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 , and ending

Name of foundation THE GIBSON, DUNN & CRUTCHER FOUNDATION	A Employer identification number 95-4301635
Number and street (or P O box number if mail is not delivered to street address) 333 SOUTH GRAND AVENUE — Room/suite	B Telephone number (213) 229-7252
City or town, state, and ZIP code LOS ANGELES, CA 90071	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: [X] 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) ▶$ 3135589. — J Accounting method: [X] 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).)

	Line	(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	1000000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	68555.	68555.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	263179.			
	b Gross sales price for all assets on line 6a 5368635.				
	7 Capital gain net income (from Part IV, line 2)		263179.		
	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	144.	144.		Statement 2
	12 **Total.** Add lines 1 through 11	1331878.	331878.		
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				
	b Accounting fees Stmt 3	150.	150.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	2872.	1430.		160.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	29550.	29550.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	32572.	31130.		160.
	25 Contributions, gifts, grants paid	1732625.			1732625.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1765197.	31130.		1732785.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-433319.			
	b **Net investment income** (if negative, enter -0-)		300748.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1748709.	1112762.	1112762.
	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 ▶ 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 7	585994.	925102.	923659.
	b Investments - corporate stock Stmt 8	602418.	963408.	969203.
	c Investments - corporate bonds Stmt 9	627104.	92881.	89993.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	0.	40688.	39972.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ACCRUED DIVIDENDS)	1779.	0.	0.
	16 **Total assets** (to be completed by all filers)	3566004.	3134841.	3135589.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ ACCRUED DIVIDENDS)	0.	2156.	
	23 **Total liabilities** (add lines 17 through 22)	0.	2156.	
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 ▶ [X] **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	3566004.	3132685.	
	30 **Total net assets or fund balances**	3566004.	3132685.	
	31 **Total liabilities and net assets/fund balances**	3566004.	3134841.	

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	3566004.
2	Enter amount from Part I, line 27a	2	-433319.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3132685.
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	3132685.

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	WELLS FARGO BANK	P	Various	Various
b	GOLDMAN SACHS	P	Various	Various
c	Capital Gains Dividends			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3973389.		3719775.	253614.
b	1394068.		1385681.	8387.
c	1178.			1178.
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				253614.
b				8387.
c				1178.
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	263179.
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

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	1201283.	2959406.	.405920
2009	480798.	2451972.	.196086
2008	30.	1870961.	.000016
2007	35.	1944432.	.000018
2006	150105.	1893525.	.079273

2 **Total** of line 1, column (d)	2	.681313
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	.136263
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3012052.
5 Multiply line 4 by line 3	5	410431.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3007.
7 Add lines 5 and 6	7	413438.
8 Enter qualifying distributions from Part XII, line 4	8	1732785.

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			1	3007.
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	3007.
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	3007.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	924.		
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	924.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	2083.
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** ▶		**Refunded** ▶	11	

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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
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		X
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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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	X	
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	X	
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*	8b	X	
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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHARLES E. WOODHOUSE Telephone no. ▶ (213) 229-7252

Located at ▶ 333 S. GRAND AVENUE, SUITE 5208, LOS ANGELES, CA ZIP+4 ▶ 90071-3197

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

			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		X
	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 instructions)? N/A	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		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? ☐ Yes ☒ 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.) N/A	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. ▶ ______, ______, ______, ______			
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.)* N/A	3b		
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

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)? ☐ 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)? N/A | 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? 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? | 6b | | X

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? 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 11		0.	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
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. 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.

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	2575377.
b Average of monthly cash balances		1b	482544.
c Fair market value of all other assets		1c	
d **Total** (add lines 1a, b, and c)		1d	3057921.
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	3057921.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	45869.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3012052.
6 **Minimum investment return.** Enter 5% of line 5		6	150603.

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	150603.
2a Tax on investment income for 2011 from Part VI, line 5	2a 3007.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	3007.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	147596.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	147596.
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	147596.

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	1732785.
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	1732785.
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	3007.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1729778.

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					147596.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	56294.				
b From 2007					
c From 2008					
d From 2009	359323.				
e From 2010	1055157.				
f **Total** of lines 3a through e		1470774.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1732785.					
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					147596.
e Remaining amount distributed out of corpus		1585189.			
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		3055963.			
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		56294.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		2999669.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	359323.				
d Excess from 2010	1055157.				
e Excess from 2011	1585189.				

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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation 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:

CHARLES E. WOODHOUSE, (213) 229-7252
333 SOUTH GRAND AVENUE, SUITE 5208, LOS ANGELES, CA 900713197

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

NO PARTICULAR FORMAT REQUIRED AT THIS TIME

c Any submission deadlines:

NONE

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

THESE MATTERS WILL BE DETERMINED FROM TIME TO TIME

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				
AMERICAN JEWISH COMMITTEE 1156 15TH STREET NW # 1201 WASHINGTON, DC 20005		PUBLIC CHARITY	CHARITABLE	8000.
A BETTER CHANCE 253 W. 35th Street, 6th Floor NEW YORK, NY 10001-2506		PUBLIC CHARITY	CHARITABLE	5000.
ABA FUND FOR JUSTICE AND EDUCATION 321 N CLARK ST CHICAGO, IL 60654-7598		PUBLIC CHARITY	CHARITABLE	10000.
AMERICAN CANCER SOCIETY 250 Williams Street NW ATLANTA, GA 30303		PUBLIC CHARITY	CHARITABLE	6000.
AMERICAN HEART ASSOCIATION 7272 Greenville Ave. DALLAS, TX 75231		PUBLIC CHARITY	CHARITABLE	49000.
Total See continuation sheet(s) ▶ 3a				1732625.
b Approved for future payment				
None				
Total ▶ 3b				0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	68555.	
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			14	144.	
8 Gain or (loss) from sales of assets other than inventory			18	263179.	
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.		331878.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	331878.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

Charles E. Woodhouse — Signature of officer or trustee | 8/10/12 — Date | CFO — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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	**Employer identification number**
THE GIBSON, DUNN & CRUTCHER FOUNDATION	95-4301635

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 foundation

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

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

General Rule

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

Special Rules

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

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for 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).

Name of organization	Employer identification number
THE GIBSON, DUNN & CRUTCHER FOUNDATION	95-4301635

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	GIBSON, DUNN & CRUTCHER LLP 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	$ 1000000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE GIBSON, DUNN & CRUTCHER FOUNDATION	95-4301635

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
		$	

(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
		$	

Name of organization	Employer identification number
THE GIBSON, DUNN & CRUTCHER FOUNDATION	95-4301635

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

(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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOYS AND GIRLS CLUB OF AMERICA 1275 Peachtree Street NE ATLANTA, GA 30309-5700		PUBLIC CHARITY	CHARITABLE	10000.
AMERICAN HUMANE ASSOCIATION 1400 16th Street NW, Suite 360 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	25000.
BUILDON P.O. Box 16741 STAMFORD, CT 06905		PUBLIC CHARITY	CHARITABLE	40000.
AMERICAN RED CROSS IN GREATER NEW YORK 520 West 49th Street NEW YORK, NY 10036		PUBLIC CHARITY	CHARITABLE	10000.
ATLANTIC LEGAL FOUNDATION 2039 Palmer Ave. Suite 104 LARCHMONT, NY 10538		PUBLIC CHARITY	CHARITABLE	15000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 Exposition Park Drive LOS ANGELES, CA 90037		PUBLIC CHARITY	CHARITABLE	7500.
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES 800 S. Figueroa Street, Suite 620 LOS ANGELES, CA 90017		PUBLIC CHARITY	CHARITABLE	10000.
CENTER THEATRE GROUP 601 W. Temple St. LOS ANGELES, CA 90012		PUBLIC CHARITY	CHARITABLE	15000.
CHILDREN'S HOSPITAL BOSTON 300 Longwood Avenue BOSTON, MA 02115		PUBLIC CHARITY	CHARITABLE	5000.
CITIZENS UNION 299 Broadway NEW YORK, NY 10007		PUBLIC CHARITY	CHARITABLE	10000.
Total from continuation sheets				1654625.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOWERY RESIDENTS' COMMITTEE 324 Lafayette Street NEW YORK, NY 10012		PUBLIC CHARITY	CHARITABLE	10000.
CALIFORNIA BAR FOUNDATION 180 Howard Street SAN FRANCISCO, CA 94105		PUBLIC CHARITY	CHARITABLE	5000.
CALIFORNIA MINORITY COUNSEL PROGRAM 465 California Street Suite 635 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	CHARITABLE	5000.
FEDERALIST SOCIETY 1015 18TH ST NW, SUITE 425 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	50000.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, LA 90027-1451		PUBLIC CHARITY	CHARITABLE	7500.
HUMAN RIGHTS FIRST 333 Seventh Avenue, 13th Floor NEW YORK, NY 10001-5108		PUBLIC CHARITY	CHARITABLE	5000.
COMMITTEE OF 100 677 Fifth Avenue 5th Floor NEW YORK, NY 10022		PUBLIC CHARITY	CHARITABLE	50000.
INTERNATIONAL WOMEN'S MEDIA FOUNDATION 1625 K Street NW, Suite 1275 WASHINGTON, DC 20006		PUBLIC CHARITY	CHARITABLE	25000.
INTREPID MUSEUM FOUNDATION Pier 86, W 46th St and 12th Ave NEW YORK, NY 10036-4103		PUBLIC CHARITY	CHARITABLE	8500.
JEWISH THEOLOGICAL SEMINARY 3080 Broadway NEW YORK, NY 10027		PUBLIC CHARITY	CHARITABLE	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KCET 4401 Sunset Boulevard LOS ANGELES, CA 90027		PUBLIC CHARITY	CHARITABLE	5000.
LAMBDA LEGAL DEFENSE & EDUCATION FUND 120 Wall Street NEW YORK, NY 10005-3904		PUBLIC CHARITY	CHARITABLE	25000.
LATINO JUSTICE PRLDEF 99 Hudson Street 14th Floor NEW YORK, NY 10013-2815		PUBLIC CHARITY	CHARITABLE	10000.
LAWYERS' COMMITTEE FOR CIVIL RIGHTS 1401 New York Avenue, NW, Suite 400 WASHINGTON, DC 20005		PUBLIC CHARITY	CHARITABLE	5000.
LEGAL AID FOUNDATION OF COLORADO 1900 Grant Street, Suite 1112 DENVER, CO 80203		PUBLIC CHARITY	CHARITABLE	11550.
LEGAL AID FOUNDATION OF LOS ANGELES 1102 Crenshaw Boulevard LOS ANGELES, CA 90019		PUBLIC CHARITY	CHARITABLE	60000.
LEGAL AID SOCIETY - EMPLOYMENT LAW CENTER 180 Montgomery Street, Suite 600 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	CHARITABLE	10000.
LEGAL AID SOCIETY OF NEW YORK 199 Water Street NEW YORK, NY 10038		PUBLIC CHARITY	CHARITABLE	120000.
LOS ANGELES BALLET 11755 Exposition Boulevard LOS ANGELES, CA 90064		PUBLIC CHARITY	CHARITABLE	15000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 South Grand Avenue LOS ANGELES, CA 90012-3034		PUBLIC CHARITY	CHARITABLE	40000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LUSTGARTEN FOUNDATION 1111 Stewart Avenue BETHPAGE, NY 11714		PUBLIC CHARITY	CHARITABLE	50000.
CONSTITUTIONAL RIGHTS FOUNDATION 601 South Kingsley Drive LOS ANGELES, CA 90005		PUBLIC CHARITY	CHARITABLE	15000.
CYSTIC FIBROSIS FOUNDATION 6931 Arlington Road, 2nd floor BETHESDA, MD 20814		PUBLIC CHARITY	CHARITABLE	7500.
DISCOVERY SCIENCE CENTER 2500 North Main Street SANTA ANA, CA 92705		PUBLIC CHARITY	CHARITABLE	7500.
NEW YORK LAWYERS FOR THE PUBLIC INTEREST 151 West 30th Street, 11th Floor NEW YORK, NY 10001-4017		PUBLIC CHARITY	CHARITABLE	10000.
OFFICE OF THE APPELLATE DEFENDER 11 Park Place Ste 1601 NEW YORK, NY 10007		PUBLIC CHARITY	CHARITABLE	9000.
OUTWARD BOUND P.O. Box 62161 BALTIMORE, MD 21264-2161		PUBLIC CHARITY	CHARITABLE	12500.
DKMS AMERICAS 33 East 33rd Street, Suite 501 NEW YORK, NY 10016		PUBLIC CHARITY	CHARITABLE	13500.
DO SOMETHING 24-32 Union Square East, 4th Floor NEW YORK, NY 10003		PUBLIC CHARITY	CHARITABLE	15000.
PRO BONO PARTNERSHIP 237 Mamaroneck Avenue, Suite 300 White Plains, NY 10605		PUBLIC CHARITY	CHARITABLE	15000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PRO BONO INSTITUTE 1025 Connecticut Avenue, NW Suite 205 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	25000.
RONALD REAGAN PRESIDENTIAL LIBRARY FOUNDATION 40 Presidential Drive SIMI VALLEY, CA 93065		PUBLIC CHARITY	CHARITABLE	25000.
SILICON VALLEY CAMPAIGN FOR LEGAL SERVICES P.O. Box 848 SAN JOSE, CA 95106-3848		PUBLIC CHARITY	CHARITABLE	10000.
THE ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD STE 550 LOS ANGELES, CA 90010		PUBLIC CHARITY	CHARITABLE	50000.
EPISCOPAL CHARITIES 1055 Taylor Street SAN FRANCISCO, CA 94108		PUBLIC CHARITY	CHARITABLE	12500.
EQUAL JUSTICE WORKS 1730 M Street NW, Suite 1010 WASHINGTON, DC 20036-4511		PUBLIC CHARITY	CHARITABLE	10000.
FUND FOR MUSIC 257 S Fair Oaks Ave Ste 210 PASADENA, CA 91105		PUBLIC CHARITY	CHARITABLE	10000.
GEORGETOWN LOMBARDI COMPREHENSIVE CANCER CENTER 3800 Reservoir Road, NW WASHINGTON, DC 20057		PUBLIC CHARITY	CHARITABLE	7500.
WESTERN CENTER ON LAW & POVERTY 3701 WILSHIRE BLVD., STE 208 LOS ANGELES, CA 90010		PUBLIC CHARITY	CHARITABLE	15000.
WESTERN JUSTICE CENTER FOUNDATION 55 South Grand Avenue PASADENA, CA 91105		PUBLIC CHARITY	CHARITABLE	15000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
YMCA OF GREATER NEW YORK 5 West 63rd Street; 6th Floor NEW YORK, NY 10023		PUBLIC CHARITY	CHARITABLE	10000.
YMCA OF METROPOLITAN LOS ANGELES 625 South New Hampshire Avenue LOS ANGELES, CA 90005		PUBLIC CHARITY	CHARITABLE	15000.
HAMPTONS INTERNATIONAL FILM FESTIVAL 30 W 26th Street, 7th Floor NEW YORK, NY 10010		PUBLIC CHARITY	CHARITABLE	15000.
HARVARD LAW SCHOOL 1563 Massachusetts Avenue CAMBRIDGE, MA 02138		PUBLIC CHARITY	CHARITABLE	17500.
HEART OF LOS ANGELES YOUTH 2701 Wilshire Blvd, Ste 100 LOS ANGELES, CA 90057		PUBLIC CHARITY	CHARITABLE	5000.
HUDSON GUILD 441 West 26th Street NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	10000.
HUMAN RIGHTS WATCH 350 Fifth Avenue, 34th floor NEW YORK, NY 10118-3299		PUBLIC CHARITY	CHARITABLE	5000.
INMOTION 100 Broadway, 10th Floor NEW YORK, NY 10005		PUBLIC CHARITY	CHARITABLE	10000.
JAZZ AT LINCOLN CENTER 33 W 60th St NEW YORK, NY 10023		PUBLIC CHARITY	CHARITABLE	35000.
JEWISH COMMUNITY CENTER OF ORANGE COUNTY 1 Federation Way IRVINE, CA 92603		PUBLIC CHARITY	CHARITABLE	9000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KERA 3000 Harry Hines Boulevard DALLAS, TX 75201		PUBLIC CHARITY	CHARITABLE	25000.
KIND 1300 L St. NW Suite 1100 WASHINGTON, DC 20005		PUBLIC CHARITY	CHARITABLE	10000.
KNOWLEDGE IS POWER COLLEGE TOURS 23441 Golden Springs #243 DIAMOND BAR, CA 91765		PUBLIC CHARITY	CHARITABLE	5000.
LA'S BEST 711 East 14th Place LOS ANGELES, CA 90021		PUBLIC CHARITY	CHARITABLE	7500.
LAW FOUNDATION OF SILICON VALLEY 111 W St John St SAN JOSE, CA 95113		PUBLIC CHARITY	CHARITABLE	20975.
LAWYERS WITHOUT BORDERS 750 Main Street HARTFORD, CT 06103		PUBLIC CHARITY	CHARITABLE	15000.
LEUKEMIA & LYMPHOMA SOCIETY 6033 West Century Blvd # 300 LOS ANGELES, CA 90045		PUBLIC CHARITY	CHARITABLE	10000.
LIBRARY FOUNDATION OF LOS ANGELES 630 West 5th Street LOS ANGELES, CA 90071		PUBLIC CHARITY	CHARITABLE	12500.
LONG ISLAND CHILDREN'S MUSEUM 11 Davis Avenue GARDEN CITY, NY 11530		PUBLIC CHARITY	CHARITABLE	8000.
MEXICAN AMERICAN BAR FOUNDATION P.O. Box 862127 LOS ANGELES, CA 90086-2127		PUBLIC CHARITY	CHARITABLE	15000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MOUNT SAINT MARY'S COLLEGE 12001 Chalon Rd. LOS ANGELES, CA 90049		PUBLIC CHARITY	CHARITABLE	10000.
MOUNT SINAI HOSPITAL 5 E 98th St #7 NEW YORK, NY 10029		PUBLIC CHARITY	CHARITABLE	20000.
NADAP 355 Lexington Ave NEW YORK, NY 10017		PUBLIC CHARITY	CHARITABLE	15000.
NATIONAL ASIAN PACIFIC AMERICAN BAR ASSOCIATION 1612 K Street NW, Suite 1400 WASHINGTON, DC 20006		PUBLIC CHARITY	CHARITABLE	15000.
NATIONAL COMMITTEE ON US-CHINA RELATIONS 71 West 23rd Street Suite 1901 NEW YORK, NY 10010-4102		PUBLIC CHARITY	CHARITABLE	25000.
NATIONAL LEGAL AID & DEFENDER ASSOCIATION 1140 Connecticut Ave NW # 900 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	50000.
NEW VILLAGE CHARTER SCHOOL 147 North Occidental Boulevard LOS ANGELES, CA 90026		PUBLIC CHARITY	CHARITABLE	5000.
OTIS COLLEGE OF ART AND DESIGN 9045 Lincoln Boulevard LOS ANGELES, CA 90045		PUBLIC CHARITY	CHARITABLE	7500.
PASADENA SYMPHONY ASSOCIATION 117 East Colorado Blvd # 200 PASADENA, CA 91105		PUBLIC CHARITY	CHARITABLE	5000.
POINTS OF LIGHT INSTITUTE 600 Means Street, Suite 210 ATLANTA, GA 30318		PUBLIC CHARITY	CHARITABLE	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PUBLIC COUNSEL 610 South Ardmore Avenue LOS ANGELES, CA 90005		PUBLIC CHARITY	CHARITABLE	35000.
PUBLIC LAW CENTER 601 W Civic Center Dr SANTA ANA, CA 92701		PUBLIC CHARITY	CHARITABLE	11500.
PUENTE LEARNING CENTER 501 South Boyle Avenue LOS ANGELES, CA 90033		PUBLIC CHARITY	CHARITABLE	5000.
ROBIN HOOD FOUNDATION 826 Broadway, 9th Floor NEW YORK, NY 10003		PUBLIC CHARITY	CHARITABLE	15000.
ROOSEVELT INSTITUTE 570 Lexington Avenue, 5th Floor NEW YORK, NY 10022		PUBLIC CHARITY	CHARITABLE	5000.
SHALOM INSTITUTE 34342 Mulholland Highway MALIBU, CA 90265		PUBLIC CHARITY	CHARITABLE	5000.
STANFORD INSTITUTE FOR ECONOMIC POLICY RESEARCH 366 Galvez Street STANFORD, CA 94305		PUBLIC CHARITY	CHARITABLE	10000.
BIG BROTHERS BIG SISTERS 202 Baltimore Ave SAN ANTONIO, TX 78215		PUBLIC CHARITY	CHARITABLE	7000.
THE CHILDREN'S AID SOCIETY 105 East 22nd Street NEW YORK, NY 10010		PUBLIC CHARITY	CHARITABLE	25000.
THE EDUCATIONAL ALLIANCE 197 East Broadway NEW YORK, NY 10009		PUBLIC CHARITY	CHARITABLE	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE JEWISH FEDERATION OF GREATER LOS ANGELES ?6505 Wilshire Blvd. LOS ANGELES, CA 90048		PUBLIC CHARITY	CHARITABLE	5100.
THE SHAKESPEARE THEATRE COMPANY 516 8th Street SE WASHINGTON, DC 20003-2834		PUBLIC CHARITY	CHARITABLE	25000.
THEATRE FOR A NEW AUDIENCE 154 Christopher St # 3D NEW YORK, NY 10014		PUBLIC CHARITY	CHARITABLE	8000.
TIPPING POINT 220 Montgomery Street #850 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	CHARITABLE	18000.
TOURETTE SYNDROME ASSOCIATION 42-40 Bell Boulevard BAYSIDE, NY 11361		PUBLIC CHARITY	CHARITABLE	15000.
TOWN SCHOOL FOR BOYS 2750 Jackson Street SAN FRANCISCO, CA 94115		PUBLIC CHARITY	CHARITABLE	3000.
UJA FEDERATION OF NEW YORK 130 East 59th Street NEW YORK, NY 10022		PUBLIC CHARITY	CHARITABLE	9000.
UNITED CELEBRAL PALSY OF ORANGE COUNTY 230 Commerce IRVINE, CA 92602		PUBLIC CHARITY	CHARITABLE	9000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 15th St SW WASHINGTON, DC 20024		PUBLIC CHARITY	CHARITABLE	13000.
UNITED WAY OF THE BAY AREA 221 Main Street #300 SAN FRANCISCO, CA 94105		PUBLIC CHARITY	CHARITABLE	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
URBAN JUSTICE CENTER 123 William Street 16th Floor NEW YORK, NY 10038		PUBLIC CHARITY	CHARITABLE	20000.
URBAN PATHWAYS 575 8th Avenue, 9th Floor NEW YORK, NY 10018		PUBLIC CHARITY	CHARITABLE	8000.
Total from continuation sheets				

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
GOLDMAN SACHS - INTEREST	1387.	1178.	209.
WELLS FARGO BANK - CORPORATE BONDS	23564.	0.	23564.
WELLS FARGO BANK - DIVIDENDS	37107.	0.	37107.
WELLS FARGO BANK - US GOVERNMENT	7675.	0.	7675.
Total to Fm 990-PF, Part I, ln 4	69733.	1178.	68555.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CLASS ACTION SETTLEMENT PROCEEDS	144.	144.	
Total to Form 990-PF, Part I, line 11	144.	144.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEE	150.	150.		0.
To Form 990-PF, Pg 1, ln 16b	150.	150.		0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INTERNAL REVENUE SERVICE - EXCISE TAX	1282.	0.		0.
FRANCHISE TAX BOARD - FILING FEE	10.	0.		10.
REGISTRY OF CHARITABLE TRUSTS - ANNUAL FEE	150.	0.		150.
FOREIGN TAXES	1430.	1430.		0.
To Form 990-PF, Pg 1, ln 18	2872.	1430.		160.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	27973.	27973.		0.
BANK CHARGES - CHECKING ACCOUNT	1577.	1577.		0.
To Form 990-PF, Pg 1, ln 23	29550.	29550.		0.

Footnotes Statement 6

PURSUANT TO REGULATION SEC.301.6104(d)-1, THE UNDERSIGNED FOUNDATION MANAGER FOR THE GIBSON, DUNN & CRUTCHER FOUNDATION CERTIFIES THAT PURSUANT TO SEC. 6104(d) OF THE INTERNAL REVENUE CODE RELATING TO PUBLIC INSPECTION OF PRIVATE FOUNDATIONS' ANNUAL REPORTS, THE ANNUAL RETURN FOR THE YEAR ENDING DECEMBER 31, 2011 IS AVAILABLE FOR PUBLIC INSPECTION BY ANY INTERESTED CITIZEN WHO REQUESTS IT AT THE FOUNDATION'S PRINCIPAL OFFICE LOCATED AT 333 SOUTH GRAND AVENUE, LOS ANGELES, CALIFORNIA 90071, TELEPHONE (213) 229-7000, BEGINNING ON MAY 16, 2012.

Charles E. Woodhouse

FOUNDATION MANAGER FOR THE GIBSON DUNN & CRUTCHER FOUNDATION

Form 990-PF U.S. and State/City Government Obligations Statement 7

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
GOVERNMENT OBLIGATIONS	X		925102.	923659.
Total U.S. Government Obligations			925102.	923659.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			925102.	923659.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
EQUITY SECURITIES	963408.	969203.
Total to Form 990-PF, Part II, line 10b	963408.	969203.

Form 990-PF Corporate Bonds Statement 9

Description	Book Value	Fair Market Value
CORPORATE OBLIGATIONS	92881.	89993.
Total to Form 990-PF, Part II, line 10c	92881.	89993.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
PRIVATE EQUITY INVESTMENTS	COST	40688.	39972.
Total to Form 990-PF, Part II, line 13		40688.	39972.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
KENNETH M. DORAN 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	PRESIDENT 2.00	0.	0.	0.
DEAN J. KITCHENS 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	SECRETARY 2.00	0.	0.	0.
CHARLES E. WOODHOUSE 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	CHIEF FINANCIAL OFFICER 2.00	0.	0.	0.
RANDY M. MASTRO 200 PARK AVENUE NEW YORK, NY 101660193	DIRECTOR 2.00	0.	0.	0.
THEODORE J. BOUTROUS, JR. 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	DIRECTOR 2.00	0.	0.	0.
MARY G. MURPHY 555 MISSION STREET, SUITE 3000 SAN FRANCISCO, CA 94105	DIRECTOR 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.