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

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

2011

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

Name of foundation <b>THE AUEN FOUNDATION</b>		A Employer identification number <b>95-4325051</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P O. BOX 13390</b>		Room/suite <b>CA 92255-3390</b>
City or town, state, and ZIP code <b>PALM DESERT</b>		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here . . . ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . ► <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>34,582,271</b>	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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 (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	102	102			
4 Dividends and interest from securities . . . . .	1,153,959	1,153,959			
5 a Gross rents . . . . .					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10	-427,271				
b Gross sales price for all assets on line 6a <b>22,086,571</b>					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain . . . . .					
9 Income modifications . . . . .					
10 a Gross sales less returns and allowances <b>NOV 15 2012</b>					
b Less. Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income SEE SCHEDULE (1) . . . . .	399,901	399,901			
12 Total. Add lines 1 through 11 . . . . .	1,126,691	1,553,962			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages . . . . .	292,892			292,892
15 Pension plans, employee benefits . . . . .	117,830			117,830	
16 a Legal fees . . . SEE SCHEDULE (2) . . . . .	198,303	198,303			
b Accounting fees . . . SCHEDULE (3) . . . . .	33,545			33,545	
c Other professional fees (attach schedule) . . . . .					
17 Interest . . . . .					
18 Taxes . . . SEE SCHEDULE (4) . . . . .	25,000				
19 Depreciation and depletion . . . SEE SCHEDULE (5)	37,274	283			
20 Occupancy . . . . .	12,000	1,200		10,800	
21 Travel, conferences, and meetings . . . . .	9,267			8,251	
22 Printing and publications . . . . .					
23 Other expenses . . . SEE SCHEDULE (6)	46,059	28,602		17,457	
24 Total operating and administrative expenses.					
Add lines 13 through 23 . . . . .	772,170	228,388		480,775	
25 Contributions, gifts, grants paid SEE SCH (16)	424,800			424,800	
26 Total expenses and disbursements. Add lines 24 and 25 .	1,196,970	228,388		905,575	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements . . . . .	-70,279				
b Net investment income (if negative, enter -0-) . . . . .		1,325,574			
c Adjusted net income (if negative, enter -0-) . . . . .					

914

2

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	487,820	461,845	461,845
	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 SEE SCH (7) ►	9,431,523		
		Less allowance for doubtful accounts ►	9,431,523	9,431,523	5,941,185
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations SEE SCH (8)	310,576	437,565	452,236
	b	Investments—corporate stock SEE SCH (9)	11,151,412	8,206,444	7,177,336
	c	Investments—corporate bonds SEE SCH (10)	11,699,868	14,674,189	13,350,500
Liabilities	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 ►	220,022		
		Less accumulated depreciation SEE SCH (11) ►	139,231	93,745	93,745
	15	Other assets (describe ► SEE SCHEDULE (12))	7,136,309	7,105,424	7,105,424
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	40,356,739	40,410,735	34,582,271
Net Assets or Fund Balances	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 (attach schedule)			
	22	Other liabilities (describe ► Due to related entities)	4,793	40,068	
	23	Total liabilities (add lines 17 through 22)	4,793	40,068	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	40,351,946	40,370,667	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	40,351,946	40,370,667	
	31	Total liabilities and net assets/fund balances (see instructions)	40,356,739	40,410,735	

## 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	40,351,946
2	Enter amount from Part I, line 27a	2	-70,279
3	Other increases not included in line 2 (itemize) ► SEE SCHEDULE (13)	3	89,000
4	Add lines 1, 2, and 3	4	40,370,667
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	40,370,667

**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.)
<b>1a Publicly Traded Securities - See Sch. (14)</b>				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 22,086,571		22,513,842	-427,271	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-427,271	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-427,271
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	871,875	22,659,832	0.038477
2009	1,396,360	18,409,776	0.075849
2008	902,230	22,585,767	0.039947
2007	850,464	31,836,719	0.026713
2006	5,371,798	30,071,346	0.178635

2 Total of line 1, column (d)	2	0.359621
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	0.071924
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	27,653,120
5 Multiply line 4 by line 3	5	1,988,923
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,256
7 Add lines 5 and 6	7	2,002,179
8 Enter qualifying distributions from Part XII, line 4	8	908,363

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 instructions)	1	26,511
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	
3 Add lines 1 and 2	3	26,511
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	26,511
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	33,385
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	33,385
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,874
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 6,874 Refunded ► 11	11	

Part VII-A Statements Regarding Activities		
1 a 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?	Yes	No
1a	X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
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?	Yes	No
1c	X	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ N/A (2) On foundation managers ► \$ N/A		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ N/A		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
4b N/A		
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
8 a 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)**

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 ► The Auen Foundation	Telephone no ► (760) 341-5293	
Located at ► 75-200 Classic Club Blvd, 2nd Floor, Palm Desert, CA USA		ZIP+4 ► 92211	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	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	Yes 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20_____ . 20_____ . 20_____ . 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20_____ . 20_____ . 20_____ . 20_____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here			5b	N/A
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? 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RONALD M. AUEN PO BOX 13390 P. DESERT CA 92255-3390	Trustee 1 HOUR	NONE	NONE	NONE
-----				
-----				
-----				
-----				
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
SHERRIE AUEN PO BOX 13390, PALM DESERT, CA 92255-3390	Dir. of Programs 40+ Hours	159,608	28,667	NONE
CATHARINE REED PO BOX 13390, PALM DESERT, CA 92255-3390	Asst. Dir.-Programs 40+ Hours	118,450	15,106	NONE
-----				
-----				
-----				
Total number of other employees paid over \$50,000 ► NONE				

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

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

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

Total number of others receiving over \$50,000 for professional services . . . . . ► NONE

**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.

1	N/A	
2		
3		
4		

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

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

1	N/A	
2		
All other program-related investments See instructions		
3		
<b>Total. Add lines 1 through 3</b>		

**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	21,738,113
b	Average of monthly cash balances	1b	394,264
c	Fair market value of all other assets (see instructions)	1c	5,941,857
d	Total (add lines 1a, b, and c)	1d	28,074,234
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	28,074,234
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	421,114
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,653,120
6	Minimum investment return. Enter 5% of line 5	6	1,382,656

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

1	Minimum investment return from Part X, line 6	1	1,382,656
2a	Tax on investment income for 2011 from Part VI, line 5	2a	26,511
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,511
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,356,145
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,356,145
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	1,356,145

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	905,575
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	2,788
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	908,363
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	908,363
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				1,356,145
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 . . . . .	1,025,556			
b From 2007 . . . . .				
c From 2008 . . . . .				
d From 2009 . . . . .	505,121			
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .	1,530,677			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 908,363				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
c Treated as distributions out of corpus (Election required—see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				908,363
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	447,782			447,782
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	1,082,895			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	577,774			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	505,121			
10 Analysis of line 9				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .	505,121			
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .				



**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE SCHEDULE (16)				424,800
<b>Total</b>			► 3a	424,800
b <i>Approved for future payment</i>				NONE
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	102	
4 Dividends and interest from securities			14	1,153,959	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-427,271	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Other interest			14	399,901	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,126,691	
13 Total Add line 12, columns (b), (d), and (e)				13	1,126,691
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(1)	X
	(1) Cash . . . . .	1a(2)	X
	(2) Other assets . . . . .		
b	Other transactions:	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization . . . . .	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization . . . . .	1b(3)	X
	(3) Rental of facilities, equipment, or other assets . . . . .	1b(4)	X
	(4) Reimbursement arrangements . . . . .	1b(5)	X
	(5) Loans or loan guarantees . . . . .	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations . . . . .		
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
1b(4)	362,161	SEE SCHEDULE (17)	Accounting services and other administrative expenses provided to the Foundation at allocated cost in accordance with an overhead sharing agreement

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? . . . . .		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
The Fairfield Homes Title Holding Co., Inc.	501 (c)(2)	Payroll and overhead reimbursement arrangement. Fairfield Homes is the paymaster of the Auen Foundation

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.

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

Sign  
Here

Darrell Burrage 1/1-5-12 CONTROLLER  
Signature of officer or trustee Date Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Christopher Kearley	<i>Christopher Kearley CPA</i>	11/21/10		P01245937
	Firm's name ► DELOITTE TAX LLP	Firm's EIN ► 86-1065772			
Firm's address ► 350 So. Grand Ave., Los Angeles, CA 90071	Phone no (213) 688-0800				

The Auen Foundation  
P.O. Box 13390  
Palm Desert, California 92255-3390

EIN: 95-4325051  
Form 990 PF, Dec. 31, 2011

#### INDEX TO SCHEDULES

(1) Part I, Line 11	Other Income
(2) Part I, Line 16a	Legal Fees
(3) Part I, Line 16b	Accounting Fees
(4) Part I, Line 18	Taxes
(5) Part I, Line 19	Depreciation
(6) Part I, Line 23	Other Expenses
(7) Part II, Line 7	Other Notes and Loans Receivables
(8) Part II, Line 10a	Government & Agency Bonds
(9) Part II, Line 10b	Corporate Stock
(10) Part II, Line 10c	Corporate Bonds
(11) Part II, Line 14	Land, Buildings, Equipment
(12) Part II, Line 15	Other Assets
(13) Part IV	Increases in Net Assets or Fund Balance
(14) Part X, Line 1c	Capital Gains and Losses
(15) Part XI, Line 4a	Fair Market Value of Other Assets
(16) Part XVII, Line 1b(4)	Grants Paid During Year
(17) Part XVII, Line 1 b(4)	Transfers To and Transactions with Non-Charitable Exempt Organizations

The Auen Foundation  
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Schedule (1), Part I, Line 11

<u>DESCRIPTION</u>		<u>NET</u> <u>INVESTMENT</u> <u>INCOME</u>
OTHER INCOME:	PER BOOKS	
Interest - Notes	399,818	399,818
Misc. Other Income	83	83
	<u>399,901</u>	<u>399,901</u>

The Auen Foundation  
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Schedule (2), Part 1, Line 16a

LEGAL FEES TYPE OF SERVICE	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Barton, Klugman, & Oetting 350 So. Grand Ave. Ste. 2200 L.A. 90071-3485 Service: Legal	195,502	195,502	-
Mitchell, Silberberg, & Knupp, LLC 11377 West Olympic Blvd. Los Angeles, CA 90064 Service: Legal	2,801	2,801	-
Totals	<u>198,303</u>	<u>198,303</u>	<u>-</u>

The Auen Foundation  
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Schedule (3), Part I, Line 16b

ACCOUNTING FEES TYPE OF SERVICE	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Deloitte & Touche LLP 350 South Grand Avenue, Suite 200 Los Angeles, Ca 90071-3462 Service: Financial Reports and Tax Returns	<u>33,545</u>	-	<u>33,545</u>

The Auen Foundation  
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Schedule (4), Part I, Line 18

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<u>TAXES</u>	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Federal Excise Tax	<u>25,000</u>	<u>0</u>	<u>0</u>

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The Auen Foundation  
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Palm Desert, California 92255-3390

EIN: 95-4325051  
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Schedule (S), Part I, Line 19

<u>DESCRIPTION</u>	DEPRECIATION EXPENSE
Per Books	37,274
Less, depreciation not for investment purposes	<u>36,991</u>
Column (b) - Net investment income	<u><u>283</u></u>

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Schedule (6), Part I, Line 23

<u>DESCRIPTION</u>	PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSE
OTHER EXPENSES:			
Auto/Transportation Expenses	8,661	663	7,998
Employee Auto Reimbursement	(8,060)	-	(8,060)
Bank/Wire Charges	(11)	(11)	-
Corporate Fees	210	50	160
Education	(196)	465	(661)
Insurance	7,474	946	6,528
Miscellaneous Charitable Expenses	3,897	-	3,897
Overhead Reimbursement	2,516	252	2,264
Office Supplies	1,379	-	1,379
Outside Services	26,653	26,013	640
Subscription	2,348	224	2,124
Telephone	1,188	-	1,188
TOTALS	<hr/> <hr/> 46,059	<hr/> <hr/> 28,602	<hr/> <hr/> 17,457

The Auen Foundation  
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EIN: 95-4325051  
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Schedule (7), Part II, Line 7

OTHER NOTES AND LOANS RECEIVABLES

DESCRIPTION	Balance Due	Fair Market Value
Peter Solomon	9,300,000	5,809,662
Rusty Hamilton	<u>131,523</u>	<u>131,523</u>
<b>TOTAL</b>	<b><u>9,431,523</u></b>	<b><u>5,941,185</u></b>

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Schedule (8), Part II, Line 10a

	DESCRIPTION	ENDING COST	FMV
<b><u>GOVERNMENT &amp; AGENCY BONDS</u></b>			
02-28-11	FHLB	101,694	101,206
03-10-11	FHLMC	111,114	114,519
03-14-11	FHLMC	114,035	117,802
04-13-10	FNMA	110,722	118,709
	<b>TOTAL</b>	<b>437,565</b>	<b>452,236</b>

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Schedule (9), Part II, Line 10b

DESCRIPTION	ENDING COST	FMV
<b><u>COMMON STOCKS</u></b>		
ALCOA INC.	146,770	34,600
AMERICA MOVIL SA DE CV	134,281	90,400
AT&T INC	165,081	120,960
CALAMOS STRATEGIC TOTAL	289,673	161,833
CHESAPEAKE MIDSTREAM PTNR LP	53,300	58,000
CITIGROUP INC NEW	217,500	131,550
CLOUGH GLOBAL OPP FUND	241,972	148,620
COPANO ENERGY L.L.C.	92,591	85,500
DYNEGY INC DEL CL "A"	162,511	11,080
EATON VANCE	330,662	358,916
FIRST EAGLE GLOBAL	521,970	570,868
GENERAL MOTORS	165,000	101,350
GENON ENERGY INC COM	138,173	5,859
GSAM REAL ESTATE SEC	85,124	106,411
INVESCO AIM	217,277	220,317
ML/BLACKROCK GLOBAL ALLOCATION A	214,720	212,053
ML/BLACKROCK GLOBAL ALLOCATION C	906,436	909,927
PHILLIP MORRIS INTL INC.	129,323	392,400
ROTHSCHILD	367,619	368,685
SOUTHERNSUN	76,609	101,898
THORNBURG	186,616	203,906
WELLS FARGO ASSET ALLOCATION "A"	143,449	173,857
WELLS FARGO ASSET ALLOCATION "C"	688,544	637,433
<b>SUB-TOTAL</b>	<b>5,675,201</b>	<b>5,206,423</b>

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Palm Desert, California 92255-3390

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Form 990-PF, Dec. 31, 2011  
Schedule (9), Part II, Line 10b

DESCRIPTION	ENDING COST	FMV
<b><u>PREFERRED STOCKS</u></b>		
ASHFORD HOSP TRUS	100,000	97,400
ASSOC BANC-CORP	125,000	125,750
ENTERTAINMENT PR	100,000	99,760
FANNIE MAE	250,000	14,000
HERSHA HOSPITALITY TR	100,000	88,400
ING GROEP NV	250,000	167,400
ROYAL BK SCOTLAND GRP	100,000	46,160
SLM CORP	173,093	151,275
PPLUS TR SERIES RRD-1 CLASS A	100,000	76,160
PRIMUS	250,000	197,700
KKR FINL HLDGS	200,000	202,384
AVIVA PLC	200,000	200,960
GOLDMAN SACHS GP	150,000	150,300
MERRILLI CAP TR II	100,000	74,640
M L CAP TR I	33,150	24,664
CITIGROUP CAP XVII	200,000	172,720
AMER INTL GROUP	100,000	81,240
SUB-TOTAL	2,531,243	1,970,913
TOTAL.	8,206,444	7,177,336

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Palm Desert, California 92255-3390

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Form 990-PF, Dec. 31, 2011  
Schedule (10), Part II, Line 10c

DESCRIPTION	COST	FMV
<b><u>BOND MUTUAL FUND</u></b>		
ADVENT CLAYMORE ENHANCED G&I	259,420	116,641
GS LOCAL EMERGING MKTS DEBT FD	30,162	27,431
HIGH YIELD INSTL. MUTUAL FUND	57,165	55,940
INVESCO VAN KAMP DYN CRDT OPP	200,000	105,700
MS EMERGING MKTS DOMESTIC DEBT	250,000	176,875
<b>SUB-TOTAL</b>	<b>796,747</b>	<b>482,587</b>

**CORPORATE BONDS**

HEWLETT-PACKARD COMPANY	100,176	98,723
WYETH	110,237	109,626
WALMART STORES INC.	99,811	105,992
KRAFT FOODS INC.	111,293	118,957
BBVA INTL	216,250	165,508
ING CAP FDG TR	195,000	157,982
HINES NURSERIES INC.	171,005	200
REGIONS FINL. CORP	154,688	150,375
GMAC	251,190	248,500
SLM CORP	152,250	150,765
AMERICAN GENERAL	100,243	94,500
SUN FED PWR HLDGS	231,362	104,375
REGIONS FINL. CORP	99,506	97,750
GABELLI/GAMCO	204,610	202,974
LIBERTY MEDIA	148,805	154,688
CONLU. AIRL 2006-1	232,895	223,995
IBRD	176,105	161,785
ILLEAS	245,928	238,750
ROYAL BK SCOTLAND	255,875	204,538
MORGAN STANLEY	264,533	250,435
CIT GROUP INC	204,000	200,400
REGIONS FINL. CORP	201,500	191,000
NEXTEL COMM 15	206,755	183,000
LEUCADIA NATL CRP	163,125	157,688
ICAIIN ENTERPRISES	210,569	207,500
SLM CORP	95,506	89,121
GMAC	253,125	235,118
CLEAN HARBORS INC	93,600	95,625
GMAC	178,006	170,721
USG CORP	96,881	78,000
STONE ENERGY CORP	308,000	306,000
AMERICAN AXLE	206,500	198,000
LEUCADIA NATL CRP	210,750	201,250

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Schedule (10), Part II, Line 10c

DESCRIPTION	COST	FMV
<b><u>CORPORATE BONDS (continued)</u></b>		
CENTENIE CORP	198,000	199,000
HARRAHS OPERATING	399,506	371,438
MUELLER WATER	256,250	227,500
TESORO CORP	259,063	256,250
RRI ENERGY INC	304,756	289,500
SYNOVUS FINL. CORP	265,012	253,500
GMAC	150,375	143,453
TEREX CORP	317,250	294,000
BANK OF AMERICA	322,836	283,356
ADVANCED MICRO	266,250	259,375
USG CORP	266,875	211,250
LEAR CORPORATION	186,375	189,438
GMAC	151,079	135,218
KLA TENCOR CORP	231,000	230,630
GMAC	149,082	132,945
BURGERKING CORP	213,500	217,750
GMAC	143,612	129,813
COMSTOCK RESOURCE	204,500	190,000
PENN VIRGINIA COR	306,250	279,000
NRG ENERGY	317,500	304,500
LICAR CORPORATION	166,875	165,000
MGM RESORTS INTL.	226,000	221,500
SLM CORP	210,000	202,000
ANGLOGOLD HLDGS	305,400	298,038
METROPCS WIRELESS	148,875	139,875
TRANSOCEAN INC	184,625	180,425
CLIFFS NATL. RES	150,563	149,460
GAP INC	246,875	238,450
BARCLAYS BK REG S	258,650	265,535
CENTURYLINK, INC	198,000	200,367
AMGEN INC	199,850	201,821
15NC1 STEP UP CALLABLE NOTES	200,000	197,000
FIFTH THIRD CAP	246,874	244,999
TRANSOCEAN SER-C	98,205	98,249
AXA	177,500	113,437
<b>SUB-TOTAL</b>	<b>13,877,442</b>	<b>12,867,913</b>
<b>TOTAL</b>	<b>14,674,189</b>	<b>13,350,500</b>

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EIN: 95-4325051  
Form 990-PF, Dec. 31, 2011  
Schedule (II), Part II, Line 14

DESCRIPTION	BOOK VALUE	ACCUM. DEPRECIATION	NET BOOK VALUE	TOTAL FAIR MARKET VALUE
<b><u>Fixed Assets:</u></b>				
Auto and Equipment	220,022	126,277	93,745	93,745
<b>Total</b>	<b>220,022</b>	<b>126,277</b>	<b>93,745</b>	<b>93,745</b>

**Depreciation** - The cost of property and equipment is depreciated using the alternative modified accelerated cost recovery system. The useful lives used in the computation of depreciation are as follows:

Equipment	5 - 10 years
Transportation equipment	5 years

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EIN: 95-4325051  
Form 990-PF, Dec. 31, 2011  
Schedule (12), Part II, Line 15

DESCRIPTION	<u>BALANCE DUE</u>	FAIR <u>MARKET VALUE</u>
OTHER ASSETS:		
Charitable Loan	7,100,000	7,100,000
Purchased Interest	<u>5,413</u>	<u>5,413</u>
<b>TOTAL AMOUNT</b>	<b><u>7,105,413</u></b>	<b><u>7,105,413</u></b>

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EIN: 95-4325051  
Form 990PF, Dec. 31, 2011  
Schedule (13), Part III Line 3

Increases in Net Assets or Fund Balances not included in the amount  
from Part I Line 27a - "Excess of revenue over expenses".

	Amount
Excess of fair market value in over net book value of property donated.	89,000
	<hr/>
	<u>89,000</u>

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EIN: 95-4325051  
Form 990PF, Dec. 31, 2011  
Schedule (14), Part IV

	Sales Price	Adjusted Cost	Gain or (loss)
<b><u>ACQUIRED BY PURCHASE</u></b>			
GOVERNMENT & AGENCY - BONDS	617,086	609,617	7,469
CORPORATE BONDS	14,198,912	14,043,238	155,674
STOCKS	7,270,573	7,860,987	(590,414)
<b>TOTAL</b>	<b>22,086,571</b>	<b>22,513,842</b>	<b>(427,271)</b>

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Schedule (15), Part X, Line 1c

	FAIR MARKET VALUE
<u>OTHER ASSETS:</u>	
Notes Receivable	5,941,185
Purchased Interest	606
 Fixed Assets:	
Furniture	66
 Total	<u>5,941,857</u>

# The Auen Foundation

EIN: 95-4325051, Form 990PF, December 2011  
Schedule(16), Part XV Line 3a, Grants Paid During Year  
30 August 2012

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
<b>January 2011</b>					
Gilda's Club Desert Cities To underwrite operational expenses	11-02	1/4/2011	\$1,000.00		3202 67-625 E. Palm Canyon Dr. Suite 6A Cathedral City, CA 92234
American Heart Association, Inc. Support for operational expenses and "Go Red"	11-03	1/25/2011	\$2,500.00	135613797	3204 74-020 Alessandro Suite A Palm Desert, CA 92260
CSUSB - California State University San Bernardino - Palm Desert program support for The Autism Center at Cal State Palm Desert	11-05	1/19/2011	\$2,500.00		3203 37500 Cook Street Palm Desert, CA 92211
Palm Springs International Film Festival for Senior Active Retirement Programs	11-01	1/25/2011	\$20,000.00	95-1641910	3205 1700 E. Tahquitz Canyon Way #3 Palm Springs, CA 92262
<hr/> <i>Total January 2011 (4 items)</i> <hr/>				<b>\$26,000.00</b>	
<b>February 2011</b>					
The Ranch Recovery Center Inc to assist Seniors with Alcoholism and Drug Addiction	11-04	2/3/2011	\$5,000.00		3206 7885 Annandale Ave Desert Hot Springs, CA 92240
The Unforgettables Foundation For program operational support in the Coachella Valley	11-06	2/9/2011	\$7,500.00	330885478	3207 7197 Brockton Ave Suite 5 Riverside, CA 92506
<hr/> <i>Total February 2011 (2 items)</i> <hr/>				<b>\$12,500.00</b>	

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
<b>March 2011</b>					
<b>Friends Of Vista Hill Foundation</b> Seniors with developmental disabilities		3/30/2011	\$1,500.00	330174451	3215 8910 Clairemont Mesa Blvd San Diego, CA 92123-1104
<b>Grammy Museum Foundation, Inc.</b> Senior Citizen's Month at the Museum	11-07	3/9/2011	\$7,500.00	3212	C/O Staples Center Foundation 800 W. Olympic Blvd. Los Angeles, CA 90015
<b>Braille Institute</b> Rancho Mirage mobile solutions program	11-09	3/2/2011	\$10,000.00	3209	70-251 Ramon Road Rancho Mirage, CA 92270-5203
<b>Arthritis Foundation</b> Support for Life Improvement Programs	11-10	3/3/2011	\$15,000.00	3210	73-710 Fred Waring Drive Suite 104 Palm Desert, CA 92260-2510
<b>Opera Arts, Inc.</b> Operational support	11-11	3/1/2011	\$2,500.00	30054629	3208 PO Box 5433 Palm Springs, CA 92263
<b>Well in the Desert</b> Support for the aging population, \$10,000 to go for food distribution programs \$5,000 to be set aside for Christmas at the Convention Center.	11-12	3/22/2011	\$15,000.00	330694580	3214 P.O. Box 5312 Palm Springs, CA 92263
<b>The Unforgettables Foundation</b> operational costs		3/7/2011	\$1,200.00	330885478	3211 7197 Brockton Ave Suite 5 Riverside, CA 92506
<b>KASE</b> to support intergenerational operating costs		3/10/2011	\$1,000.00	3213	P.O. Box 682 Thousand Palms, CA 92276
					<hr/> \$53,700.00
<i>Total March 2011 (8 items)</i>					

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
<b>April 2011</b>					
Aids Assistance Program Support for Food Program	11-22	4/27/2011	\$10,000.00	330566442	3218 1276 N. Palm Canyon Drive Suite 108 Palm Springs, CA 92262
Stroke Recovery Center \$10,000 given for therapy equipment and \$1,000 given for operational support	11-19	4/27/2011	\$11,000.00	3217	2800 East Alejo Road Palm Springs, CA 92262-6253
American Cancer Society Support for the Desert Spirit and Programs for the Coachella Valley	11-15	4/20/2011	\$10,000.00	131788491	3216 C/O Suzan Holt 73-161 Fred Waring Drive Suite 100 Palm Desert, CA 92260
<hr/> <i>Total April 2011 (3 items)</i> <hr/>					<b>\$31,000.00</b>
<b>May 2011</b>					
ACT for Multiple Sclerosis To support the Senior Care programs such as exersize therapy program - Enhanced Strength Training Project	11-20	5/3/2011	\$10,000.00	3219	73-710 Fred Waring Drive Suite 120A Palm Desert, CA 92260
Desert Community Foundation Support for Mecca Schools - Intergenerational Programs / Transportation	11-21	5/23/2011	\$10,000.00	3221	75-105 Merle Drive Suite 300 Palm Desert, CA 92211
Visiting Nurses Association For more personalized care for Jewish Hospice Patients	11-13	5/3/2011	\$4,000.00	3220	42-600 Cook Street Suite 202 Palm Desert, CA 92211
<hr/> <i>Total May 2011 (3 items)</i> <hr/>					<b>\$24,000.00</b>
<b>June 2011</b>					
Palm Canyon Theatre Emergency Scholarship Fund	11-29	6/30/2011	\$5,000.00	3227	538 N. Palm Canyon Drive Palm Springs, CA 92262

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
Coachella Valley Symphony Operational and program support	11-24	6/8/2011	\$10,000.00		3222 P.O. Box 10727 Palm Desert, CA 92255
University of Southern California Davis School of Gerontology Emergency Scholarship Fund	#11-25	6/8/2011	\$5,000.00		3223 3715 McClintock Ave. Los Angeles, CA 90089
Staples Center Foundation Support partnership of the Auen Foundation along with the Staples Center to fund and sustain the Indio Senior Center's programs and services.	11-26	6/27/2011	\$20,000.00	954675402	3226 800 West Olympic Blvd. 3rd Floor Los Angeles, CA 90015
Soldiers Organized Services Support for transportation and general operating expenses	11-28	6/14/2011	\$2,000.00		3224 57539 Santa Rosa Trail La Quinta, CA 92253
University of Idaho in kind gift of 19 acres west of Hwy 91	11-17	6/8/2011	\$100,000.00		In Kind College of Agriculture Moscow, ID 83844-2331
Cathedral City Senior Center (Tierra del Sol) Support for Mobile Pantry Program	11-27	6/27/2011	\$10,000.00		3225 37-171 W. Buddy Rogers Ave Cathedral City, CA 92234
<hr/>				<hr/>	<hr/>
<i>Total June 2011 (7 items)</i>				<hr/>	<hr/>
<b><u>July 2011</u></b>					
Coronado Promenade Concerts to help fund summer concerts in the park for the community	11-31	7/27/2011	\$2,000.00		3228 178 C. Street Coronado, CA 92118
<hr/>				<hr/>	<hr/>
<i>Total July 2011 (1 item)</i>				<hr/>	<hr/>
<b><u>August 2011</u></b>					
Desert Cancer Foundation Funding will be used solely for direct patient assistance for seniors with breast cancer.	11-32	8/15/2011	\$10,000.00		3230 74091 Larrea St. Palm Desert, CA 92260

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
Gilda's Club Desert Cities core support groups technology for the aging population	11-33	8/30/2011	\$20,000.00		3231 67-625 E. Palm Canyon Dr. Suite 6A Cathedral City, CA 92234
Parade Charities, Inc. Fund the senior component of the Palm Desert Golf Cart Parade	11-30	8/1/2011	\$10,000.00	330206420	3229 72559 Hwy 111 Palm Desert, CA 92260
<i>Total August 2011 (3 items)</i>			<u><b>\$40,000.00</b></u>		
<b><u>September 2011</u></b>					
Elizabeth Glaser Pediatric Aids Foundation Support for Southern California Services	11-39	9/21/2011	\$4,500.00	3234 11150 Santa Monica Blvd Suite 1050 Los Angeles, CA 90025	
Barbara Sinatra Children's Center Support for Grandparents Program	11-38	9/20/2011	\$5,000.00	3233 39000 Bob Hope Drive Rancho Mirage, CA 92270-3235	
JCCF - Justin Cowboy Crisis Fund Financial assistance for aging athletes	11-35	9/12/2011	\$15,000.00	3232 101 Pro Rodeo Drive Colorado Springs, CO 80919	
<i>Total September 2011 (3 items)</i>			<u><b>\$24,500.00</b></u>		
<b><u>October 2011</u></b>					
The Salk Institute for Biological Studies HIV / AIDS research	11-37	10/6/2011	\$15,000.00	3237 P.O. Box 85800 San Diego, CA 92186-5800	
International Classical Concerts of the Desert Support for 6th season of concerts for seniors	11-36	10/6/2011	\$1,500.00	3236 P.O. Box 1227 La Quinta, CA 92253	
Angel View Crippled Children's Foundation operational support	11-41	10/6/2011	\$2,000.00	3235 12379 Miracle Hill Road Desert Hot Springs, CA	
<i>Total October 2011 (3 items)</i>			<u><b>\$18,500.00</b></u>		

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
<b><u>November 2011</u></b>					
DesertArc support for Adult Day Center	11-40	11/16/2011	\$8,800.00	956006700	3243 73-255 Country Club Drive Palm Desert, CA 92260
Opera Arts, Inc. equal partnership between Opera Arts and The Steinway Society supporting "For The Children" event and program operations.	11-42	11/16/2011	\$5,000.00	30054629	3242 PO Box 5433 Palm Springs, CA 92263
Pegasus Riding Academy for the Handicapped supporting 16 Stroke Center survivors, their care takers and spouses to attend the Rider's Award Event.	11-43	11/15/2011	\$1,000.00	953774003	3240 35-450 B Pegasus Court Palm Desert, CA 92211
Our Lady of the Desert operational support	11-44	11/16/2011	\$1,000.00		3241 PO Box 245 Yucca Valley, CA 92286
Palm Desert High School Foundation Class of 2012 graduation fundraising event "Studio 54"	11-45	11/14/2011	\$1,300.00		3239 43-570 Phyllis Jackson Lane Palm Desert, CA 92260
<b><u>Total November 2011 (5 items)</u></b>					<b><u>\$17,100.00</u></b>
<b><u>December 2011</u></b>					
The Ranch Recovery Center Inc treatment services for "Senior / Elderly" for 2011/2012	11-48	12/5/2011	\$15,000.00		3245 7885 Annandale Ave Desert Hot Springs, CA 92240
USC School of Theatre Summer Theatre Conservatory	11-46	12/20/2011	\$7,500.00		3248 1014 Childs Way Room 100 G Los Angeles, CA 90089-0591
Sacred Heart Church to underwrite expenses for the cook books to support the Companion Visitation Ministry.	11-47	12/5/2011	\$1,000.00		3244 43-775 Deep Canyon Rd. Palm Desert, CA 92260
<b><u>Total December 2011 (3 items)</u></b>					<b><u>\$23,500.00</u></b>
<b><u>Grand Totals</u></b>					
					<b><u>\$424,800.00</u></b>

The Auen Foundation  
P.O. Box 13390  
Palm Desert, California 92255-3390

EIN: 95-4325051  
Form 990 PF, Dec. 31, 2011  
Schedule (17), Part XVII, Line 1b(4)

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

<u>Line No.</u>	<u>Amount Involved</u>	<u>Name of Non-Charitable Exempt Organization</u>	<u>Description</u>
b(4)	\$ 362,161	The Fairfield Homes Title Holding Co., Inc. {exempt IRC 501 (c)(2)}	Is the paymaster of the Foundation as authorized by Employment Tax Reg. 31.3121(s) - 1(a) and (b).  Accounting services and other administrative expenses provided to the Foundation at allocated cost in accordance with an overhead sharing agreement.