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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

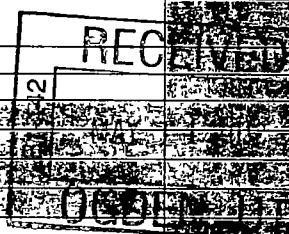
For calendar year 2011, or tax year beginning , 2011, and ending

THE WERTHEIMER FOUNDATION 14191 ALISAL LANE SANTA MONICA, CA 90402		A Employer identification number 95-4090231
		B Telephone number (see the instructions) 310-454-0573
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 791,941.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	300,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	5.	5.		
4 Dividends and interest from securities	27,829.	27,829.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	17,081.			
b Gross sales price for all assets on line 6a	464,915.			
7 Capital gain net income (from Part IV line 2)		17,081.		
8 Net short term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	344,915.	44,915.	0.	
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	3,950.	1,975.		1,975.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 2	1,317.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 3	3,326.	52.		3,274.
24 Total operating and administrative expenses. Add lines 13 through 23	8,593.	2,027.		5,249.
25 Contributions, gifts, grants paid PART XV	139,315.			139,315.
26 Total expenses and disbursements. Add lines 24 and 25	147,908.	2,027.	0.	144,564.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	197,007.			
b Net investment income (if negative, enter -0-)		42,888.		
c Adjusted net income (if negative, enter -0-)			0.	

REVENUE

 ADMINISTRATIVE EXPENSES
 OPERATING EXPENSES
 MAY 23 2012



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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest bearing			
	2	Savings and temporary cash investments	38,929.	46,763.	46,763.
	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)			
	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) STATEMENT 4	542,323.	731,496.	745,178.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	581,252.	778,259.	791,941.	
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	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" 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	581,252.	778,259.	
30	Total net assets or fund balances (see instructions)	581,252.	778,259.		
31	Total liabilities and net assets/fund balances (see instructions)	581,252.	778,259.		

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	581,252.
2	Enter amount from Part I, line 27a	2	197,007.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	778,259.
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	778,259.

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 PUBLICLY TRADED SECURITIES-SEE ATTACHED	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES-SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAIN DIVIDENDS			
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 134,056.		127,055.	7,001.
b 329,420.		320,779.	8,641.
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			7,001.
b			8,641.
c			1,439.
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	17,081.
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	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	196,825.	610,240.	0.322537
2009	142,093.	499,731.	0.284339
2008	139,579.	590,679.	0.236303
2007	118,200.	373,949.	0.316086
2006	114,290.	229,237.	0.498567

2 Total of line 1, column (d)	2	1.657832
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	0.331566
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	848,310.
5 Multiply line 4 by line 3	5	281,271.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	429.
7 Add lines 5 and 6	7	281,700.
8 Enter qualifying distributions from Part XII, line 4	8	144,564.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <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	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	858.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	858.
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	858.
6	Credits/Payments		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	800.
b	Exempt foreign organizations- tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	800.
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	58.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
<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>		
1 c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

BAA

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>▶ N/A</u>	X		
14	The books are in care of <u>▶ DOUGLAS WERTHEIMER</u> Telephone no <u>▶ (310) 454-0573</u> Located at <u>▶ 14191 ALISAL LANE SANTA MONICA CA</u> ZIP + 4 <u>▶ 90402</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>▶ 15</u> 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 <u>▶</u>		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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>▶</u> <input type="checkbox"/>	1b	N/A
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 <u>▶ 20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>▶ 20__ , 20__ , 20__ , 20__</u>		
3 a 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
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

- 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)?
 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) N/A
- 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
 If 'Yes' to 6b, file Form 8870 6b X
- 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 N/A 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN WERTHEIMER 14191 ALISAL LANE SANTA MONICA, CA 90402	SECRETARY 1.00	0.	0.	0.
ELINOR WERTHEIMER 14191 ALISAL LANE SANTA MONICA, CA 90402	SECRETARY 1.00	0.	0.	0.
DOUGLAS WERTHEIMER 14191 ALISAL LANE SANTA MONICA, CA 90402	CFO 1.00	0.	0.	0.
THOMAS WERTHEIMER 14191 ALISAL LANE SANTA MONICA, CA 90402	PRESIDENT 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		

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

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	

2	

All other program related investments See instructions	
3	

Total. Add lines 1 through 3 ▶ 0

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	807,693.
b	Average of monthly cash balances	1b	53,535.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	861,228.
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	861,228.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	12,918.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	848,310.
6	Minimum investment return Enter 5% of line 5	6	42,416.

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

1	Minimum investment return from Part X, line 6	1	42,416.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	858.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	858.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	41,558.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	41,558.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	41,558.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc— total from Part I, column (d), line 26	1a	144,564.
b	Program-related investments— total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	144,564.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	144,564.

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				41,558.
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	103,104.			
b From 2007	100,115.			
c From 2008	108,270.			
d From 2009	117,336.			
e From 2010	167,075.			
f Total of lines 3a through e	595,900.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 144,564.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				41,558.
e Remaining amount distributed out of corpus	103,006.			
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	698,906.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	103,104.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	595,802.			
10 Analysis of line 9				
a Excess from 2007	100,115.			
b Excess from 2008	108,270.			
c Excess from 2009	117,336.			
d Excess from 2010	167,075.			
e Excess from 2011	103,006.			

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

THOMAS WERTHEIMER

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

SEE STATEMENT 5

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part VII Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 6	NONE	PUBLIC		139,315.
Total				▶ 3a 139,315.
b Approved for future payment				
Total				▶ 3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization

THE WERTHEIMER FOUNDATION

Employer identification number

95-4090231

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust not treated as a private foundation
 527 political organization
 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE WERTHEIMER FOUNDATION

95-4090231

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS WERTHEIMER ----- 14191 ALISAL LANE ----- SANTA MONICA, CA 90402 -----	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
THE WERTHEIMER FOUNDATION

Employer identification number
 95-4090231

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

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

CLIENT WER0311

THE WERTHEIMER FOUNDATION

95-4090231

5/04/12

04.22PM

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 3,950.	\$ 1,975.		\$ 1,975.
TOTAL	<u>\$ 3,950.</u>	<u>\$ 1,975.</u>	<u>\$ 0.</u>	<u>\$ 1,975.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 1,317.			
TOTAL	<u>\$ 1,317.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
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	\$ 50.			\$ 50.
CA FILING FEES	10.			10.
FOREIGN TAXES PAID	52.	\$ 52.		
FRANCHISE TAX BOARD	20.			20.
MISC EXPENSES	3,119.			3,119.
REGISTRY OF CHARITABLE TRUSTS	75.			75.
TOTAL	<u>\$ 3,326.</u>	<u>\$ 52.</u>	<u>\$ 0.</u>	<u>\$ 3,274.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
CORE BOND FUND	COST	\$ 141,681.	\$ 143,025.
HIGH INCOME FUND	COST	53,699.	54,774.
GNMA FUND	COST	81,105.	81,574.
VANGUARD SMALL CAP	COST	15,790.	19,159.
EMERGING MARKETS BOND FUND INVESTOR	COST	37,474.	36,817.
SCHWAB S&P 500 INDEX FD	COST	154,250.	156,846.
SPDR S&P MIDCAP 400 ETF	COST	82,866.	83,094.
VALUE LEADERS FUND	COST	80,690.	87,078.

CLIENT WER0311

THE WERTHEIMER FOUNDATION

95-4090231

5/04/12

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
ISHARE S&P U S PFD FUND	COST	\$ 44,046.	\$ 39,752.
ISHARE TR BARCLAYS TIPS BOND FUND	COST	39,895.	43,059.
	TOTAL	\$ <u>731,496.</u>	\$ <u>745,178.</u>

STATEMENT 5
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: SUSAN WERTHEIMER

NAME:

CARE OF:

STREET ADDRESS: 14191 ALISAL LANE

CITY, STATE, ZIP CODE: SANTA MONICA, CA 90402

TELEPHONE: (310) 454-0573

FORM AND CONTENT:

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

2A. NAME, ADDRESS, AND TELEPHONE NUMBER OF THE PERSON TO WHOM APPLICATIONS SHOULD BE ADDRESSED:

THE WERTHEIMER FOUNDATION

14191 ALISAL LANE

SANTA MONICA, CA 90402

(310) 454-0573

2B. THE FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED AND INFORMATION AND MATERIALS THEY SHOULD INCLUDE:

NO SPECIFIC FORM OR INFORMATION REQUIRED

2C. ANY SUBMISSION DEADLINES:

NO SUBMISSION DEADLINES.

2D. ANY RESTRICTIONS OR LIMITATIONS ON AWARDS, SUCH AS BY GEOGRAPHICAL AREAS, CHARITABLE FIELDS, KIND OF INSTITUTIONS, OR OTHER FACTORS:

DISTRIBUTION OF FUNDS ARE MADE TO VARIOUS ORGANIZATIONS AT THE DISCRETION OF THE BOARD OF DIRECTORS.

NAME OF GRANT PROGRAM: ELINOR WERTHEIMER

NAME:

CARE OF:

STREET ADDRESS: 14191 ALISAL LANE

CITY, STATE, ZIP CODE: SANTA MONICA, CA 90402

TELEPHONE: (310) 454-0573

FORM AND CONTENT:

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS: SAME RESTRICTIONS ON AWARDS AS ABOVE.

NAME OF GRANT PROGRAM: DOUGLAS WERTHEIMER

NAME:

CARE OF:

STREET ADDRESS: 14191 ALISAL LANE

CITY, STATE, ZIP CODE: SANTA MONICA, CA 90402

TELEPHONE: (310) 454-0573

CLIENT WER0311

THE WERTHEIMER FOUNDATION

95-4090231

5/04/12

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

FORM AND CONTENT:

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS: SAME RESTRICTIONS ON AWARDS AS ABOVE.

NAME OF GRANT PROGRAM: THOMAS WERTHEIMER

NAME:

CARE OF:

STREET ADDRESS: 14191 ALISAL LANE

CITY, STATE, ZIP CODE: SANTA MONICA, CA 90402

TELEPHONE: (310) 454-0573

FORM AND CONTENT:

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS: SAME RESTRICTIONS ON AWARDS AS ABOVE.

JW
E.C.

WERTHEIMER FOUNDATION - 2011

1

<u>Check No.</u>	<u>Date</u>	<u>Charity</u>	<u>Amount</u>
1505	1/03	Venice Family Clinic	\$ 500
1506	1/03	Kernochen Center - Columbia Law School	1,000
1507	1/03	Tower Cancer Research Foundation	250
1508	1/03	COPD Foundation	250
1509	1/03	Global Source - Education	2,500
1504	1/05	Save The Children	5,000
1313	1/10	Maret Centennial Fund	10,000
1510	2/07	KCET	100
1511	2/07	LACMA	90
1512	2/09	I Have A Dream Foundation - LA	1,000
1513	2/23	I Have A Dream	500
1515	3/01	UCLA Foundation	250
1516	3/01	United Jewish Federation	175
1517	3/10	Mr. Holland's Opus Foundation	500
1518	3/25	St. John's Health Center Foundation Cardiology and Heart Health	10,000
1519	3/27	Epilepsy Foundation - Brian Sitomer Fund	200
1520	4/11	United Friends of the Children	5,000
1521	4/11	Maret Annual Fund	2,000
1522	4/15	Princeton Annual (Susie)	2,500
1523	4/15	St. John's Health Center Fndn. - Nurse Fund	1,000

<u>Check No.</u>	<u>Date</u>	<u>Charity</u>	<u>Amount</u>
1314	5/24	Grassroots Soccer	250
1527	6/29	Painted Turtle	250
1528	7/02	Amazing Afternoons – WCJS (Mt. Vernon Schools)	250
1529	7/01	Cal State - LA - Athletics	200
1530	7/11	Rape Treatment Center Foundation	500
1531	7/27	United Friends of the Children -- Meyer Matching Scholarship Fund	5,000
1532	8/02	Human Rights Watch	12,500
1315	8/02	Princeton University Athletics	250
1533	9/21	Coach Art (Brett Bouttier)	1,000
1534	9/26	Big Brothers and Sisters of Greater LA	1,000
1316	10/08	Maret Annual Fund	2,000
1535	11/08	Princeton University - Wertheimer Foundation Scholarship	25,000
1536	11/10	UC Regents – Jules Stein Eye Institute/UCLA	2,000
1537	11/10	Research to Prevent Blindness	5,000
1538	11/10	Columbia Law School	5,000
1539	11/10	Princeton Class of 1960	200
1540	11/11	Tower Cancer Research	250
1541	11/11	Motion Picture and TV Fund Foundation	1,000
1542	11/11	ALPA – Aids Project of LA	500
1543	11/11	I Have A Dream Foundation (5 th of 5 pmts.)	5,000
1544	11/11	United Jewish Welfare Fund	7,500

<u>Check No.</u>	<u>Date</u>	<u>Charity</u>	<u>Amount</u>
1545	11/23	St. John's Health Center Foundation Cardiology and Heart Health	10,000
1317	11/22	Princeton Annual	3,000
1546	11/25	Jewish Family Services	750
1547	11/28	Princeton Blairstown Center	500
1548	11/28	METIVTA	100
1549	12/04	Maret Annual Fund	3,000
1550	12/06	San Francisco Friends School - Capital Campaign	2,000
1318	12/06	Horizons at Maret	1,500
1551	12/10	Westside Children's Center	1,000

TOTAL

\$ 139,315
=====

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss)

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD. EEM	106 0000	01/11/11	08/17/11	\$4,459.78	\$5,007.23	(\$547.45)
Security Subtotal				\$4,459.78	\$5,007.23	(\$547.45)
PAYDEN EMERGING MKTS BD FD INVESTOR PYEMX	140 8450	04/13/10	03/08/11	\$2,000.00	\$1,996.67	\$3.33
Security Subtotal				\$2,000.00	\$1,996.67	\$3.33
PAYDEN GLOBAL EQTY FD. PYGEX	27 5720	06/29/11	12/16/11	\$180.87	\$222.40 ^a	(\$41.53)
Security Subtotal				\$180.87	\$222.40	(\$41.53)
PAYDEN GNMA FUND INVESTOR PYGNX	1,508 0770	multiple	03/23/11	\$15,533.21	\$15,112.62 ^a	\$420.59
Security Subtotal				\$15,533.21	\$15,112.62	\$420.59
PAYDEN LTD MATURITY FUND. PYLMX	276 3020	08/26/11	09/08/11	\$2,600.00	\$2,600.00	\$0.00
PAYDEN LTD MATURITY FUND. PYLMX	1,955.5060	multiple	09/28/11	\$18,342.65	\$18,401.32	(\$58.67)
Security Subtotal				\$20,942.65	\$21,001.32	(\$58.67)
PAYDEN U S GROWTH LEADERS FUND: PUGLX	1,963.7700	multiple	03/23/11	\$16,947.33	\$14,514.57	\$2,432.76
Security Subtotal				\$16,947.33	\$14,514.57	\$2,432.76

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

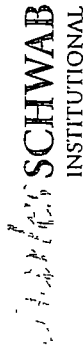
Short-Term (continued)	Quantity/Pair	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PAYDEN VALUE LEADERS FUND: PYVLX	302 7250	01/11/11	03/08/11	\$3,000.00	\$2,897.08	\$ 102.92
PAYDEN VALUE LEADERS FUND PYVLX	1,036 2690	01/11/11	09/08/11	\$10,000.00	\$9,926.06	\$ 73.94
Security Subtotal				\$13,000.00	\$12,823.14	\$ 176.86
SCHWAB S&P 500 INDEX FD SWPPX	772 6630	04/13/10	03/08/11	\$15,947.77	\$14,734.06	\$ 1,213.71
SCHWAB S&P 500 INDEX FD. SWPPX	1,282 0510	04/13/10	03/23/11	\$26,000.00	\$24,447.68	\$ 1,552.32
Security Subtotal				\$41,947.77	\$39,181.74	\$2,766.03
VANGUARD REIT VNG	136 0000	04/21/10	03/23/11	\$7,708.56	\$6,943.59	\$ 764.97
VANGUARD REIT. VNG	136 0000	05/07/10	03/23/11	\$7,708.56	\$6,744.74	\$ 963.82
VANGUARD REIT. VNG	64 0000	01/11/11	03/23/11	\$3,627.56	\$3,506.56	\$ 121.00
Security Subtotal				\$19,044.68	\$17,194.89	\$ 1,849.79
Total Short-Term				\$134,056.29	\$127,054.58	\$ 7,001.71

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out (FIFO)

Realized Gain or (Loss) (continued)

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD EEM	43.0000	05/27/09	03/08/11	\$2,014.94	\$1,398.46	\$616.48
ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD: EEM	229.0000	05/27/09	08/17/11	\$9,634.81	\$7,447.61	\$2,187.20
ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD: EEM	116.0000	04/13/10	08/17/11	\$4,880.51	\$5,026.16	(\$145.65)
Security Subtotal				\$16,530.26	\$13,872.23	\$2,658.03
PAYDEN CORE BOND FUND INVESTOR PYCBX	1,244.0190	10/07/09	03/08/11	\$13,000.00	\$12,886.17	\$113.83
PAYDEN CORE BOND FUND INVESTOR PYCBX	2,764.7610	multiple	08/01/11	\$29,500.00	\$28,674.66	\$825.34
PAYDEN CORE BOND FUND INVESTOR PYCBX	3,031.1610	04/13/10	09/08/11	\$32,100.00	\$31,438.91	\$661.09
PAYDEN CORE BOND FUND INVESTOR PYCBX	4,360.4650	04/13/10	10/05/11	\$45,000.00	\$45,226.45	(\$226.45)
Security Subtotal				\$119,600.00	\$118,226.19	\$1,373.81



Schwab One® Account of
THE WERTHEIMER FOUNDATION

Account Number
2956-1935

Report Period
January 1 - December 31,
2011

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First in First Out (FIFO)

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PAYDEN EMERGING MKTS BD FD INVESTOR PYEMX	353.2610	04/13/10	09/08/11	\$5,200.00	\$5,011.26	\$188.74
Security Subtotal				\$5,200.00	\$5,011.26	\$188.74
PAYDEN GLOBAL EQTY FD. PYGEX	494.4380	08/07/08	03/08/11	\$4,000.00	\$3,989.56 ^a	\$11.44
PAYDEN GLOBAL EQTY FD PYGEX	1,304.3480	08/07/08	09/08/11	\$9,000.00	\$10,521.01 ^a	(\$1,521.01)
PAYDEN GLOBAL EQTY FD PYGEX	1,377.7090	multiple	09/28/11	\$8,900.00	\$11,112.75 ^a	(\$2,212.75)
PAYDEN GLOBAL EQTY FD PYGEX	2,777.2370	multiple	12/16/11	\$18,218.68	\$22,401.50 ^a	(\$4,182.82)
Security Subtotal				\$40,118.68	\$48,023.82	(\$7,905.14)
PAYDEN GNMA FUND INVESTOR. PYGNX	2,056.5450	multiple	03/23/11	\$21,182.40	\$20,608.90 ^a	\$573.50
Security Subtotal				\$21,182.40	\$20,608.90	\$573.50
PAYDEN HIGH INCOME FUND INVESTOR PYHIX	676.5900	03/05/09	03/08/11	\$5,000.00	\$4,553.59	\$446.41
PAYDEN HIGH INCOME FUND INVESTOR PYHRX	1,407.1430	multiple	09/08/11	\$9,850.00	\$9,497.10	\$352.90

2011 Year-End Schwab Gain/Loss Report

Accounting Method

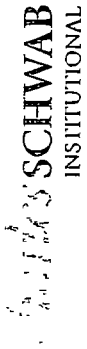
Mutual Funds Average
All Other Investments, First In First Out (FIFO)

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PAYDEN HIGH INCOME FUND INVESTOR PYHRX	2,474.8200	multiple	12/15/11	\$17,200.00	\$16,709.22	\$490.78
Security Subtotal				\$32,050.00	\$30,759.91	\$1,290.09
PAYDEN U.S. GROWTH LEADERS FUND. PUGLX	1,531.2130	12/11/09	01/25/11	\$13,000.00	\$11,317.47	\$1,682.53
PAYDEN U.S. GROWTH LEADERS FUND. PUGLX	453.5150	12/11/09	03/08/11	\$4,000.00	\$3,352.01	\$647.99
PAYDEN U.S. GROWTH LEADERS FUND: PUGLX	2,602.0680	multiple	03/23/11	\$22,455.85	\$19,232.34	\$3,223.51
Security Subtotal				\$39,455.85	\$33,901.82	\$5,554.03
SCHWAB S&P 500 INDEX FD: SWPPX	50.9800	01/04/10	03/08/11	\$1,052.23	\$972.15	\$80.08
SCHWAB S&P 500 INDEX FD: SWPPX	1,656.8680	04/13/10	09/08/11	\$31,000.00	\$31,890.08	(\$890.08)
Security Subtotal				\$32,052.23	\$32,862.23	(\$810.00)
VANGUARD SMALL CAP: VB	200.0000	05/05/09	09/27/11	\$13,199.02	\$9,046.00	\$4,153.02
VANGUARD SMALL CAP: VB	52.0000	12/11/09	09/27/11	\$3,431.75	\$2,896.40	\$535.35

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report





Schwab One® Account of
THE WERTHEIMER FOUNDATION

Report Period
January 1 - December 31,
2011

Account Number
2956-1935

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds Average
All Other Investments First In First Out (FIFO)

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD SMALL CAP. VB	100 0000	12/11/09	09/27/11	\$6,599 51	\$5,569.90	\$1,029.61
Security Subtotal				\$23,230.28	\$17,512.30	\$5,717.98
Total Long-Term				\$329,419.70	\$320,778.66	\$8,641.04
Total Realized Gain or (Loss)				\$463,475.99	\$447,833.24	\$15,642.75

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol Endnote Legend

a Data for this holding has been edited or provided by the advisor