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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE HERB ALPERT FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1414 6TH STREET

A Employer identification number

95-4191227

B Telephone number

818-528-3545

City or town, state, and ZIP code

SANTA MONICA, CA 90401

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

► \$ 23,239,100.

(Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual Other (specify)C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

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))

Revenue		(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		236,955.		N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		7,480.	7,480.		STATEMENT 1
4 Dividends and interest from securities		1,016,954.	1,011,474.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		815,684.			
Gross sales price for all assets on line 6a		7,279,342.			
7 Capital gain net income (from Part IV, line 2)			789,168.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		31,404.	26,651.		STATEMENT 3
12 Total. Add lines 1 through 11	IRS OSC RECEIVED NOV 19 2012 OGDEN, UT	2,108,477.	1,834,773.		
13 Compensation of officers, directors, trustees, etc		315,675.	0.		0.
14 Other employee salaries and wages		172,110.	0.		0.
15 Pension plans, employee benefits					
16a Legal fees	STMT 4	22,768.	0.		0.
b Accounting fees	STMT 5	63,050.	31,525.		0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 6	59,690.	24,871.		0.
19 Depreciation and depletion		189.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	609,021.	371,091.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		1,242,503.	427,487.		0.
25 Contributions, gifts, grants paid		5,536,257.			5,536,257.
26 Total expenses and disbursements. Add lines 24 and 25		6,778,760.	427,487.		5,536,257.
27 Subtract line 26 from line 12:		-4,670,283.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,407,286.		
Adjusted net income (if negative, enter -0-)				N/A	



LHA For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			2.	2.
	2 Savings and temporary cash investments		1,044,743.	4,965,034.	4,965,034.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ► 10,280.		0.	3,103.	10,280.
	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 STMT 8		101,064.	0.	0.
	b Investments - corporate stock STMT 9		16,560,011.	11,470,650.	9,653,121.
	c Investments - corporate bonds STMT 10		122,333.	122,333.	145,012.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans STMT 11		1,493.	1,493.	1,600.
	13 Investments - other STMT 12		11,294,946.	8,637,341.	8,463,892.
	14 Land, buildings, and equipment: basis ► 10,049.				
	Less accumulated depreciation STMT 13 ► 9,890.		349.	159.	159.
	15 Other assets (describe ► STATEMENT 14)		750,000.	0.	0.
	16 Total assets (to be completed by all filers)		29,878,042.	25,207,292.	23,239,100.
	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				
	22 Other liabilities (describe ► OTHER LIABILITIES)		467.	0.	
	23 Total liabilities (add lines 17 through 22)		467.	0.	
	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		29,877,575.	25,207,292.	
	30 Total net assets or fund balances		29,877,575.	25,207,292.	
	31 Total liabilities and net assets/fund balances		29,878,042.	25,207,292.	

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 29,877,575.
2 Enter amount from Part I, line 27a	2 -4,670,283.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 25,207,292.
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 25,207,292.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	7,280,351.		6,491,183.	789,168.	
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		
a					
b					
c					
d					
e				789,168.	
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	789,168.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	14,398,778.	31,456,907.	.457730
2009	10,850,408.	33,743,077.	.321560
2008	18,345,556.	57,683,844.	.318036
2007	19,861,575.	76,593,973.	.259310
2006	4,915,297.	64,638,001.	.076043
2 Total of line 1, column (d)			2 1.432679
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 .286536
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 27,315,929.
5 Multiply line 4 by line 3			5 7,826,997.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,073.
7 Add lines 5 and 6			7 7,841,070.
8 Enter qualifying distributions from Part XII, line 4			8 5,536,257.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

6a	18,030.
6b	
6c	
6d	

7	18,030.
8	
9	10,116.
10	
11	

Refunded ►

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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Part VII-A Statements Regarding Activities (continued)

11	11	X
12	12	X
13	13	X
Website address ► HERBALPERTFOUNDATION.ORG		
14	The books are in care of ► BALTER, MILLER KING & FRAZIN LLP Telephone no. ► (818) 528-3545 Located at ► 16255 VENTURA BLVD., SUITE 1250, ENCINO, CA ZIP+4 ► 91436	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A	
16	16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
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"/> X 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"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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 ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
If "Yes," list the years ► _____, _____, _____, _____		
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. ► _____, _____, _____, _____		
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"/> X No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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 Yes No Yes No Yes No 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?

N/A

 Yes No

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

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

 Yes No

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

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

 Yes No

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

 Yes No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		315,675.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCEE ENYART , LOS ANGELES, CA	EXECUTIVE ASST 40.00	87,292.	0.	0.
MATTHEW STERENCHOCK , LOS ANGELES, CA	PROGRAM OFFICER 40.00	84,818.	0.	0.

Total number of other employees paid over \$50,000

►

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

►

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 N/A

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

►

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,538,436.
b	Average of monthly cash balances	1b	1,895,247.
c	Fair market value of all other assets	1c	10,298,225.
d	Total (add lines 1a, b, and c)	1d	27,731,908.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,731,908.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	415,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,315,929.
6	Minimum investment return. Enter 5% of line 5	6	1,365,796.

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

1	Minimum investment return from Part X, line 6	1	1,365,796.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	28,146.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	1,112.
c	Add lines 2a and 2b	2c	29,258.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,336,538.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,336,538.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,336,538.

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	5,536,257.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,536,257.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,536,257.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,336,538.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,760,318.			
b From 2007	16,144,237.			
c From 2008	15,483,622.			
d From 2009	9,166,356.			
e From 2010	12,839,873.			
f Total of lines 3a through e	55,394,406.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 5,536,257.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,336,538.
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,760,318.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	57,833,807.			
10 Analysis of line 9:				
a Excess from 2007	16,144,237.			
b Excess from 2008	15,483,622.			
c Excess from 2009	9,166,356.			
d Excess from 2010	12,839,873.			
e Excess from 2011	4,199,719.			

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)				
<i>a Paid during the year</i>				
SEE ATTACHED	NONE		CHARITABLE	5,536,257.
Total				► 3a 5,536,257.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 12 instructions to verify calculations.)					

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

123621
12-02-11

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 HERB ALPERT FOUNDATION

Employer identification number

95-4191227

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE HERB ALPERT FOUNDATION

95-4191227

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HERB ALPERT 1414 6TH STREET SANTA MONICA, CA 90401	\$ 236,955.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)
		\$ /	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

Employer identification number

THE HERB ALPERT FOUNDATION

95-4191227

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES	\$ 195,263.	12/01/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

123453 01-23-12

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

Name of organization

Employer identification number

THE HERB ALPERT FOUNDATION

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

THE HERB ALPERT FOUNDATION

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	NORTHERN TRUST 1981	P		
b	NORTHERN TRUST 1983	P		
c	NORTHERN TRUST 1983	P		
d	NORTHERN TRUST 1984	P		
e	NORTHERN TRUST 1984	P		
f	FRANKLIN CALIFORNIA INTERMEDIATE	P		
g	INVESTMENT - MOSAIQUE	P		
h	MOSAIQUE MULTI STRATEGY	P		
i	MOSAIQUE MULTI STRATEGY	P		
j	MW POST TRADITIONAL HIGH YIELF FUND	P		
k	MW POST TRADITIONAL HIGH YIELF FUND	P		
l	BEACH POINT TOTAL RETURN FUND	P		
m	BEACH POINT TOTAL RETURN FUND	P		
n	OCM PRINCIPAL OPP FUND IV	P		
o	OCM PRINCIPAL OPP FUND IV	P		
	(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	250,308.		128,722.	121,586.
b	860,610.		938,092.	-77,482.
c	5,558,496.		5,159,321.	399,175.
d	2,300.			2,300.
e	101,598.		119,270.	-17,672.
f	116,163.		103,638.	12,525.
g	20,128.			20,128.
h	8.			8.
i	2,103.			2,103.
j	78,218.			78,218.
k	114,131.			114,131.
l	73,258.			73,258.
m	25,344.			25,344.
n			913.	-913.
o			10,846.	-10,846.
	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				121,586.
b				-77,482.
c				399,175.
d				2,300.
e				-17,672.
f				12,525.
g				20,128.
h				8.
i				2,103.
j				78,218.
k				114,131.
l				73,258.
m				25,344.
n				-913.
o				-10,846.
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	

THE HERB ALPERT FOUNDATION

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	OCM PRINCIPAL OPP FUND IV AIF	P		
b	OCM PRINCIPAL OPP FUND IV AIF	P		
c	OCM PRINCIPAL OPP FUND VII	P		
d	OCM PRINCIPAL OPP FUND VII	P		
e	OCM PRINCIPAL OPP FUND VII AIF	P		
f	OCM PRINCIPAL OPP FUND VII AIF	P		
g	OCM PRINCIPAL OPP FUND IV-1256	P		
h	OCM PRINCIPAL OPP FUND VII-1256	P		
i	ARCHIPELAGO - 1256	P		
j	ARCHIPELAGO - UBTI			
k	ARCHIPELAGO - UBTI			
l	ARCHIPELAGO - UBTI			
m	MOSAIQUE MULTI STRATEGY UBTI	P		
n	MOSAIQUE MULTI STRATEGY UBTI	P		
o				
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	27.			27.
b			1,014.	-1,014.
c	8,905.			8,905.
d	14,136.			14,136.
e	9,961.			9,961.
f	41,045.			41,045.
g	2,603.			2,603.
h		1,484.		-1,484.
i		358.		-358.
j		12,696.		-12,696.
k		14,824.		-14,824.
l		5.		-5.
m	220.			220.
n	789.			789.
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(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		
a			27.	
b			-1,014.	
c			8,905.	
d			14,136.	
e			9,961.	
f			41,045.	
g			2,603.	
h			-1,484.	
i			-358.	
j			-12,696.	
k			-14,824.	
l			-5.	
m			220.	
n			789.	
o				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	789,168.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3	N/A

123591
05-01-11

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PP PAGE 1

990-PP

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction in Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
23	COMPUTER EQUIPMENT	10/13/03	200DB	5.00	MQ17	1,754.			877.	877.			0.	877.
24	OFFICE EQUIPMENT	11/03/04	200DB	5.00	MQ17	2,583.			2,583.	2,583.			0.	2,583.
25	OFFICE EQUIPMENT	11/15/04	200DB	5.00	MQ17	2,834.			2,834.	2,834.			0.	2,834.
26	OFFICE EQUIPMENT	03/03/06	200DB	5.00	MQ17	1,211.			1,211.	1,204.			7.	1,211.
27	OFFICE EQUIPMENT	11/29/07	200DB	5.00	MQ17	1,667.			1,667.	1,324.			182.	1,506.
* TOTAL 990-PP, PG 1 DEPR														189.
														9,011.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE HERB ALPERT FOUNDATION**Form 990 PF Part XV 3 - Contributions paid during the year****2011**

18th Street Arts Center	\$ 25,000
Americans for the Arts	25,000
Angel City Arts	10,000
California Alliance for the Arts Education	10,000
California Dance Institute	25,000
California Jazz Foundation	15,000
California Institute of the Arts	620,000
California State Summer School	346,050
Casa 0101	15,000
Chrysalis	75,000
CHP 11-99 Foundation	2,500
City of Hope	10,000
Community Arts Partnership	500,000
Communities In Schools, Inc.	75,000
Concern Foundation	10,000
The Center on Philanthropy and Public Policy	10,000
ENCOMPASS	17,268
The Evergreen State College	10,000
Fairfax High School Student Body Fund	2,500
Gabriella Axelrad Education	25,000
Friends of Malibu Urgent Care	19,575
Friends of Big Band Jazz	14,000
Friends of Jazz at UCLA	25,000
The Foundation for SCPS - FIT	5,000
Good People Fund	100,000
Grantmakers in the Arts	4,000
Hoffman Institute Foundation	5,000
Hollywood Arts Council	2,500
Homeboy Industries	25,000
The Harlem School of the Arts	350,000
The Harmony Project	150,000
The HeArt Project	20,000
Independent Production	500,000
The International Trumpet	25,000
The Jazz Foundation	50,000
Jerusalem Foundation, Inc.	15,000
Jewish Family Service	21,420
K-JAZZ	25,000
LA Jazz Society	29,500
LA City College	5,000
LA Goal	2,500
Library Foundation	15,000
Los Angeles County Arts	50,000

THE HERB ALPERT FOUNDATION**Form 990 PF Part XV 3 - Contributions paid during the year****2011**

Los Angeles Philharmonic	150,000
Le Plaza De Cultura Y Artes	10,000
Thelonious Monk Institute of Jazz	100,000
Madison Project Foundation	10,000
McGroarty Arts Center	15,000
Modest Needs Foundation	300,000
Music Center	10,000
New Vision Foundation	31,844
New Vision Foundation - loan converted	750,000
NRDC	25,000
Orange County Sheriff's	2,500
The Ojai Foundation	111,500
Plaza de la Raza	20,000
P.S. Arts	485,000
Pen Center West USA	15,000
Pasadena Arts Council	10,000
Redcat	25,000
Rediscover	10,000
Remote Area Medical Foundation	5,000
Santa Monica Symphony	10,000
Shakespeare Center Los Angeles	15,000
Society of Singers	16,100
Symphonic Jazz Orchestra	2,500
The Southern Poverty Law	35,000
Unusual Suspects Theatre	25,000
UCLA Foundation	45,000
Virginia Avenue Project	10,000
A Window Between Worlds	<u>5,000</u>
	\$ <u>5,536,257</u>

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

SOURCE	AMOUNT
J P MORGAN	4,875.
NORTHERN TRUST	2,588.
WELLS FARGO	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,480.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARCHIPELAGO PRTNSHIP	78,845.	0.	78,845.
BEACH POINT TOTAL RETURN FUND II	126,551.	0.	126,551.
J P MORGAN	2,838.	0.	2,838.
MOSAIQUE MULTI STRATEGY FUND	302.	0.	302.
MW POST TRADITIONAL HIGH YIELD			
LP	252,816.	0.	252,816.
NORTHERN TRUST	440,976.	0.	440,976.
OCM PRINC OPP FD IV	58,372.	0.	58,372.
OCM PRINC OPP FD IV AIF	2,146.	0.	2,146.
OCM PRINC OPP FD VII	54,077.	0.	54,077.
OCM PRINC OPP FD VII AIF	31.	0.	31.
TOTAL TO FM 990-PF, PART I, LN 4	1,016,954.	0.	1,016,954.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MOSAIQUE MULTI STRATEGY FUND, LLC	-187.	-187.	
OCM PRINC OPP FD IV	353.	353.	
OCM PRINC OPP FD IV AIF	-1,918.	-1,918.	
OCM PRINC OPP FD VII	1,215.	1,215.	
ARCHIPELAGO PRTNSHIP	7,608.	2,855.	
BEACH POINT TOTAL RETURN	1,930.	1,930.	
OCM PRINC OPP FD VII AIF	160.	160.	
MW POST TRADITIONAL HIGH	22,243.	22,243.	
TOTAL TO FORM 990-PF, PART I, LINE 11	31,404.	26,651.	

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	22,768.	0.		0.
TO FM 990-PF, PG 1, LN 16A	22,768.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	63,050.	31,525.		0.
TO FORM 990-PF, PG 1, LN 16B	63,050.	31,525.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	25,813.	0.		0.
FOREIGN TAX	20,471.	20,471.		0.
BUILDING - PROPERTY TAX	9,006.	0.		0.
STATE TAXES, NET OF REFUND	160.	160.		0.
FOREIGN TAX - PARTNERSHIPS	4,240.	4,240.		0.
TO FORM 990-PF, PG 1, LN 18	59,690.	24,871.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO	2,769.	0.		0.
DUES AND SUBSCRIPTIONS	4,878.	0.		0.
HOSPITALITY	1,535.	0.		0.
PUBLIC RELATIONS	65,896.	0.		0.
EQUIPMENT REPAIRS	315.	0.		0.
FREIGHT / MESSENGER	447.	0.		0.
INSURANCE	19,842.	0.		0.
INVESTMENT FEES	153,377.	153,377.		0.
OFFICE EXPENSE	4,113.	0.		0.
TELEPHONE	1,432.	0.		0.
COMPUTER ON-LINE	1,762.	0.		0.
FEES ON FOREIGN DIVIDENDS	692.	692.		0.
PAYROLL PROCESSING	1,901.	0.		0.
REPAIRS AND MAINTENANCE	1,760.	0.		0.
TRAVEL	1,552.	0.		0.
EMPLOYEE BENEFITS	103,561.	0.		0.
POSTAGE	417.	0.		0.
EDUCATION/SEMINARS	1,455.	0.		0.
TAXES AND LICENSES	90.	33.		0.
OCM PRINC OPP FD IV OTHER DEDUCTIONS	16,063.	16,063.		0.
OCM PRINC OPP FD IV AIF				
OTHER DEDUCTIONS	746.	746.		0.
ARCHIPELAGO PRTNSHIP OTHER DEDUCTIONS	58,417.	58,417.		0.
POST TOTAL PARTNERSHIP DEDUCTIONS	23,646.	23,646.		0.
POST TOTAL PARTNERSHIP INVESTMENT EXPENSE	10,279.	10,279.		0.
MOSAIQUE MULTI STRATEGY FUND PTR DEDUCTIONS	3,134.	3,134.		0.
OCM PRINC OPP FD VII OTHER DEDUCTIONS	12,812.	12,812.		0.
ARCHIPELAGO OTHER DEDUCTIONS-INTEREST	64,613.	64,613.		0.
MW POST HIGH YIELD-OTHER DEDUCTIONS	24,528.	24,528.		0.
OCM PRINC OPP FD VII AIF - OTHER DEDUCTIONS	434.	434.		0.
OCM PRINC OPP FD IV OTHER DEDUCTIONS-INTEREST	2,317.	2,317.		0.
BUILDING - REPAIRS & MAINTENANCE	8,381.	0.		0.
BUILDING - LANDSCAPING	12.	0.		0.
BUILDING - SECURITY	316.	0.		0.
BUILDING - UTILITIES	4,021.	0.		0.

THE HERB ALPERT FOUNDATION

95-4191227

OVERHEAD COSTS	11,508.	0.	0.
-TO FORM 990-PF, PG 1, LN 23	609,021.	371,091.	0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FRANKLIN CALIFORNIA INTERMEDIATE		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1981	1,256,739.	588,404.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1983	0.	0.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1984	4,699,001.	5,658,383.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#2109	5,514,910.	3,406,334.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,470,650.	9,653,121.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 WELLS FARGO & CO	44,316.	52,172.
50,000 BANK OF AMERICA	40,048.	44,155.
50,000 GENERAL ELECTRIC CAP	37,969.	48,685.
TOTAL TO FORM 990-PF, PART II, LINE 10C	122,333.	145,012.

FORM 990-PF

MORTGAGE LOANS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE BACKED SECURITIES	1,493.	1,600.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,493.	1,600.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENT - MOSAIQUE	FMV		
MULTI STRATEGY FUND, LLC		0.	0.
INVESTMENT - MW POST	FMV	1,523,361.	1,374,895.
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV	884,632.	941,618.
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV		
AIF		15,144.	36,379.
INVESTMENT-OCM PRINCIP OPPORT FD	FMV		
VII		596,149.	679,583.
INVESTMENT-OCM PRINCIP OPPORT FD	FMV		
VII AIF		26,059.	27,511.
INVESTMENT-ARCHIPELAGO PRTNSHIP	FMV	3,667,082.	3,657,137.
INVESTMENT- BEACH POINT TOTAL	FMV		
RETURN FD		1,924,914.	1,746,769.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,637,341.	8,463,892.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,754.	1,754.	0.
OFFICE EQUIPMENT	2,583.	2,583.	0.
OFFICE EQUIPMENT	2,834.	2,834.	0.
OFFICE EQUIPMENT	1,211.	1,211.	0.
OFFICE EQUIPMENT	1,667.	1,506.	161.
TOTAL TO FM 990-PF, PART II, LN 14	10,049.	9,888.	161.

FORM 990-PF

OTHER ASSETS

STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LOAN RECEIVABLE - NV FOUNDATION	750,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	750,000.	0.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HERB ALPERT LOS ANGELES, CA	CHAIRMAN 0.00	0.	0.	0.
LANI HALL ALPERT LOS ANGELES, CA	VICE CHAIR. 0.00	0.	0.	0.
RONA SEBASTIAN LOS ANGELES, CA	PRESIDENT 40.00	315,675.	0.	0.
PAUL FRIMMER LOS ANGELES, CA	CFO 0.00	0.	0.	0.
IAN WIENER LOS ANGELES, CA	SECRETARY 0.00	0.	0.	0.
DAVID ALPERT LOS ANGELES, CA	ASSISTANT SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		315,675.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 16

NAME OF MANAGER

HERB ALPERT
LANI HALL ALPERT

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print	Name of exempt organization or other filer, see instructions THE HERB ALPERT FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 95-4191227
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1414 6TH STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA MONICA, CA 90401	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BALTER, MILLER KING & FRAZIN LLP

- The books are in the care of ► **16255 VENTURA BLVD., SUITE 1250 - ENCINO, CA 91436**

Telephone No. ► **(818) 528-3545**FAX No ► **_____**

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► calendar year **2011** or► tax year beginning **_____**, and ending **_____**2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 7,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 18,030.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE HERB ALPERT FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 95-4191227
	Number, street, and room or suite no. If a P.O. box, see instructions 1414 6TH STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SANTA MONICA, CA 90401	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BALTER, MILLER KING & FRAZIN LLP

- The books are in the care of ► **16255 VENTURA BLVD., SUITE 1250 - ENCINO, CA 91436**
Telephone No ► **(818) 528-3545** FAX No ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____

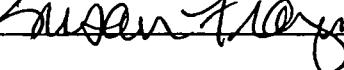
6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 7,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 18,030.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► CPA

Date ► **8/21/12**

Form 8868 (Rev. 1-2012)