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

2011

Department of the Treasury
Internal Revenue Service

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

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

THE BILL MUSTER FOUNDATION
4640 ADMIRALTY WAY #402
MARINA DEL REY, CA 90292

A Employer identification number
95-4215790

B Telephone number (see the instructions)
(310) 301-3545

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ **1,108,115.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1.	1.	1.	
	4 Dividends and interest from securities	33,162.	33,162.	33,162.	
	5a Gross rents	24,326.	24,326.	24,326.	
	b Net rental income or (loss) 4,984.				
	6a Net gain/(loss) from sale of assets not on line 10	15,881.			
	b Gross sales price for all assets on line 6a 140,271.				
	7 Capital gain net income (from Part IV, line 2)		15,881.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	73,370.	73,370.	57,489.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	14,000.	7,000.		7,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 1	27.	27.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 2	20,266.	20,266.		
	24 Total operating and administrative expenses. Add lines 13 through 23	34,293.	27,293.		7,000.
	25 Contributions, gifts, grants paid PART XV	68,400.			68,400.
26 Total expenses and disbursements. Add lines 24 and 25	102,693.	27,293.	0.	75,400.	
27 Subtract line 26 from line 12	-29,323.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		46,077.			
c Adjusted net income (if negative, enter -0-)			57,489.		

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SCANNED MAY 23 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		2,498.	3,325.	3,325.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) STATEMENT 3		598,751.	605,348.	708,782.
	c	Investments – corporate bonds (attach schedule) STATEMENT 4		402,453.	364,472.	361,173.
	11	Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 5)		-70,764.	-69,530.	34,835.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		932,938.	903,615.	1,108,115.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1,037,606.	1,037,606.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		-104,668.	-133,991.	
30	Total net assets or fund balances (see instructions)		932,938.	903,615.		
31	Total liabilities and net assets/fund balances (see instructions)		932,938.	903,615.		

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	932,938.
2	Enter amount from Part I, line 27a	2	-29,323.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	903,615.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	903,615.

Part III Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a VAR. - CHARLES SCHWAB LONG-TERM SALES	P	VARIOUS	VARIOUS
b VAR. - FIRST WESTERN LONG-TERM SALES	P	VARIOUS	VARIOUS
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 46,337.		41,823.	4,514.
b 93,934.		82,567.	11,367.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			4,514.
b			11,367.
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	15,881.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	75,903.	1,163,150.	0.065256
2009	78,334.	1,110,657.	0.070529
2008	78,000.	1,237,096.	0.063051
2007	77,204.	1,356,832.	0.056900
2006	76,680.	1,310,784.	0.058499

2 Total of line 1, column (d)	2	0.314235
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	0.062847
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,115,087.
5 Multiply line 4 by line 3	5	70,080.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	461.
7 Add lines 5 and 6	7	70,541.
8 Enter qualifying distributions from Part XII, line 4	8	75,400.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary— see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	461.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	461.
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	461.
6	Credits/Payments:		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	140.
b	Exempt foreign organizations— tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	140.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	321.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.	
2		X
<i>If 'Yes,' attach a detailed description of the activities</i>		
3		X
4 a	X	
4 b	X	
5		X
<i>If 'Yes,' attach the statement required by General Instruction T</i>		
6	X	
7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>	
8 b	X	
9		X
10		X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
- Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If 'Yes' to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

5b	N/A	
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VICKI F. MAGASINN 4640 ADMIRALTY WAY, SUITE 402 MARINA DEL REY, CA 90292	PRESIDENT 1.50	14,000.	0.	0.
JONATHAN M. FELDMAN 4640 ADMIRALTY WAY, SUITE 402 MARINA DEL REY, CA 90292	SECRETARY/TR 0	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

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

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

2	

All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1a	1,095,280.
b Average of monthly cash balances	1b	1,953.
c Fair market value of all other assets (see instructions)	1c	34,835.
d Total (add lines 1a, b, and c)	1d	1,132,068.
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	1,132,068.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,981.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,115,087.
6 Minimum investment return Enter 5% of line 5	6	55,754.

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	55,754.
2a Tax on investment income for 2011 from Part VI, line 5	2a	461.
b Income tax for 2011. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	461.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	55,293.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	55,293.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,293.

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	75,400.
b Program-related investments— total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	75,400.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	461.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	74,939.

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				55,293.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	13,998.			
b From 2007	12,162.			
c From 2008	17,431.			
d From 2009	23,833.			
e From 2010	18,259.			
f Total of lines 3a through e	85,683.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 75,400.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				55,293.
e Remaining amount distributed out of corpus	20,107.			
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	105,790.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	13,998.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	91,792.			
10 Analysis of line 9:				
a Excess from 2007	12,162.			
b Excess from 2008	17,431.			
c Excess from 2009	23,833.			
d Excess from 2010	18,259.			
e Excess from 2011	20,107.			

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

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

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL FUND	68,400.
Total				▶ 3a 68,400.
b <i>Approved for future payment</i>				
Total				▶ 3b

CLIENT MUSTER

THE BILL MUSTER FOUNDATION

95-4215790

STATEMENT 1
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - FOREIGN	\$ 2.	\$ 2.		
TAXES - STATE	25.	25.		
TOTAL	<u>\$ 27.</u>	<u>\$ 27.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	\$ 25.	\$ 25.		
INVESTMENT MANAGEMENT FEES	899.	899.		
RENTAL EXPENSES	19,342.	19,342.		
TOTAL	<u>\$ 20,266.</u>	<u>\$ 20,266.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CHARLES SCHWAB - EQUITY INVESTMENTS	COST	\$ 0.	\$ 0.
VANGUARD - WELLINGTON FUND	COST	547,040.	651,208.
FIRST WESTERN - EQUITY INVESTMENTS	COST	58,308.	57,574.
TOTAL		<u>\$ 605,348.</u>	<u>\$ 708,782.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CHARLES SCHWAB - CORPORATE BONDS	COST	\$ 0.	\$ 0.
VANGUARD - SHORT TERM INV. GRADE FUND	COST	364,472.	361,173.
TOTAL		<u>\$ 364,472.</u>	<u>\$ 361,173.</u>

CLIENT MUSTER

THE BILL MUSTER FOUNDATION

95-4215790

STATEMENT 5
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MEADOWLAKE ASSOCIATES	\$ -69,530.	\$ 34,835.
TOTAL	<u>\$ -69,530.</u>	<u>\$ 34,835.</u>

THE BILL MUSTER FOUNDATION

2011 Charitable Contributions

January 1, 2011 - December 31, 2011

<u>Date</u>	<u>Name & Address of Charity</u>	<u>Amount of Contribution</u>	<u>Charitable Purpose</u>
1/26/11	International Documentary Assoc 1201 W. 5 th Street, M320 Los Angeles, CA 90017-1461	9000.00	Charitable
1/26/11	Eric Friedheim National Journalism Lib National Press Club 529 14 th St. NW 4 th Floor Washington DC 20045	500.00	Educational
2/2/11	ASU Women's Golf c/o Missy Kaye P.O. Box 872505 Tempe, AZ 85287-2505	2400.00	Charitable
2/2/11	National College Football c/o Bill Riddle 5260 W. Mohawk Lane Glendale, AZ 85308	250.00	Charitable
2/2/11	Tempe Symphonic Wind 5916 S. Rita Lane Tempe, AZ 85283-3022	500.00	Charitable
2/9/11	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	2850.00	Charitable
3/18/11	Celebrity Fight Night 2111 E. Highland Ave., Suite 135 Phoenix, AZ 85016	6000.00	Charitable

3/18/11	Our House Grief Support Center 1663 Sawtelle Blvd., #300 Los Angeles, CA 90025	400.00	Charitable
3/25/11	Scottsdale Active 20/30 Foundation c/o John Damiris 8800 E. Raintree Dr., Ste 100 Scottsdale, AZ 85260	500.00	Charitable
3/25/11	LSU Shreveport Alumni Assoc. Dianne B. Howell Director, University Alumni Services LSUS One University Place Shreveport, LA 71115 Administration Building 261	1,300.00	Charitable
4/6/11	Barrows Neurological Foundation Attn: Julie Alvarado 3110 N. Central #135 Phoenix, AZ 85018	2,000.00	Charitable
5/25/11	World Wildlife Fund 1250 Twenty-Fourth St., NW P.O. Box 96555 Washington, DC 20077-7789	10.00	Charitable
5/25/11	World Wildlife Fund 1250 Twenty-Fourth St., NW P.O. Box 96555 Washington, DC 20077-7789	10.00	Charitable
5/25/11	World Wildlife Fund 1250 Twenty-Fourth St., NW P.O. Box 96555 Washington, DC 20077-7789	20.00	Charitable
5/25/11	World Wildlife Fund 1250 Twenty-Fourth St., NW P.O. Box 96555 Washington, DC 20077-7789	10.00	Charitable

5/25/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	10.00	Charitable
5/25/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	25.00	Charitable
5/25/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	25.00	Charitable
5/25/11	Arizona Humane Society P.O. Box 90610 Phoenix, AZ 85066-0610	10.00	Charitable
5/25/11	Arizona Humane Society P.O. Box 90610 Phoenix, AZ 85066-0610	10.00	Charitable
5/25/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	60.00	Charitable
5/25/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	5.00	Charitable
5/25/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	25.00	Charitable
5/25/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	10.00	Charitable

5/25/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	10.00	Charitable
5/25/11	FINCA, International, Inc. P.O. Box 98048 Washington DC 20090-8048	25.00	Charitable
5/25/11	Best Friends Animal Society P.O. Box 315 Kanab, UT 84741-0315	100.00	Charitable
5/25/11	Susan G. Komen for the cure P.O. Box 96216 Washington DC 20090-6216	10.00	Charitable
5/25/11	Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741-5030	35.00	Charitable
5/25/11	PETA P.O. Box 96684 Washington DC 20090-6684	25.00	Charitable
5/25/11	PETA P.O. Box 96684 Washington DC 20090-6684	50.00	Charitable
5/27/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	70.00	Charitable
5/27/11	Easter Seals Northern California c/o Greg Cornelius 1057 College Ave. Santa Rosa, CA 95404	500.00	Charitable
5/28/11	National College Football Foundation c/o Bill Riddle 5260 W. Mohawk Lane Phoenix, AZ 85308	600.00	Charitable

6/17/11	International Documentary Assoc 1201 W. 5 th Street, M320 Los Angeles, CA 90017-1461	1000.00	Charitable
7/5/11	National Football Foundation c/o Randy Thompson 604 SE Meadowlark Dr. Grimes, IA 50111	500.00	Charitable
7/6/11	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	3,380.00	Charitable
7/15/11	Sierra Club P.O. Box 421042 Palm Coast, FL 32142-1042	50.00	Charitable
7/27/11	The Cosanti Foundation c/o Chris or Daniel E. Doubletree Ranch Rd. Paradise Valley, AZ 85253	200.00	Charitable
8/12/11	The Classical Free-Reed, Inc 142 Holly Hill Dr. Oakdale, PA 15071	500.00	Charitable
8/12/11	Scottsdale Active 20/30 Foundation c/o Jason Hersh (Dynamic Sound System) 9805 East Bell Rd., Ste 130 Scottsdale, AZ 85260	300.00	Charitable
8/12/11	Petsmart Charities 19601 N. 27th Avenue Phoenix, AZ 85027	50.00	Charitable
8/12/11	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	26.00	Charitable

8/12/11	The Nature Conservancy 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1600	25.00	Charitable
8/12/11	Alley Cat Rescue P O Box 585 Mount Rainier, MD 20712	15.00	Charitable
8/12/11	Arizona Humane Society P.O. Box 90610 Phoenix, AZ 85066-0610	25.00	Charitable
8/12/11	Gentle Barn Foundation 15825 Sierra Hwy Santa Clarita, CA 91390	20.00	Charitable
8/12/11	Amnesty International P.O. Box 98233 Washington DC 20090-8233	40.00	Charitable
8/12/11	World Wildlife Fund 1250 Twenty-Fourth St., NW P.O. Box 96555 Washington, DC 20077-7789	25.00	Charitable
8/12/11	Children's Diabetes Foundation 777 Grant Street, Suite 302 Denver, CO 80203	50.00	Charitable
8/12/11	Hospice of the Valley c/o Bill Riddle 5260 W. Mohawk Phoenix, AZ 85308	100.00	Charitable
8/24/11	SATW Cynthia Lemek 11950 W Lake Park Dr. #320 Milwaukee, WI 53224-3049	2265.00	Charitable
8/26/11	SATW Cynthia Lemek 11950 W Lake Park Dr. #320 Milwaukee, WI 53224-3049	180.00	Charitable

9/21/11	Cincinnati Museum Center Attn: Barbara Roberts, Grant Writer 1301 Western Ave. Cincinnati, OH 45203	3500.00	Charitable
9/28/11	Our House 1663 Sawtelle Blvd, Ste 300 Los Angeles, CA 90025	5000.00	Charitable
9/28/11	The Cosanti Foundation c/o Chris E. Doubletree Ranch Rd. Paradise Valley, AZ 85253	200.00	Charitable
9/30/11	ASU Women's Golf ICA c/o Missy Kaye P.O. Box 872505 Tempe, AZ 85287-2505	2400.00	Charitable
10/26/11	UCSB Regents, University of CA Library Dev and Outreach UCSB Davidson Library Santa Barbara, CA 93106-9010	1000.00	Charitable
10/26/11	Tempe Symphonic Wind Ensemble 5916 S. Rita Lane Tempe, AZ 85283-3022	500.00	Charitable
10/26/11	Marijuana Policy Project P.O. Box 77492 Washington, DC 20013-8492	100.00	Charitable
10/26/11	DRCNet Foundation Att: David Borden P.O. Box 18402 Washington, DC 20036-8402	100.00	Charitable
10/26/11	Prescott College 220 Grove Ave. Prescott, AZ 86301	100.00	Charitable
10/26/11	Western Oregon University Office of Univ Advancement 345 N. Monmouth Ave. Monmouth, OR 97361	100.00	Charitable

10/26/11	Southern Poverty Law Center PO Box 548 Montgomery, AL 36177-9621	100.00	Charitable
10/26/11	Rainforest Action Network 221 Pine St. Ste 500 San Francisco, CA 94104	100.00	Charitable
10/26/11	Hollywood Heritage Foundation P.O. Box 2586 Hollywood, CA 90028	100.00	Charitable
10/26/11	American Rivers P.O. Box 96158 Washington, DC 20077-7106	100.00	Charitable
10/26/11	Tree People 12601 Mulholland Dr. Beverly Hills, CA 90210	100.00	Charitable
10/26/11	Sea Horse Hawaii Foundation 75-311 Nani-Kailua Dr. Kailua Kona, HI 96740	100.00	Charitable
10/26/11	McDowell Sonoran Land Trust PO Box 14365 Scottsdale, AZ 85267-4365	100.00	Charitable
10/26/11	Cincinnati Museum Center Attn: Anne Kling, Archives Manager 1301 Western Ave. Cincinnati, OH 45203	100.00	Charitable
10/26/11	Dubuque County Historical Society C/o Tracie Campbell 3 rd Street Ice Harbor Dubuque, IA 52001	100.00	Charitable
10/26/11	Center For Non Violent Communication 2428 Foothill Blvd., Ste E La Crescenta, CA 91214	100.00	Charitable

10/26/11	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	100.00	Charitable
10/26/11	Joy of Athletics Foundation PO Box 216 Richmond, MA 01254	100.00	Charitable
10/26/11	KPFK Public Radio 3729 Cahuenga Blvd. West North Hollywood, CA 91604	100.00	Charitable
10/26/11	International Documentary Assoc 1201 W. 5 th Street, M320 Los Angeles, CA 90017-1461	2355.00	Charitable
11/2/11	SATW Cynthia Lemek 11950 W Lake Park Dr. #320 Milwaukee, WI 53224-3049	575.00	Charitable
11/18/11	Toys For Tots (Sent to Bill to hand out directly)	300.00	Charitable
11/18/11	Ocean Conservancy Vicki Spruill PO Box 96003 Washington DC 20090-6003	20.00	Charitable
11/18/11	Save The Chimps PO Box 96355 Washington DC 20090-6355	20.00	Charitable
11/18/11	SmileTrain PO Box 96231 Washington DC 20090-6231	20.00	Charitable
11/18/11	Best Friends Animal Society PO Box 315 Kanab, UT 84741-0315	24.00	Charitable

11/18/11	World Wildlife Fund 1250 Twenty-Fourth St., NW P.O. Box 96555 Washington, DC 20077-7789	20.00	Charitable
11/18/11	Oxfam PO Box 1211 Albert LEA MN 56007-9865	20.00	Charitable
11/18/11	Natural Resources Defense Council P.O. Box 1830 Merrifield, VA22116-8030	20.00	Charitable
11/18/11	Keepers of the Wild PO Box 16538 Phoenix, AZ 85011-6538	20.00	Charitable
11/18/11	SATW Cynthia Lemek 11950 W Lake Park Dr. #320 Milwaukee, WI 53224-3049	10,0000	Charitable
12/7/11	Marijuana Policy Project Foundation P.O. Box 77492 Washington, DC 20013-8492	100.00	Charitable
12/28/11	Snook Foundation Mr. Rick Roberts 5224 West S.R. 46 #102 Sanford, FL 32771	1000.00	Charitable
12/30/11	Cincinnati Museum Center Attn: Anne Kling, Archives Manager 1301 Western Ave. Cincinnati, OH 45203	3500.00	Charitable