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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation BUEHLER FAMILY FOUNDATION		A Employer identification number 95-4506411
Number and street (or P O box number if mail is not delivered to street address) 10251 CENTURY WOODS DRIVE	Room/suite	B Telephone number (818) 587-3730
City or town, state, and ZIP code LOS ANGELES, CA 90067		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) ▶ \$ 1,883,092.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	10,925.	10,697.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	0.			
b Gross sales price for all assets on line 6a				13,600.
7 Capital gain net income (from Part IV, line 2)		0.		
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				
12 Total. Add lines 1 through 11	10,925.	10,697.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	2,119.	0.		2,119.
b Accounting fees STMT 3	4,928.	0.		4,928.
c Other professional fees				
17 Interest	1,552.	1,552.		0.
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	2,532.	2,365.		167.
24 Total operating and administrative expenses. Add lines 13 through 23	11,131.	3,917.		7,214.
25 Contributions, gifts, grants paid	100,500.			100,500.
26 Total expenses and disbursements. Add lines 24 and 25	111,631.	3,917.		107,714.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<100,706.>			
b Net investment income (if negative, enter -0-)		6,780.		
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		13,022.	35,308.	35,308.	
	2	Savings and temporary cash investments		1,934,934.	879,040.	879,040.	
	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 5		0.	232,610.	237,164.	
	b	Investments - corporate stock STMT 6		0.	440,354.	468,985.	
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 7		0.	259,938.	262,595.		
14	Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)		1,947,956.	1,847,250.	1,883,092.		
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 ▶)					
23	Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds		1,947,956.	1,847,250.			
30	Total net assets or fund balances		1,947,956.	1,847,250.			
31	Total liabilities and net assets/fund balances		1,947,956.	1,847,250.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,947,956.
2	Enter amount from Part I, line 27a	2	<100,706.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,847,250.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,847,250.

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 FHLMC PL A97618 04.5000 DUE 03/01/41				P	12/31/11	12/31/11
b FHLMC PL G04913 05.0000 DUE 03/01/38				P	12/31/11	12/31/11
c FHLMC PL G04688 05.5000 DUE 09/01/38				P	12/31/11	12/31/11
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 5,292.		5,292.	0.			
b 3,021.		3,021.	0.			
c 5,287.		5,287.	0.			
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a				0.		
b				0.		
c				0.		
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	0.	
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	151,900.	2,012,141.	.075492
2009	33,027.	2,091,710.	.015789
2008	123,314.	2,136,893.	.057707
2007	64,987.	2,175,313.	.029875
2006	106,123.	2,079,260.	.051039
2 Total of line 1, column (d)			2 .229902
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 .045980
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,921,713.
5 Multiply line 4 by line 3			5 88,360.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 68.
7 Add lines 5 and 6			7 88,428.
8 Enter qualifying distributions from Part XII, line 4			8 107,714.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	68.
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	68.
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	68.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,374.
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	1,374.
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	1,306.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,306. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HANS H. BUEHLER</u> Telephone no. ► <u>(310) 553-2761</u> Located at ► <u>10251 CENTURY WOODS DRIVE, LOS ANGELES, CA</u> ZIP+4 ► <u>90067</u>			
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 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 type="checkbox"/> Yes <input checked="" 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 <u>N/A</u> ► <input type="checkbox"/>	1b	
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 ► _____, _____, _____, _____		
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.) <u>N/A</u>	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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011</i>) <u>N/A</u>	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
HANS H. BUEHLER 10251 CENTURY WOODS DRIVE LOS ANGELES, CA 90067	PRESIDENT AND	DIRECTOR	0.	0.
VIVIAN BUEHLER 10251 CENTURY WOODS DRIVE LOS ANGELES, CA 90067	CFO, SECRETARY AND DIRECTO		0.	0.
JULIANNA TIERNEY 5009 DEERWOOD PARK ARLINGTON, TX 76017	DIRECTOR		0.	0.
TODD L. SMITH 4013 ALADDIN DRIVE HUNTINGTON BEACH, CA 92649	DIRECTOR		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	158,315.
b Average of monthly cash balances		1b	1,792,663.
c Fair market value of all other assets		1c	
d Total (add lines 1a, b, and c)		1d	1,950,978.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		0.
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	1,950,978.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	29,265.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,921,713.
6 Minimum investment return. Enter 5% of line 5		6	96,086.

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	96,086.
2a Tax on investment income for 2011 from Part VI, line 5	2a		68.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	68.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	96,018.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	96,018.
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	96,018.

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	107,714.
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	107,714.
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	68.
6 Adjusted qualifying distributions. Subtract line 5 from line 4		6	107,646.

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				96,018.
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				
b From 2007				
c From 2008				
d From 2009				
e From 2010				9,841.
f Total of lines 3a through e	9,841.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 107,714.				
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				96,018.
e Remaining amount distributed out of corpus	11,696.			
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	21,537.			
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	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	21,537.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				9,841.
e Excess from 2011				11,696.

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 Paid during the year				
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	NONE	EXEMPT	EDUCATIONAL	20,000.
JEWEL CHARITY 600 BAILEY AVENUE STE A FORT WORTH, TX 76147	NONE	EXEMPT	TO RAISE FUNDS FOR CHILDREN'S HEALTHCARE	7,000.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	EXEMPT	CULTURAL	25,000.
PROJECT ANGEL FOOD 922 VINE STREET LOS ANGELES, CA 90038	NONE	EXEMPT	TO HELP FEED PEOPLE AFFECTED BY AIDS & OTHER DISEASE	2,500.
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107	NONE	EXEMPT	TO HELP FEED THE HUNGRY	5,000.
Total	SEE CONTINUATION SHEET(S)			100,500.
b Approved for future payment				
NONE				
Total				
				0.

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 SALVATION ARMY 10200 PIONEER ROAD TUSTIN, CA 92782	NONE	EXEMPT	TO HELP FEED THE HUNGRY	10,000.
THE SALVATION ARMY 180 EAST OCEAN BOULEVARD SUITE 500 LONG BEACH, CA 90802	NONE	EXEMPT	TO HELP FEED THE HUNGRY	10,000.
THE SALVATION ARMY 622 W. WOOLEY ROAD OXNARD, CA 93032	NONE	EXEMPT	TO HELP FEED THE HUNGRY	10,000.
THE SALVATION ARMY 8787 NORTH STEMMONS FREEWAY SUITE 800 DALLAS, TX 75247	NONE	EXEMPT	TO HELP FEED THE HUNGRY	10,000.
VENTURA COUNTY RESCUE MISSION 234 E. 6TH STREET OXNARD, CA 93030	NONE	EXEMPT	TO HELP PROVIDE SHELTER TO THE HOMELESS	1,000.
Total from continuation sheets				41,000.

Asset backed securities

Holding	Trade date	Total face value at maturity (\$)	Purchase price(\$)	Adjusted cost basis (\$)	Price on Dec 30 (\$)	Value on Dec 30 (\$)	Unrealized gain or loss (\$)	Holding period
FHLMC PL G04913								
RATE 05 0000% MATURES 03/01/38								
CURRENT PAR VALUE 51 876								
ACCRUED INTEREST \$208 94								
CUSIP 3128MGY11								
EAI \$2,594 Current yield 4 65%	Nov 10, 11	124,000 000	107 031	55,523 82	107 629	55,833 62	309 80	ST
FHLMC PL G04688								
RATE 05 5000% MATURES 09/01/38								
CURRENT PAR VALUE 77,128								
ACCRUED INTEREST \$341 71								
CUSIP 3128M6RH3								
EAI \$4,242 Current yield 5 06%	Nov 10, 11	232,000 000	107 929	83,243 63	108,644	83,794 94	551 31	ST
FHLMC PL A97618								
RATE 04 5000% MATURES 03/01/41								
CURRENT PAR VALUE 115,092								
ACCRUED INTEREST \$417 20								
CUSIP 312946PB6								
EAI \$5,179 Current yield 4 25%	Nov 10, 11	127,000 000	105,281	121,170 48	106 001	121,998 67	828 19	ST

Asset backed securities (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price(\$)	Adjusted cost base (\$)	Price on Dec 30 (\$)	Value on Dec 30 (\$)	Unrealized gain or loss (\$)	Holding period
Total		\$483,000,000		\$259,937.93		\$261,627.23	\$1,689.30	
						Total accrued interest:	\$967.85	
						Total value on Dec. 30:	\$262,595.08	

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost base (\$)	Price per share on Dec. 30 (\$)	Value on Dec 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
ALLIANZ FIXED INCOME									
SHARES SERIES C									
Symbol FXICX									
Trade date Oct 11 11	18,105,000	12.170	220,337.85	220,337.85	12.470	225,769.35	5,431.50	5,431.50	ST
EAI \$22,631 Current yield: 10.02%									
ALLIANZ FIXED INCOME									
SHARES SERIES M									
Symbol FXIMX									
Trade date Oct 11, 11	21,465,000	10.250	220,016.25	220,016.25	10.400	223,236.00	3,219.75	3,219.75	ST
EAI \$10,539 Current yield: 4.72%									
Total			\$440,354.10	\$440,354.10		\$449,005.35	\$8,651.25	\$8,651.25	

Government securities

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Value on Dec 30 (\$)	Unrealized gain or loss (\$)	Holding period
U S TREASURY NOTE								
RATE 0.8750% MATURES 02/29/12								
ACCRUED INTEREST \$142.52								
EAI \$214 Current yield: 0.87%	Oct 11, 11	48,000,000	100,316	48,151.87	100.133	48,063.84	-88.03	ST
	Nov 08, 11	1,000,000	100,261	1,002.62	100.133	1,001.33	-1.29	ST
Security total		49,000,000		49,154.49		49,065.17	-89.32	
US TSY INFL PROJ NOTE								
RATE 3.0000% DUE 07/15/12								
CURRENT PAR VALUE 34,005								
ACCRUED INTEREST \$465.72								
EAI \$1,020 Current yield: 2.94%	Oct 11, 11	27,000,000	103,078	35,052.10	102.148	34,735.42	-316.68	ST
U S TREASURY NOTE								
RATE 1.3750% MATURES 03/15/13								
ACCRUED INTEREST \$40.04								
EAI \$138 Current yield: 1.36%	Oct 11, 11	10,000,000	101,570	10,157.03	101.426	10,142.60	-14.43	ST
FNMA NTS								
RATE 0.7500% MATURES 12/18/13								
ACCRUED INTEREST \$6.25								
CUSIP 31398ASWB								
EAI \$188 Current yield: 0.75%	Oct 11, 11	25,000,000	100,399	25,099.98	100.382	25,095.50	-4.48	ST
U S TREASURY NOTE								
RATE 1.5000% MATURES 07/31/16								
ACCRUED INTEREST \$123.91								
EAI \$300 Current yield: 1.45%	Oct 11, 11	20,000,000	101,847	20,369.53	103.383	20,676.60	307.07	ST
U S TREASURY NOTE								
RATE 2.1250% MATURES 08/15/21								
ACCRUED INTEREST \$237.33								
EAI \$638 Current yield: 2.07%	Oct 11, 11	30,000,000	99,578	29,873.44	102.563	30,768.90	895.46	ST

Government securities (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Value on Dec 30 (\$)	Unrealized gain or loss (\$)	Holding period	
US TSY INFL PROT BOND									
RATE 3.6250% DUE 04/15/28									
CURRENT PAR VALUE 12,601									
ACCRUED INTEREST 594.85									
EAF \$457 Current yield 2.44%									
	Oct 11, 11	9,000,000	144,175	18,172.46	148,688	18,736.17	563.71	ST	
US TSY INFL PROT NOTE									
RATE 2.5000% DUE 01/15/29									
CURRENT PAR VALUE 34,806									
ACCRUED INTEREST 5397.24									
EAF \$870 Current yield 1.87%									
	Oct 11, 11	33,000,000	128,500	44,731.07	133,414	46,436.07	1,705.00	ST	
Total		\$203,000,000		\$232,610.10		\$235,656.43	\$3,046.33		
					Total accrued interest: \$1,507.86				
					Total value on Dec. 30: \$237,164.29				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SERVICES INC.	10,697.	0.	10,697.
UBS FINANCIAL SERVICES INC.	228.	0.	228.
TOTAL TO FM 990-PF, PART I, LN 4	10,925.	0.	10,925.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,119.	0.		2,119.
TO FM 990-PF, PG 1, LN 16A	2,119.	0.		2,119.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,928.	0.		4,928.
TO FORM 990-PF, PG 1, LN 16B	4,928.	0.		4,928.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	10.	0.		10.
INVESTMENT EXPENSES	118.	118.		0.
BANK FEES	157.	0.		157.
BROKERAGE FEES	2,247.	2,247.		0.
TO FORM 990-PF, PG 1, LN 23	2,532.	2,365.		167.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES - STMT A	X		232,610.	237,164.
TOTAL U.S. GOVERNMENT OBLIGATIONS			232,610.	237,164.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			232,610.	237,164.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WESTERN METALS CORPORATION STOCK	0.	19,980.
MUTUAL FUNDS - STMT A	440,354.	449,005.
TOTAL TO FORM 990-PF, PART II, LINE 10B	440,354.	468,985.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES - STMT A	COST	259,938.	262,595.
TOTAL TO FORM 990-PF, PART II, LINE 13		259,938.	262,595.