



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 CARL JUD FOUNDATION		A Employer identification number 95-4564426
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 6969D	Room/suite	B Telephone number (see instructions) 310-860-9889
City or town, state, and ZIP code LOS ANGELES CA 90069		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) \$ 3,026,145	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 (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	10,545	10,545	10,545	
	4 Dividends and interest from securities	50,775	50,775	50,775	
	5 a Gross rents	62,800	62,800	62,800	
	b Net rental income or (loss)	11,508			
	6 a Net gain or (loss) from sale of assets not on line 10	162,771			
	b Gross sales price for all assets on line 6a	199,927			
	7 Capital gain net income (from Part IV, line 2)		162,771		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	286,891	286,891	124,120		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	6,217	6,217	6,217	0
	b Accounting fees (attach schedule)	4,181	4,181	4,181	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	24,047	24,047	24,047	0
	19 Depreciation (attach schedule) and depletion	17,635	17,635	17,635	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,137	6,272	6,272	1,865
	24 Total operating and administrative expenses. Add lines 13 through 23	60,217	58,352	58,352	1,865
	25 Contributions, gifts, grants paid	100,000			100,000
26 Total expenses and disbursements. Add lines 24 and 25	160,217	58,352	58,352	101,865	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	126,674				
b Net investment income (if negative, enter -0-)		228,539			
c Adjusted net income (if negative, enter -0-)			65,768		

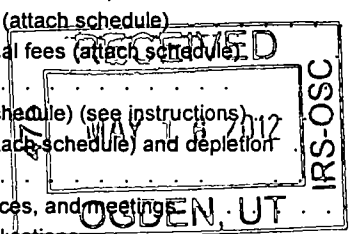
For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

p 24

SCANNED MAY 30 2012



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	40,247	62,065	62,065
	2	Savings and temporary cash investments	17,478	21,703	21,703
	3	Accounts receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	857,002	975,268	1,643,649
	c	Investments—corporate bonds (attach schedule)	166,312	166,312	148,728
Liabilities	11	Investments—land, buildings, and equipment basis ▶ 718,949			
		Less: accumulated depreciation (attach schedule) ▶ 243,780	492,804	475,169	1,150,000
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	0	0
	14	Land, buildings, and equipment: basis ▶ 0			
		Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,573,843	1,700,517	3,026,145
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶ TENANT SECURITY DEPOSITS)	9,000	9,000	
	23	Total liabilities (add lines 17 through 22)	9,000	9,000	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	1,684,739	1,684,739	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-119,896	6,778	
	30	Total net assets or fund balances (see instructions)	1,564,843	1,691,517	
	31	Total liabilities and net assets/fund balances (see instructions)	1,573,843	1,700,517	

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	1,564,843
2	Enter amount from Part I, line 27a	2	126,674
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,691,517
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	1,691,517

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 1,500 SH EATON CORP.	P	11/5/1995	3/11/2011
b 400 SH COCA COLA	P	11/5/1995	8/25/2011
c 300 SH IBM	P	11/5/1995	8/25/2011
d 253 SH IBM	P	11/5/1995	10/25/2011
e CITIGROUP CASH IN LEU	P	11/5/1995	5/9/2011

(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 78,995	0	8,910	70,085
b 26,919	0	14,324	12,595
c 49,326	0	7,553	41,773
d 44,644	0	6,369	38,275
e 43	0	0	43

(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 0	0	0	70,085
b 0	0	0	12,595
c 0	0	0	41,773
d 0	0	0	38,275
e 0	0	0	43

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	162,771
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

Part 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	101,845	2,856,425	0.035655
2009	116,144	2,591,011	0.044826
2008	65,000	2,674,260	0.024306
2007	101,580	3,275,444	0.031013
2006	101,768	2,213,425	0.045978

2 Total of line 1, column (d)	2	0.181778
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	0.036356
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,190,251
5 Multiply line 4 by line 3	5	115,985
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,285
7 Add lines 5 and 6	7	118,270
8 Enter qualifying distributions from Part XII, line 4 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.	8	101,865

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)				
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		1	4,571	
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	4,571	
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	4,571	
6 Credits/Payments.				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,600		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	1,600		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,971		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> 0	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		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?	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.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► NONE				
14	The books are in care of ► TILL MANAGEMENT Telephone no ► 310-860-9889			
Located at ► 1232 HILDALE AVENUE LOS ANGELES CA ZIP+4 ► 90069				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here	► <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		15		
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	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				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)? <input type="checkbox"/>	1b	N/A
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))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
DALE L. PAYNE 1232 HILLDALE LOS ANGELES CA 90069	PRESIDENT 20.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

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

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

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

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		0
.....		0
.....		0
.....		0
.....		0
.....		0
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 THE FOUNDATION'S ONLY CHARITABLE ACTIVITY IS THE MAKING OF CONTRIBUTIONS AND GIFTS TO OTHER CHARITABLE ORGANIZATIONS ORGANIZED AND OPERATING FOR THE BENEFIT OF ANIMALS. DURING 2011, THE FOUNDATION MADE DONATIONS TO 24 DIFFERENT CHARITABLE	1,865
2 ORGANIZATIONS TOTTALLING \$100,000. SEE SCHEDULE ATTACHED.	
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	Amount
1	
2	
All other program-related investments See instructions	
3	0
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	2,033,256
b	Average of monthly cash balances	1b	55,577
c	Fair market value of all other assets (see instructions)	1c	1,150,000
d	Total (add lines 1a, b, and c)	1d	3,238,833
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	3,238,833
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48,582
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,190,251
6	Minimum investment return. Enter 5% of line 5	6	159,513

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

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	101,865
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	101,865
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	101,865

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)**N/A**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ _____ 0				
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				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011	0			0
<i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				0
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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 <i>Paid during the year</i> TOTAL OF DONATIONS TO OTHER CHARITABLE ORGANIZATIONS OPERATING FOR THE BENEFIT OF ANIMALS SEE SCHEDULE ATTACHED			GENERAL DONATION TO OTHER CHARITABLE ORGANIZATIONS OPERATING FOR THE BENEFIT OF ANIMALS	100,000
Total			3a	100,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated.

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). (See instructions)
1	
2	
3	
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	
25	
26	
27	
28	
29	
30	
31	
32	
33	
34	
35	
36	
37	
38	
39	
40	
41	
42	
43	
44	
45	
46	
47	
48	
49	
50	
51	
52	
53	
54	
55	
56	
57	
58	
59	
60	
61	
62	
63	
64	
65	
66	
67	
68	
69	
70	
71	
72	
73	
74	
75	
76	
77	
78	
79	
80	
81	
82	
83	
84	
85	
86	
87	
88	
89	
90	
91	
92	
93	
94	
95	
96	
97	
98	
99	
100	

[illegible]

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals												Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Securities												199,927		37,156		162,771	
Other sales												0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss			
1	X	1,500 SH EATON CORP		OPEN MARKET SALE		11/5/1995	P	3/11/2011	78,995	8,910				70,085			
2	X	400 SH COCA COLA		OPEN MARKET SALE		11/5/1995	P	8/25/2011	26,919	14,324				12,595			
3	X	300 SH IBM		OPEN MARKET SALE		11/5/1995	P	8/25/2011	49,326	7,553				41,773			
4	X	253 SH IBM		OPEN MARKET SALE		11/5/1995	P	10/25/2011	44,644	6,369				38,275			
5	X	CITIGROUP CASH IN LEU		REVERSE SPLIT		11/5/1995	P	5/9/2011	43	0				43			
6														0			
7														0			
8														0			
9														0			
10														0			
11														0			
12														0			
13														0			
14														0			
15														0			
16														0			
17														0			
18														0			
19														0			
20														0			

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1			0	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16b (990-PF) - Accounting Fees

		4,181	4,181	4,181	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING & BOOKKEEPING	2,801	2,801	2,801	
2	TAX RETURNS PREPARATION	1,380	1,380	1,380	
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		0	0	0	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	0
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Line 18 (990-PF) - Taxes

		24,047	24,047	24,047	24,047	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	Real estate tax not included in line 20	21,868	21,868	21,868		
2	Tax on investment income	2,036	2,036	2,036		
3	Income tax					
4						
5	OTHER TAXES & LICENSES	143	143	143		
6						
7						
8						
9						
10						

Amount of depreciation included in cost of goods sold . . .

Line 19 (990-PF) - Depreciation and Depletion

	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	RESIDENTIAL RENTAL PROPERTY 1244 OZETA TERRACE					0			17,635
2	LOS ANGELES, CALIFORNIA								
3	BUILDING	11/4/1995	SL	27.5	220,000	121,325	7,999	7,999	7,999
4	LAND	11/4/1995			130,725	0			
5	FURNISHINGS & APPLIANCES	4/5/1999	200 DB	7	4,253	4,253			
6	AIR CONDITIONER	8/10/2000	200 DB	7	6,500	6,500			
7	WALL & DRIVEWAY	11/20/2007	SL	27.5	18,600	2,113	676	676	676
8	FURNISHINGS	11/30/2007	200DB	5	3,197	2,541	350	350	350
9						0			
10	RESIDENTIAL RENTAL PROPERTY 1232 HILLDALE					0			
11	LOS ANGELES, CALIFORNIA								
12	BUILDING	8/1/2000	SL	27.5	194,000	73,391	7,054	7,054	7,054
13	LAND	8/1/2000			115,275	0			
14	WASHER/DYER	11/29/2001	200 DB	7	1,550	1,550			
15	AIR CONDITIONER	6/16/2003	200 DB	7	1,000	1,000			
16	FENCE	6/16/2003	150 DB	10	13,500	11,797	1,180	1,180	1,180
17	EARTHQUAKE BOLTS	9/11/2003	SL	27.5	3,300	875	120	120	120
18	DRIVEWAY	11/29/2007	SL	27.5	7,050	800	256	256	256

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	8,137	6,272	Adjusted Net Income	6,272	Disbursements for Charitable Purposes	1,865
1	PROGRAM COSTS		1,865				1,865	
2	MISCELLANEOUS							
3	SUPPLIES							
4	BANK SERVICE CHARGES							
5	OFFICE EXPENSE		700	700		700		
6	LANDSCAPING (RENTAL REAL PROPERTIES)		2,350	2,350		2,350		
7	INSURANCE (RENTAL REAL PROPERTIES)		1,446	1,446		1,446		
8	REPAIRS & MAINTENANCE (RENTAL PROPERTIES)		1,075	1,075		1,075		
9	UTILITIES (RENTAL PROPERTIES)		701	701		701		
10								
11								
12								
13								

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	SEE SCHEDULE ATTACHED		857,002	975,268	1,651,181	1,643,649
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

THE CARL JUD FOUNDATION			
STOCKS AND BONDS			
12/31/11			
		Book	Market
Shares		Value	Value
921	ALLSTATE CORP.	17,680	25,231
2,000	AMERICAN EXPRESS CO.	9,977	94,349
4,268	AT&T INC.	130,036	129,064
2,038	BANK OF AMERICA CORP.	26,828	11,331
1,400	BOEING Co.	48,806	102,706
268	CITIGROUP INC.	22,650	7,051
3,000	COCA COLA INC.	107,437	209,877
400	DuPont El De Nemours & Co.	24,924	18,312
3,000	MFS INTERMARKET INCOME TRUST	31,758	24,780
2,501	EATON CORP	14,871	108,874
800	HONEYWELL INTERNATIONAL INC.	17,352	43,506
996	INTERNATIONAL BUSINESS MACHINES CORP	25,100	183,236
1,719	Johnson & Johnson	113,692	112,732
937	MORGAN STANLEY DEAN WITTER	10,014	14,172
63	NCR CORP.	890	1,029
2,000	OCCIDENTAL PETROLEUM	21,193	187,409
818	PLUM CREEK TIMBER CO.	25,204	29,906
132	SAFEWAY INC.	3,019	2,777
597	WELLS FARGO (FKA WASHINGTON MUTUAL)	10,514	16,453
41,464	FRANKLIN INCOME FUND CL A	104,994	87,075
6,832	FEDERATED WORLD INVESTMENT SERVICES	51,928	63,806
63	TERADATA CORP. (SPINOFF - NCR)	979	3,032
1,371	Nextera Energy Inc	76,229	83,466
2,846	Sysco Corp.	79,193	83,473
	TOTAL STOCKS	975,268	1,643,649
	GENERAL ELEC. CAPITAL CORP.	30,000	29,734
	COUNTRYWIDE FINANCIAL GROUP	100,000	79,157
	BANK OF AMERICA CORP.	36,312	39,837
		166,312	148,728
	CASH - MONEY MARKET		21,703
	TOTAL EDWARD JONES BROKERAGE ACCT. 12/31	1,141,580	1,814,080

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	GE CAPITAL CORPORATION			30,000	30,000	27,919	29,734
2							
3	COUNTRYWIDE FINANCIAL CORP			100,000	100,000	95,173	79,157
4	BANK OF AMERICA INTERNOTES			36,312	36,312	48,039	39,837
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		718,949	243,780	492,804	475,169	1,150,000
	Item or Category	Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	RESIDENTIAL RENTAL PROPERTY			0	0	
2	1244 OZETA TR, LOS ANGELES, CA			0	0	
3	BUILDING AND IMPROVEMENTS	252,549	145,757	115,817	106,792	402,500
4	LAND	130,725		130,725	130,725	172,500
5				0	0	
6	RESIDENTIAL RENTAL PROPERTY			0	0	
7	1232 HILLDALE, LOS ANGELES, CA			0	0	
8	BUILDING & IMPROVEMENTS	220,400	98,023	130,987	122,377	402,500
9	LAND	115,275		115,275	115,275	172,500
10				0	0	
11				0	0	
12				0	0	
13				0	0	
14				0	0	
15				0	0	
16				0	0	
17				0	0	

Part II, Line 22 (990-PF) - Other Liabilities

	Description	Beginning Balance	Ending Balance
1	TENANT SECURITY DEPOSITS	9,000	9,000
2			
3			
4			
5			
6			
7			
8			
9			
10			

<u>Organization</u>	<u>Federal ID#</u>	<u>2011</u>
Greyhound Pets of America-California	33-0677770	10,000
Friends of Animals Foundation	95-4026006	5,000
C.A.R.E.	95-4347009	7,000
Bay Area Poodle Rescue	94-3192264	10,000
SPCA/LA	95-1738153	4,000
The S.F. SPCA	94-0836580	2,000
Canine Companion for Independence	94-2494324	5,000
PAWS/LA	95-4178092	4,000
Pet Orphans of So California	23-7267769	4,000
English Springer Rescue America, Inc.	33-2145984	10,000
Ace of Hearts	95-4863739	3,100
WSPA (International)	04-2718182	3,000
Humane Society of Calvert County	52-1736501	2,000
Max Fund	84-1116882	1,000
Give A Dog A Bone	94-3394582	4,000
So. Calif. Newfoundland Rescue Corp.	26-0348911	1,000
CA. Siamese Rescue (CASR)	94-3401588	2,000
Best Friends (Catnippers)	23-7147797	5,000
Town Cats	31-1580952	2,000
Friends of Felines	47-0936359	2,000
The Critter Coalition	75-3007178	3,000
GLAZA	95-2369545	6,900
Lange Foundation	95-4407687	1,000
Animal Samaritans SPCA Inc.	95-3171867	3,000
		<u><u>\$100,000</u></u>

Form 4562 Statement - 990PF

12/31/2011

Item No	Description of Property	Date Placed In Service	Asset Code	Bus Use %	Cost or Other Basis	Sec 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Convention Code	Prior Accum Deprec., 179, Bonus	2011 Deprec.	2011 - Accum. Deprec
Depreciation Detail																
MACRS deductions for prior years (Line 17)																
1	BUILDING (OZETA)	11/4/1995	R-4	100.00%	220,000	0	0	0	0	0	27.5	SL/GDS	MM	121,325	7,999	129,324
5	BUILDING (HILLDALE)	8/1/2000	R-4	100.00%	194,000	0	0	0	0	0	27.5	SL/GDS	MM	73,391	7,054	80,445
8	FENCE (HILLDALE)	6/16/2003	A-9	100.00%	13,500	0	0	0	0	0	10	150DB	HY	11,797	1,180	12,977
9	EARTHQK BOLTS (HILL)	9/11/2003	R-4	100.00%	3,300	0	0	0	0	0	27.5	SL/GDS	MM	875	120	995
5	WALL & DRIVEWAY (OZ)	11/20/2007	R-4	100.00%	18,600	0	0	0	0	0	27.5	SL/GDS	MM	2,113	676	2,789
11	DRIVEWAY (HILLDALE)	11/29/2007	R-4	100.00%	7,050	0	0	0	0	0	27.5	SL/GDS	MM	800	256	1,056
6	FURNISHINGS (OZETA)	11/30/2007	F-3	100.00%	3,197	0	0	0	0	0	5	200DB	MQ4	2,541	350	2,891
Total MACRS deductions for prior years (Line 17)					459,647	0	0	0	0	0				212,842	17,635	230,477
Subtotal Depreciation					459,647	0	0	0	0	0				212,842	17,635	230,477
Total Depreciation and Amortization					459,647	0	0	0	0	0				212,842	17,635	230,477