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Form 990-PF

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

OMB No 1545-0052

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 01-01-2011, and ending 12-31-2011

Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: George T Pflieger Foundation co Optvest Inc. Employer identification number: 95-2561117. Telephone number: (949) 363-8686. City: Dana Point, CA 92629. Accounting method: Cash. Fair market value: \$14,963,432.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	6,237	11,145	11,145	
	2 Savings and temporary cash investments	107,798	160,695	160,695	
	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 page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	687	722	722	
	10a Investments—U S and state government obligations (attach schedule)	3,271,109	<input checked="" type="checkbox"/> 2,851,544	2,909,014	
	b Investments—corporate stock (attach schedule)	4,788,141	<input checked="" type="checkbox"/> 4,250,762	11,601,919	
	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 ▶ _____ 8,305 Less accumulated depreciation (attach schedule) ▶ _____ 8,305	261	<input checked="" type="checkbox"/> 0	0	
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 100,795	<input checked="" type="checkbox"/> 84,179	<input checked="" type="checkbox"/> 279,937		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,275,028	7,359,047	14,963,432		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)		615,000		
22 Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 156,370	<input checked="" type="checkbox"/> 182,343			
23 Total liabilities (add lines 17 through 22)	156,370	797,343			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29 Retained earnings, accumulated income, endowment, or other funds	8,118,658	6,561,704			
30 Total net assets or fund balances (see page 17 of the instructions)	8,118,658	6,561,704			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,275,028	7,359,047			

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	8,118,658
2	Enter amount from Part I, line 27a	2	-1,556,954
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,561,704
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,561,704

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	10
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		}	3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,576,773	17,791,355	0.088626
2009	825,663	13,792,377	0.059864
2008	2,420,337	18,131,773	0.133486
2007	2,440,267	20,813,829	0.117243
2006	2,361,571	20,498,849	0.115205
2	Total of line 1, column (d).		2 0.514424
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 0.102885
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 17,197,044
5	Multiply line 4 by line 3.		5 1,769,318
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,545
7	Add lines 5 and 6.		7 1,771,863
8	Enter qualifying distributions from Part XII, line 4.		8 1,857,900

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,545
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	2,545
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,545
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,011
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	8,011
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,466
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 5,466 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0</u> (2) On foundation managers ▶ \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address None	13	Yes	
14 The books are in care of Optivest Inc Telephone no (949) 363-8686 Located at 24901 Dana Point Harbor Dr 230 Dana Point CA ZIP+4 92629			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<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?	16	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country None			

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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
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			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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 page 22 of the 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 page 22 of the instructions)? **5b** Yes No
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
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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 page 22 of the instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the instructions). If none, enter "NONE".

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Links Recovery, LLC - is a single member LLC owned by the Foundation. Its purpose is to provide a Christian based substance abuse rehabilitation program. The program is administered by National Therapeutic Services	157,600
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Orange Acres, LLC - is a single member LLC owned by the Foundation. The purpose of the investment is to hold title to an apartment building which is used to provide housing for persons wishing to enter a Christian-based substance abuse rehabilitation program	28,000
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	28,000

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	17,453,531
b	Average of monthly cash balances.	1b	5,397
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,458,928
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	17,458,928
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	261,884
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,197,044
6	Minimum investment return. Enter 5% of line 5.	6	859,852

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	859,852
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,545
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,545
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	857,307
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	857,307
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	857,307

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,829,900
b	Program-related investments—total from Part IX-B.	1b	28,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,857,900
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	2,545
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,855,355

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				857,307
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	1,362,751			
b From 2007.	1,433,034			
c From 2008.	1,536,608			
d From 2009.	825,663			
e From 2010.	1,576,773			
f Total of lines 3a through e.	6,734,829			
4 Qualifying distributions for 2011 from Part XII, line 4 \blacktriangleright \$ 1,857,900				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	1,857,900			
d Applied to 2011 distributable amount.				0
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).)	857,307			857,307
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,735,422			
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 page 27 of the instructions.		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	505,444			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	7,229,978			
10 Analysis of line 9				
a Excess from 2007.	1,433,034			
b Excess from 2008.	1,536,608			
c Excess from 2009.	825,663			
d Excess from 2010.	1,576,773			
e Excess from 2011.	1,857,900			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test...; a "Assets" alternative test...; b "Endowment" alternative test...; c "Support" alternative test...

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 page 27 of the 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))

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

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 page 28 of the 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 1,237,350
b <i>Approved for future payment</i>				
Total				3b 0

Additional Data

Software ID:

Software Version:

EIN: 95-2561117

Name: George T Pflieger Foundation co Optivest Inc

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25000 Uts - 912828LZ1	P	2010-06-18	2011-01-04
25000 Uts - 912828KB5	P	2010-06-25	2011-01-21
25000 Uts - 912828ND8	P	2010-06-18	2011-02-15
50000 Uts - 46625HHR4	P	2010-06-18	2011-02-18
34000 Uts - 912828LZ1	P	2010-06-18	2011-02-18
4000 Uts - 912828JT8	P	2010-06-18	2011-03-10
25000 Uts - 912828JT8	P	2010-06-25	2011-03-10
50000 Uts - 09247XAD3	P	2010-06-18	2011-03-11
34000 Uts - 912828ND8	P	2010-06-18	2011-03-22
75000 Uts - 912828NH9	P	2010-06-18	2011-03-29
25000 Uts - 912828NH9	P	2010-06-25	2011-03-29
50000 Uts - 912828LR9	P	2010-06-18	2011-03-29
50000 Uts - 912828LR9	P	2010-06-25	2011-03-29
46000 Uts - 912828JT8	P	2010-06-18	2011-03-29
32000 Uts - 912828ND8	P	2010-06-18	2011-03-29
100000 Uts - 912828KV1	P	2010-06-18	2011-03-29
50000 Uts - 912828MG2	P	2010-06-18	2011-03-29
25000 Uts - 912828MG2	P	2010-06-25	2011-03-29
50000 Uts - 912828NE6	P	2010-06-18	2011-03-29
50000 Uts - 912828NE6	P	2010-06-25	2011-03-29
16000 Uts - 912828LZ1	P	2010-06-18	2011-03-29
25000 Uts - 912828LV0	P	2011-03-31	2011-03-31
25000 Uts - 097023BC8	P	2010-06-18	2011-04-05
25000 Uts - 097023BC8	P	2010-06-25	2011-04-05
1000 Uts - 428236103	P	2010-05-26	2011-04-13
45000 Uts - 61747WAF6	P	2011-01-21	2011-04-15
14000 Uts - 808513AD7	P	2010-07-20	2011-04-15
26000 Uts - 808513AD7	P	2010-07-20	2011-04-15
29000 Uts - 912828JT8	P	2010-06-18	2011-04-21
50000 Uts - 78010XAG6	P	2010-09-14	2011-05-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
15000 Uts - 404280AK5	P	2011-03-29	2011-05-11
9000 Uts - 912828ND8	P	2010-06-18	2011-05-20
25000 Uts - 912828QA1	P	2011-04-15	2011-05-20
25000 Uts - 912828LZ1	P	2010-06-18	2011-05-20
25000 Uts - 91159HGY0	P	2010-09-08	2011-06-14
30000 Uts - 149123BU4	P	2011-05-24	2011-06-15
10000 Uts - 06366QGJ0	P	2011-04-26	2011-06-27
15000 Uts - 06366QGJ0	P	2011-04-26	2011-06-27
25000 Uts - 912828QC7	P	2011-04-15	2011-07-22
10000 Uts - 46625HHX1	P	2011-02-17	2011-08-04
25000 Uts - 912828PC8	P	2010-11-22	2011-08-04
25000 Uts - 912828LV0	P	2011-03-31	2011-08-10
30000 Uts - 585055AU0	P	2011-03-10	2011-09-14
533 68 Uts - 3624AKYR3	P	2011-08-10	2011-09-15
35000 Uts - 064149D87	P	2011-03-22	2011-09-20
25000 Uts - 912828QU7	P	2011-08-04	2011-09-27
25000 Uts - 912828QA1	P	2011-04-15	2011-09-27
25000 Uts - 912828PZ7	P	2011-03-11	2011-10-06
25000 Uts - 912828QC7	P	2011-04-15	2011-10-13
798 88 Uts - 36241KYR3	P	2011-08-10	2011-10-17
10000 Uts - 654902204	P	2011-04-13	2011-10-18
5000 Uts - 458140AJ9	P	2011-09-14	2011-10-18
25000 Uts - 458140AJ9	P	2011-09-14	2011-10-18
25000 Uts - 2515A14E8	P	2011-01-04	2011-10-24
25000 Uts - 912828QW3	P	2011-08-04	2011-11-01
2000 Uts - 278642AC7	P	2011-05-18	2011-11-08
3000 Uts - 278642AC7	P	2011-05-18	2011-11-08
5000 Uts - 278642AC7	P	2011-05-18	2011-11-08
10000 Uts - 278642AC7	P	2011-05-18	2011-11-08
10000 Uts - 278642AC7	P	2011-05-18	2011-11-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25000 Uts - 912828PH7	P	2010-12-20	2011-11-08
737 36 Uts - 36241KYR3	P	2011-08-10	2011-11-15
25000 Uts - 89114QAE8	P	2011-10-12	2011-11-15
25000 Uts - 912828RH5	P	2011-10-20	2011-11-18
25000 Uts - 055451AK4	P	2011-11-16	2011-12-02
35000 Uts - 438516BA3	P	2011-02-14	2011-12-06
30000 Uts - 09247XAH4	P	2011-05-20	2011-12-15
725 65 Uts - 36241KYR3	P	2011-08-10	2011-12-15
30000 Uts - 404280AL3	P	2011-11-14	2011-12-15
25000 Uts - 05565QBU1	P	2011-10-27	2011-12-19
25000 Uts - 611662BM8	P	2011-04-12	2011-12-19
25000 Uts - 767201AP1	P	2011-09-14	2011-12-20
25000 Uts - 718172AK5	P	2011-05-10	2011-12-21
900 Uts - 291011104	D	1980-01-01	2011-01-10
6802 72 Uts - 665162699	P	2007-06-07	2011-01-10
1500 Uts - 65339F101	P	2008-08-26	2011-01-10
50000 Uts - 002824AS9	P	2006-07-05	2011-04-12
50000 Uts - 929903CF7	P	2007-11-02	2011-04-12
2200 Uts - 450911102	P	2005-08-02	2011-04-13
700 Uts - 66987V109	P	2006-12-15	2011-04-13
1000 Uts - 75887109	P	2007-10-17	2011-04-13
2000 Uts - 235851102	P	2004-04-08	2011-04-13
100 Uts - 38141G104	P	2005-12-21	2011-04-13
1500 Uts - 428236103	P	2007-10-17	2011-04-13
700 Uts - 478160104	P	2002-11-29	2011-04-13
1500 Uts - 580135101	P	2006-05-05	2011-04-13
1000 Uts - 742718109	P	2004-12-21	2011-04-13
2600 Uts - 857477103	P	2002-12-11	2011-04-13
3000 Uts - 949746101	P	2000-03-22	2011-04-13
25000 Uts - 912828LZ1	P	2010-06-18	2011-06-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
50000 Uts - 3137EACA5	P	2010-06-18	2011-08-04
25000 Uts - 912828KB5	P	2010-06-18	2011-09-15
25000 Uts - 912828KB5	P	2010-06-25	2011-09-15
25000 Uts - 89152UAE2	P	2010-09-08	2011-09-20
21000 Uts - 912828JT8	P	2010-06-18	2011-09-27
25000 Uts - 78008KBS1	P	2010-07-07	2011-10-17
500 Uts - 71813109	P	2007-10-17	2011-10-18
100 Uts - 459200101	P	2002-12-02	2011-10-18
300 Uts - 580135101	P	2006-05-05	2011-10-18
14598 54 Uts - 665162699	P	2007-06-07	2011-10-18
300 Uts - 464287176	P	2009-04-06	2011-10-18
500 Uts - 713448108	P	2000-11-01	2011-10-18
25000 Uts - 912828KV1	P	2010-06-18	2011-10-28
25000 Uts - 3137EACA5	P	2010-06-18	2011-11-18
300000 Uts - 52517PF63	P	2007-06-07	2011-12-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,602		25,291	311
25,201		25,219	-18
24,967		25,606	-639
50,480		49,906	574
34,524		34,396	128
4,109		4,078	31
25,683		25,562	121
52,503		51,630	873
34,793		34,824	-31
75,299		74,851	448
25,100		25,013	87
50,596		50,594	2
50,596		50,660	-64
47,010		46,895	115
32,322		32,775	-453
102,679		102,305	374
50,564		50,459	105
25,282		25,276	6
50,211		50,033	178
50,211		50,084	127
16,277		16,186	91
25,092		25,083	9
26,129		26,219	-90
26,129		26,520	-391
41,249		46,360	-5,111
46,169		45,484	685
14,241		14,103	138
26,447		26,193	254
29,760		29,564	196
50,837		50,064	773

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,470		14,967	503
9,366		9,218	148
25,569		25,147	422
25,849		25,291	558
25,102		24,968	134
30,156		29,977	179
10,116		9,992	124
15,174		15,012	162
25,445		25,037	408
10,265		10,001	264
25,484		24,607	877
25,013		25,083	-70
31,207		29,865	1,342
534		599	-65
36,387		34,942	1,445
25,166		25,136	30
26,568		25,147	1,421
25,528		25,082	446
25,525		25,037	488
799		896	-97
60,101		87,350	-27,249
5,152		5,002	150
25,759		24,940	819
25,114		24,977	137
25,061		25,046	15
2,005		1,885	120
3,008		2,828	180
5,014		4,714	300
9,990		9,428	562
10,025		9,428	597

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,058		24,929	129
737		827	-90
25,288		24,861	427
24,893		24,569	324
25,070		24,867	203
38,824		34,911	3,913
31,201		29,857	1,344
726		814	-88
31,251		29,973	1,278
25,789		25,000	789
26,234		24,947	1,287
25,410		24,850	560
27,447		24,858	2,589
51,461		2,035	49,426
50,000		55,986	-5,986
78,816		91,086	-12,270
50,213		49,607	606
51,175		50,589	586
126,778		119,628	7,150
38,695		41,060	-2,365
81,548		82,197	-649
103,983		47,143	56,840
16,123		12,803	3,320
61,874		78,358	-16,484
41,828		39,970	1,858
114,893		52,707	62,186
62,984		56,159	6,825
118,329		109,004	9,325
92,696		59,597	33,099
26,134		25,291	843

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
55,284		51,290	3,994
25,089		25,202	-113
25,089		25,219	-130
25,759		24,938	821
21,763		21,409	354
25,754		24,940	814
27,701		27,534	167
17,801		8,816	8,985
26,768		10,541	16,227
100,000		120,146	-20,146
34,349		30,292	4,057
31,170		24,494	6,676
26,177		25,576	601
28,210		25,645	2,565
75,900		290,916	-215,016

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			311
			-18
			-639
			574
			128
			31
			121
			873
			-31
			448
			87
			2
			-64
			115
			-453
			374
			105
			6
			178
			127
			91
			9
			-90
			-391
			-5,111
			685
			138
			254
			196
			773

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			503
			148
			422
			558
			134
			179
			124
			162
			408
			264
			877
			-70
			1,342
			-65
			1,445
			30
			1,421
			446
			488
			-97
			-27,249
			150
			819
			137
			15
			120
			180
			300
			562
			597

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			129
			-90
			427
			324
			203
			3,913
			1,344
			-88
			1,278
			789
			1,287
			560
			2,589
			49,426
			-5,986
			-12,270
			606
			586
			7,150
			-2,365
			-649
			56,840
			3,320
			-16,484
			1,858
			62,186
			6,825
			9,325
			33,099
			843

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,994
			-113
			-130
			821
			354
			814
			167
			8,985
			16,227
			-20,146
			4,057
			6,676
			601
			2,565
			-215,016

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas G Pflieger 2549 Eastbluff Dr 481 Newport Beach, CA 92660	Pres/Trustee 35 00	167,500	145,753	0
Victoria L Wintrode 6 La Costa Court Laguna Beach, CA 92651	Secretary/Treasurer 25 00	90,000	23,190	0
Sandra B Pflieger 2549 Eastbluff Dr 481 Newport Beach, CA 92660	Trustee 1 00	17,500	0	0
Layne Marceau 9472 Blessing Drive Pleasanton, CA 94588	Trustee 1 00	17,500	0	0
Shelly Marceau 9472 Blessing Drive Pleasanton, CA 94588	Trustee 1 00	17,500	0	0
John P King Jr 450 Newport Center Dr 500 Newport Beach, CA 92660	Trustee 1 00	17,500	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Big BrothersBig Sisters14131 Yorba Street Suite 200 Tustin, CA 92780	N/A	Public	General Fund	100,000
CHOC455 South Main St Orange, CA 92868	N/A	Public	General Fund	10,000
Cri-HelpInc11027 Burbank Blvd No Hollywood, CA 91601	N/A	Public	Restricted - Aquarium Upkeep	12,000
Cri-HelpInc11027 Burbank Blvd No Hollywood, CA 91601	N/A	Public	General Fund	16,850
Cystic Fibrosis Foundation6931 Arlington Road 2nd Floor Besthsda, MD 20814	N/A	Public	General Fund	1,000
First Tee Tri-Valley2843 Hopyard Road 143 Pleasanton, CA 94588	N/A	Public	General Fund	10,000
Fisher House Foundation111 Rockville Pike 420 Rockville, MD 20850	None	Public	General Fund	5,000
FristersPO Box 5790 Newport Beach, CA 92662	N/A	Public	General Fund	15,000
Giving it Back to Kids10112 Stonybrook Dr Huntington Beach, CA 92646	N/A	Public	General Fund	18,000
MADD4629 Whitney Avenue 7 Sacramento, CA 95821	N/A	Public	General Fund	1,000
Mariners Christian School300 Fischer Ave Costa Mesa, CA 92626	N/A	Public	Unrestricted	10,000
Mesothelioma Research Foundation 5716 Corsa Ave 203 Westlake Village, CA 91362	None	Public	General Fund	3,000
Orange County Bar FoundationPO Box 18498 Irvine, CA 92623	N/A	Public	Restricted Fund - Shortstop Program	10,000
Orange County High School of the Arts1010 N Main Street Santa Ana, CA 92701	None	Public	General Fund	50,000
Pfleger Institute of Environmental Research315 N Clementine St Oceanside, CA 92054	N/A	Private	General Fund	848,000
Reach Foundation500 Old Newport Blvd 204 Newport Beach, CA 92663	None	Public	General Fund	40,000
UCLA Foundation10920 Wilshire Blvd Suite 900 Los Angeles, CA 90024	N/A	Public	Geffen School of Medicine	87,500
Total				1,237,350

Form **4562**

**Depreciation and Amortization
(Including Information on Listed Property)**

OMB No 1545-0172

2011

Attachment
Sequence No **179**

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return George T Pflieger Foundation co Optivest Inc	Business or activity to which this form relates Form 990-PF Page 1	Identifying number 95-2561117
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Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	261
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	261
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

26 Property used more than 50% in a qualified business use

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table with 6 main columns: (a) Vehicle 1, (b) Vehicle 2, (c) Vehicle 3, (d) Vehicle 4, (e) Vehicle 5, (f) Vehicle 6. Rows include 30-33 (miles driven) and 34-36 (availability and use).

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

Table with 2 columns: Yes, No. Rows include 37-41 (policy statements and requirements).

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

Table with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2011 tax year (see instructions)

43 Amortization of costs that began before your 2011 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2011 Accounting Fees Schedule

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Optivest, Inc	9,050	905		8,145
W Richard Mills	8,290	829		7,461
Optivest, Inc	1,400	1,400		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Printer	2002-12-31	716	716	SL	5 000000000000	0	0		
Dell Computer - TGP	2003-01-11	1,275	1,275	SL	5 000000000000	0	0		
Dell Computer - VC	2003-02-10	648	648	SL	5 000000000000	0	0		
Sony Vaio Laptop - VC	2003-05-09	2,220	2,220	SL	5 000000000000	0	0		
Printer	2004-04-06	836	836	SL	5 000000000000	0	0		
Dell Computer - Marketing	2006-04-12	2,610	2,349	SL	5 000000000000	261	131		

TY 2011 Distribution from Corpus Election

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Election: The George T. Pflieger Foundation, a private foundation formed on 08/26/68 hereby elects to treat all qualifying distributions as a distribution from the entity's corpus under regulation section 53.4942(a)-3(d)(2).

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Expenditure Responsibility Statement

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Pflieger Institute of Environmental Research	315 N Clementine St Oceanside, CA 92054	2011-11-17	848,000	Unrestricted Donations to fund the donee's ongoing activities, which are the basis for the tax-exempt status of the donee Donations were paid over various dates throughout the year	848,000	No	12/31/2011	2012-01-15	All of the funds were used for the intended purposes

**TY 2011 Investments Corporate
Stock Schedule**

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Stocks	4,250,762	11,601,919

**TY 2011 Investments Government
Obligations Schedule**

Name: George T Pflieger Foundation co Optinvest Inc

EIN: 95-2561117

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	2,851,544
State & Local Government Securities - End of Year Fair Market Value:	2,909,014

TY 2011 Land, Etc. Schedule

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Printer	716	716	0	
Dell Computer - TGP	1,275	1,275	0	
Dell Computer - VC	648	648	0	
Sony Vaio Laptop - VC	2,220	2,220	0	
Printer	836	836	0	
Dell Computer - Marketing	2,610	2,610	0	

TY 2011 Legal Fees Schedule

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dostart Clapp & Coveney LLP	445	0		445

TY 2011 Other Assets Schedule

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Orange Acres Investment	-101,004	-145,758	50,000
Orange Acres Advances	201,430	229,430	229,430
Links Recovery - Program Services	369	507	507

TY 2011 Other Expenses Schedule

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Telephone	291	0		291
D&O Insurance	4,094	1,044		3,050
Dues & Subscriptions	400	0		400
Storage Fees	3,850	385		3,465
Investment Expense	7,626	7,626		0
Payroll Processing Fees	1,369	370		999
Bank Charges	249	0		249
Insurance	190	0		190
Agency Fee	43	43		0
Links Recovery	157,462	0		157,462
Insurance	6,865	6,865		0
Repairs	1,424	1,424		0
Office Expense	504	504		0
Amortization	2,407	2,407		0

TY 2011 Other Liabilities Schedule**Name:** George T Pflieger Foundation co Optivest Inc**EIN:** 95-2561117

Description	Beginning of Year - Book Value	End of Year - Book Value
Accrued Defined Benefit Pension Plan	156,370	168,943
Deferred Revenue - Call Option EMR	0	13,400

TY 2011 Other Professional Fees Schedule

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Northern Trust of California-Custodial Fees	48,737	48,737		0
Executive Benefits, Inc	3,100	837		2,263

TY 2011 Taxes Schedule

Name: George T Pflieger Foundation co Optivest Inc

EIN: 95-2561117

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
California Exempt Organization Filing Fees	85	0		85
Payroll Taxes	16,158	4,363		11,795
Foreign Taxes	2,092	2,092		0
Property Taxes	15,643	15,643		0
State Taxes	800	800		0