		105.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
EQUITY ADJUSTMENT TO ACCOUNT FOR CHANGES IN ACCRUAL OF GRANTS PAYABLE	575,000.				
TOTAL TO FORM 990-PF, PART III, LINE 3	575,000.				

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE STATEMENT A	COST	1,272,856.	1,259,912.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,272,856.	1,259,912.	

FORM 990-PF.

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 9

NAME OF CONTRIBUTOR

ADDRESS

MR. & MRS. STEPHEN D. BECHTEL JR.

P.O. BOX 193809
SAN FRANCISCO, CA 94119-3809

THE FOOTHILLS FOUNDATION
Detail of Investment Securities
For the Year 2011

STATEMENT A
94-2412392

	Number of	Book Value	Book Value	12/31/11
	Shares	Start of	End of	Market
<u>Investment Securities</u>		<u>Year</u>	<u>Year</u>	<u>Value</u>
Artisan Int'l Fund	4,768	240,763	114,401	94,542
Baron Growth Fund	1,460	137,833	67,458	74,468
Dodge & Cox Intl Stock Fund	3,654	276,003	117,563	106,847
Dodge & Cox Stock Fund	3,193	835,063	406,999	324,567
Longleaf Partners Small Cap Fund	3,776	164,568	79,275	95,270
T Rowe Price Growth	11,621	654,004	314,561	369,895
T Rowe Price Mid Cap	3,685	245,840	172,600	194,323
Total Mutual Funds Securities		<u>2,554,073</u>	<u>1,272,856</u>	<u>1,259,912</u>

The Foothills Foundation
Summary of Charitable Distributions
2011 Calendar Year

STATEMENT B
94-2412392

<u>Date</u>	<u>Charitable Activity</u>	<u>Donee Name and Address</u>	<u>Donee Status</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
06/22/11	Charitable	Audubon California, 4225 Hollis Street, Emeryville, CA 94608	Public Charity	Moms Doyle Award Luncheon, honor SDBjr	12,500
06/30/11	Charitable	Baylor Health Care System Foundation, 3600 Gaston Ave, Suite 100, Dallas, TX 75246-1800	Public Charity	Pledge - Dr. Millard's Pilot Program for Asthma Care in Baylor University's Medical Center	100,000
06/29/11	Charitable	Big Hole River Foundation, P O Box 3894, Butte, MT 59702	Public Charity	Operations	7,500
10/25/11	Charitable	Big Hole River Foundation, P O Box 3894, Butte, MT 59702	Public Charity	Operations - 1st Challenge Grant	7,500
09/02/11	Charitable	California Game Wardens Fdn, 2180 Sand Hill Road, Suite 100, Menlo Park, CA 94025	Public Charity	Micro-Documentaries	2,500
07/18/11	Charitable	California Outdoor Heritage Alliance Foundation, 1600 Sacramento Inn Way, Suite 232, Sacramento, CA 95815	Public Charity	Unrestricted	50,000
03/10/11	Charitable	California Waterfowl Association, 4630 Northgate Blvd, Suite 150, Sacramento, CA 95834	Public Charity	Unrestricted	100,000
03/17/11	Charitable	California Waterfowl Association, 4630 Northgate Blvd, Suite 150, Sacramento, CA 95834	Public Charity	2010 - 2011 support	66,071
05/13/11	Charitable	California Waterfowl Association, 4630 Northgate Blvd, Suite 150, Sacramento, CA 95834	Public Charity	General Funds	6,500
10/25/11	Charitable	California Waterfowl Association, 4630 Northgate Blvd, Suite 150, Sacramento, CA 95834	Public Charity	General Funds	15,000
11/04/11	Charitable	California Waterfowl Association, 4630 Northgate Blvd, Suite 150, Sacramento, CA 95834	Public Charity	General Funds	12,400
06/22/11	Charitable	Community Law Enforcement Foundation of Morgan Hill (CLEF), 305 Vineyard Town Center PMB 216, Morgan Hill, CA 95037	Public Charity	Automated License Plate Recognition System	25,000
03/10/11	Charitable	Delta Waterfowl Foundation, PO Box 3128, Bismarck, ND 58502	Public Charity	Unrestricted	200,000
03/15/11	Charitable	Delta Waterfowl Foundation, PO Box 3128, Bismarck, ND 58502	Public Charity	2011 Winter Board Meeting	243
10/25/11	Charitable	District 10 Wild Duck Eggs, 9512 Mathews Lane, Marysville, CA 95901	Public Charity	2011 Annual Fund	1,000
03/03/11	Charitable	Ducks Unlimited, Gilroy Chapter, P O Box 2575, Morgan Hill, CA 95038	Public Charity	General Funds	3,500
03/15/11	Charitable	Ducks Unlimited Utah, c/o Kathy Campbell, 5003 West 2150 North, Plain City, UT 84404	Public Charity	Gary Slot Bear River Project	5,000
04/29/11	Charitable	Gilroy Presbyterian Church, 6000 Miller Ave, Gilroy, CA 95020	Public Charity	Capital Campaign Debt Reduction	100,000
04/29/11	Charitable	Gilroy Presbyterian Church, 6000 Miller Ave, Gilroy, CA 95020	Public Charity	Children's Ministry or Portable Replacement	75,000
03/10/11	Charitable	Kids Outdoor Sports Camp, P O Box 9435, Red Bluff, CA 96080	Public Charity	2011 Summer Camp Expense	30,000
03/03/11	Educational	KIPP Bay Area Schools, 426 17th Street, #200, Oakland, CA 94612	Public Charity	Unrestricted (on behalf of John P. Coghlan, Board)	2,500
03/10/11	Educational	Mid-Peninsula High School, 870 N. Calif. Avenue, Palo Alto, CA 94303-3631	Public Charity	Matching Challenge Gift	300,000
06/08/11	Charitable	National Disaster Search Dog Foundation, Inc., 501 East Ojai Ave, Ojai, CA 93023	Public Charity	Pledge- Challenge Grant for National Training Center	25,000
08/02/11	Charitable	Nike Animal Rescue Foundation (NARF), PO Box 26587, San Jose, CA 95159	Public Charity	Operating Costs	5,000
03/10/11	Charitable	Ocean Exploration Trust, PO Box 42, Old Lyme, CT 06371	Public Charity	Nautilus Crew Infrastructure Improvements Fund	25,000
03/10/11	Charitable	Oklahoma State University Foundation, Oklahoma State University, Stillwater, OK 74078	Public Charity	Pledge- Cowboy Basketball Legends Locker Room Program	250,000
06/24/11	Charitable	Santa Clara County Sheriff's Advisory Board, 55 W. Younger Ave, San Jose, CA 95110	Public Charity	Purchase Equipment & Police Dogs	50,000
09/18/11	Charitable	Shekder Foundation, The, 950 Calle Amanecer, Suite B, San Clemente, CA 92673	Public Charity	Unrestricted	10,000
03/10/11	Charitable	Suisun Resource Conservation District, 2544 Grizzly Island Road, Suisun, CA 94585-9539	Public Charity	General Funds	5,000
04/07/11	Educational	University of the Pacific, 3601 Pacific Avenue, Stockton, CA 95211	Public Charity	Pledge - Alex & Jen Vereschagin Alumni House	100,000
03/10/11	Charitable	VMC Foundation, 2400 Moorpark Ave, Suite 207, San Jose, CA 95128	Public Charity	Strikeforce Charity for Turning Wheels for Kids	2,500
Total Charitable Distributions					\$1,594,714

Pledges:					Amt.
<u>Date Pledged</u>	<u>Charitable Activity</u>	<u>Donee Name and Address</u>	<u>Donee Status</u>	<u>Purpose of Contribution</u>	<u>Outstanding at 12/31/11</u>
11/20/09	Educational	University of the Pacific, 3601 Pacific Avenue, Stockton, CA 95211	Public Charity	Alex & Jen Vereschagin Alumni House	300,000
02/04/10	Educational	Oklahoma State University Foundation, Oklahoma State University, Stillwater, OK 74078	Public Charity	Pledge- Cowboy Basketball Legends Locker Room Program	250,000
05/24/10	Charitable	National Disaster Search Dog Foundation, Inc., 501 East Ojai Ave, Ojai, CA 93023	Public Charity	Pledge- Challenge Grant for National Training Center	50,000
06/17/11	Charitable	Baylor Health Care Systems Foundation, Baylor Health Care System Fdn, 3600 Gaston Ave, Suite 100, Dallas, TX 75246-1800	Public Charity	Pledge- Dr. Millard's Pilot Program for Asthma Care in Baylor University's Medical Center	100,000
Total Outstanding Pledges					\$700,000

No recipient is related by blood, marriage, adoption, or employment to any disqualified person