Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

GOOD HOPE MEDICAL FOUNDATION
776 E GREEN STREET #230
PASADENA, CA 91101

A Employer identification number 95-0782640

B Telephone number (see the instructions) 626-796-2226

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 25,596,475.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) ________ (Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	1.	1.	1.	
4 Dividends and interest from securities	636,407.	636,407.	636,407.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	149,650.			
b Gross sales price for all assets on line 6a 3,721,902.				
7 Capital gain net income (from Part IV, line 2)		149,650.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	20,573.	20,573.		
12 **Total.** Add lines 1 through 11	806,631.	806,631.	636,408.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	25,540.	12,770.		12,770.
c Other prof fees (attach sch) SEE ST 3	87,323.	87,323.		
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 4	4,608.	4,608.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	6,474.	3,237.		3,237.
24 **Total operating and administrative expenses.** Add lines 13 through 23	123,945.	107,938.		16,007.
25 Contributions, gifts, grants paid PART XV	1,348,000.			1,348,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,471,945.	107,938.	0.	1,364,007.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-665,314.			
b **Net investment income** (if negative, enter -0-)		698,693.		
c **Adjusted net income** (if negative, enter -0-)			636,408.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	867,554.	569,466.	569,446.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less. allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 6	12,024,983.	10,840,764.	10,842,292.
	c	Investments – corporate bonds (attach schedule) STATEMENT 7	46,951.	23,942.	23,942.
	11	Investments – land, buildings, and equipment basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 8	14,258,263.	14,160,795.	14,160,795.
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► SEE STATEMENT 9)		34,440.	
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	27,197,751.	25,629,407.	25,596,475.
LIABILITIES	17	Accounts payable and accrued expenses		10,710.	
	18	Grants payable	408,000.	790,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 10)	75,979.	47,136.	
	23	**Total liabilities** (add lines 17 through 22)	483,979.	847,846.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	22,874,085.	21,140,673.	
	25	Temporarily restricted	2,726,762.	2,527,963.	
	26	Permanently restricted	1,112,925.	1,112,925.	
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	26,713,772.	24,781,561.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	27,197,751.	25,629,407.	

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	26,713,772.
2	Enter amount from Part I, line 27a	2	-665,314.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	425,911.
4	Add lines 1, 2, and 3	4	26,474,369.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 12	5	1,692,808.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	24,781,561.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	UNION BANK OF CA - ST (SEE STMT 18)	P	VARIOUS	VARIOUS
b	UNION BANK OF CA - LT (SEE STMT 18)	P	VARIOUS	VARIOUS
c	UNION BANK OF CA - ST (SEE STMT 18)	P	VARIOUS	VARIOUS
d	UNION BANK OF CA - LT (SEE STMT 18)	P	VARIOUS	VARIOUS
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	270,723.		383,020.	-112,297.
b	4,636.		8,397.	-3,761.
c	156,879.		131,252.	25,627.
d	3,289,664.		3,049,583.	240,081.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-112,297.
b				-3,761.
c				25,627.
d				240,081.
e				

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** 149,650.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 — **3** -86,670.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	1,226,488.	25,614,230.	0.047883
2009	1,115,446.	22,891,079.	0.048728
2008	1,340,722.	26,563,609.	0.050472
2007	1,178,319.	29,504,899.	0.039936
2006	1,262,494.	27,596,221.	0.045749

2	**Total** of line 1, column (d)	2	0.232768
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	0.046554
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	26,687,649.
5	Multiply line 4 by line 3	5	1,242,417.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,987.
7	Add lines 5 and 6	7	1,249,404.
8	Enter qualifying distributions from Part XII, line 4	8	1,364,007.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	6,987.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	6,987.
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	6,987.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 34,000.		
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	34,000.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	27,013.
11 Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ► 27,013.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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*			
c 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 ► $ 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?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		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	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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? *If 'Yes,' complete Part II, column (c), and Part XV*	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 *General Instruction G? 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)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ► MICHAEL J. CONNELL Telephone no ► 626 796-2226

Located at ► 776 E GREEN STREET, SUITE 230 PASADENA CA ZIP + 4 ► 91101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		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 ►			

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
1 a	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?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ 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)?	☐ 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	N/A	
	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 ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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	N/A	
4 a	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)*

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	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 (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
METROPOLITAN WEST CAPITAL MANAGEMENT LLC 610 NEWPORT CENTER DRIVE, STE 1000 NEWPORT BEACH, CA 92660	INVESTMENT COUNSELOR	63,620.
UNION BANK OF CALIFORNIA, N.A., TRUSTEE P O BOX 45174 SAN FRANCISCO, CA 94145	TRUSTEE	23,703.
LEE, SPERLING, HISAMUNE / A.C. 550 NORTH BRAND BLVD., STE 525 GLENDALE, CA 91203	AUDITING AND TAX	11,500.
MELISSA RAIL 776 EAST GREEN STREET, STE 230 PASADENA, CA 91101	ACCOUNTING	14,040.
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 CHILDREN'S HEALTH INITIATIVE - CONTRIBUTION MADE AS A PARTIAL MATCH OF THE $5 MILLION CHALLENGE GRANT TO BE ABLE TO MAINTAIN HEALTHY KIDS PROGRAM.	700,000.
2 HUNTINGTON MEMORIAL HOSPITAL - CONTRIBUTION MADE TO PROVIDE COVERAGE TO UNINSURED OR UNDERINSURED PATIENTS AND TO HEART HEALTHY EATING.	122,257.
3 THE GOOD SAMARITAN - CONTRIBUTION MADE TO PROVIDE HEART HEALTHY EATING.	119,767.
4 CALIFORNIA HOSPITAL MEDICAL CENTER - CONTRIBUTION MADE TO PROVIDE HEART HEALTHY EATING	122,401.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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	26,681,776.
b Average of monthly cash balances		1b	412,284.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	27,094,060.
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	27,094,060.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	406,411.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	26,687,649.
6 **Minimum investment return.** Enter 5% of line 5		6	1,334,382.

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	1,334,382.
2a Tax on investment income for 2011 from Part VI, line 5	2a 6,987.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	6,987.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	1,327,395.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,327,395.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,327,395.

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	1,364,007.
b Program-related investments — total from Part IX-B	1b	
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	1,364,007.
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 (see instructions)	5	6,987.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,357,020.

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				1,327,395.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008 38,556.				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	38,556.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $ 1,364,007.				
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				1,327,395.
e Remaining amount distributed out of corpus	36,612.			
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	75,168.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	75,168.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008 38,556.				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 36,612.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ► [X] 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:

SEE STATEMENT 14

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 15				
Total			► **3a**	1,348,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	636,407.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	20,573.	
8 Gain or (loss) from sales of assets other than inventory			16	149,650.	
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)				806,631.	

13 Total. Add line 12, columns (b), (d), and (e) 13 806,631.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
3,4,8	THE INCOME GENERATED BY THE INTEREST AND DIVIDEND FROM SECURITIES, AND THE SALE OF SECURITIES IS THE SOLE MEANS TO ACCOMPLISH THE FOUNDATION'S GOAL OF PROVIDING MEDICAL SERVICES TO PERSONS WITH LIMITED FINANCIAL RESOURCES AND TO TRAIN PHYSICIANS AND MEDICAL STUDENTS.

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.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

[signature] | 9-21-2012 | TREASURER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK M. SAITO, CPA	[signature]	8/24/12		P00190659
Firm's name ► LEE SPERLING HISAMUNE/AC			Firm's EIN ► 95-3308709	
Firm's address ► 550 NORTH BRAND BLVD STE 525 GLENDALE, CA 91203			Phone no (818) 507-6645	

GOOD HOPE MEDICAL FOUNDATION 95-0782640

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 20,573.	$ 20,573.	
TOTAL	$ 20,573.	$ 20,573.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING / BOOKKEEPING	$ 25,540.	$ 12,770.		$ 12,770.
TOTAL	$ 25,540.	$ 12,770.	$ 0.	$ 12,770.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEE	$ 63,620.	$ 63,620.		
TRUSTEE FEE	23,703.	23,703.		
TOTAL	$ 87,323.	$ 87,323.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	$ 4,448.	$ 4,448.		
STATE TAXES & LICENSES	10.	10.		
TAXES - FEDERAL	150.	150.		
TOTAL	$ 4,608.	$ 4,608.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 26.	$ 13.		$ 13.
INSURANCE	4,163.	2,081.		2,082.
LICENSES	20.	10.		10.
MISCELLANEOUS	98.	49.		49.
OFFICE EXPENSE	2,167.	1,084.		1,083.
TOTAL	$ 6,474.	$ 3,237.	$ 0.	$ 3,237.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK (SEE STATEMENT 17)	MKT VAL	$ 10,839,236.	$ 10,840,764.
UNITED CONTL HLDGS INC	MKT VAL	1,528.	1,528.
	TOTAL	$ 10,840,764.	$ 10,842,292.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UNITED AIRLINES PASS THRU CTF SER 1991-B	MKT VAL	$ 23,942.	$ 23,942.
	TOTAL	$ 23,942.	$ 23,942.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER SECURITIES	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO FUNDS TOTAL RETURN FS INTS CL	MKT VAL	$ 3,022,563.	$ 3,022,563.
PIMCO FDS LOW DURATION FD INSTL CL	MKT VAL	2,677,426.	2,677,426.
AMERICAN NEW WORLD FUND CL A	MKT VAL	1,417,768.	1,417,768.
AMERICAN CAPTIAL WORLD GROWTH AND INC FD	MKT VAL	814,928.	814,928.
AMERICAN INTM BD FD	MKT VAL	6,228,110.	6,228,110.
	TOTAL	$ 14,160,795.	$ 14,160,795.

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

		BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL EXCISE TAX		$ 34,440.	
	TOTAL	$ 34,440.	$ 0.

STATEMENT 10
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEFERRED TAX LIABLITY		$ 47,136.
	TOTAL	$ 47,136.

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ACCRUED DISTRIBUTION PAID		$ 408,000.
DEFERRED TAX ADJUSTMENT		17,911.
	TOTAL	$ 425,911.

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

ACCRUED DISTRIBUTION		$ 790,000.
EXCISE TAX PROVISION		7,100.
UNREALIZED LOSS IN ASSET VALUES		895,708.
	TOTAL	$ 1,692,808.

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ROBERT E. TRANQUADA, M.D. 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	PRESIDENT 0	$ 0.	$ 0.	$ 0.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
J. PATRICK WHALEY 776 E GREEN STREET SUITE 230 PASASENA, CA 91101	SECRETARY 0	$ 0.	$ 0.	$ 0.
MICHAEL J. CONNELL 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	TREASURER 0	0.	0.	0.
THOMAS HUDNUT 776 E GREEN STREET, SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
HOWARD KAHN 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
MICHAEL SEGAL 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
PHILIP V. SWAN 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
THOMAS WACHTELL 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
ERNEST A. BRYANT, III 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
LYNN YONEKURA 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
JOHN QUINN 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
CYNTHIA TRIBULL 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
ALEXANDER LI 776 E GREEN STREET SUITE 230 PASADENA, CA 91101	DIRECTOR 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	MICHAEL J. CONNEL
CARE OF:	
STREET ADDRESS:	776 E GREEN STREET SUITE 230
CITY, STATE, ZIP CODE:	PASADENA, CA 91101
TELEPHONE:	
FORM AND CONTENT:	NO SPECIAL FORMATS REQUIRED BY THE FOUNDATION
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

STATEMENT 15
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BLVD. LOS ANGELES, CA 90017	NONE	PAID	TO SUPPORT HEART HEALTHY EATING LIFESTYLE PROGRAM	$ 119,767.
NATIONAL HEALTH FOUNDATION 515 S. FIGUEROA ST., STE. 1300 LOS ANGELES, CA 90071	NONE	PAID	TO SUPPORT HEART HEALTHY EATING LIFESTYLE PROGRAM TO BE IMPLEMENTED AT CALIFORNIA HOSPITAL MEDICAL CENTER, GOOD SAMARITAN HOSPITAL AND HUNTINGTON MEMORIAL HOSPITAL.	43,575.
CALIFORNIA HOSPITAL MEDICAL CENTER 1401 S. GRAND LOS ANGELES, CA 90015	NONE	PAID	TO SUPPORT HEART HEALTHY EATING LIFESTYLE PROGRAM	122,401.

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
HUNTINGTON MEMORIAL HOSPITAL 100 WEST CALIFORNIA PASADENA, CA 91109	NONE	PAID	TO REIMBURSE CERTAIN COST INCURRED BY THE HOSPITAL NOT OTHERWISE PAID FOR IN PROVIDING DISPENSARY SERVICES TO UNINSURED OR UNDERINSURED PATIENTS.	$ 122,257.
PARTNERS IN CARE FOUNDATION 732 MOTT STREET, #150 SAN FERNANDO, CA 91340	NONE	PAID	TO FUND SURVEYING OF COMMUNITY CLINICS TO DETERMINE READINESS AND UNMET NEEDS OF SENIORS AND PEOPLE WITH DISABILITIES.	20,000.
CHILDREN'S HEALTH INITIATIVE 555 WEST 5TH STREET 29TH FLOOR LOS ANGELES, CA 90013	NONE	PAID	TO FUND A PORTION OF THE COST OF CHILDREN'S HEALTH CARE COVERAGE FOR MEMBERS AGES 6-18 IN THE HEALTHY KIDS PROGRAM.	700,000.
USC SCHOOL OF DENTISTRY 33058 S HOOVER ST, BLDG A, RM A-120 LOS ANGELES, CA 90089	NONE	PAID	TO PROVIDE ORAL HEALTH CARE SERVICES FOR THE HOMELESS PROGRAM.	100,000.
WATTS HEATHCARE CORPORATION 10300 SOUTH COMPTON AVE. LOS ANGELES, CA 90012	NONE	PAID	TO ENCOURAGE ACTIVE DEVELOPMENT OF ACTIVITIES	50,000.
HARBOR COMMUNITY CLINIC 593 W. 6TH STREET SAN PEDRO, CA 90731	NONE	PAID	FOR GENERAL OPERATING SUPPORT	70,000.
			TOTAL	$ 1,348,000.

STATEMENT 17
FORM 990-PF PART 11, LINE 10B
INVESTMENTS -CORPORATE STOCK

Equities

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value	Price/ Date Priced	Percentage of Portfolio	Current Yield	Estimated Annual Income
ADR's								
Consumer Staples - Food Beverage & Tobacco								
DIAGEO P L C SPON ADR NEW	25243Q205	3,800.000	232,116.69	332,196.00	87.4200 12/30/2011	2.97%	2.97%	9,861.00
Telecommunication Services - Telecommunication Services								
VODAFONE GROUP PLC NEW SPONS ADR NEW	92857W209	9,000.000	195,457.35	252,270.00	28.0300 12/30/2011	2.25%	5 15%	12,987.00
Common Stock								
Energy - Energy								
HESS CORP COM	42809H107	5,700.000	319,014.01	323,760.00	56.8000 12/30/2011	2.89%	0.70%	2,280.00
Materials - Materials								
DOW CHEM CO COM	260543103	8,000.000	225,649.36	230,080.00	28.7600 12/30/2011	2.06%	3.48%	8,000.00
QEP RES INC COM	74733V100	7,000.000	185,888.43	205,100.00	29.3000 12/30/2011	1.83%	0.27%	560.00
Industrials - Capital Goods								
BOEING CO COM	097023105	4,300.000	164,975.90	315,405.00	73.3500 12/30/2011	2.82%	2.40%	7,568.00
DEERE & CO COM	244199105	3,650.000	133,187.77	282,327.50	77.3500 12/30/2011	2.52%	2.12%	5,986.00
HUNTINGTON INGALLS INDS INC COM	446413106	3,700.000	135,269.54	115,738.00	31.2800 12/30/2011	1.03%	0.00%	0.00

GOOD HOPE MEDICAL FOUNDATION 95-0782640

STATEMENT 17
FORM 990-PF PART 11, LINE 10B
INVESTMENTS -CORPORATE STOCK

Equities

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value	Price/ Date Priced	Percentage of Portfolio	Current Yield	Estimated Annual Income
Common Stock								
Industrials - Capital Goods								
NORTHROP GRUMMAN CORP COM	666807102	5,500.000	313,703.59	321,640.00	58.4800 12/30/2011	2.88%	3.42%	11,000.00
SPX CORP COM	784635104	3,500.000	193,255.59	210,945.00	60.2700 12/30/2011	1.88%	1.66%	3,500.00
Industrials - Transportation								
UNITED PARCEL SERVICE INC CL B	911312106	3,300.000	208,840.32	241,527.00	73.1900 12/30/2011	2.16%	2.84%	6,864.00
Consumer Discretionary - Consumer Durables & Apparel								
RALPH LAUREN CORP CL A	751212101	2,050.000	121,853.66	283,064.00	138.0800 12/30/2011	2.53%	0.58%	1,640.00
Consumer Discretionary - Media								
TIME WARNER INC COM NEW	887317303	9,400.000	256,783.93	339,716.00	36.1400 12/30/2011	3.03%	2.60%	8,836.00
Consumer Discretionary - Retailing								
HOME DEPOT INC COM	437076102	8,100.000	293,362.26	340,524.00	42.0400 12/30/2011	3.04%	2.76%	9,398.00
NORDSTROM INC COM	655664100	5,300.000	220,140.29	263,463.00	49.7100 12/30/2011	2.35%	1.85%	4,876.00
Consumer Staples - Food & Staples Retailing								
SAFEWAY INC COM NEW	786514208	9,500.000	314,831.31	199,880.00	21.0400 12/30/2011	1.78%	2.76%	5,510.00

STATEMENT 17
FORM 990-PF PART 11, LINE 10B
INVESTMENTS -CORPORATE STOCK

Equities

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value	Price/ Date Priced	Percentage of Portfolio	Current Yield	Estimated Annual Income
Common Stock								
Consumer Staples - Food Beverage & Tobacco								
HEINZ H J CO COM	423074103	4,900.000	227,817.41	264,796.00	54.0400 12/30/2011	2.36%	3.55%	9,408.00
HERSHEY CO COM	427866108	5,400.000	205,285.42	333,612.00	61.7800 12/30/2011	2.98%	2.23%	7,452 00
Health Care - Health Care Equipment&Services								
BAXTER INTL INC COM	071813109	4,500.000	155,020.95	222,660.00	49.4800 12/30/2011	1.99%	2.71%	6,030.00
CIGNA CORPORATION COM	125509109	5,200.000	220,439.59	218,400.00	42.0000 12/30/2011	1.95%	0.10%	208.00
HOSPIRA INC COM	441060100	6,600 000	258,478.94	200,442.00	30.3700 12/30/2011	1.79%	0.00%	0.00
Health Care - Pharmaceutical & Biotechnology								
ABBOTT LABS COM	002824100	5,500.000	267,898.03	309,265.00	56.2300 12/30/2011	2.76%	3.41%	10,560.00
LILLY ELI & CO COM	532457108	5,800.000	326,478.42	241,048.00	41.5600 12/30/2011	2.15%	4.72%	11,368.00
Financials - Banks								
M & T BK CORP COM	55261F104	3,400.000	181,511.94	259,556.00	76.3400 12/30/2011	2.31%	3.67%	9,520.00
ZIONS BANCORPORATION COM	989701107	14,000.000	417,165.42	227,920.00	16.2800 12/30/2011	2.04%	0.25%	560.00

STATEMENT 17
FORM 990-PF PART 11, LINE 10B
INVESTMENTS -CORPORATE STOCK

Equities

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value	Price/ Date Priced	Percentage of Portfolio	Current Yield	Estimated Annual Income
Common Stock								
Financials - Diversified Financials								
FRANKLIN RES INC COM	354613101	2,300.000	229,817.37	220,938.00	96.0600 12/30/2011	1.97%	1.12%	2,484.00
JPMORGAN CHASE & CO COM	46625H100	6,900.000	251,251 52	229,425.00	33.2500 12/30/2011	2.05%	3.01%	6,900.00
NORTHERN TR CORP COM	665859104	6,600.000	342,280.88	261,756.00	39.6600 12/30/2011	2.34%	2.82%	7,392.00
SCHWAB CHARLES CORP NEW COM	808513105	22,000.000	277,825.44	247,720.00	11.2600 12/30/2011	2.21%	2.13%	5,280.00
Information Technology - Software & Services								
EBAY INC COM	278642103	9,000.000	212,863.35	272,970.00	30.3300 12/30/2011	2.44%	0.00%	0.00
INTUIT COM	461202103	6,200.000	184,362.76	326,058.00	52.5900 12/30/2011	2.91%	1.14%	3,720.00
ORACLE CORP COM	68389X105	11,400.000	142,056.54	292,410 00	25.6500 12/30/2011	2.61%	0.94%	2,736.00
Information Technology - Technology Hardware&Equipment								
APPLE INC COM	037833100	900.000	63,529.14	364,500.00	405.0000 12/30/2011	3.25%	0.00%	0.00
E M C CORP MASS COM	268648102	15,000.000	201,203.99	323,100.00	21.5400 12/30/2011	2.89%	0.00%	0.00

STATEMENT 17
FORM 990-PF PART 11, LINE 10B
INVESTMENTS -CORPORATE STOCK

Equities

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value	Price/ Date Priced	Percentage of Portfolio	Current Yield	Estimated Annual Income
Common Stock								
Information Technology - Technology Hardware&Equipment								
INTERNATIONAL BUSINESS MACHS COM	459200101	1,900.000	158,657.55	349,372.00	183.8800 12/30/2011	3 12%	1.63%	5,700.00
QUALCOMM INC COM	747525103	4,500.000	238,272.22	246,150.00	54.7000 12/30/2011	2.20%	1.57%	3,870.00
Information Technology - SemiConduct & SemiEquip								
TEXAS INSTRS INC COM	882508104	8,500.000	201,670.46	247,435.00	29.1100 12/30/2011	2.21%	2.34%	5,780.00
Utilities - Utilities								
NEXTERA ENERGY INC COM	65339F101	5,000.000	248,925.28	304,400.00	60.8800 12/30/2011	2.72%	3.61%	11,000.00
QUESTAR CORP COM	748356102	9,700.000	133,717.76	192,642.00	19.8600 12/30/2011	1.72%	3.27%	6,305.00
Total Equities		257,000.000	$8,660,658.38	$10,414,208.50		92.99%	2.07%	$215,137.00

Non-US Securities

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value	Price/ Date Priced	Percentage of Portfolio	Current Yield	Estimated Annual Income
Non - US Common Stock								
Energy - Energy								
SCHLUMBERGER LTD COM	806857108	2,700.000	177,533.60	184,437.00	68.3100 12/30/2011	1.65%	1.46%	2,700.00

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GOOD HOPE MEDICAL FOUNDATION

95-0782640

STATEMENT 17
FORM 990-PF PART 11, LINE 10B
INVESTMENTS -CORPORATE STOCK

Non-US Securities

Asset Name	CUSIP	Shares/ Units Held	Cost Basis	Market Value	Price/ Date Priced	Percentage of Portfolio	Current Yield	Estimated Annual Income
Non - US Common Stock								
Consumer Staples - Food Beverage & Tobacco								
UNILEVER N V N Y SHS NEW	904784709	7,000.000	172,649.84	240,590.00	34.3700 12/30/2011	2.15%	3.07%	7,378.00
Total Non-US Securities		9,700.000	$350,183.44	$425,027.00		3.80%	2.37%	$10,078.00

TOTAL COMMON STOCK $ 10,839,236

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GOOD HOPE MEDICAL FOUNDATION 95-0782640

STATEMENT 18
FORM 990-PF, PART IV. LINES 1,a,b,c and d
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Covered *(Box 6 is not checked)*		*(Box 9)*	*(Box 1a)*	*(Box 1b)*	*(Box 2)*	*(Box 3)*		*(Box 4)*
Short Term Sales Reported on 1099-B								
05964H105	5386	BANCO SANTANDER CENT HISPANO ADR	02/28/2011	02/10/2011	6.46	6.40	0 06	0 00
05964H105	.6531	BANCO SANTANDER CENT HISPANO ADR	11/17/2011	11/10/2011	5.66	5.53	0 13	0.00
05964H105	6964.0000	BANCO SANTANDER CENT HISPANO ADR	12/01/2011	Various	51,978.29	73,626.15	-21,647 86	0 00
060505104	5010.0000	BANK AMER CORP	10/14/2011	Various	30,840.46	67,519.35	-36,678.89	0 00
060505104	3640.0000	BANK AMER CORP	10/14/2011	Various	22,413.95	45,053 55	-22,639.60	0.00
060505104	3340.0000	BANK AMER CORP	10/14/2011	08/12/2011	20,565.32	24,482.20	-3,916.88	0.00
060505104	6670.0000	BANK AMER CORP	10/14/2011	08/12/2011	41,065.72	48,891.10	-7,825.38	0.00
060505104	3340 0000	BANK AMER CORP	10/14/2011	08/12/2011	20,572.33	24,482.20	-3,909.87	0.00
665859104	830.0000	NORTHERN TR CORP	11/22/2011	Various	30,264.63	46,495.25	-16,230 62	0.00
747525103	1000.0000	QUALCOMM INC	09/15/2011	04/18/2011	53,010.48	52,458.60	551 88	0.00
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box A checked					**270,723.30**	**383,020.33**	**-112,297.03**	**0.00**
Long Term 15% Sales Reported on 1099-B								
05964H105	621.0000	BANCO SANTANDER CENT HISPANO ADR	11/30/2011	Various	4,636.48	8,396.83	-3,760.35	0.00
Total Long Term 15% Sales Reported on 1099-B					**4,636.48**	**8,396.83**	**-3,760.35**	**0.00**

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Reported to the IRS is Sales Price less commissions and option premiums.
For noncovered securites shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service.

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
Short Term Sales Reported on 1099-B								
278642103	2300.0000	EBAY INC	08/12/2011	Various	69,739.71	52,984.40	16,755.31	0.00
655664100	1100.0000	NORDSTROM INC	08/12/2011	Various	48,399 50	41,824.58	6,574.92	0 00
655664100	700.0000	NORDSTROM INC	09/15/2011	Various	32,541.39	27,005.89	5,535.50	0.00
665859104	170.0000	NORTHERN TR CORP	11/22/2011	12/31/2010	6,198.78	9,437.19	-3,238 41	0.00
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box B checked					**156,879.38**	**131,252.06**	**25,627.32**	**0.00**
Long Term 15% Sales Reported on 1099-B								
002824100	1600.0000	ABBOTT LABS COM	08/12/2011	Various	79,558 47	81,514.18	-1,955.71	0.00
037833100	250.0000	APPLE COMPUTER INC	08/12/2011	12/23/2003	94,587.08	2,482.50	92,104.58	0.00
05964H105	4460.9991	BANCO SANTANDER CENT HISPANO ADR	11/22/2011	07/02/2009	31,414.64	52,987.75	-21,573.11	0.00
05964H105	10779.0000	BANCO SANTANDER CENT HISPANO ADR	11/30/2011	Various	80,477.70	121,369.37	-40,891.67	0.00
05964H105	3100.0000	BANCO SANTANDER CENT HISPANO ADR	11/30/2011	Various	23,168.64	32,055 16	-8,886.52	0.00

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Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
05964H105	4536.0000	BANCO SANTANDER CENT HISPANO ADR	12/01/2011	Various	33,856 05	48,570.56	-14,714 51	0.00
060505104	950 0000	BANK AMER CORP	10/07/2011	09/23/2008	5,609 17	29,331.29	-23,722 12	0.00
060505104	17050.0000	BANK AMER CORP	10/10/2011	Various	105,206.71	352,236.03	-247,029.32	0.00
071813109	1300.0000	BAXTER INTL INC	08/12/2011	12/21/2004	69,197.67	43,581.46	25,616 21	0.00
097023105	500.0000	BOEING CO	09/15/2011	04/26/2002	31,882 38	20,915.50	10,966 88	0.00
205887102	250.0000	CONAGRA FOODS INC	01/19/2011	05/16/2008	5,781.66	5,928.33	-146.67	0.00
205887102	510 0000	CONAGRA FOODS INC	01/26/2011	Various	11,883.54	12,124.23	-240 69	0.00
205887102	100.0000	CONAGRA FOODS INC	02/04/2011	05/19/2008	2,275.32	2,389.24	-113.92	0.00
205887102	920.0000	CONAGRA FOODS INC	02/09/2011	05/19/2008	21,026 57	21,981.01	-954 44	0.00
205887102	700.0000	CONAGRA FOODS INC	02/17/2011	05/19/2008	15,928 12	16,724.68	-796.56	0.00
205887102	100.0000	CONAGRA FOODS INC	02/23/2011	05/19/2008	2,276.95	2,389.24	-112.29	0.00
205887102	500.0000	CONAGRA FOODS INC	02/24/2011	Various	11,388 68	11,909.90	-521.22	0.00
205887102	1000.0000	CONAGRA FOODS INC	02/25/2011	05/20/2008	22,969.85	23,613.20	-643 35	0.00
205887102	700 0000	CONAGRA FOODS INC	02/28/2011	Various	16,201.05	16,513.02	-311.97	0.00
205887102	710.0000	CONAGRA FOODS INC	03/03/2011	05/21/2008	16,434 41	16,707.79	-273.38	0.00
205887102	500.0000	CONAGRA FOODS INC	03/04/2011	05/21/2008	11,544.02	11,766.05	-222.03	0.00
205887102	1300.0000	CONAGRA FOODS INC	03/08/2011	Various	30,154.34	30,829.50	-675.16	0.00
205887102	750.0000	CONAGRA FOODS INC	03/09/2011	05/23/2008	17,497.84	17,537.33	-39.49	0.00

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
205887102	200 0000	CONAGRA FOODS INC	03/10/2011	05/23/2008	4,671.53	4,676.62	-5.09	0 00
205887102	350 0000	CONAGRA FOODS INC	03/11/2011	05/23/2008	8,184.10	8,184.08	0.02	0.00
205887102	300 0000	CONAGRA FOODS INC	03/21/2011	05/23/2008	6,910.18	7,014.93	-104.75	0.00
205887102	300 0000	CONAGRA FOODS INC	03/22/2011	05/23/2008	6,886.93	7,014 93	-128.00	0.00
205887102	400 0000	CONAGRA FOODS INC	03/23/2011	05/23/2008	9,170.74	9,353.24	-182.50	0.00
205887102	3210.0000	CONAGRA FOODS INC	03/24/2011	Various	74,852.87	74,412.32	440.55	0.00
20825C104	5200.0000	CONOCOPHILLIPS COM	07/15/2011	Various	397,389.36	146,158.87	251,230.49	0.00
244199105	450 0000	DEERE & CO	09/15/2011	04/11/2005	35,336.34	15,096.33	20,240.01	0 00
25243Q205	800.0000	DIAGEO PLC SPON ADR NEW	08/12/2011	Various	61,182.82	45,709 43	15,473.39	0 00
25746U109	600.0000	DOMINION RES INC VA NEW	01/27/2011	Various	26,270.97	24,664 57	1,606.39	0.00
25746U109	310.0000	DOMINION RES INC VA NEW	02/01/2011	01/08/2007	13,557.21	12,715.19	842.02	0.00
25746U109	50.0000	DOMINION RES INC VA NEW	02/02/2011	01/08/2007	2,172.96	2,050.84	122.12	0.00
25746U109	350.0000	DOMINION RES INC VA NEW	02/03/2011	01/08/2007	15,256.76	14,355.86	900.90	0.00
25746U109	50.0000	DOMINION RES INC VA NEW	02/07/2011	01/08/2007	2,190.13	2,050 84	139.29	0.00
25746U109	240.0000	DOMINION RES INC VA NEW	02/09/2011	01/08/2007	10,443.22	9,844.02	599.20	0.00
25746U109	300.0000	DOMINION RES INC VA NEW	02/10/2011	01/08/2007	13,108.93	12,305.02	803.91	0.00
260543103	2000.0000	DOW CHEM CO	11/22/2011	Various	50,108.63	53,617.13	-3,508.50	0.00
268648102	3100.0000	E M C CORP MASS	08/12/2011	06/17/2008	72,042.61	51,294.15	20,748.46	0.00
27579R104	1330.0000	EAST WEST BANCORP INC	10/18/2011	Various	22,217.22	22,238.00	-20.78	0.00

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STATEMENT 18
FORM 990-PF, PART IV, LINES 1,a,b,c and d
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
27579R104	1110 0000	EAST WEST BANCORP INC	10/19/2011	Various	18,623.66	15,301.49	3,322.17	0 00
27579R104	1550 0000	EAST WEST BANCORP INC	10/20/2011	Various	26,703.97	21,091.63	5,612.34	0 00
27579R104	2400 0000	EAST WEST BANCORP INC	10/21/2011	Various	42,817 81	35,115.21	7,702.60	0.00
27579R104	1200 0000	EAST WEST BANCORP INC	10/24/2011	Various	22,381.60	19,383.51	2,998.09	0.00
27579R104	200 0000	EAST WEST BANCORP INC	10/25/2011	08/12/2010	3,727.12	3,215.56	511 56	0.00
27579R104	110.0000	EAST WEST BANCORP INC	10/26/2011	Various	2,062.48	1,782.69	279.79	0.00
423074103	700.0000	HEINZ H J CO	09/15/2011	Various	35,654.79	32,639.82	3,014.97	0.00
42809H107	800.0000	HESS CORP COM	09/15/2011	Various	48,654.10	43,812.82	4,841.28	0.00
437076102	1500.0000	HOME DEPOT INC	09/15/2011	04/23/2007	51,132.96	58,857.15	-7,724.19	0.00
446413106	.6667	HUNTINGTON INGALLS INDS INC	04/11/2011	10/16/2006	25.83	26.96	-1.13	0.00
459200101	100.0000	INTERNATIONAL BUSINESS MACHS CORP	07/29/2011	11/08/2000	18,292.61	10,143.50	8,149.11	0.00
459200101	700.0000	INTERNATIONAL BUSINESS MACHS CORP	10/03/2011	Various	122,737.11	67,559.50	55,177.61	0.00
459200101	300.0000	INTERNATIONAL BUSINESS MACHS CORP	10/27/2011	06/18/2003	55,883.34	25,263.00	30,620.34	0.00
46625H100	1200 0000	JPMORGAN CHASE & CO	11/22/2011	04/06/2004	35,572.23	49,807.80	-14,235.57	0.00
532457108	1400.0000	LILLY ELI & CO	09/15/2011	Various	52,132.05	78,531.85	-26,399.80	0.00
606822104	11500.0000	MITSUBISHI UFJ FINL GROUP ADR	03/04/2011	Various	63,054.43	102,467.39	-39,412.96	0.00
606822104	5500.0000	MITSUBISHI UFJ FINL GROUP ADR	03/07/2011	Various	29,424.43	25,077.78	4,346.65	0.00

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
606822104	22500 0000	MITSUBISHI UFJ FINL GROUP ADR	03/08/2011	Various	119,969.93	132,944.54	-12,974.61	0.00
606822104	8500 0000	MITSUBISHI UFJ FINL GROUP ADR	03/09/2011	Various	45,407.82	50,986 62	-5,578.80	0 00
68389X105	1200 0000	ORACLE CORP	09/15/2011	01/03/2006	34,203.78	14,953.32	19,250.46	0 00
708160106	1640 0000	PENNEY J C INC	08/29/2011	Various	44,731.93	28,414 22	16,317.71	0 00
708160106	2200 0000	PENNEY J C INC	08/30/2011	Various	59,574.85	38,852.80	20,722.05	0 00
708160106	1620.0000	PENNEY J C INC	08/31/2011	06/17/2003	43,442 86	29,484 00	13,958.86	0.00
708160106	250.0000	PENNEY J C INC	09/01/2011	06/17/2003	6,610.62	4,550.00	2,060.62	0.00
708160106	490.0000	PENNEY J C INC	09/07/2011	06/17/2003	12,983.08	8,918.00	4,065.08	0.00
731572103	800.0000	POLO RALPH LAUREN CORP	08/12/2011	Various	109,859.24	37,349.06	72,510.18	0.00
74733V100	1400.0000	QEP RES INC COM	08/12/2011	01/23/2009	50,890.00	31,652.81	19,237.19	0.00
751212101	250.0000	RALPH LAUREN CORP	09/15/2011	Various	36,541.29	11,672 64	24,868.65	0 00
784635104	1200 0000	SPX CORP	11/22/2011	Various	70,823.61	64,742.03	6,081.58	0.00
882508104	1200.0000	TEXAS INSTRS INC	09/15/2011	09/27/2004	32,874.92	25,600.32	7,274.60	0.00
427866108	800 0000	THE HERSHEY COMPANY	08/12/2011	Various	44,647.14	27,667 78	16,979.36	0.00
887317303	1100.0000	TIME WARNER INC	09/15/2011	01/25/2010	33,346.84	29,939.03	3,407.81	0.00
904784709	1100 0000	UNILEVER N V	08/12/2011	06/04/2009	35,342.32	27,450.06	7,892.26	0.00
909283AD5	6233.0000	UNITED AIR (DFLT) 10.125% 3/22/15	01/03/2011	10/29/1991	6,233.00	6,225.21	7 79	0.00
909283AD5	6427.5900	UNITED AIR (DFLT) 10.125% 3/22/15	04/03/2011	10/29/1991	6,427.59	6,419.56	8.03	0.00
909283AD5	6427.6000	UNITED AIR (DFLT) 10.125% 3/22/15	07/01/2011	10/29/1991	6,427.60	6,419.57	8.03	0.00

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Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
909283AD5	6427 6000	UNITED AIR (DFLT) 10.125% 3/22/15	10/01/2011	10/29/1991	6,427.60	6,419.57	8.03	0 00
92857W209	1300 0000	VODAFONE GROUP SPON ADR	09/15/2011	07/16/2003	33,650.37	28,657 20	4,993.17	0 00
934550104	14000 0000	WARNER MUSIC GROUP CORP COM	07/20/2011	05/10/2005	115,500.00	236,180.00	-120,680.00	0 00
H27013103	700 0000	WEATHERFORD INTL LTD COM	10/06/2011	06/27/2002	9,171.36	7,814.63	1,356.73	0 00
H27013103	4200 0000	WEATHERFORD INTL LTD COM	10/07/2011	Various	55,246.16	45,488 48	9,757.68	0.00
H27013103	2500 0000	WEATHERFORD INTL LTD COM	10/10/2011	06/17/2003	34,561.58	26,780 94	7,780.64	0.00
H27013103	1300 0000	WEATHERFORD INTL LTD COM	10/11/2011	06/17/2003	18,098.51	13,926 09	4,172.42	0.00
H27013103	500 0000	WEATHERFORD INTL LTD COM	10/12/2011	06/17/2003	7,047.36	5,356.19	1,691.17	0.00
H27013103	300 0000	WEATHERFORD INTL LTD COM	10/13/2011	06/17/2003	4,155.19	3,213.71	941.48	0.00
H27013103	300.0000	WEATHERFORD INTL LTD COM	10/14/2011	06/17/2003	4,312.38	3,213.71	1,098.67	0.00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked					**3,289,663.82**	**3,049,583.44**	**240,080.37**	**0.00**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.