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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☑ Address change ☐ Name change

Name of foundation
ELEANOR LLOYD DEES FOUNDATION

A Employer identification number
95-4192075

Number and street (or P O box number if mail is not delivered to street address)
2049 CENTURY PARK EAST NO 200

Room/suite

B Telephone number (see page 10 of the instructions)
(310) 785-6145

City or town, state, and ZIP code
LOS ANGELES, CA 90067

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,856,059

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

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) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	75	75		
	4	Dividends and interest from securities	96,204	96,204		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	107,143			
	b	Gross sales price for all assets on line 6a 483,918				
	7	Capital gain net income (from Part IV, line 2)		107,143		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	203,422	203,422		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,742	3,372		370
	c	Other professional fees (attach schedule)	9,020	9,020		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	5,858	2,006		60
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,620	14,398		430
	25	Contributions, gifts, grants paid	125,244			125,244
	26	**Total expenses and disbursements.** Add lines 24 and 25	143,864	14,398		125,674
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	59,558			
	b	**Net investment income** (if negative, enter -0-)		189,024		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1		Cash—non-interest-bearing			
	2		Savings and temporary cash investments	187,830	50,279	50,279
	3		Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4		Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5		Grants receivable			
	6		Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7		Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8		Inventories for sale or use			
	9		Prepaid expenses and deferred charges			
	10a		Investments—U S and state government obligations (attach schedule)	258,061	227,723	232,169
	b		Investments—corporate stock (attach schedule)	825,169	927,612	1,911,200
	c		Investments—corporate bonds (attach schedule)	516,415	542,781	564,312
	11		Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12		Investments—mortgage loans			
	13		Investments—other (attach schedule)	0	100,000	98,099
	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)	1,787,475	1,848,395	2,856,059
Liabilities	17		Accounts payable and accrued expenses	498	1,860	
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable (attach schedule)			
	22		Other liabilities (describe ▶)			
	23		**Total liabilities** (add lines 17 through 22)	498	1,860	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☑ 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	1,546,902	1,546,902	
	29		Retained earnings, accumulated income, endowment, or other funds	240,075	299,633	
	30		**Total net assets or fund balances** (see page 17 of the instructions)	1,786,977	1,846,535	
	31		**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,787,475	1,848,395	

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	1,786,977
2	Enter amount from Part I, line 27a	2	59,558
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,846,535
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	1,846,535

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) 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) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	107,143
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	125,629	2,634,173	0 047692
2009	155,991	2,425,482	0 064313
2008	145,891	2,760,149	0 052856
2007	122,072	2,841,240	0 042964
2006	87,843	2,580,362	0 034043

2	**Total** of line 1, column (d).	2	0 241868
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 048374
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,818,487
5	Multiply line 4 by line 3.	5	136,341
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,890
7	Add lines 5 and 6.	7	138,231
8	Enter qualifying distributions from Part XII, line 4.	8	125,674

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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		1	3,780
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	3,780
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	3,780
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 3,920		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,920
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	8
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	132
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 132	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶CHERYL A STEWART Telephone no ▶(310) 785-6145

Located at ▶2049 CENTURY PARK EAST SUITE 200 LOS ANGELES CA ZIP+4 ▶90067

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,690,333
b	Average of monthly cash balances	1b	171,075
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,861,408
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	2,861,408
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	42,921
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,818,487
6	**Minimum investment return.** Enter 5% of line 5	6	140,924

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

1	Minimum investment return from Part X, line 6	1	140,924
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 3,780		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,780
3	Distributable amount before adjustments Subtract line 2c from line 1	3	137,144
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	137,144
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	137,144

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	125,674
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	125,674
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	125,674

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				137,144
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			122,431	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 125,674				
a Applied to 2010, but not more than line 2a			122,431	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				3,243
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				133,901
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				125,244
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	75	
4 Dividends and interest from securities			14	96,204	
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			18	107,143	
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)		0		203,422	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 203,422

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2012-11-08	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
NAZ AFSHAR			P00441843
Firm's name ▶ GURSEY SCHNEIDER LLP		Firm's EIN ▶ 95-3309779	
Firm's address ▶ 1888 CENTURY PARK EAST SUITE 900 LOS ANGELES, CA 900671735		Phone no (310) 552-0960	

May the IRS discuss this return with the preparer shown above? See instructions . . . . ▶ ☐ **Yes** ☐ **No**

Additional Data

Software ID:
Software Version:
EIN: 95-4192075
Name: ELEANOR LLOYD DEES FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
121 SHS BERKSHIRE HATHAWAY INC	P	2003-06-30	2011-11-29
280 SHS CHEVRONTEXACO CORP	P	2003-09-18	2011-11-29
1000 SHS GENERAL ELECTRIC CO	P	2009-06-18	2011-11-29
300 SHS MEDTRONIC INC	P	2003-09-18	2011-11-29
500 SHS MCDONALDS CORP	P	2000-04-04	2011-11-29
500 SHS UNITED PARCEL SVC INC	P	2009-06-23	2011-11-29
700 SHS COSTCO WHSL CORP	P	2003-02-03	2011-11-29
870 SHS VODAFONE GROUP PLC	P	2009-06-18	2011-11-30
1132 SHS UNILEVER NV	P	2003-08-22	2011-11-30
1000 SHS GENERAL ELECTRIC CO	P	2007-08-21	2011-11-30
290 SHS CHINA MOBILE HONG KONG LTD	P	2011-05-10	2011-11-30
4 SHS ALLERGAN INC	P	2011-11-29	2011-12-05
7 SHS BIOGEN IDEC INC	P	2011-11-29	2011-12-05
5 SHS ALEXION PHARMACEUTICALS INC	P	2011-11-29	2011-12-05
15 SHS CELGENE CORP	P	2011-11-29	2011-12-05
1 SHS GOOGLE INC	P	2011-11-29	2011-12-05
4 SHS NOVO-NORDISK A S ADR	P	2011-11-29	2011-12-06
50M FEDERAL FARM CREDIT BANK BONDS	P	2010-06-22	2011-06-16
50M FEDERAL FARM CREDIT BANK BONDS	P	2010-02-17	2011-08-17
70M HOME DEPOT INC	P	2008-02-01	2011-03-01
750 SHS PFIZER, INC	P	1993-07-01	2011-05-10
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,152		5,866	3,286
27,210		10,098	17,112
15,052		12,143	2,909
10,506		14,832	-4,326
46,820		19,699	27,121
34,476		24,323	10,153
58,220		20,565	37,655
23,490		17,559	5,931
38,335		21,319	17,016
15,712		38,725	-23,013
14,314		13,515	799
334		327	7
784		779	5
325		331	-6
917		927	-10
626		585	41
457		441	16
50,000		50,333	-333
50,000		50,005	-5
70,000		71,202	-1,202
15,457		3,201	12,256
1,731			1,731

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,286
			17,112
			2,909
			-4,326
			27,121
			10,153
			37,655
			5,931
			17,016
			-23,013
			799
			7
			5
			-6
			-10
			41
			16
			-333
			-5
			-1,202
			12,256
			1,731

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
FRANCIS J CRIBBS 21600 OXNARD STREET WOODLAND HILLS, CA 91367	ASST SEC'Y, TREASURER 1 00	0	0	0
ALEXANDRA T DEES 21600 OXNARD STREET WOODLAND HILLS, CA 91367	PRESIDENT 1 00	0	0	0
C ABIGAIL DEES 21600 OXNARD STREET WOODLAND HILLS, CA 91367	SECRETARY 1 00	0	0	0
CHRISTINE D THOMAS 21600 OXNARD STREET WOODLAND HILLS, CA 91367	ASSISTANT SECRETARY 1 00	0	0	0
GARY BRUMMETT 21600 OXNARD STREET WOODLAND HILLS, CA 91367	ASSISTANT SECRETARY 1 00	0	0	0
ANGELIQUE KESSEE 21600 OXNARD STREET WOODLAND HILLS, CA 91367	ASSISTANT SECRETARY 1 00	0	0	0

Form 990PF Part XV Line 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*				
AMERICAN FRIENDS OF THE BROOKE1000 N WEST STREET SUITE 1200 WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	ANIMAL WELFARE - SUPPORT OF THE EGYPT EMERGENCY EFFORT	10,000
CULVER CITY COMMUNITY SCHOLARSHIP FUND INC4401 ELENDA STREET CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	5,000
HOMEBOY INDUSTRIES130 W BRUNO STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	SOCIAL - GENERAL OPERATING SUPPORT	5,000
NATIONAL CENTER FOR LESBIAN RIGHTS870 MARKET STREET SUITE 370 SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	SOCIAL - GENERAL OPERATING SUPPORT	5,000
READING WRITING & RHYTHMPO BOX 1605 BELTON, MO 64012	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	5,000
SAVE THE REDWOOD LEAGUE114 SANSOME STREET SUITE 1200 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	ENVIRONMENTAL - GENERAL OPERATING SUPPORT	5,000
THE FOUNDATION5751 BUCKINGHAM PARKWAY CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	60,244
THE NATURE CONSEVANCY4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	ENVIRONMENTAL - GENERAL OPERATING SUPPORT	20,000
PORTLAND STATE UNIVERSITYPO BOX 751 PORTLAND, OR 97201	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL SUPPORT FOR GEOLOGY DEPARTMENT	5,000
WORLD PARROT TRUST USAPO BOX 935 LAKE ALFRED, FL 33850	NONE	PUBLIC CHARITY	ANIMAL WELFARE - GENERAL OPERATING SUPPORT	5,000
Total . . . . ▶ **3a**				125,244

TY 2011 Accounting Fees Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,742	3,372		370

TY 2011 Applied to Prior Year Election

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Election: PURSUANT TO CODE SEC. 4942(H)(2) AND REG. SEC. 53.4942(A)-3 (D)(2), ELEANOR LLOYD DEES FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM PRIOR YEAR'S UNDISTRIBUTED INCOME AS FOLLOWS:YEAR END 12/31/06 AMOUNT $3,124YEAR END 12/31/08 AMOUNT $2,910________________________________GARY BRUMMETT, ASSISTANT SECRETARY

TY 2011 Investments Corporate Bonds Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50M AMERICAN EXPRESS CENTURION	50,390	51,543
70M HOME DEPOT INC SR NOTE	0	0
70M TARGET CORP NOTE	68,549	73,382
75M GE CAPITAL INTERNOTES	75,005	82,654
70M KRAFT FOODS, INC. NOTE	73,036	74,668
75M BOEING CO. SR. NOTE	79,601	82,085
50M AES CORP.	51,130	55,000
45M VODAFONE GROUP PLC	47,502	47,714
45M TELEFONICA EMISIONES SAU	46,258	45,755
50M PETROBAS INTL FIN CO	51,310	51,511

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491319009152

TY 2011 Investments Corporate Stock Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1200 SHS BECTON DICKINSON & CO.	18,999	89,664
400 SHS MCDONALDS CORP.	12,892	40,132
750 SHS PFIZER, INC.	0	0
1200 SHS CHEVRON TEXACO	29,687	127,680
1800 SHS AUTOMATIC DATA PROCESSING, INC.	20,460	97,218
2000 SHS MICROSOFT CORP.	7,650	51,920
3500 SHS NESTLE SPON ADR REP	27,373	202,118
800 SHS ROYAL DUTCH PETROLEUM	18,735	58,472
2409 SHS UNILEVER N.V.	25,828	82,797
4000 SHS WAL-MART DE MEXICO	28,807	109,780
1200 SHS ABBOTT LABORATORIES	47,511	67,476
1129 SHS BERKSHIRE HATHAWAY, INC.	54,734	86,143
320 SHS CHEVRONTEXACO CORP.	11,541	34,048
700 SHS COSTCO WHOLESALE CORP.	0	0
1600 SHS H.J. HEINZ CO.	51,523	86,464
1500 SHS KELLOGG COMPANY	50,179	75,855
1300 SHS MCDONALDS CORP.	25,237	130,429
100 SHS MEDTRONIC, INC.	4,944	3,825
59 SHS UNILEVER	1,111	2,028
1200 SHS WAL MART DE MEXICO	6,551	32,934
4000 SHS ABERDEEN ASIA PACIFIC INCOME FD	25,640	29,320
400 SHS ISHARES TR DOW JONES US UTILS	24,269	30,840
3500 SHS TEMPLETON GLOBAL INCOME FD INC	33,600	33,075
975 SHS PROCTER & GAMBLE	25,719	65,042
2000 SHS TEMPLETON GLOBAL INCOME FD	19,220	18,900
1000 SHS WELLS FARGO CAP IX	24,500	25,050
1000 SHS GENERAL ELECTRIC	0	0
1500 SHS ML CAP TRUST III	37,505	32,190
1000 SHS GENERAL ELECTRIC	0	0
500 SHS UNITED PARCEL SERVICE, INC.	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
130 SHS VODAFONE GROUP PLC	2,624	3,644
55 SHS AMERICAN EXPRESS CO	2,532	2,594
50 SHS BAXTER INTL INC	2,482	2,474
40 SHS CHUBB CORP	2,598	2,769
170 SHS CISCO SYS INC	3,068	3,074
40 SHS CONOCOPHILLIPS	2,717	2,915
80 SHS CVX CAREMARK CORP	3,018	3,262
170 SHS DELL INC	2,572	2,487
50 SHS EBAY INC	1,478	1,517
45 SHS EXXON MOBIL CORP	3,463	3,814
5 SHS GOOGLE INC	2,944	3,230
50 SHS JOHNSON & JOHNSON	3,150	3,279
50 SHS KIMBERLY CLARK CORP	3,493	3,678
40 SHS ELI LILLY & CO.	1,458	1,662
185 SHS MICROSOFT CORP.	4,625	4,803
40 SHS NEWMONT MNG CORP.	2,646	2,400
50 SHS NORTHROP GRUMMAN CORP	2,771	2,924
65 SHS PEPSICO INC	4,141	4,313
60 SHS PNC FINL SVCS GROUP INC	3,076	3,460
50 SHS PROCTER & GAMBLE CO.	3,143	3,336
270 SHS SCHWAB CHARLS CORP	3,037	3,040
60 SHS TARGET CORP	3,124	3,073
40 SHS TRAVELERS COS INC	2,166	2,367
80 SHS US BANCORP DEL	1,987	2,164
70 SHS WAL-MART STORES INC	4,047	4,183
125 SHS WELLS FARGO & CO	3,045	3,445
31 SHS BARD C R INC	2,617	2,651
84 SHS DR PEPPER SNAPPLE INC	3,062	3,316
120 SHS MOLSON COORS BREWING CO	4,678	5,225
25 SHS SIGMA ALDRICH CORP	1,536	1,562

Name of Stock	End of Year Book Value	End of Year Fair Market Value
90 SHS SUNTUST BKS INC	1,526	1,593
35 SHS TORCHMARK CORP.	1,441	1,519
50 SHS BARRICK GOLD CORP	2,512	2,263
45 SHS GLAXOSMITHKLINE PLC	1,926	2,053
70 SHS UNILEVER NV	2,298	2,405
184 SHS EXPERIAN PLC	2,429	2,504
113 SHS INFORMA PLC	1,273	1,269
90 SHS PETROFAC LTD	1,017	1,008
17 SHS ACCENTURE PLC	978	905
29 SHS AKZO NOBEL NV	1,469	1,406
655 SHS ALCATEL-LUCENT	1,036	1,022
22 SHS ANHEUSER BUSCH INBEV SA/NV	1,308	1,342
14 SHS BASF SE	1,015	979
27 SHS BAYTEX ENERGY CORP	1,372	1,509
16 SHS BG GROUP PLC	1,710	1,711
19 SHS BHP BILLITON PLC	1,159	1,109
16 SHS BRIDGESTONE CORP	741	726
29 SHS BUNZL PLC	1,914	1,992
30 SHS CANON INC	1,339	1,321
29 SHS CENOVUS ENERGY INC	949	963
35 SHS CHINA MOBILE LTD	1,632	1,697
56 SHS CORUS ENTMT INC	1,028	1,133
58 SHS CREDIT SUISSE GROUP	1,386	1,362
86 SHS CSL LTD	1,397	1,411
113 SHS DEUTSCHE TELEKOM AG	1,462	1,300
14 SHS DIAGEO PLC	1,192	1,224
136 SHS ERICSSON L M TEL CO	1,431	1,378
33 SHS FRESENIUS MED CARE AG	2,247	2,243
112 SHS GIVAUDAN SA	2,083	2,144
40 SHS GOLDCORP INC	2,114	1,770

Name of Stock	End of Year Book Value	End of Year Fair Market Value
39 SHS JUPITER TELECOMMUNICATION CO LTD	2,563	2,636
31 SHS KAO CORP	821	847
123 SHS KDDI CORP	2,023	1,978
159 SHS KONINKLIJKE AHOLD NV	2,016	2,148
51 SHS L OREAL CO	1,098	1,069
133 SHS LINDE AG	2,038	1,985
47 SHS LVMH MOET HENNESSY LOUIS VUITTON	1,468	1,335
28 SHS NESTLE S A	1,567	1,617
152 SHS NEW GOLD INC	1,660	1,532
172 SHS NORDEA BK	1,376	1,336
42 SHS NOVARTIS A G	2,271	2,401
18 SHS NOVO-NORDISK A S	2,025	2,075
69 SHS NTT DOCOMO INC	1,219	1,266
44 SHS NXP SEMICONDUCTORS NV	731	676
43 SHS PENN WEST PET LTD	767	851
37 SHS POTASH CORP SASK INC	1,594	1,527
43 SHS PRECISION DRILLING TR	485	441
61 SHS REED ELSEVIER PLC	2,018	1,968
28 SHS RIO TINTO PLC	1,471	1,370
67 SHS ROCHE HLDG LTD	2,656	2,852
63 SHS SAGE GROUP PLC	1,157	1,152
31 SHS SAP AG	1,845	1,641
174 SHS SCHNEIDER ELEC SA	1,954	1,838
120 SHS SGS SA	2,020	1,995
44 SHS SILVER WHEATON CORP.	1,457	1,274
29 SHS SODEXO	2,110	2,088
68 SHS SUN HUNG KAI PPTYS LTD	840	852
108 SHS TESCO PLC	2,056	2,031
117 SHS TULLOW OIL PLC	1,273	1,275
67 SHS WILLIS GROUP HLDGS PLC	2,346	2,600

Name of Stock	End of Year Book Value	End of Year Fair Market Value
74 SHS GAFISA SA	426	340
100 SHS MTN GROUP LTD	1,777	1,780
127 SHS OGX PETROLEO E GAS PARTICIPACOES	1,001	927
16 SHS SHINHAN FINL GROUP CO LTD	1,182	1,091
26 SHS SOCIEDAD QUIMICA MINERA DE CHILE	1,483	1,400
77 SHS SUBSEA 7 INC	1,511	1,432
202 SHS TURKIYE GARANTI BANKASI A S	683	631
32 SHS ALEXION PHARMACEUTICALS INC	2,120	2,288
35 SHS ALLERGAN INC	2,863	3,071
18 SHS AMAZON COM INC	3,393	3,116
29 SHS BIOGEN IDEC INC	3,228	3,191
45 SHS CELGENE CORP.	2,779	3,042
73 SHS COGNIZANT TECHNOLOGY SOLUTIONS	4,765	4,695
166 SHS EMC CORP	3,742	3,576
39 SHS EOG RES INC	3,846	3,842
99 SHS FMC TECHNOLOGIES INC	4,986	5,171
40 SHS FRANKLIN RES INC	3,768	3,842
6 SHS GOOGLE INC	3,508	3,875
170 SHS JUNIPER NETWORKS INC	3,596	3,470
86 SHS LAS VEGAS SANDS CORP	3,810	3,675
34 SHS LAUDER ESTEE COS INC	3,809	3,819
41 SHS MCKESSON CORP	3,229	3,194
20 SHS PRECISION CASTPARTS CORP	3,201	3,296
10 SHS PRICELINE COM INC	4,638	4,677
57 SHS QUALCOMM INC	3,056	3,118
35 SHS SALESFORCE COM INC	3,940	3,551
29 SHS VISA INC	2,697	2,944
37 SHS BAIDU INC	4,650	4,309
8 SHS CHIPOTLE MEXICAN GRILL INC	2,508	2,702
74 SHS EXPEDITORS INTL WASHINGTON INC	3,061	3,031

Name of Stock	End of Year Book Value	End of Year Fair Market Value
44 SHS F5 NETWORKS INC	4,575	4,669
75 SHS GREEN MOUNTAIN COFFEE ROASTERS INC	3,714	3,364
29 SHS INTERCONTINENTAL EXCHANGE INC	3,447	3,496
80 SHS LULULEMON ATHLETICA INC	3,845	3,733
99 SHS ACME PACKET INC	3,315	3,060
33 SHS NOVO-NORDISK A S	3,638	3,804

TY 2011 Investments Government Obligations Schedule

Name:	ELEANOR LLOYD DEES FOUNDATION
EIN:	95-4192075
US Government Securities - End of Year Book Value:	227,723
US Government Securities - End of Year Fair Market Value:	232,169
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2011 Investments - Other Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1080.614 SHS PERMANENT PORTFOLIO	AT COST	50,000	49,806
4492.363 PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	AT COST	50,000	48,293

TY 2011 Other Professional Fees Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EVERETT HARRIS-INVESTMENT MANAGEMENT FEES	6,905	6,905		0
INVESTMENT FEES	2,115	2,115		0

TY 2011 Taxes Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	3,792	0		0
FRANCHISE TAX	10	0		10
FOREIGN TAX	2,006	2,006		0
STATE RENEWAL FEES	50	0		50