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

**2011**

Department of the Treasury  
Internal Revenue Service

*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** \_\_\_\_\_ **, 2011, and ending** \_\_\_\_\_

The Louis B. Mayer Foundation  
6 West 48th. Street, 10th Fl.  
New York, NY 10036-1802

**A** Employer identification number  
95-2232340

**B** Telephone number (see the instructions)  
212-812-4362

**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:  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)  
\$ 9,993,489.

**J** Accounting method.  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc. received (att sch)				
<b>2</b>	Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments	115.	115.		
<b>4</b>	Dividends and interest from securities	276,230.	276,230.		
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain/(loss) from sale of assets not on line 10	-10,439.			
<b>b</b>	Gross sales price for all assets on line 6a	1,036,198.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		0.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold				
<b>c</b>	Gross profit/(loss) (att sch)				
<b>11</b>	Other income (attach schedule) See Statement 1	12,198.	12,198.		
<b>12</b>	<b>Total.</b> Add lines 1 through 11	278,104.	288,543.	0.	
<b>13</b>	Compensation of officers, directors, trustees, etc	0.			
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach sch) See St 2	6,869.	3,434.		3,435.
<b>c</b>	Other prof fees (attach sch) See St 3	86,273.	64,773.		21,500.
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instrs) See Stm 4	7,712.	4,512.		
<b>19</b>	Depreciation (attach sch) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) See Statement 5	6,346.	3,518.		2,828.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	107,200.	76,237.		27,763.
<b>25</b>	Contributions, gifts, grants paid Part XV	451,500.			451,500.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	558,700.	76,237.	0.	479,263.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	-280,596.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		212,306.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)			0.	

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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	46,042.	27,509.	27,509.
	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) <b>Statement 6</b>	10,037,837.	9,783,044.	9,965,980.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item l)	10,083,879.	9,810,553.	9,993,489.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET ASSET BALANCES	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>			
	24 Unrestricted	10,083,879.	9,810,553.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	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 <b>Total net assets or fund balances</b> (see instructions)	10,083,879.	9,810,553.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	10,083,879.	9,810,553.		

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	10,083,879.
2 Enter amount from Part I, line 27a	2	-280,596.
3 Other increases not included in line 2 (itemize) <b>See Statement 7</b>	3	7,270.
4 Add lines 1, 2, and 3	4	9,810,553.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,810,553.

**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 See Statement 8				
b				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(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		
a				
b				
c				
d				
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
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
				-10,439.
				0.

**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	479,336.	10,412,882.	0.046033
2009	456,066.	9,056,714.	0.050357
2008	645,860.	10,633,616.	0.060738
2007	675,781.	13,279,547.	0.050889
2006	530,748.	12,678,226.	0.041863
2 Total of line 1, column (d)			2 0.249880
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 0.049976
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 10,401,016.
5 Multiply line 4 by line 3			5 519,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,123.
7 Add lines 5 and 6			7 521,924.
8 Enter qualifying distributions from Part XII, line 4			8 479,263.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,246.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
<b>3</b> Add lines 1 and 2	3	4,246.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.	5	4,246.
<b>6</b> Credits/Payments:		
<b>a</b> 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,221.
<b>b</b> Exempt foreign organizations – tax withheld at source	6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b> Backup withholding erroneously withheld	6d	
<b>7</b> Total credits and payments Add lines 6a through 6d	7	5,221.
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	975.
<b>11</b> Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 975. Refunded <input type="checkbox"/> 0.	11	0.

**Part VII A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
<b>b</b> If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of <span style="float:right">▶ GHS Philanthropy Management</span> Telephone no <span style="float:right">▶ 212-812-4362</span> Located at <span style="float:right">▶ 6 West 48th. Street, 10th Fl. New York NY</span> ZIP + 4 <span style="float:right">▶ 10036</span>			
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 <span style="float:right">▶ 15</span> N/A <input type="checkbox"/> N/A <input type="checkbox"/>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <span style="float:right">▶</span>	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <span style="float:right">▶ <input type="checkbox"/></span>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <span style="float:right">▶ 20__ , 20__ , 20__ , 20__</span>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <span style="float:right">▶ 20__ , 20__ , 20__ , 20__</span>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
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)? (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?  Yes  No **N/A**

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **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?  Yes  No **7b** N/A

**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
Robert A. Gottlieb 6 West 48th. Street, 10th. Fl. New York, NY 10036	Trustee/Pres 2.00	0.	0.	0.
Carol Farkas 6 West 48th. Street, 10th. Fl. New York, NY 10036	Secretary/Tr 1.00	0.	0.	0.
Elliot R. Cattarulla 6 West 48th. Street, 10th. Fl. New York, NY 10036	Trustee 1.00	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
None ----- ----- -----		
----- -----		
----- -----		
----- -----		
----- -----		
<b>Total</b> number of others receiving over \$50,000 for professional services		<b>0</b>

**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 (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 ----- -----	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	10,522,632.
<b>b</b> Average of monthly cash balances	<b>1b</b>	36,775.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	10,559,407.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	10,559,407.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	158,391.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	10,401,016.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	520,051.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	520,051.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	4,246.
<b>b</b> Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	4,246.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	515,805.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	515,805.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	515,805.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	479,263.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	479,263.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	479,263.

**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				515,805.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			443,173.	
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				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 479,263.				
a Applied to 2010, but not more than line 2a			443,173.	
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				36,090.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				479,715.
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	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

**Part XV Supplementary Information** (Complete this part only if the 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  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a</b> Paid during the year Schedule attached</p>				451,500.
<p><b>Total</b> <span style="float: right;">▶ 3a</span></p>				451,500.
<p><b>b</b> Approved for future payment</p>				
<p><b>Total</b> <span style="float: right;">▶ 3b</span></p>				





The Louis B. Mayer Foundation

95-2232340

**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil royalties			
Total	\$ 12,198.	\$ 12,198.	\$ 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
Review and tax				
Total	\$ 6,869.	\$ 3,434.	\$ 0.	\$ 3,435.

**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
Administrative management				
Investment management fees				
Total	\$ 86,273.	\$ 64,773.	\$ 0.	\$ 21,500.

**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
Excise taxes				
Foreign taxes paid				
Total	\$ 7,712.	\$ 4,512.	\$ 0.	\$ 0.

The Louis B. Mayer Foundation

95-2232340

**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 fees	\$ 169.	\$ 84.		\$ 85.
Board expenses	2,534.	1,267.		1,267.
NYS charities filing fee	750.			750.
Phone and fax	482.	241.		241.
Portfolio deductions - Powershares DB	1,441.	1,441.		
Postage and courier	210.	105.		105.
Storage	36.	18.		18.
Supplies, printing and copying	724.	362.		362.
<b>Total</b>	<b>\$ 6,346.</b>	<b>\$ 3,518.</b>	<b>\$ 0.</b>	<b>\$ 2,828.</b>

**Statement 6**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
TD Ameritrade - attachment	Mkt Val	\$ 9,783,044.	\$ 9,965,980.
	Total	\$ 9,783,044.	\$ 9,965,980.

**Statement 7**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

Nontaxable distributions		\$ 7,270.
<b>Total</b>		<b>\$ 7,270.</b>

**Statement 8**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	TD Ameritrade - attachment - short term	Purchased	Various	Various
2	TD Ameritrade - attachment - long term	Purchased	Various	Various
3	TD Ameritrade - attachment - short term	Purchased	Various	Various
4	TD Ameritrade - attachment - long term	Purchased	Various	Various
5	Powershares DB - long term	Purchased	Various	Various
6	Powershares DB - short term	Purchased	Various	Various
7	Powershares DB - Sec 1256 - long term	Purchased	Various	Various
8	Powershares DB - Sec 1256 - short term	Purchased	Various	Various

The Louis B. Mayer Foundation

95-2232340

Statement 8 (continued)  
 Form 990-PF, Part IV, Line 1  
 Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	41,493.		41,241.	252.				\$ 252.
2	901,344.		1004601.	-103,257.				-103,257.
3	14,157.		0.	14,157.				14,157.
4	75,492.		0.	75,492.				75,492.
5	2,439.		0.	2,439.				2,439.
6	0.		795.	-795.				-795.
7	764.		0.	764.				764.
8	509.		0.	509.				509.
							Total	\$ <u>-10,439.</u>

**Other Income Producing Activities**  
**Interest on savings & cash investments**

TD Ameritrade	\$	1.
PowerShares DB Commodity Index		108.
Chase		6.
Total	\$	<u>115.</u>

**Other Income Producing Activities**  
**Dividends/interest from securities.**

TD Ameritrade	\$	276,230.
Total	\$	<u>276,230.</u>

## Realized Gains and Losses Report

Fiscal Year Ending 12/31/2011

Louis B Mayer Foundation    W-Foundation Trust    Acct # 908535310  
 TD Ameritrade Institutional, Custodian  
 227 Inwood Ave  
 Upper Montclair, NJ 07043

### Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA 1yr Fixed Income	11/07/2006	02/02/2011	9,364.415	\$96,711.22	\$95,616.41	\$1,094.81		\$1,094.81
908535310	DFA 1yr Fixed Income	09/09/2010	02/02/2011	26.222	\$270.80	\$271.66	\$(0.86)	\$(0.86)	
908535310	DFA 1yr Fixed Income	10/11/2010	02/02/2011	31.451	\$324.81	\$326.15	\$(1.34)	\$(1.34)	
908535310	DFA 1yr Fixed Income	11/10/2010	02/02/2011	26.225	\$270.83	\$271.95	\$(1.12)	\$(1.12)	
908535310	DFA 1yr Fixed Income	12/09/2010	02/02/2011	36.946	\$381.56	\$380.91	\$0.65	\$0.65	
908535310	DFA 1yr Fixed Income	12/09/2010	02/02/2011	63.335	\$654.09	\$652.98	\$1.11	\$1.11	
908535310	DFA 1yr Fixed Income	12/09/2010	02/02/2011	131.948	\$1,362.69	\$1,360.38	\$2.31	\$2.31	
				9,680.542	\$99,976.00	\$98,880.44	\$1,095.56	\$0.75	\$1,094.81
908535310	DFA 1yr Fixed Income	11/07/2006	07/14/2011	6,048.587	\$62,646.83	\$61,759.78	\$887.05		\$887.05
908535310	DFA 1yr Fixed Income	02/09/2011	07/14/2011	13.072	\$135.39	\$134.90	\$0.49	\$0.49	
908535310	DFA 1yr Fixed Income	03/04/2011	07/14/2011	2,611.617	\$27,049.21	\$27,002.00	\$47.21	\$47.21	
908535310	DFA 1yr Fixed Income	03/09/2011	07/14/2011	27.643	\$286.30	\$285.55	\$0.75	\$0.75	
908535310	DFA 1yr Fixed Income	04/11/2011	07/14/2011	18.439	\$190.98	\$190.48	\$0.50	\$0.50	
908535310	DFA 1yr Fixed Income	05/11/2011	07/14/2011	23.014	\$238.37	\$238.19	\$0.18	\$0.18	
908535310	DFA 1yr Fixed Income	06/09/2011	07/14/2011	23.002	\$238.24	\$238.30	\$(0.06)	\$(0.06)	
908535310	DFA 1yr Fixed Income	07/11/2011	07/14/2011	18.410	\$190.68	\$190.73	\$(0.05)	\$(0.05)	
				8,783.784	\$90,976.00	\$90,039.93	\$936.07	\$49.02	\$887.05
908535310	DFA 1yr Fixed Income	11/07/2006	10/10/2011	1,710.740	\$17,665.47	\$17,467.70	\$197.77		\$197.77
908535310	DFA 1yr Fixed Income	08/09/2011	10/10/2011	15.026	\$155.16	\$155.67	\$(0.51)	\$(0.51)	
908535310	DFA 1yr Fixed Income	09/09/2011	10/10/2011	15.046	\$155.37	\$155.73	\$(0.36)	\$(0.36)	
				1,740.812	\$17,976.00	\$17,779.10	\$196.90	\$(0.87)	\$197.77
908535310	DFA 1yr Fixed Income	11/07/2006	12/20/2011	698.005	\$7,180.83	\$7,127.06	\$53.77		\$53.77
908535310	DFA 1yr Fixed Income	05/01/2008	12/20/2011	856.074	\$8,806.99	\$8,725.49	\$81.50		\$81.50
908535310	DFA 1yr Fixed Income	11/11/2008	12/20/2011	223.000	\$2,294.15	\$2,276.83	\$17.32		\$17.32
908535310	DFA 1yr Fixed Income	10/10/2011	12/20/2011	18.834	\$193.76	\$194.74	\$(0.98)	\$(0.98)	
908535310	DFA 1yr Fixed Income	11/09/2011	12/20/2011	14.387	\$148.01	\$148.91	\$(0.90)	\$(0.90)	
908535310	DFA 1yr Fixed Income	12/13/2011	12/20/2011	10.847	\$111.59	\$111.72	\$(0.13)	\$(0.13)	
908535310	DFA 1yr Fixed Income	12/13/2011	12/20/2011	36.156	\$371.96	\$372.41	\$(0.45)	\$(0.45)	
908535310	DFA 1yr Fixed Income	12/13/2011	12/20/2011	86.775	\$892.71	\$893.78	\$(1.07)	\$(1.07)	
				1,944.078	\$20,000.00	\$19,850.94	\$149.06	\$(3.53)	\$152.59
908535310	DFA Global Fixed Income	09/09/2010	10/19/2011	22,149.216	\$228,928.00	\$226,550.41	\$2,377.59	\$45.37	\$2,332.22
				325.994	\$3,673.38	\$3,758.71	\$(85.33)		\$(85.33)

**Realized Gains and Losses Report**  
Fiscal Year Ending 12/31/2011

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

**Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts**

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA Global Fixed Income	09/15/2010	10/19/2011	13,429,463	\$151,326.62	\$155,000.00	\$(3,673.38)		\$(3,673.38)
				13,755,457	\$155,000.00	\$158,758.71	\$(3,758.71)		\$(3,758.71)
908535310	DFA International Large Value	12/19/2006	02/02/2011	29,253	\$572.79	\$669.02	\$(96.23)		\$(96.23)
908535310	DFA International Large Value	03/09/2007	02/02/2011	31,131	\$609.57	\$729.39	\$(119.82)		\$(119.82)
908535310	DFA International Large Value	06/13/2007	02/02/2011	824,191	\$16,138.15	\$21,008.62	\$(4,870.47)		\$(4,870.47)
908535310	DFA International Large Value	09/13/2007	02/02/2011	283,333	\$5,547.83	\$6,831.16	\$(1,283.33)		\$(1,283.33)
908535310	DFA International Large Value	12/21/2007	02/02/2011	2,251	\$44.08	\$53.24	\$(9.16)		\$(9.16)
908535310	DFA International Large Value	12/21/2007	02/02/2011	411,948	\$8,066.19	\$9,742.57	\$(1,676.38)		\$(1,676.38)
908535310	DFA International Large Value	12/21/2007	02/02/2011	970,216	\$18,997.39	\$22,945.62	\$(3,948.23)		\$(3,948.23)
				2,552,323	\$49,976.00	\$61,979.62	\$(12,003.62)		\$(12,003.62)
908535310	DFA International Small Cap Valu	12/19/2006	01/24/2011	184,184	\$3,238.39	\$3,810.77	\$(572.38)		\$(572.38)
908535310	DFA International Small Cap Valu	12/19/2006	01/24/2011	630,377	\$11,083.49	\$13,042.51	\$(1,959.02)		\$(1,959.02)
908535310	DFA International Small Cap Valu	12/19/2006	01/24/2011	1,591,021	\$27,973.84	\$32,918.23	\$(4,944.39)		\$(4,944.39)
908535310	DFA International Small Cap Valu	03/09/2007	01/24/2011	10,457	\$183.86	\$230.16	\$(46.30)		\$(46.30)
908535310	DFA International Small Cap Valu	06/13/2007	01/24/2011	554,888	\$9,756.22	\$13,006.57	\$(3,250.35)		\$(3,250.35)
908535310	DFA International Small Cap Valu	09/13/2007	01/24/2011	155,850	\$2,740.20	\$3,486.37	\$(746.17)		\$(746.17)
				3,126,777	\$54,976.00	\$66,494.61	\$(11,518.61)		\$(11,518.61)
908535310	DFA International Small Co Port	12/19/2006	01/24/2011	795,435	\$13,823.14	\$15,129.17	\$(1,306.03)		\$(1,306.03)
908535310	DFA International Small Co Port	12/21/2007	01/24/2011	254,566	\$4,423.86	\$4,640.74	\$(216.88)		\$(216.88)
908535310	DFA International Small Co Port	12/21/2007	01/24/2011	341,118	\$5,927.97	\$6,218.59	\$(290.62)		\$(290.62)
908535310	DFA International Small Co Port	12/21/2007	01/24/2011	621,532	\$10,801.03	\$11,330.53	\$(529.50)		\$(529.50)
				2,012,651	\$34,976.00	\$37,319.03	\$(2,343.03)		\$(2,343.03)
908535310	DFA US Large Cap Value	06/15/2006	01/24/2011	230,766	\$4,791.09	\$5,282.23	\$(491.14)		\$(491.14)
908535310	DFA US Large Cap Value	09/11/2006	01/24/2011	189,745	\$3,939.42	\$4,419.17	\$(479.75)		\$(479.75)
908535310	DFA US Large Cap Value	12/21/2006	01/24/2011	4,292	\$89.10	\$108.15	\$(19.05)		\$(19.05)
908535310	DFA US Large Cap Value	03/09/2007	01/24/2011	102,879	\$2,135.95	\$2,607.98	\$(472.03)		\$(472.03)
908535310	DFA US Large Cap Value	06/13/2007	01/24/2011	155,827	\$3,235.24	\$4,280.56	\$(1,045.32)		\$(1,045.32)
908535310	DFA US Large Cap Value	09/13/2007	01/24/2011	174,850	\$3,630.18	\$4,292.56	\$(662.38)		\$(662.38)
908535310	DFA US Large Cap Value	12/21/2007	01/24/2011	2,445	\$50.76	\$55.92	\$(5.16)		\$(5.16)
908535310	DFA US Large Cap Value	12/21/2007	01/24/2011	259,194	\$5,381.31	\$5,927.77	\$(546.46)		\$(546.46)
908535310	DFA US Large Cap Value	12/21/2007	01/24/2011	1,768,784	\$36,722.95	\$40,452.09	\$(3,729.14)		\$(3,729.14)
				2,888,782	\$59,976.00	\$67,426.43	\$(7,450.43)		\$(7,450.43)
908535310	DFA US Large Cap Value	09/15/2005	03/01/2011	109,401	\$2,349.55	\$2,354.30	\$(4.75)		\$(4.75)
908535310	DFA US Large Cap Value	12/20/2005	03/01/2011	23,972	\$514.83	\$522.34	\$(7.51)		\$(7.51)
908535310	DFA US Large Cap Value	03/01/2011	03/01/2011	530,042	\$11,383.41	\$11,549.62	\$(166.21)		\$(166.21)
908535310	DFA US Large Cap Value	03/15/2006	03/01/2011	99,176	\$2,129.94	\$2,226.51	\$(96.57)		\$(96.57)
908535310	DFA US Large Cap Value	12/21/2007	03/01/2011	769,364	\$16,523.20	\$17,595.36	\$(1,072.16)		\$(1,072.16)

**Realized Gains and Losses Report**  
Fiscal Year Ending 12/31/2011

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

**Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts**

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA US Large Cap Value	06/10/2008	03/01/2011	237,426 1,769,381	\$5,099,07 \$38,000,00	\$5,299,35 \$39,547,48	\$(200,28) \$(1,547,48)		\$(200,28) \$(1,547,48)
908535310	DFA US Micro Cap Portfolio	09/15/2005	01/24/2011	4,658,163	\$97,976,00	\$106,973,91	\$(8,997,91)		\$(8,997,91)
908535310	DFA US Micro Cap Portfolio	03/15/2006	01/24/2011	48,628	\$661,99	\$765,40	\$(103,41)		\$(103,41)
908535310	DFA US Micro Cap Portfolio	06/15/2006	01/24/2011	17,289	\$235,37	\$275,58	\$(40,21)		\$(40,21)
908535310	DFA US Micro Cap Portfolio	12/19/2006	01/24/2011	67,452	\$918,26	\$1,047,53	\$(129,27)		\$(129,27)
908535310	DFA US Micro Cap Portfolio	12/19/2006	01/24/2011	17,871	\$243,28	\$276,47	\$(33,19)		\$(33,19)
908535310	DFA US Micro Cap Portfolio	12/19/2006	01/24/2011	886,431	\$12,067,39	\$13,713,09	\$(1,645,70)		\$(1,645,70)
908535310	DFA US Micro Cap Portfolio	12/19/2006	01/24/2011	2,429,885	\$33,079,32	\$37,590,32	\$(4,511,16)		\$(4,511,16)
908535310	DFA US Micro Cap Portfolio	03/09/2007	01/24/2011	42,689	\$581,14	\$662,54	\$(81,40)		\$(81,40)
908535310	DFA US Micro Cap Portfolio	06/13/2007	01/24/2011	160,827	\$2,189,41	\$2,652,03	\$(462,62)		\$(462,62)
				3,671,072	\$49,976,00	\$56,982,96	\$(7,006,96)		\$(7,006,96)
908535310	DFA US Micro Cap Portfolio	12/27/2004	03/01/2011	266,260	\$3,767,23	\$3,914,02	\$(146,79)		\$(146,79)
908535310	DFA US Micro Cap Portfolio	09/11/2006	03/01/2011	93,928	\$1,328,96	\$1,435,22	\$(106,26)		\$(106,26)
908535310	DFA US Micro Cap Portfolio	12/19/2006	03/01/2011	1,601,946	\$22,665,42	\$24,782,10	\$(2,116,68)		\$(2,116,68)
908535310	DFA US Micro Cap Portfolio	09/13/2007	03/01/2011	158,205	\$2,238,39	\$2,417,37	\$(178,98)		\$(178,98)
				2,120,339	\$30,000,00	\$32,548,71	\$(2,548,71)		\$(2,548,71)
908535310	DFA US Micro Cap Portfolio	12/27/2004	07/14/2011	741,179	\$10,763,81	\$10,895,34	\$(131,53)		\$(131,53)
908535310	DFA US Micro Cap Portfolio	12/27/2005	07/14/2011	634,337	\$9,212,19	\$9,324,75	\$(112,56)		\$(112,56)
				1,375,516	\$19,976,00	\$20,220,09	\$(244,09)		\$(244,09)
				7,166,927	\$99,952,00	\$109,751,76	\$(9,799,76)		\$(9,799,76)
908535310	DFA US Small Cap Value Portfolio	12/19/2006	01/24/2011	2,389,737	\$61,011,35	\$69,899,81	\$(8,888,46)		\$(8,888,46)
908535310	DFA US Small Cap Value Portfolio	03/09/2007	01/24/2011	27,518	\$702,55	\$819,77	\$(117,22)		\$(117,22)
908535310	DFA US Small Cap Value Portfolio	06/13/2007	01/24/2011	127,772	\$3,262,10	\$4,052,82	\$(790,82)		\$(790,82)
				2,545,027	\$64,976,00	\$74,772,50	\$(9,796,50)		\$(9,796,50)
908535310	DFA US Small Cap Value Portfolio	12/19/2006	02/02/2011	90,297	\$2,362,61	\$2,641,19	\$(278,58)		\$(278,58)
908535310	DFA US Small Cap Value Portfolio	12/19/2006	02/02/2011	864,266	\$22,613,39	\$25,279,78	\$(2,666,39)		\$(2,666,39)
				954,563	\$24,976,00	\$27,920,97	\$(2,944,97)		\$(2,944,97)
908535310	DFA US Small Cap Value Portfolio	03/09/2005	03/01/2011	0,953	\$25,44	\$25,63	\$(0,19)		\$(0,19)
908535310	DFA US Small Cap Value Portfolio	09/15/2005	03/01/2011	143,197	\$3,823,26	\$4,063,93	\$(240,67)		\$(240,67)
908535310	DFA US Small Cap Value Portfolio	12/27/2005	03/01/2011	110,674	\$2,954,92	\$2,912,94	\$41,98		\$41,98

### Realized Gains and Losses Report

Fiscal Year Ending 12/31/2011

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

#### Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA US Small Cap Value Portfolio	03/15/2006	03/01/2011	65 457	\$1,747 66	\$1,866 82	\$ (119 16)		\$ (119 16)
908535310	DFA US Small Cap Value Portfolio	06/15/2006	03/01/2011	102 271	\$2,730 57	\$2,944 37	\$ (213 80)		\$ (213 80)
908535310	DFA US Small Cap Value Portfolio	09/11/2006	03/01/2011	134 810	\$3,599 33	\$3,840 74	\$ (241 41)		\$ (241 41)
908535310	DFA US Small Cap Value Portfolio	12/19/2006	03/01/2011	4 562	\$121 81	\$133 43	\$ (11 62)		\$ (11 62)
908535310	DFA US Small Cap Value Portfolio	12/19/2006	03/01/2011	396 283	\$10,580 49	\$11,591 27	\$ (1,010 78)		\$ (1,010 78)
908535310	DFA US Small Cap Value Portfolio	09/13/2007	03/01/2011	202 871	\$5,416 52	\$5,660 09	\$ (243 57)		\$ (243 57)
				1,161 078	\$31,000 00	\$33,039 22	\$ (2,039 22)		\$ (2,039 22)
				4,660 668	\$120,952 00	\$135,732 69	\$ (14,780 69)		\$ (14,780 69)
908535310	iShares S&P 500 Index	03/23/2004	03/01/2011	156 192	\$20,693 50	\$17,246 72	\$3,446 78	\$167 44	\$3,446 78
908535310	iShares S&P 500 Index	12/30/2010	03/01/2011	25 808	\$3,419 23	\$3,251 79	\$167 44	\$167 44	\$3,446 78
				182 000	\$24,112 73	\$20,498 51	\$3,614 22	\$167 44	\$3,446 78
908535310	PIMCO Commodity Real Return	05/03/2007	01/24/2011	3,491 389	\$32,278 11	\$51,781 44	\$ (19,503 33)		\$ (19,503 33)
908535310	PIMCO Commodity Real Return	09/20/2007	01/24/2011	286 492	\$2,648 64	\$4,314 57	\$ (1,665 93)		\$ (1,665 93)
908535310	PIMCO Commodity Real Return	12/27/2007	01/24/2011	541 166	\$5,003 12	\$8,723 60	\$ (3,720 48)		\$ (3,720 48)
908535310	PIMCO Commodity Real Return	03/20/2008	01/24/2011	283 913	\$2,624 80	\$5,113 28	\$ (2,488 48)		\$ (2,488 48)
908535310	PIMCO Commodity Real Return	06/19/2008	01/24/2011	261 905	\$2,421 33	\$5,217 15	\$ (2,795 82)		\$ (2,795 82)
				4,864 865	\$44,976 00	\$75,150 04	\$ (30,174 04)		\$ (30,174 04)
908535310	PIMCO Commodity Real Return	05/03/2007	07/14/2011	2,744 237	\$24,976 00	\$40,700 29	\$ (15,724 29)		\$ (15,724 29)
				7,609 102	\$69,952 00	\$115,850 33	\$ (45,898 33)		\$ (45,898 33)
908535310	Vanguard REIT Viper ETF	12/31/2004	06/23/2011	26 777	\$1,584 67	\$1,520 69	\$63 98	\$39 99	\$63 98
908535310	Vanguard REIT Viper ETF	03/31/2011	06/23/2011	75 223	\$4,451 73	\$4,411 74	\$39 99	\$39 99	\$63 98
				102 000	\$6,036 40	\$5,932 43	\$103 97	\$39 99	\$63 98
	Short Term Gains				\$41,493 47	\$41,240 67		\$252 80	
	Total Long Gains				\$901,343 66	\$1,004,601 34			\$ (103,257 68)
	Total (Sales)				\$942,837 13	\$1,045,842 01	\$ (103,004 88)	\$252 80	\$ (103,257 68)

**Realized Gains and Losses Report**  
Fiscal Year Ending 12/31/2011

Louis B Meyer Foundation W-Foundation Trust Acct # 908535310

**Capital Gain Distributions in Non-Taxable or Tax Deferred Accounts**

Account Number	Description	Pay Date	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA 1yr Fixed Income	12/13/2011	\$111 72	\$111 72	\$893 78
908535310	DFA 1yr Fixed Income	12/13/2011	\$893 78		\$893 78
			\$1,005 50	\$111 72	
908535310	DFA Emerging Markets Port	12/14/2011	\$6,188 43		\$6,188 43
908535310	DFA Emerging Markets Value	12/14/2011	\$2,456 13		\$2,456 13
908535310	DFA Emerging Mkts Small Cap	12/14/2011	\$3,146 05		\$3,146 05
908535310	DFA Global Fixed Income	12/13/2011	\$8,285 71	\$8,285 71	\$27,731 78
908535310	DFA Global Fixed Income	12/13/2011	\$27,731 78		\$27,731 78
			\$36,017 49	\$8,285 71	
908535310	DFA International Small Cap Valu	12/13/2011	\$1,007 24	\$1,007 24	\$11,123 45
908535310	DFA International Small Cap Valu	12/13/2011	\$11,123 45		\$11,123 45
			\$12,130 69	\$1,007 24	
908535310	DFA International Small Co Port	12/14/2011	\$10,421 87		\$10,421 87
908535310	DFA Two Year Global	12/13/2011	\$660 73	\$660 73	\$243 43
908535310	DFA Two Year Global	12/13/2011	\$243 43		\$243 43
			\$904 16	\$660 73	
908535310	DFA US Small Cap Value Portfoli	12/14/2011	\$12,313 67		\$12,313 67
908535310	PIMCO Commodity Real Return	12/07/2011	\$973 49	\$4,091 34	\$973 49
908535310	PIMCO Commodity Real Return	12/07/2011	\$4,091 34		\$973 49
			\$5,064 83	\$4,091 34	
	Total (Distributions)		\$89,648 82	\$14,156 74	\$75,492 08
	<b>Total Gains</b>		<b>\$(13,366.06)</b>	<b>\$14,409.54</b>	<b>\$(27,765.60)</b>

**The Louis B. Mayer Foundation**  
**Total Grants Awarded, Projects and Program Development**  
**for the Year Ending December 31, 2011**

<u>Institution</u>	<u>Grant Date</u>	<u>Grant Amount</u>
<b>Arts Resources in Collaboration, Inc.</b> 70 East 10th Street #19D New York NY 10003 Further Support for the Eye on Dance Archive Legacy Project	12/23/2011	15,000
<b>Dana Farber Cancer Institute</b> 10 Brookline Place West Brookline MA 02445-7226 Dr. Kantoff's Clinical Research Institute's Catalyst Fund	10/31/2011	100,000
<b>George Eastman House</b> 900 East Avenue Rochester NY 14607-2298 Further Support of the L. Jeffrey Selznick School of Film Preservation	10/31/2011	11,500
<b>George Eastman House</b> 900 East Avenue Rochester NY 14607-2298 HVAC System for the Mayer Conservation Center	2/28/2011	50,000
<b>George Eastman House</b> 900 East Avenue Rochester NY 14607-2298 Restoration of Dombey and Son (Maurice Elvey UK 1917)	12/23/2011	35,000
<b>Miami City Ballet</b> Ophelia & Juan Js. Roca Center 2200 Liberty Avenue Miami Beach FL 33139 General Purposes	2/4/2011	100,000
<b>Mount Sinai Medical Center</b> One Gustave L. Levy Place Box 1049 New York NY 10029-6574 The Grenada Heart Project - Dr. Valentin Fuster	7/25/2011	50,000
<b>Pacific Film Archive/University of California</b> Berkeley Art Museum 2625 Durant Avenue #2250 Berkeley CA 94720-2250 To support partial salary and benefits of the Project Coordinator for the CineFiles database	3/16/2011	15,000
<b>The Film Foundation</b> 110 West 57th Street 6th Floor New York NY 10019 Preservation of the Michael Powell-Emeric Pressburger film, "The Tales of Hoffman" and Michael Powell's "Bluebeard's Castle"	7/1/2011	75,000

The Louis B. Mayer Foundation  
Total Grants Awarded, Projects and Program Development  
for the Year Ending December 31, 2011

<u>Institution</u>	<u>Grant Date</u>	<u>Grant Amount</u>
<u>TOTAL for the Year Ending December 31, 2011</u>		<u>\$451,500</u>

## Unrealized Gains & Losses

As of 12/31/2011  
12/30/2011 Prices

Louis B. Mayer Foundation      W-Foundation Trust      Acct # 908535310  
TD Ameritrade Institutional, Custodian  
227 Inwood Ave  
Upper Montclair, NJ 07043

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Small Cap</b>								
DFA US Micro Cap Portfolio	DFSCX	03/23/2004	32,583.059	13.510	440,210.56	430,748.04	(9,462.52)	-2.1%
DFA US Micro Cap Portfolio	DFSCX	06/09/2004	42,135	13.820	582.31	557.02	(25.29)	-4.3%
DFA US Micro Cap Portfolio	DFSCX	09/09/2004	31,067	13,130	407.91	410.71	2.80	0.7%
DFA US Micro Cap Portfolio	DFSCX	12/21/2004	3,966	14,700	58.30	52.43	(5.87)	-10.1%
DFA US Micro Cap Portfolio	DFSCX	12/21/2004	1,415.969	14,700	20,814.74	18,719.11	(2,095.63)	-10.1%
DFA US Micro Cap Portfolio	DFSCX	03/09/2005	28,921	14,620	422.83	382.34	(40.49)	-9.6%
DFA US Micro Cap Portfolio	DFSCX	06/15/2005	54,035	14,150	764.59	714.34	(50.25)	-6.6%
DFA US Micro Cap Portfolio	DFSCX	12/20/2005	2,925.531	14,700	43,005.30	38,675.52	(4,329.78)	-10.1%
DFA US Micro Cap Portfolio	DFSCX	12/27/2005	480,978	14,700	7,070.38	6,358.53	(711.85)	-10.1%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	5,147.403	13,290	68,408.99	68,048.67	(360.32)	-0.5%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	670,211	13,290	8,907.11	8,860.19	(46.92)	-0.5%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	127,659	13,290	1,696.59	1,687.65	(8.94)	-0.5%
DFA US Micro Cap Portfolio	DFSCX	03/10/2008	94,213	11,300	1,064.61	1,245.50	180.89	17.0%
DFA US Micro Cap Portfolio	DFSCX	06/10/2008	175,768	12,510	2,198.86	2,323.65	124.79	5.7%
DFA US Micro Cap Portfolio	DFSCX	09/09/2008	204,966	12,060	2,471.89	2,709.65	237.76	9.6%
DFA US Micro Cap Portfolio	DFSCX	12/11/2008	1,235,336	7,920	9,783.86	16,331.14	6,547.28	66.9%
DFA US Micro Cap Portfolio	DFSCX	03/11/2009	91,916	5,940	545.98	1,215.13	669.15	122.6%
DFA US Micro Cap Portfolio	DFSCX	06/10/2009	184,288	8,900	1,640.16	2,436.29	796.13	48.5%
DFA US Micro Cap Portfolio	DFSCX	09/10/2009	82,229	10,000	822.29	1,087.07	264.78	32.2%
DFA US Micro Cap Portfolio	DFSCX	12/10/2009	170,155	10,080	1,715.16	2,249.45	534.29	31.2%
DFA US Micro Cap Portfolio	DFSCX	03/10/2010	30,033	11,450	343.88	397.04	53.16	15.5%
DFA US Micro Cap Portfolio	DFSCX	06/09/2010	44,66	10,670	476.52	590.41	113.89	23.9%
DFA US Micro Cap Portfolio	DFSCX	09/09/2010	115,933	10,970	1,271.79	1,532.63	260.84	20.5%
DFA US Micro Cap Portfolio	DFSCX	12/10/2010	177,551	13,460	2,389.83	2,347.22	(42.61)	-1.8%
DFA US Micro Cap Portfolio	DFSCX	03/09/2011	26,258	14,470	379.95	347.13	(32.82)	-8.6%
DFA US Micro Cap Portfolio	DFSCX	06/09/2011	65,569	13,770	902.88	866.82	(36.06)	-4.0%
DFA US Micro Cap Portfolio	DFSCX	09/08/2011	82,989	12,250	1,016.62	1,097.11	80.49	7.9%
DFA US Micro Cap Portfolio	DFSCX	12/14/2011	184,304	12,810	2,360.93	2,436.50	75.57	3.2%
			46,477.102		621,734.82	614,427.29	(7,307.53)	-1.2%
<b>Small Cap Value</b>								
DFA US Small Cap Value Portfolio	DFSVX	03/23/2004	24,165.786	23,400	565,490.90	559,679.60	(5,811.30)	-1.0%
DFA US Small Cap Value Portfolio	DFSVX	06/09/2004	20,618	24,460	504.31	477.51	(26.80)	-5.3%
DFA US Small Cap Value Portfolio	DFSVX	09/09/2004	4,168	24,208	100.90	96.53	(4.37)	-4.3%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2004	11,563	26,181	302.73	267.80	(34.93)	-11.5%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2004	2,608.532	26,180	68,291.36	60,413.60	(7,877.76)	-11.5%
DFA US Small Cap Value Portfolio	DFSVX	12/27/2004	820,237	26,180	21,473.81	18,996.69	(2,477.12)	-11.5%
DFA US Small Cap Value Portfolio	DFSVX	06/15/2005	58,923	26,100	1,537.90	1,364.66	(173.24)	-11.3%
DFA US Small Cap Value Portfolio	DFSVX	12/20/2005	3,445.783	26,320	90,693.01	79,804.33	(10,888.68)	-12.0%

**Unrealized Gains & Losses**

As of 12/31/2011  
12/30/2011 Prices

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Small Cap Value</b>								
DFA US Small Cap Value Portfolio	DFSVX	12/27/2005	192,646	26,320	5,070.45	4,461.68	(608.77)	-12.0%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2007	72,199	23,550	1,700.29	1,672.13	(28.16)	-1.7%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2007	4,678,508	23,550	110,178.87	108,354.25	(1,824.62)	-1.7%
DFA US Small Cap Value Portfolio	DFSVX	03/10/2008	209,982	21,080	4,426.43	4,863.18	436.75	9.9%
DFA US Small Cap Value Portfolio	DFSVX	06/10/2008	74,233	23,080	1,713.29	1,719.24	5.95	0.3%
DFA US Small Cap Value Portfolio	DFSVX	09/09/2008	162,911	22,050	3,592.18	3,773.02	180.84	5.0%
DFA US Small Cap Value Portfolio	DFSVX	12/11/2008	600,504	14,060	8,443.08	13,907.67	5,464.59	64.7%
DFA US Small Cap Value Portfolio	DFSVX	06/10/2009	120,078	15,850	1,903.23	2,781.01	877.78	46.1%
DFA US Small Cap Value Portfolio	DFSVX	09/10/2009	59,012	18,470	1,089.96	1,366.72	276.76	25.4%
DFA US Small Cap Value Portfolio	DFSVX	12/10/2009	151,305	18,750	2,836.97	3,504.22	667.25	23.5%
DFA US Small Cap Value Portfolio	DFSVX	03/10/2010	18,902	21,580	407.91	437.77	29.86	7.3%
DFA US Small Cap Value Portfolio	DFSVX	09/09/2010	50,113	20,180	1,011.28	1,160.62	149.34	14.8%
DFA US Small Cap Value Portfolio	DFSVX	12/10/2010	142,145	24,930	3,543.68	3,292.08	(251.60)	-7.1%
DFA US Small Cap Value Portfolio	DFSVX	06/09/2011	37,177	25,330	941.70	861.02	(80.68)	-8.6%
DFA US Small Cap Value Portfolio	DFSVX	09/08/2011	66,66	22,060	1,470.51	1,543.85	73.34	5.0%
DFA US Small Cap Value Portfolio	DFSVX	12/14/2011	552.43	22,290	12,313.67	12,794.28	480.61	3.9%
DFA US Small Cap Value Portfolio	DFSVX	12/14/2011	125,398	22,290	2,795.13	2,904.22	109.09	3.9%
			38,449,813		911,833.55	890,497.67	(21,335.88)	-2.3%
<b>Large Cap</b>								
iShares S&P 500 Index	IVV	03/23/2004	5,119,808	110,420	565,329.20	644,891.02	79,561.82	14.1%
iShares S&P 500 Index	IVV	03/31/2011	22,871	134,052	3,065.90	2,880.83	(185.07)	-6.0%
iShares S&P 500 Index	IVV	06/29/2011	23,564	132,078	3,112.29	2,968.12	(144.17)	-4.6%
iShares S&P 500 Index	IVV	09/30/2011	28,848	112,808	3,254.28	3,633.69	379.41	11.7%
iShares S&P 500 Index	IVV	12/29/2011	31,592	126,639	4,000.79	3,979.33	(21.46)	-0.5%
			5,226,683		578,762.46	658,352.99	79,590.53	13.8%
<b>Large Cap Value</b>								
DFA US Large Cap Value	DFLVX	03/23/2004	40,900,316	17,190	703,090.73	782,832.05	79,741.32	11.3%
DFA US Large Cap Value	DFLVX	06/09/2004	210,579	17,930	3,775.69	4,030.48	254.79	6.7%
DFA US Large Cap Value	DFLVX	09/09/2004	187,373	17,640	3,305.26	3,586.32	281.06	8.5%
DFA US Large Cap Value	DFLVX	12/27/2004	317,868	19,680	6,255.65	6,083.99	(171.66)	-2.7%
DFA US Large Cap Value	DFLVX	03/09/2005	78,43	20,510	1,608.60	1,501.15	(107.45)	-6.7%
DFA US Large Cap Value	DFLVX	06/15/2005	142,695	20,230	2,886.71	2,731.18	(155.53)	-5.4%
DFA US Large Cap Value	DFLVX	09/15/2005	51,966	21,520	1,118.31	994.63	(123.68)	-11.1%
DFA US Large Cap Value	DFLVX	12/21/2005	334,748	0,000	0.00	6,407.08	6,407.08	100.0%
DFA US Large Cap Value	DFLVX	12/21/2006	1,075,058	0,000	0.00	20,576.61	20,576.61	100.0%
DFA US Large Cap Value	DFLVX	03/10/2008	159,478	20,620	3,288.44	3,052.41	(236.03)	-7.2%
DFA US Large Cap Value	DFLVX	09/09/2008	285,237	19,690	5,616.31	5,459.44	(156.87)	-2.8%
DFA US Large Cap Value	DFLVX	12/11/2008	661,558	13,110	8,673.03	12,662.22	3,989.19	46.0%
DFA US Large Cap Value	DFLVX	12/11/2008	77,031	13,110	1,009.87	1,474.37	464.50	46.0%

**Unrealized Gains & Losses**

As of 12/31/2011  
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Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Large Cap Value</b>								
DFA US Large Cap Value	DFLVX	03/11/2009	869 081	9.550	8,299.72	16,634.21	8,334.49	100.4%
DFA US Large Cap Value	DFLVX	06/10/2009	60 28	14.170	854.17	1,153.76	299.59	35.1%
DFA US Large Cap Value	DFLVX	09/10/2009	151 544	16.120	2,442.89	2,900.55	457.66	18.7%
DFA US Large Cap Value	DFLVX	12/10/2009	323 586	16.650	5,387.70	6,193.44	805.74	15.0%
DFA US Large Cap Value	DFLVX	03/10/2010	150 033	18.050	2,708.09	2,871.63	163.54	6.0%
DFA US Large Cap Value	DFLVX	06/09/2010	177 298	16.870	2,991.01	3,393.48	402.47	13.5%
DFA US Large Cap Value	DFLVX	09/09/2010	371 805	17.240	6,409.91	7,116.35	706.44	11.0%
DFA US Large Cap Value	DFLVX	12/10/2010	286 736	19.480	5,585.61	5,488.13	(97.48)	-1.7%
DFA US Large Cap Value	DFLVX	03/09/2011	127 266	21.730	2,765.49	2,435.87	(329.62)	-11.9%
DFA US Large Cap Value	DFLVX	06/09/2011	166 971	20.830	3,478.00	3,195.82	(282.18)	-8.1%
DFA US Large Cap Value	DFLVX	09/08/2011	212 51	18.200	3,867.69	4,067.44	199.75	5.2%
DFA US Large Cap Value	DFLVX	12/14/2011	347 551	18.540	6,443.60	6,652.13	208.53	3.2%
			47,726,998		791,862.48	913,494.74	121,632.26	15.4%

**Int'l Small Cap**

DFA International Small Co Port	DFISX	03/23/2004	23,476 054	12.510	293,694.39	324,908.59	31,214.20	10.6%
DFA International Small Co Port	DFISX	06/09/2004	577 168	12.530	7,231.91	7,988.01	756.10	10.5%
DFA International Small Co Port	DFISX	09/09/2004	236 917	12.590	2,982.78	3,278.93	296.15	9.9%
DFA International Small Co Port	DFISX	12/21/2004	105 404	13.900	1,465.11	1,458.79	(6.32)	-0.4%
DFA International Small Co Port	DFISX	12/21/2004	1,406 905	13.900	19,555.98	19,471.57	(84.41)	-0.4%
DFA International Small Co Port	DFISX	12/21/2004	467 441	13.900	6,497.43	6,469.38	(28.05)	-0.4%
DFA International Small Co Port	DFISX	06/15/2005	539 161	14.560	7,850.18	7,461.99	(388.19)	-4.9%
DFA International Small Co Port	DFISX	09/15/2005	165 996	16.030	2,660.91	2,297.38	(363.53)	-13.7%
DFA International Small Co Port	DFISX	12/20/2005	260 423	16.140	4,203.23	3,604.25	(598.98)	-14.3%
DFA International Small Co Port	DFISX	12/20/2005	2,260 219	16.140	36,479.93	31,281.43	(5,198.50)	-14.3%
DFA International Small Co Port	DFISX	12/27/2005	389 028	16.140	6,278.91	5,384.15	(894.76)	-14.3%
DFA International Small Co Port	DFISX	06/15/2006	491 95	16.730	8,230.32	6,808.59	(1,421.73)	-17.3%
DFA International Small Co Port	DFISX	09/11/2006	202,403	17.670	3,576.46	2,801.26	(775.20)	-21.7%
DFA International Small Co Port	DFISX	12/21/2007	2,005 588	18.230	36,561.87	27,757.34	(8,804.53)	-24.1%
DFA International Small Co Port	DFISX	03/10/2008	92 93	17.090	1,588.17	1,286.15	(302.02)	-19.0%
DFA International Small Co Port	DFISX	06/10/2008	665,784	17.700	11,784.37	9,214.45	(2,569.92)	-21.8%
DFA International Small Co Port	DFISX	09/09/2008	292,672	14,290	4,182.28	4,050.58	(131.70)	-3.1%
DFA International Small Co Port	DFISX	12/11/2008	413 51	9.560	3,953.16	5,722.98	1,769.82	44.8%
DFA International Small Co Port	DFISX	03/11/2009	98 496	8.300	817.52	1,363.18	545.66	66.7%
DFA International Small Co Port	DFISX	06/10/2009	581 745	11.880	6,911.13	8,051.35	1,140.22	16.5%
DFA International Small Co Port	DFISX	09/10/2009	151 628	14.000	2,122.79	2,098.53	(24.26)	-1.1%
DFA International Small Co Port	DFISX	12/10/2009	319 946	14.120	4,517.64	4,428.05	(89.59)	-2.0%
DFA International Small Co Port	DFISX	03/10/2010	30 319	14.490	439.32	419.61	(19.71)	-4.5%
DFA International Small Co Port	DFISX	06/09/2010	410 503	13.000	5,336.54	5,681.36	344.82	6.5%
DFA International Small Co Port	DFISX	09/09/2010	81 64	14.570	1,189.49	1,129.90	(59.59)	-5.0%
DFA International Small Co Port	DFISX	12/10/2010	490 62	16.460	8,075.61	6,790.18	(1,285.43)	-15.9%
DFA International Small Co Port	DFISX	03/09/2011	24 318	17.870	434.57	336.56	(98.01)	-22.6%

**Unrealized Gains & Losses**

As of 12/31/2011  
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Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Int'l Small Cap</b>								
DFA International Small Co Port	DFISX	06/09/2011	390 932	17 520	6,849.13	5,410.50	(1,438.63)	-21.0%
DFA International Small Co Port	DFISX	09/09/2011	196 702	15 270	3,003.64	2,722.36	(281.28)	-9.4%
DFA International Small Co Port	DFISX	12/14/2011	765 751	13 610	10,421.87	10,597.99	176.12	1.7%
DFA International Small Co Port	DFISX	12/14/2011	462 697	13 610	6,297.31	6,403.73	106.42	1.7%
			38,054 85		515,193 95	526,679 12	11,485.17	2.2%
<b>Int'l Small Cap Value</b>								
DFA International Small Cap Value	DISVX	03/23/2004	23,500 819	13 180	309,748 29	319,141.12	9,392 83	3.0%
DFA International Small Cap Value	DISVX	06/09/2004	629 27	13,180	8,293.78	8,545 49	251 71	3.0%
DFA International Small Cap Value	DISVX	09/09/2004	285,817	13,300	3,801 36	3,881 39	80 03	2.1%
DFA International Small Cap Value	DISVX	12/21/2004	91 882	14 950	1,373 64	1,247.76	(125 88)	-9.2%
DFA International Small Cap Value	DISVX	12/21/2004	1,958 618	14 950	29,281 34	26,598 03	(2,683 31)	-9.2%
DFA International Small Cap Value	DISVX	12/27/2004	638 07	14,950	9,539 14	8,664 99	(874 15)	-9.2%
DFA International Small Cap Value	DISVX	03/09/2005	14 62	16 860	246 49	198 54	(47 95)	-19.5%
DFA International Small Cap Value	DISVX	06/15/2005	718 28	15,930	11,442 20	9,754 24	(1,687.96)	-14.8%
DFA International Small Cap Value	DISVX	09/15/2005	197 397	17 490	3,452 48	2,680 65	(771 83)	-22.4%
DFA International Small Cap Value	DISVX	12/20/2005	363 719	17,520	6,372 35	4,939 30	(1,433 05)	-22.5%
DFA International Small Cap Value	DISVX	12/20/2005	2,255 724	17,520	39,520 28	30,632 73	(8,887 55)	-22.5%
DFA International Small Cap Value	DISVX	12/27/2005	550 583	17 520	9,646.22	7,476.92	(2,169 30)	-22.5%
DFA International Small Cap Value	DISVX	06/15/2006	443 363	18,400	8,157 87	6,020 87	(2,137 00)	-26.2%
DFA International Small Cap Value	DISVX	09/11/2006	193 246	19,500	3,768 29	2,624 28	(1,144 01)	-30.4%
DFA International Small Cap Value	DISVX	12/19/2006	1,462 289	20,690	30,254 76	19,857 88	(10,396 88)	-34.4%
DFA International Small Cap Value	DISVX	12/21/2007	528 816	18 950	10,021 06	7,181 32	(2,839 74)	-28.3%
DFA International Small Cap Value	DISVX	12/21/2007	528 816	18 950	10,021 06	7,181 32	(2,839 74)	-28.3%
DFA International Small Cap Value	DISVX	12/21/2007	4,307 388	18 950	81,625.00	58,494 33	(23,130 67)	-28.3%
DFA International Small Cap Value	DISVX	03/10/2008	93 601	17 950	1,680.14	1,271.10	(409 04)	-24.3%
DFA International Small Cap Value	DISVX	06/10/2008	875 682	18,440	16,147.58	11,891 76	(4,255 82)	-26.4%
DFA International Small Cap Value	DISVX	09/09/2008	248 22	15,080	3,743 16	3,370 83	(372.33)	-9.9%
DFA International Small Cap Value	DISVX	12/11/2008	274 832	10 360	2,847 26	3,732.22	884 96	31.1%
DFA International Small Cap Value	DISVX	12/11/2008	305,945	10,360	3,169 59	4,154 73	985 14	31.1%
DFA International Small Cap Value	DISVX	03/11/2009	93,841	8,680	814.54	1,274 36	459 82	56.5%
DFA International Small Cap Value	DISVX	06/10/2009	602 97	12 630	7,615 51	8,188 33	572 82	7.5%
DFA International Small Cap Value	DISVX	09/10/2009	97 122	15,290	1,484 99	1,318 92	(166 07)	-11.2%
DFA International Small Cap Value	DISVX	12/10/2009	277 518	14 890	4,132.24	3,768.69	(363 55)	-8.8%
DFA International Small Cap Value	DISVX	06/09/2010	466 802	13,300	6,208 47	6,339 17	130 70	2.1%
DFA International Small Cap Value	DISVX	09/09/2010	6 136	14,710	90 26	83 33	(6 93)	-7.7%
DFA International Small Cap Value	DISVX	12/10/2010	797 203	16 420	13,090 07	10,826.02	(2,264 05)	-17.3%
DFA International Small Cap Value	DISVX	12/10/2010	343 622	16 420	5,642 27	4,666 39	(975 88)	-17.3%
DFA International Small Cap Value	DISVX	06/09/2011	490 422	17 510	8,587 29	6,659 93	(1,927 36)	-22.4%
DFA International Small Cap Value	DISVX	09/08/2011	150,492	14 790	2,225 77	2,043 68	(182.09)	-8.2%
DFA International Small Cap Value	DISVX	12/13/2011	74 777	13,470	1,007 24	1,015 47	8 23	0.8%
DFA International Small Cap Value	DISVX	12/13/2011	416 148	13 470	5,605 52	5,651.29	45 77	0.8%

**Unrealized Gains & Losses**

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Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Int'l Small Cap Value</b>								
DFA International Small Cap Value	DISVX	12/13/2011	825.794	13.470	11,123.45	11,214.28	90.83	0.8%
			45,109.844		671,780.96	612,591.68	(59,189.28)	-8.8%
<b>Int'l Large Cap</b>								
1Shares MSCI EAFE Index	EFA	03/23/2004	10.349	45.670	472,638.83	512,585.97	39,947.14	8.5%
1Shares MSCI EAFE Index	EFA	06/28/2011	200.718	58.830	11,808.14	9,941.56	(1,866.58)	-15.8%
1Shares MSCI EAFE Index	EFA	12/29/2011	121.195	49.550	6,005.19	6,002.79	(2.40)	0.0%
			10,670.913		490,452.16	528,530.32	38,078.16	7.8%
<b>Int'l Large Cap Value</b>								
DFA International Large Value	DFIVX	03/23/2004	27,748.962	13.460	373,510.04	409,019.70	35,509.66	9.5%
DFA International Large Value	DFIVX	06/09/2004	764.853	13.900	10,631.46	11,273.93	642.47	6.0%
DFA International Large Value	DFIVX	09/09/2004	419.19	13.880	5,818.36	6,178.86	360.50	6.2%
DFA International Large Value	DFIVX	12/27/2004	654.544	15.930	10,426.89	9,647.98	(778.91)	-7.5%
DFA International Large Value	DFIVX	03/09/2005	32.234	17.070	550.23	475.13	(75.10)	-13.6%
DFA International Large Value	DFIVX	06/15/2005	781.843	15.900	12,431.31	11,524.37	(906.94)	-7.3%
DFA International Large Value	DFIVX	09/15/2005	274.974	17.450	4,798.29	4,053.12	(745.17)	-15.5%
DFA International Large Value	DFIVX	12/20/2005	993.596	17.950	17,835.05	14,645.61	(3,189.44)	-17.9%
DFA International Large Value	DFIVX	12/27/2005	604.214	17.950	10,845.64	8,906.11	(1,939.53)	-17.9%
DFA International Large Value	DFIVX	06/15/2006	824.919	20.050	15,714.71	12,159.31	(3,555.40)	-22.6%
DFA International Large Value	DFIVX	09/11/2006	669.421	20.450	13,689.66	9,867.27	(3,822.39)	-27.9%
DFA International Large Value	DFIVX	12/19/2006	252.136	22.870	5,766.35	3,716.48	(2,049.87)	-35.5%
DFA International Large Value	DFIVX	12/19/2006	739.205	22.870	16,905.62	10,895.88	(6,009.74)	-35.5%
DFA International Large Value	DFIVX	12/19/2006	4.467	22.868	102.15	65.84	(36.31)	-35.5%
DFA International Large Value	DFIVX	12/24/2007	3.522	0.000	0.00	51.91	51.91	100.0%
DFA International Large Value	DFIVX	03/10/2008	50.757	21.150	1,073.50	748.16	(325.34)	-30.3%
DFA International Large Value	DFIVX	06/10/2008	1,085.826	21.610	23,464.71	16,005.08	(7,459.63)	-31.8%
DFA International Large Value	DFIVX	09/09/2008	285.696	17.820	5,091.10	4,211.16	(879.94)	-17.3%
DFA International Large Value	DFIVX	12/11/2008	330.202	12.020	3,969.03	4,867.18	898.15	22.6%
DFA International Large Value	DFIVX	03/11/2009	96.519	9.150	883.15	1,422.69	539.54	61.1%
DFA International Large Value	DFIVX	06/10/2009	725.209	14.130	10,247.21	10,689.58	442.37	4.3%
DFA International Large Value	DFIVX	09/10/2009	200.51	16.750	3,358.54	2,955.52	(403.02)	-12.0%
DFA International Large Value	DFIVX	12/10/2009	246.002	16.800	4,132.84	3,626.07	(506.77)	-12.3%
DFA International Large Value	DFIVX	03/10/2010	39.58	16.890	668.50	583.41	(85.09)	-12.7%
DFA International Large Value	DFIVX	06/09/2010	603.745	14.380	8,681.85	8,899.20	217.35	2.5%
DFA International Large Value	DFIVX	09/09/2010	168.671	16.280	2,745.96	2,486.21	(259.75)	-9.5%
DFA International Large Value	DFIVX	12/10/2010	231.301	17.970	4,156.47	3,409.38	(747.09)	-18.0%
DFA International Large Value	DFIVX	03/09/2011	109.808	19.450	2,135.77	1,618.57	(517.20)	-24.2%
DFA International Large Value	DFIVX	06/09/2011	656.063	18.460	12,110.93	9,670.37	(2,440.56)	-20.2%
DFA International Large Value	DFIVX	09/08/2011	257.4	15.230	3,920.20	3,794.08	(126.12)	-3.2%

**Unrealized Gains & Losses**

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12/30/2011 Prices

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Int'l Large Cap Value</b>								
DFA International Large Value	DFIVX	12/14/2011	408,207	14,450	5,898.59	6,016.97	118.38	2.0%
			40,263,576		591,564.11	593,485.11	1,921.00	0.3%
<b>Emerging Markets</b>								
DFA Emerging Markets Port	DFEMX	03/23/2004	5,183,368	13,653	70,766.64	123,208.66	52,442.02	74.1%
DFA Emerging Markets Port	DFEMX	06/09/2004	78,375	12,770	1,000.85	1,862.97	862.12	86.1%
DFA Emerging Markets Port	DFEMX	09/09/2004	47,69	13,470	642.39	1,133.59	491.20	76.5%
DFA Emerging Markets Port	DFEMX	12/27/2004	45,857	16,000	733.71	1,090.02	356.31	48.6%
DFA Emerging Markets Port	DFEMX	12/11/2008	96,538	15,930	1,537.85	2,294.71	756.86	49.2%
DFA Emerging Markets Port	DFEMX	12/11/2008	40,979	15,930	652.80	974.07	321.27	49.2%
DFA Emerging Markets Port	DFEMX	03/11/2009	15,689	14,310	224.51	372.93	148.42	66.1%
DFA Emerging Markets Port	DFEMX	12/10/2010	26,471	29,550	782.21	629.22	(152.99)	-19.6%
DFA Emerging Markets Port	DFEMX	12/10/2010	329,764	29,550	9,744.53	7,838.49	(1,906.04)	-19.6%
DFA Emerging Markets Port	DFEMX	12/10/2010	0,186	29,624	5.51	4.42	(1.09)	-19.8%
DFA Emerging Markets Port	DFEMX	06/09/2011	33,508	30,630	1,026.36	796.49	(229.87)	-22.4%
DFA Emerging Markets Port	DFEMX	09/08/2011	46,271	27,280	1,262.26	1,099.86	(162.40)	-12.9%
DFA Emerging Markets Port	DFEMX	12/14/2011	40,789	23,610	963.04	969.55	6.51	0.7%
DFA Emerging Markets Port	DFEMX	12/14/2011	262,111	23,610	6,188.43	6,230.38	41.95	0.7%
			6,247,596		95,531.09	148,505.36	52,974.27	55.5%
<b>DFA Emerging Markets Value</b>								
DFA Emerging Markets Value	DFEVX	03/23/2004	3,782,712	15,133	57,243.49	98,199.20	40,955.71	71.5%
DFA Emerging Markets Value	DFEVX	06/09/2004	48,077	13,830	664.90	1,248.08	583.18	87.7%
DFA Emerging Markets Value	DFEVX	09/09/2004	50,305	15,100	759.61	1,305.92	546.31	71.9%
DFA Emerging Markets Value	DFEVX	12/21/2004	33,228	18,250	606.41	862.60	256.19	42.2%
DFA Emerging Markets Value	DFEVX	12/27/2004	51,435	18,250	938.69	1,335.25	396.56	42.2%
DFA Emerging Markets Value	DFEVX	03/09/2005	12,278	21,051	258.46	318.74	60.28	23.3%
DFA Emerging Markets Value	DFEVX	06/15/2005	92,496	19,080	1,764.82	2,401.20	636.38	36.1%
DFA Emerging Markets Value	DFEVX	09/15/2005	42,911	21,780	934.61	1,113.97	179.36	19.2%
DFA Emerging Markets Value	DFEVX	12/20/2005	0,367	23,270	8.54	9.53	0.99	11.6%
DFA Emerging Markets Value	DFEVX	12/20/2005	73,027	23,270	1,699.78	1,895.78	196.45	11.6%
DFA Emerging Markets Value	DFEVX	12/27/2005	78,164	23,270	1,818.88	2,029.14	210.26	11.6%
DFA Emerging Markets Value	DFEVX	03/15/2006	21,338	25,660	547.53	553.93	6.40	1.2%
DFA Emerging Markets Value	DFEVX	06/15/2006	39,029	24,220	945.28	1,013.19	67.91	7.2%
DFA Emerging Markets Value	DFEVX	09/11/2006	46,788	26,780	1,252.99	1,214.62	(38.37)	-3.1%
DFA Emerging Markets Value	DFEVX	12/19/2006	30,467	31,480	959.10	790.92	(168.18)	-17.5%
DFA Emerging Markets Value	DFEVX	12/19/2006	60,934	31,480	1,918.19	1,581.85	(336.34)	-17.5%
DFA Emerging Markets Value	DFEVX	12/19/2006	1,325	31,472	41.70	34.40	(7.30)	-17.5%
DFA Emerging Markets Value	DFEVX	03/09/2007	14,801	32,291	477.94	384.23	(93.71)	-19.6%
DFA Emerging Markets Value	DFEVX	06/13/2007	38,341	39,070	1,497.97	995.33	(502.64)	-33.6%
DFA Emerging Markets Value	DFEVX	09/13/2007	29,055	40,329	1,171.77	754.27	(417.50)	-35.6%
DFA Emerging Markets Value	DFEVX	12/21/2007	1,291	42,750	55.19	33.51	(21.68)	-39.3%

**Unrealized Gains & Losses**

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Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Emerging Markets</b>								
DFA Emerging Mkts Small Cap	DFEVX	12/21/2007	45 46	42.760	1,943.86	1,180.14	(763.72)	-39.3%
DFA Emerging Mkts Small Cap	DFEVX	12/21/2007	130 5	42.760	5,580.16	3,387.78	(2,192.38)	-39.3%
DFA Emerging Mkts Small Cap	DFEVX	03/10/2008	6 845	39.341	269.29	177.70	(91.59)	-34.0%
DFA Emerging Mkts Small Cap	DFEVX	06/10/2008	45.771	40.830	1,868.81	1,188.22	(680.59)	-36.4%
DFA Emerging Mkts Small Cap	DFEVX	09/09/2008	45 857	30.730	1,409.20	1,190.45	(218.75)	-15.5%
DFA Emerging Mkts Small Cap	DFEVX	12/11/2008	57 435	16.290	935.62	1,491.01	555.39	59.4%
DFA Emerging Mkts Small Cap	DFEVX	12/11/2008	27 533	16.290	448.52	714.76	266.24	59.4%
DFA Emerging Mkts Small Cap	DFEVX	12/11/2008	803 8	16.290	13,093.91	20,866.65	7,772.74	59.4%
DFA Emerging Mkts Small Cap	DFEVX	03/11/2009	7 19	14.299	102.81	186.65	83.84	81.5%
DFA Emerging Mkts Small Cap	DFEVX	06/10/2009	34.015	24.210	823.50	883.03	59.53	7.2%
DFA Emerging Mkts Small Cap	DFEVX	09/10/2009	17.015	28.400	483.23	441.71	(41.52)	-8.6%
DFA Emerging Mkts Small Cap	DFEVX	12/10/2009	18 185	30.459	553.90	472.08	(81.82)	-14.8%
DFA Emerging Mkts Small Cap	DFEVX	12/10/2009	84 861	30.460	2,584.87	2,202.99	(381.88)	-14.8%
DFA Emerging Mkts Small Cap	DFEVX	12/10/2009	47 924	30.460	1,459.76	1,244.11	(215.65)	-14.8%
DFA Emerging Mkts Small Cap	DFEVX	06/09/2010	36 953	28.520	1,053.90	959.30	(94.60)	-9.0%
DFA Emerging Mkts Small Cap	DFEVX	09/09/2010	20 745	32.739	679.18	538.54	(140.64)	-20.7%
DFA Emerging Mkts Small Cap	DFEVX	12/10/2010	35.076	34.600	1,213.63	910.57	(303.06)	-25.0%
DFA Emerging Mkts Small Cap	DFEVX	12/10/2010	247 259	34.600	8,555.17	6,418.84	(2,136.33)	-25.0%
DFA Emerging Mkts Small Cap	DFEVX	12/10/2010	22 635	34.600	783.18	587.60	(195.58)	-25.0%
DFA Emerging Mkts Small Cap	DFEVX	06/09/2011	29 659	35.380	1,049.33	769.95	(279.38)	-26.6%
DFA Emerging Mkts Small Cap	DFEVX	09/08/2011	49 955	30.330	1,515.14	1,296.83	(218.31)	-14.4%
DFA Emerging Mkts Small Cap	DFEVX	12/14/2011	94 978	25.860	2,456.13	2,465.63	9.50	0.4%
DFA Emerging Mkts Small Cap	DFEVX	12/14/2011	52 164	25.860	1,348.96	1,354.18	5.22	0.4%
			6,510 184		125,777.46	169,004.38	43,226.92	34.4%
<b>Small Cap</b>								
DFA Emerging Mkts Small Cap	DEMSX	03/23/2004	6,169 954	10 142	62,575.43	110,010.28	47,434.85	75.8%
DFA Emerging Mkts Small Cap	DEMSX	06/09/2004	61,956	9 290	575.66	1,104.85	529.19	91.9%
DFA Emerging Mkts Small Cap	DEMSX	09/09/2004	60 744	9 930	603.19	1,083.07	479.88	79.6%
DFA Emerging Mkts Small Cap	DEMSX	12/21/2004	137 577	11.150	1,533.98	2,453.00	919.02	59.9%
DFA Emerging Mkts Small Cap	DEMSX	12/21/2004	410 512	11.150	4,577.21	7,319.43	2,742.22	59.9%
DFA Emerging Mkts Small Cap	DEMSX	12/27/2004	16 642	11 150	185.56	296.73	111.17	59.9%
DFA Emerging Mkts Small Cap	DEMSX	03/09/2005	24 19	12 620	305.28	431.31	126.03	41.3%
DFA Emerging Mkts Small Cap	DEMSX	06/15/2005	100 898	11.560	1,166.38	1,799.01	632.63	54.2%
DFA Emerging Mkts Small Cap	DEMSX	09/15/2005	92 995	12.640	1,175.46	1,658.10	482.64	41.1%
DFA Emerging Mkts Small Cap	DEMSX	12/20/2005	81 111	13 460	1,091.75	1,446.21	354.46	32.5%
DFA Emerging Mkts Small Cap	DEMSX	12/20/2005	224 765	13 460	3,025.34	4,007.56	982.22	32.5%
DFA Emerging Mkts Small Cap	DEMSX	12/27/2005	41,044	13 460	552.45	731.81	179.36	32.5%
DFA Emerging Mkts Small Cap	DEMSX	06/15/2006	0.436	13 945	6.08	7.77	1.69	27.8%
DFA Emerging Mkts Small Cap	DEMSX	12/11/2008	92 828	9 170	851.23	1,655.12	803.89	94.4%
DFA Emerging Mkts Small Cap	DEMSX	03/11/2009	7 318	8 659	63.37	130.48	67.11	105.9%
DFA Emerging Mkts Small Cap	DEMSX	12/10/2010	246 655	23.180	5,717.46	4,397.86	(1,319.60)	-23.1%
DFA Emerging Mkts Small Cap	DEMSX	12/10/2010	33,753	23 180	782.39	601.82	(180.57)	-23.1%

**Unrealized Gains & Losses**

As of 12/31/2011  
12/30/2011 Prices

Louis B. Mayer Foundation    W-Foundation Trust    Acct # 908535310

<u>Description</u>	<u>Symbol</u>	<u>Original Trade Date</u>	<u>Quantity</u>	<u>Unit Cost</u>	<u>Cost Basis</u>	<u>Current Value</u>	<u>Unrealized Gain (Loss)</u>	<u>% G/L</u>
<b>Emerging Markets</b>								
DFA Emerging Mkts Small Cap	DEMSX	06/09/2011	50,018	23,870	1,193.92	891.82	(302.10)	-25.3%
DFA Emerging Mkts Small Cap	DEMSX	09/08/2011	51,242	21,150	1,083.77	913.64	(170.13)	-15.7%
DFA Emerging Mkts Small Cap	DEMSX	12/14/2011	177,342	17,740	3,146.05	3,162.01	15.96	0.5%
DFA Emerging Mkts Small Cap	DEMSX	12/14/2011	65,946	17,740	1,169.89	1,175.82	5.93	0.5%
			8,147,936		91,381.85	145,277.70	53,895.85	59.0%
					312,690.40	462,787.44	150,097.04	48.0%
<b>Domestic Real Estate</b>								
Vanguard REIT Viper ETF	VNQ	12/31/2004	927	56,781	52,635.97	53,766.00	1,130.03	2.1%
Vanguard REIT Viper ETF	VNQ	12/31/2004	7,570,223	56,791	429,920.36	439,072.93	9,152.57	2.1%
Vanguard REIT Viper ETF	VNQ	03/16/2010	2,072	48,225	99,921.62	120,176.00	20,254.38	20.3%
Vanguard REIT Viper ETF	VNQ	12/31/2010	112,102	56,240	6,304.62	6,501.92	197.30	3.1%
Vanguard REIT Viper ETF	VNQ	06/30/2011	87,564	60,870	5,329.98	5,078.71	(251.27)	-4.7%
Vanguard REIT Viper ETF	VNQ	09/29/2011	103,453	51,735	5,352.14	6,000.27	648.13	12.1%
Vanguard REIT Viper ETF	VNQ	12/30/2011	120,211	58,065	6,980.04	6,972.24	(7.80)	-0.1%
			10,992,553		606,444.73	637,568.07	31,123.34	5.1%
<b>International Real Estate</b>								
DFA International Real Estate	DFITX	03/11/2010	57,367,254	4,780	274,237.41	251,268.57	(22,968.84)	-8.4%
DFA International Real Estate	DFITX	12/09/2010	7,680,574	4,840	37,173.98	33,640.91	(3,533.07)	-9.5%
DFA International Real Estate	DFITX	12/13/2011	3,725,603	4,330	16,131.86	16,318.14	186.28	1.2%
			68,773,431		327,543.25	301,227.63	(26,315.62)	-8.0%
					36,265.99	32,784.90	(3,481.09)	-9.6%
SPDR DJ International Real Estate	RWX	03/16/2010	1,030	35,210	38,731.00	35,013.00	(3,718.00)	-9.6%
SPDR DJ International Real Estate	RWX	03/16/2010	4,979	35,220	175,359.88	158,481.57	(16,878.31)	-9.6%
SPDR DJ International Real Estate	RWX	03/30/2011	34,054	39,058	1,330.09	1,083.94	(246.15)	-18.5%
SPDR DJ International Real Estate	RWX	06/29/2011	73,608	40,239	2,961.93	2,342.94	(618.99)	-20.9%
SPDR DJ International Real Estate	RWX	09/28/2011	67,739	33,316	2,256.81	2,156.13	(100.68)	-4.5%
SPDR DJ International Real Estate	RWX	12/29/2011	99,599	31,915	3,178.71	3,170.24	(8.47)	-0.3%
			7,384		260,084.41	235,032.72	(25,051.69)	-9.6%
					587,627.66	536,260.35	(51,367.31)	-8.7%

**Unrealized Gains & Losses**

As of 12/31/2011  
12/30/2011 Prices

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Commodities</b>								
PIMCO Commodity Real Return St	PCRIX	05/03/2007	11,299.654	14.831	167,587.29	73,899.74	(93,687.55)	-55.9%
PIMCO Commodity Real Return St	PCRIX	06/21/2007	274.372	14.150	3,882.37	1,794.39	(2,087.98)	-53.8%
PIMCO Commodity Real Return St	PCRIX	09/18/2008	347.51	14.380	4,997.20	2,272.72	(2,724.48)	-54.5%
PIMCO Commodity Real Return St	PCRIX	12/10/2008	984.258	5.890	5,797.28	6,437.05	639.77	11.0%
PIMCO Commodity Real Return St	PCRIX	12/10/2008	5,943.661	5.890	35,008.28	38,871.67	3,863.39	11.0%
PIMCO Commodity Real Return St	PCRIX	12/30/2008	416.552	6.200	2,582.62	2,724.25	141.63	5.5%
PIMCO Commodity Real Return St	PCRIX	03/19/2009	325.126	6.350	2,064.55	2,126.32	61.77	3.0%
PIMCO Commodity Real Return St	PCRIX	06/18/2009	343.282	7.300	2,505.96	2,245.06	(260.90)	-10.4%
PIMCO Commodity Real Return St	PCRIX	09/17/2009	444.676	7.740	3,441.79	2,908.18	(533.61)	-15.5%
PIMCO Commodity Real Return St	PCRIX	12/09/2009	344.053	8.060	2,773.07	2,250.11	(522.96)	-18.9%
PIMCO Commodity Real Return St	PCRIX	12/30/2009	687.604	8.310	5,713.99	4,496.93	(1,217.06)	-21.3%
PIMCO Commodity Real Return St	PCRIX	03/18/2010	718.946	7.930	5,701.24	4,701.91	(999.33)	-17.5%
PIMCO Commodity Real Return St	PCRIX	06/17/2010	807.614	7.520	6,073.26	5,281.80	(791.46)	-13.0%
PIMCO Commodity Real Return St	PCRIX	09/16/2010	881.702	7.960	7,018.35	5,766.33	(1,252.02)	-17.8%
PIMCO Commodity Real Return St	PCRIX	12/31/2010	677.853	9.290	6,297.25	4,433.16	(1,864.09)	-29.6%
PIMCO Commodity Real Return St	PCRIX	03/17/2011	744.698	9.340	6,955.48	4,870.32	(2,085.16)	-30.0%
PIMCO Commodity Real Return St	PCRIX	06/16/2011	1,491.893	8.870	13,233.09	9,756.98	(3,476.11)	-26.3%
PIMCO Commodity Real Return St	PCRIX	09/15/2011	1,345.153	8.450	11,366.54	8,797.30	(2,569.24)	-22.6%
PIMCO Commodity Real Return St	PCRIX	12/07/2011	128.26	7.590	973.49	838.82	(134.67)	-13.8%
PIMCO Commodity Real Return St	PCRIX	12/07/2011	539.043	7.590	4,091.34	3,525.34	(566.00)	-13.8%
PIMCO Commodity Real Return St	PCRIX	12/28/2011	3,693.786	6.530	24,120.42	24,157.36	36.94	0.2%
			32,439.716		322,184.86	212,155.74	(110,029.12)	-34.2%
PowerShares DB Com Indx Traking	DBC	01/14/2010	5,874	24.702	145,097.79	157,658.16	12,560.37	8.7%
					<i>17,925</i>			
					467,282.65	369,813.90	(97,468.75)	-20.9%

**Bonds**

DFA 1yr Fixed Income	DFIHX	11/09/2006	234.158	10.170	2,381.39	2,411.83	30.44	1.3%
DFA 1yr Fixed Income	DFIHX	12/11/2006	548.398	10.130	5,555.27	5,648.50	93.23	1.7%
DFA 1yr Fixed Income	DFIHX	02/09/2007	127.201	10.180	1,294.91	1,310.17	15.26	1.2%
DFA 1yr Fixed Income	DFIHX	03/09/2007	141.835	10.180	1,443.88	1,460.90	17.02	1.2%
DFA 1yr Fixed Income	DFIHX	04/11/2007	149.365	10.190	1,522.03	1,538.46	16.43	1.1%
DFA 1yr Fixed Income	DFIHX	05/09/2007	160.851	10.180	1,637.46	1,656.77	19.31	1.2%
DFA 1yr Fixed Income	DFIHX	06/13/2007	154.23	10.190	1,571.60	1,588.57	16.97	1.1%
DFA 1yr Fixed Income	DFIHX	07/13/2007	151.279	10.190	1,541.53	1,558.17	16.64	1.1%
DFA 1yr Fixed Income	DFIHX	08/13/2007	166.369	10.190	1,695.30	1,713.60	18.30	1.1%
DFA 1yr Fixed Income	DFIHX	09/13/2007	159.855	10.190	1,628.92	1,646.51	17.59	1.1%
DFA 1yr Fixed Income	DFIHX	10/12/2007	145.95	10.190	1,487.23	1,503.29	16.06	1.1%
DFA 1yr Fixed Income	DFIHX	11/12/2007	157.666	10.180	1,605.04	1,623.96	18.92	1.2%
DFA 1yr Fixed Income	DFIHX	12/12/2007	314.217	10.140	3,186.16	3,236.44	50.28	1.6%

**Unrealized Gains & Losses**

As of 12/31/2011  
12/30/2011 Prices

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
<b>Bonds</b>								
DFA 1yr Fixed Income	DFIHX	01/14/2008	22,078.116	10.191	225,000.00	227,404.59	2,404.59	1.1%
DFA 1yr Fixed Income	DFIHX	02/08/2008	217.627	10.180	2,215.44	2,241.56	26.12	1.2%
DFA 1yr Fixed Income	DFIHX	03/10/2008	171.192	10.180	1,742.73	1,763.28	20.55	1.2%
DFA 1yr Fixed Income	DFIHX	04/08/2008	148.146	10.170	1,506.64	1,525.90	19.26	1.3%
DFA 1yr Fixed Income	DFIHX	05/01/2008	8,957.469	10.192	91,298.51	92,261.93	963.42	1.1%
DFA 1yr Fixed Income	DFIHX	05/08/2008	145.012	10.170	1,474.77	1,493.62	18.85	1.3%
DFA 1yr Fixed Income	DFIHX	06/10/2008	145.598	10.150	1,477.82	1,499.66	21.84	1.5%
DFA 1yr Fixed Income	DFIHX	07/08/2008	159.48	10.170	1,621.91	1,642.64	20.73	1.3%
DFA 1yr Fixed Income	DFIHX	08/08/2008	159.841	10.170	1,625.58	1,646.36	20.78	1.3%
DFA 1yr Fixed Income	DFIHX	09/09/2008	173.791	10.190	1,770.93	1,790.05	19.12	1.1%
DFA 1yr Fixed Income	DFIHX	10/08/2008	140.061	10.140	1,420.22	1,442.63	22.41	1.6%
DFA 1yr Fixed Income	DFIHX	12/10/2008	322.832	10.170	3,283.20	3,325.17	41.97	1.3%
			35,430.539		360,988.47	364,934.55	3,946.08	1.1%
DFA Global Fixed Income	DFGBX	01/14/2008	75,021.911	10.750	806,502.01	818,489.05	11,987.04	1.5%
DFA Global Fixed Income	DFGBX	03/24/2008	13,873.821	10.812	150,000.00	151,363.39	1,363.39	0.9%
DFA Global Fixed Income	DFGBX	05/01/2008	4,651.163	10.755	50,024.00	50,744.19	720.19	1.4%
DFA Global Fixed Income	DFGBX	09/09/2008	1,810.377	10.800	19,552.07	19,751.21	199.14	1.0%
DFA Global Fixed Income	DFGBX	12/10/2008	643.208	10.840	6,972.37	7,017.40	45.03	0.6%
DFA Global Fixed Income	DFGBX	06/10/2009	1,064.901	10.900	11,607.42	11,618.07	10.65	0.1%
DFA Global Fixed Income	DFGBX	09/10/2009	652.321	11.160	7,279.90	7,116.82	(163.08)	-2.2%
DFA Global Fixed Income	DFGBX	12/09/2009	1,809.263	11.180	20,227.56	19,739.06	(488.50)	-2.4%
DFA Global Fixed Income	DFGBX	03/10/2010	373.559	11.190	4,180.13	4,075.53	(104.60)	-2.5%
DFA Global Fixed Income	DFGBX	03/11/2010	35,776.029	11.181	400,000.00	390,316.48	(9,683.52)	-2.4%
DFA Global Fixed Income	DFGBX	06/09/2010	890.076	11.280	10,040.06	9,710.73	(329.33)	-3.3%
DFA Global Fixed Income	DFGBX	09/09/2010	538.651	11.530	6,210.65	5,876.68	(333.97)	-5.4%
DFA Global Fixed Income	DFGBX	12/09/2010	4,300.43	10.910	46,917.69	46,917.69	0.00	0.0%
DFA Global Fixed Income	DFGBX	12/09/2010	608.421	10.910	6,637.87	6,637.87	0.00	0.0%
DFA Global Fixed Income	DFGBX	12/09/2010	2,627.272	10.910	28,663.54	28,663.54	0.00	0.0%
DFA Global Fixed Income	DFGBX	01/24/2011	15,622.794	10.882	170,000.00	170,444.68	444.68	0.3%
DFA Global Fixed Income	DFGBX	03/04/2011	6,777.135	10.894	73,827.00	73,938.54	111.54	0.2%
DFA Global Fixed Income	DFGBX	09/08/2011	2,054.871	11.350	23,322.79	22,418.64	(904.15)	-3.9%
DFA Global Fixed Income	DFGBX	12/13/2011	1,847.792	10.890	20,122.45	20,159.41	36.96	0.2%
DFA Global Fixed Income	DFGBX	12/13/2011	760.855	10.890	8,285.71	8,300.93	15.22	0.2%
DFA Global Fixed Income	DFGBX	12/13/2011	2,546.536	10.890	27,731.78	27,782.71	50.93	0.2%
			174,251.386		1,898,105.00	1,901,082.62	2,977.62	0.2%
DFA Two Year Global	DFGFX	03/11/2010	19,653.452	10.191	200,287.91	198,106.80	(2,181.11)	-1.1%
DFA Two Year Global	DFGFX	09/09/2010	152.069	10.210	1,552.62	1,532.86	(19.76)	-1.3%
DFA Two Year Global	DFGFX	12/09/2010	25.417	10.130	257.47	256.20	(1.27)	-0.5%
DFA Two Year Global	DFGFX	12/09/2010	109.488	10.130	1,109.11	1,103.64	(5.47)	-0.5%

**Unrealized Gains & Losses**

As of 12/31/2011  
12/30/2011 Prices

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

<u>Description</u>	<u>Symbol</u>	<u>Original Trade Date</u>	<u>Quantity</u>	<u>Unit Cost</u>	<u>Cost Basis</u>	<u>Current Value</u>	<u>Unrealized Gain (Loss)</u>	<u>% G/L</u>
<b>Bonds</b>								
DFA Two Year Global	DFGFX	12/09/2010	35 192	10 130	356 50	354 74	(1 76)	-0 5%
DFA Two Year Global	DFGFX	01/24/2011	14,775 961	10,152	150,000 00	148,941 69	(1,058 31)	-0 7%
DFA Two Year Global	DFGFX	09/08/2011	23 779	10 230	243 26	239 69	(3 57)	-1 5%
DFA Two Year Global	DFGFX	12/13/2011	65 549	10 080	660 73	660 73	0 00	0 0%
DFA Two Year Global	DFGFX	12/13/2011	24 15	10 080	243 43	243 43	0 00	0 0%
DFA Two Year Global	DFGFX	12/13/2011	400 192	10 080	4,033 94	4,033 94	0 00	0 0%
			35,265 249		358,744 97	355,473 71	(3,271 26)	-0 9%
					2,617,838 44	2,621,490 88	3,652 44	0 1%
<b>Cash &amp; Equivalents</b>								
TD Bank USA FDIC Insrd Deposit	IDA12				16,190 37	16,190 37		
					9,781,258 74	9,982,169 93	200,911 19	2 1%