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 , 2011, and ending ,

EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION
11755 WILSHIRE BLVD #900
LOS ANGELES, CA 90025

A Employer identification number 95-4715236

B Telephone number (see the instructions) 310-246-6666

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 19,097,565.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► [X] if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	4,208.	4,208.		
4 Dividends and interest from securities	138,890.	138,890.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	421,642.			
b Gross sales price for all assets on line 6a 1,476,394.				
7 Capital gain net income (from Part IV, line 2)		421,642.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	-87,552.	-87,552.		
12 **Total.** Add lines 1 through 11	477,188.	477,188.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages	66,987.			
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	7,500.			
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 3	20,467.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,131.			
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	318,721.	50,204.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	414,806.	50,204.		
25 Contributions, gifts, grants paid PART XV	1,452,055.			1,452,055.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,866,861.	50,204.	0.	1,452,055.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-1,389,673.			
b **Net investment income** (if negative, enter 0)		426,984.		
c **Adjusted net income** (if negative, enter 0)			0.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	512,659.	117,900.	117,900.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 5	6,009,960.	6,227,960.	6,675,349.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 6	13,427,018.	12,403,368.	12,277,135.
	14 Land, buildings, and equipment. basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 7)	36,263.	27,181.	27,181.
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	19,985,900.	18,776,409.	19,097,565.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 8)		180,304.	
	23 **Total liabilities** (add lines 17 through 22)	0.	180,304.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	36,680,756.	36,680,756.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-16,694,856.	-18,084,651.	
	30 **Total net assets or fund balances** (see instructions)	19,985,900.	18,596,105.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	19,985,900.	18,776,409.	

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	19,985,900.
2	Enter amount from Part I, line 27a	2	-1,389,673.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	18,596,227.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	122.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	18,596,105.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 10			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
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	421,642.
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 (column (b) divided by column (c))
2010	684,141.	20,754,596.	0.032963
2009	1,047,779.	20,610,077.	0.050838
2008	886,492.	23,235,754.	0.038152
2007	1,503,371.	25,815,227.	0.058236
2006	3,028,487.	25,951,948.	0.116696

2	**Total** of line 1, column (d)	2	0.296885
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	0.059377
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,886,243.
5	Multiply line 4 by line 3	5	1,180,785.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,270.
7	Add lines 5 and 6	7	1,185,055.
8	Enter qualifying distributions from Part XII, line 4	8	1,452,055.

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 ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _ _ _ _ _ _ _ **(attach copy of letter if necessary – see instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ 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, column (b)		1	4,270.
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	4,270.
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	4,270.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 25,742.		
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	25,742.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	21,472.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►	21,472. **Refunded** ►	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T.			
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► RBZ BUSINESS MANAGEMENT Telephone no. ► (310) 478-4148

Located at ► 11755 WILSHIRE BLVD STE 900 LOS ANGELES CA ZIP + 4 ► 90025

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies. SEE ADDENDUM AT STATEMENT 15

				Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c	X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 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?	☒ Yes ☐ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*		3b	X	
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/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
JASON H. MITCHELL 11755 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90025	SEC/TREAS 10.00	0.	0.	0.
JONATHAN E. MITCHELL 11755 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90025	PRESIDENT 10.00	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 ► 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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part 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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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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	7,195,617.
b Average of monthly cash balances		1b	315,279.
c Fair market value of all other assets (see instructions)		1c	12,678,183.
d Total (add lines 1a, b, and c)		1d	20,189,079.
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	20,189,079.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	302,836.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	19,886,243.
6 Minimum investment return. Enter 5% of line 5		6	994,312.

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	994,312.
2a Tax on investment income for 2011 from Part VI, line 5	2a 4,270.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	4,270.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	990,042.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	990,042.
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	990,042.

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	1,452,055.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,452,055.
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	4,270.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,447,785.

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					990,042.
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	1,642,660.				
b From 2007	245,256.				
c From 2008					
d From 2009	1,047,779.				
e From 2010					
f **Total** of lines 3a through e		2,935,695.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $ 1,452,055.					
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)		1,452,055.			
d Applied to 2011 distributable amount					0.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		990,042.			990,042.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,397,708.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		652,618.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		2,745,090.			
10 Analysis of line 9.					
a Excess from 2007	245,256.				
b Excess from 2008					
c Excess from 2009	1,047,779.				
d Excess from 2010					
e Excess from 2011	1,452,055.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter.					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

SEE STATEMENT 11

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 12				
Total			► **3a**	1,452,055.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

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	4,208.	
4 Dividends and interest from securities			14	138,890.	
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	421,642.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 13				-87,552.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				477,188.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 477,188.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 11/7/12 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
ALIN WALL	Alin Wall CPA	11/6/12		P00365782

Firm's name ► RBZ LLP | Firm's EIN ►

Firm's address ► 11755 WILSHIRE BLVD NINTH FL, LOS ANGELES, CA 90025 | Phone no (310) 478-4148

TEEA0503L 07/15/11

2011 Tax Information Statement

Account Number: 26-38619
Recipient's Tax ID Number: 95-4715236

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address: Ref: DS
EDWARD D AND ANNA MITCHELL FAMILY FOUNDATION
RBZ LLP
ATTN: C. CATHERINE
11755 WILSHIRE BLVD., NINTH FLOOR
LOS ANGELES, CA 90025

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
1000.0000	427398102	HERLEY INDS INC DEL COM	12/03/2010	02/14/2011	18,899.63	16,505.00	2,394.63	0.00
Total Short Term Sales					**18,899.63**	**16,505.00**	**2,394.63**	**0.00**
Long Term 15% Sales								
800.0000	708254206	PENNICHUCK CORP COM NEW COM NEW	11/19/2008	01/18/2011	22,280.69	16,036.44	6,244.25	0.00
800.0000	457030104	INGLES MKTS INC CL A	Various	02/14/2011	15,981.45	12,587.24	3,394.21	0.00
600.0000	890516107	TOOTSIE ROLL INDS INC	11/05/2007	02/14/2011	16,810.65	13,369.51	3,441.14	0.00
400.0000	79546E104	SALLY BEAUTY HLDGS INC COM STK	11/14/2006	06/24/2011	6,783.86	2,871.56	3,912.30	0.00
1000.0000	583928106	MEDALLION FINL CORP COM	04/27/2010	10/27/2011	11,459.77	8,088.50	3,371.27	0.00
Total Long Term 15% Sales					**73,316.42**	**52,953.25**	**20,363.17**	**0.00**

This is important tax information and is being furnished to you.

2011 Tax Information Statement

Account Number: 26-38615
Recipient's Tax ID Number: 95-4715236

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address: Ref: DS
EDWARD D AND ANNA MITCHELL FAMILY
FOUNDATION
RBZ LLP
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LOS ANGELES, CA 90025

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
260.0000	206708109	CONCUR TECHNOLOGIES INC	08/23/2010	01/03/2011	13,701.79	12,175.93	1,525.86	0.00
320.0000	225447101	CREE INC	12/13/2010	01/19/2011	17,128.45	22,856.13	-5,727.68	0.00
230.0000	075887109	BECTON DICKINSON & CO	02/25/2010	02/14/2011	18,646.73	17,982.39	664.34	0.00
580.0000	64110D104	NETAPP INC COM STK	Various	03/01/2011	29,599.79	22,368.09	7,231.70	0.00
270.0000	549271104	LUBRIZOL CORP COM	Various	03/21/2011	36,172.20	24,042.34	12,129.86	0.00
775.0000	571903202	MARRIOTT INTL INC NEW CL A	Various	04/04/2011	27,271.26	25,616.32	1,654.94	0.00
480.0000	413086109	HARMAN INTERNATIONAL INDUSTRIES	12/13/2010	04/14/2011	21,534.83	22,685.04	-1,150.21	0.00
140.0000	315616102	F5 NETWORKS INC	08/23/2010	04/25/2011	15,008.87	12,601.01	2,407.86	0.00
175.0000	099724106	BORG WARNER AUTOMOTIVE INC	06/21/2010	05/31/2011	12,583.76	7,326.76	5,257.00	0.00
500.0000	375558103	GILEAD SCIENCES INC	04/04/2011	06/14/2011	19,989.01	21,386.35	-1,397.34	0.00
400.0000	790849103	ST JUDE MEDICAL INC	03/29/2011	07/05/2011	19,079.75	20,698.80	-1,619.05	0.00
750.0000	959802109	WESTERN UNION CO	03/04/2011	07/05/2011	14,575.81	16,433.18	-1,857.37	0.00
300.0000	461202103	INTUIT	10/28/2010	07/27/2011	14,241.48	14,234.82	6.66	0.00
300.0000	461202103	INTUIT	Various	07/27/2011	14,241.48	15,024.31	-782.83	0.00
440.0000	696429307	PALL CORP	02/16/2011	08/30/2011	22,483.75	24,373.62	-1,889.87	0.00
335.0000	452327109	ILLUMINA INC	05/09/2011	09/13/2011	16,648.71	24,373.86	-7,725.15	0.00
845.0000	92342Y109	VERIFONE SYSTEMS INC COM	Various	10/12/2011	33,426.55	29,685.11	3,741.44	0.00

2011 Tax Information Statement

Account Number: 26-38615
Recipient's Tax ID Number: 95-4715236

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address: Ref: DS
EDWARD D AND ANNA MITCHELL FAMILY
FOUNDATION
RBZ LLP
ATTN: C. CATHERINE
11755 WILSHIRE BLVD., NINTH FLOOR
LOS ANGELES, CA 90025

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
325.0000	806407102	SCHEIN HENRY INC	04/14/2011	10/13/2011	20,825 33	22,705.18	-1,879.85	0.00
320.0000	055921100	BMC SOFTWARE INC	Various	10/28/2011	11,194.53	15,679.27	-4,484.74	0.00
420.0000	779376102	ROVI CORP COM	Various	11/17/2011	11,867.16	23,139.18	-11,272.02	0.00
Total Short Term Sales					**390,221.24**	**395,387.69**	**-5,166.45**	**0.00**
Long Term 15% Sales								
940.0000	458140100	INTEL CORP COM	Various	02/03/2011	20,096.57	17,866.02	2,230.55	0.00
80.0000	12572Q105	CME GROUP INC	Various	02/28/2011	24,978.78	19,433.90	5,544.88	0.00
355.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	11/26/2008	04/04/2011	18,875.55	8,996.39	9,879.16	0.00
1060.0000	254687106	WALT DISNEY CO	Various	05/09/2011	45,574.46	22,331.61	23,242.85	0.00
350.0000	731572103	POLO RALPH LAUREN CORP CL A	Various	06/07/2011	42,871.30	25,530.47	17,340.83	0.00
40.0000	38259P508	GOOGLE INC CL A	Various	06/24/2011	19,015.07	19,129.70	-114.64	0.00
1055.0000	03073E105	AMERISOURCE BERGEN CORP	Various	07/29/2011	40,617.87	28,668.74	11,949.13	0.00
535.0000	G24140108	COOPER INDUSTRIES PLC NEW IRELAND COM STK	Various	08/16/2011	26,220.48	26,305.10	-84.62	0.00
1010.0000	00971T101	AKAMAI TECHNOLOGIES INC	Various	08/24/2011	20,405.14	17,560.64	2,844.50	0.00
330.0000	177376100	CITRIX SYS INC	08/04/2010	09/13/2011	18,146.71	18,912.04	-765.33	0.00
350.0000	756577102	RED HAT INC	01/14/2010	09/16/2011	14,215.05	10,407.42	3,807.63	0.00
360.0000	382388106	GOODRICH CORPORATION	Various	10/03/2011	43,456.21	26,512.97	16,943.24	0.00
795.0000	032654105	ANALOG DEVICES INC	Various	10/21/2011	27,921.77	23,891.10	4,030 67	0.00
320.0000	055921100	BMC SOFTWARE INC	08/23/2010	10/28/2011	11,194.53	12,061.79	-867 26	0.00

2011 Tax Information Statement

Ref: DS

Account Number: 26-38615
Recipient's Tax ID Number: 95-4715236

☐ **Corrected** ☐ **2nd TIN notice**

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address:
EDWARD D AND ANNA MITCHELL FAMILY
FOUNDATION
RBZ LLP
ATTN. C. CATHERINE
11755 WILSHIRE BLVD., NINTH FLOOR
LOS ANGELES, CA 90025

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
450.0000	92220P105	VARIAN MED SYS INC	Various	11/14/2011	25,656.70	24,655.88	1,000.82	0.00
670.0000	302130109	EXPEDITORS INTL WASH INC	Various	12/15/2011	27,031.70	26,054.25	977.45	0.00
655.0000	512807108	LAM RESEARCH CORP	Various	12/22/2011	24,177.36	23,896.58	280.78	0.00
Total Long Term 15% Sales					**450,455.25**	**352,214.60**	**98,240.64**	**0.00**

This is important tax information and is being furnished to you.

13 7

2011 Tax Information Statement

Ref: GTH

Account Number: 17-38965
Recipient's Tax ID Number: 95-4715236

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
E AND A MITCHELL FAMILY FOUNDATION
RBZ LLP
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11755 WILSHIRE BLVD. -NINTH FLOOR
LOS ANGELES, CA 90025

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
220.0000	870887205	#REORG/ADR SWISS REINS CO SPONSORED ADR ADR TERMINATION 3-21-2011	Various	04/07/2011	13,639.73	8,968.40	4,671.33	0.00
100.0000	81783H105	ADR SEVEN & I HLDGS CO LTD ADR	Various	12/14/2011	5,505.90	5,223.33	282.57	0.00
Total Short Term Sales					**19,145.63**	**14,191.73**	**4,953.90**	**0.00**
Long Term 15% Sales								
120.0000	359556206	ADR FUJI HEAVY INDS LTD ADR ISIN #US3595562063	04/20/2007	01/19/2011	10,126.98	6,033.27	4,093.71	0.00
1000.0000	013904305	ADR ALCATEL ALSTHOM SPONSORED ADR ISIN #US0139043055	Various	03/10/2011	5,196.59	11,642.48	-6,445.89	0.00
140.0000	870887205	#REORG/ADR SWISS REINS CO SPONSORED ADR ADR TERMINATION 3-21-2011	11/20/2009	04/07/2011	8,679.83	6,556.73	2,123.10	0.00
.2000	151290889	CEMEX S A/TOLMEX S A DE C V SPON ADR 5 ORD	11/19/2009	04/12/2011	1.76	2.24	-0.48	0.00
250.0000	294821608	ERICSSON L M TEL CO ADR CL B	11/13/2007	05/13/2011	3,727.45	3,614.38	113.07	0.00
.1200	977874205	ADR WOLTERS KLUWER N V SPONSORED ADR	03/12/2003	06/17/2011	2.64	1.19	1.45	0.00
1040.0000	013904305	ADR ALCATEL ALSTHOM SPONSORED ADR ISIN #US0139043055	Various	07/01/2011	6,089.08	12,221.29	-6,132.21	0.00

2011 Tax Information Statement

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LOS ANGELES, CA 90025

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
253.0000	ES0126775032	DISTRIBUIDORA INTL DE ALIMENTACION EURO.01	Various	07/12/2011	1,236.70	1,902.86	-666.16	0.00
182.0000	ES0126775032	DISTRIBUIDORA INTL DE ALIMENTACION EURO.01	Various	07/13/2011	895.95	1,268.91	-372.96	0.00
111.0000	ES0126775032	DISTRIBUIDORA INTL DE ALIMENTACION EURO.01	Various	07/14/2011	554.11	663.90	-109.79	0.00
309.0000	879403780	ADR TELEFONOS DE MEXICO S A SPONSORED ADR REPSTG SH ORD L	Various	08/02/2011	5,474.75	3,298.64	2,176.11	0.00
531.0000	879403780	ADR TELEFONOS DE MEXICO S A SPONSORED ADR REPSTG SH ORD L	Various	08/15/2011	9,099.46	6,921.17	2,178.29	0.00
575.0000	T95132105	UNICREDIT SPA NPV	11/20/2009	08/19/2011	751.87	2,030.13	-1,278.26	0.00
146.0000	T95132105	UNICREDIT SPA NPV	11/20/2009	08/19/2011	187.78	515.48	-327.70	0.00
779.0000	T95132105	UNICREDIT SPA NPV	11/20/2009	08/19/2011	1,015.50	2,750.38	-1,734.88	0.00
1310.0000	74344G104	ADR PROMISE CO LTD ADR	Various	08/24/2011	4,337.32	20,046.01	-15,708.69	0.00
300.0000	879278208	TELECOM CORP NEW ZEALAND LTD SPONSORED ADR	06/19/2002	08/29/2011	3,471.41	4,296.20	-824.79	0.00
361.0000	879278208	TELECOM CORP NEW ZEALAND LTD SPONSORED ADR	06/19/2002	09/19/2011	3,776.56	5,169.76	-1,393.20	0.00
80.0000	37733W105	GLAXO PLC	06/21/2007	10/06/2011	3,371.88	4,160.27	-788.39	0.00
2040.0000	J48818124	NEC CORP NPV	04/20/2007	10/11/2011	4,548.86	11,173 69	-6,624.83	0.00
280.0000	654624105	ADR NIPPON TELEG & TEL CORP SPONSORED ADR	06/27/2007	10/14/2011	6,973.48	6,297.93	675.55	0.00
520.0000	654902204	NOKIA CORP SPONSORED ADR	Various	10/27/2011	3,746 52	9,441.28	-5,694.76	0 00

This is important tax information and is being furnished to you.

2011 Tax Information Statement

Ref: GTH

Account Number: 17-38965
Recipient's Tax ID Number: 95-4715236

☐ **Corrected** ☐ **2nd TIN notice**

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E AND A MITCHELL FAMILY FOUNDATION
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ATTN: C. CATHERINE
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LOS ANGELES, CA 90025

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
960.0000	654902204	NOKIA CORP SPONSORED ADR	Various	10/31/2011	6,716.03	13,771.51	-7,055.48	0.00
1230.0000	977868108	WOLSELEY PLC ADR	05/20/2008	12/02/2011	3,669.64	13,241.07	-9,571.43	0.00
990.0000	G62748119	WM MORRISON SUPERMARKETS ORD GBP0.10	Various	12/29/2011	4,928.73	3,602.75	1,325.98	0.00
Total Long Term 15% Sales					**98,580.88**	**150,623.52**	**-52,042.64**	**0.00**
Unknown Term (or Cost) Sales								
890.0000	550993125	CENTRAIS ELETRICAS BRASILEIRAS S A	06/19/2002	03/04/2011	9.81	0.00	0.00	0 00
3050.0000	IT0004723752	INTESA SANPAOLO RTS	Various	05/24/2011	380.87	0.00	0.00	0.00
Total Unknown Term (or Cost) Sales					**390.68**	**0.00**	**0.00**	**0.00**

Form **8868** (Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: EDWARD D. AND ANNA MITCHELL FAMILY FOUNDATION

Employer identification number (EIN) or [X] 95-4715236

Number, street, and room or suite number If a P O box, see instructions: 11755 WILSHIRE BLVD #900

Social security number (SSN) [ ]

City, town or post office, state, and ZIP code For a foreign address, see instructions: LOS ANGELES, CA 90025

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► RBZ BUSINESS MANAGEMENT

  Telephone No ► (310) 478-4148 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► [X] calendar year 20 11 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 4,270.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 25,742.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions EDWARD D. AND ANNA MITCHELL FAMILY FOUNDATION	Employer identification number (EIN) or [X] 95-4715236
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions RBZ LLP 11755 WILSHIRE BLVD NINTH FL	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOS ANGELES, CA 90025	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► RBZ BUSINESS MANAGEMENT
  Telephone No. ► (310) 478-4148 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning ______, 20 __, and ending ______, 20 __.

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO OBTAIN THIRD PARTY INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE INFORMATION RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$ 4,270.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 25,742.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► Date ►

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BROKER COMMISSION RECAP	$ 264.	$ 264.	
JLTV INTERNATIONAL, LLC	-28,480.	-28,480.	
MARKSTONE CAPITAL	-667.	-667.	
MITCHELL ENTERTAINMENT	-9,206.	-9,206.	
MITCHELL TECHNOLOGY INVES	-50,057.	-50,057.	
NON DIVIDEND DISTRIBUTION	478.	478.	
OTHER INCOME	116.	116.	
TOTAL	$ -87,552.	$ -87,552.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990PF	$ 7,500.			
TOTAL	$ 7,500.	$ 0.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	$ 10,789.			
FOREIGN TAXES WITHHELD	4,457.			
PAYROLL TAXES	5,221.			
TOTAL	$ 20,467.	$ 0.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 36.			
EMPLOYEE BENEFITS	2,171.			
INVESTMENT MANAGEMENT FEES	28,566.	$ 28,566.		
OPERATING EXPENSES	265,136.			
POSTAGE & DELIVERY	187.			
SAFEKEEPING FEES	21,638.	21,638.		

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS RECEIVABLE	$ 1,707.	$ 1,707.
FEDERAL TAXES RECEIVABLE	21,472.	21,472.
ORGANIZATION EXPENSE	4,002.	4,002.
TOTAL	$ 27,181.	$ 27,181.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DUE TO AFFILIATE	$ 180,304.
TOTAL	$ 180,304.

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NON DEDUCTIBLE EXP - JLTV K-1	$ 13.
NON DEDUCTIBLE EXP -MITCHELL ENTERTAINMENT	109.
TOTAL	$ 122.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	4763.04 MFO HARDING LOEVNER FDS INC	PURCHASED	12/01/2006	12/16/2011
2	NT 619 ST SEE ATTACHED	PURCHASED	12/03/2010	2/14/2011
3	NT 619 LT SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
4	NT 965 ST SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
5	NT 965 LT SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
6	NT 965 LT SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
7	NT 615 ST SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
8	NT 615 LT SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
9	MARKSTONE CAPITAL PARTNERS	PURCHASED	VARIOUS	VARIOUS
10	PER K-1 MITCHELL TECHNOLOGY INVESTMENTS	PURCHASED	VARIOUS	VARIOUS
11	PER K-1 MITCHELL TECHNOLOGY INVESTMENTS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	200,000.		72,875.	127,125.				$ 127,125.
2	18,900.		16,505.	2,395.				2,395.
3	73,316.		52,953.	20,363.				20,363.
4	19,146.		14,192.	4,954.				4,954.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
5	98,581.		150,624.	-52,043.				$ -52,043.
6	391.		0.	391.				391.
7	390,221.		395,388.	-5,167.				-5,167.
8	450,455.		352,215.	98,240.				98,240.
9	17,847.		0.	17,847.				17,847.
10	7,028.		0.	7,028.				7,028.
11	200,509.		0.	200,509.				200,509.
							TOTAL	$ 421,642.

STATEMENT 11
FORM 990-PF, PART XV, LINE 1B
FOUNDATION MANAGERS - 10% OR MORE STOCKHOLDERS

JASON H. MITCHELL
JONATHAN E. MITCHELL

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE WOMEN'S GUILD OF CEDARS-SINAI 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	$ 10,000.
CHAMAH 27 WILLIAM STREET STE 613 NEW YORK, NY 10005	NONE	EXEMPT	GENERAL USE	10,000.
CEDARS-SINAI MEDICAL CENTER-BOARD MEMBER 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	1,500.
ELIZABETH GLASER PEDIATRIC AIDS FDN 1140 CONNECTICUT AVE N.W. STE 200 WASHINGTON, DC 90036	NONE	EXEMPT	GENERAL USE	25,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	NONE	EXEMPT	GENERAL USE	$ 54,017.
WILSHIRE BOULEVARD TEMPLE 3663 WILSHIRE BLVD LOS ANGELES, CA 90010	NONE	EXEMPT	GENERAL USE	105,850.
THE JEWISH FEDERATION 6505 WILSHIRE BLVD STE 1000 LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	400,000.
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET NW WASHINGTON, DC 20001	NONE	EXEMPT	GENERAL USE	264,286.
CONCERN FOUNDATION 1026 S ROBERTSON BLVD STE 300 LOS ANGELES, CA 90035	NONE	EXEMPT	GENERAL USE	1,300.
DISCOVER A STAR FOUNDATION 100 UNIVERSAL CITY PLAZA 5511-3 UNIVERSAL CITY, CA 91608	NONE	EXEMPT	GENERAL USE	2,000.
NATURAL HISTORY MUSEUM OF LA COUNTY 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE	EXEMPT	GENERAL USE	210.
LARC FOUNDATION 10560 WILSHIRE BLVD STE 1403 LOS ANGELES, CA 90024	NONE	EXEMPT	GENERAL USE	2,000.
NYU LANGONE MEDICAL CENTER 550 FIRST AVENUE NEW YORK, NY 10016	NONE	EXEMPT	GENERAL USE	2,500.
THE SALVATION ARMY 180 EAST OCEAN BLVD STE 500 LONG BEACH, CA 90802	NONE	EXEMPT	GENERAL USE	10,000.
THE WASHINGTON INSTITUTE FOR NEAR EAST P 1828 L STREET NW STE 1050 WASHINGTON, DC 20036	NONE	EXEMPT	GENERAL USE	75,900.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
LIBERTY HILL FOUNDATION 2121 CLOVER FIELD BLVD STE 113 SANTA MONICA, CA 90404	NONE	EXEMPT	GENERAL USE	$ 25,000.
ISRAEL CENTER FOR EXCELLENCE THRU EDUCAT 211 E CHICAGO AVE STE 1020 CHICAGO, IL 60611	NONE	EXEMPT	GENERAL USE	100,000.
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD STE 715 LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	10,000.
UNIVERSITY OF BRITISH COLUMBIA 2125 MALL MALL , VANCOUVER B.C. V6T 1Z4 CANADA	NONE	EXEMPT	GENERAL USE	75,942.
COLLEGE FOR NATIONAL STUDIES ,	NONE	EXEMPT	GENERAL USE	150,000.
ELNET STAND WITH US PO BOX 341069 LOS ANGELES, CA 90034	NONE	EXEMPT	GENERAL USE	5,000.
UC SANTA BARBARA 552 UNIVERSITY ROAD SANTA BARBARA, CA 93106	NONE	EXEMPT	GENERAL USE	1,200.
CHERISH OUR CHILDREN PO BOX 540007 HOUSTON, TX 77254	NONE			10,000.
UNITED WAY OF GREATER LOS ANGELES 1150 S. OLIVE ST #T500 LOS ANGELES, CA 90015	NONE	EXEMPT	GENERAL USE	50,000.
LOS ANGELES PHILHARMONIC 151 S. GRAND AVE LOS ANGELES, CA 90012	NONE	EXEMPT	GENERAL USE	4,050.
LACMA 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	EXEMPT	GENERAL USE	4,050.

**STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
SAFARI CLUB 4800 W. GATES PASS BLVD TUCSON, AZ 85745	NONE	EXEMPT	GENERAL USE	$ 1,500.
CCFA 10350 SANTA MONICA BLVD #120 LOS ANGELES, CA 90025	NONE	EXEMPT	GENERAL USE	500.
AMIGAS DE LAS AMERICAS 5618 STAR LANE HOUSTON, TX 77057	NONE	EXEMPT	GENERAL USE	250.
BETH CHANA SCHOOL 116-118 WALLABOUT ST #7A BROOKLYN, NY 11211	NONE	EXEMPT	GENERAL USE	50,000.
			TOTAL	$ 1,452,055.

**STATEMENT 13
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE**

OTHER REVENUE	(A) BUSINESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLUSION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
BROKER COMMISSION RECAP			14	$ 264.	
JLTV INTERNATIONAL, LLC			14	-28,480.	
MARKSTONE CAPITAL			14	-667.	
MITCHELL ENTERTAINMENT			14	-9,206.	
MITCHELL TECHNOLOGY INVES			14	-50,057.	
NON DIVIDEND DISTRIBUTION			14	478.	
OTHER INCOME			14	116.	
TOTAL		$ 0.		$ -87,552.	$ 0.

STATEMENT 14

EDWARD AND ANNA MITCHELL FAMILY FOUNDATION
FEIN: 95-4715236

FORM 990PF, PART VII-A
LINE 11 ATTACHMENT

SCHEDULE OF INFORMATION REGARDING TRANSFERS TO A CONTROLLED ENTITY

NAME OF CONTROLLED ENTITY: MITCHELL ENTERTAINMENT COMPANY, LLC
ADDRESS OF CONTROLLED ENTITY: 9220 W. SUNSET BLVD, #112, WEST HOLLYWOOD, CA 90069
FEIN: 51-0530823
DESCRPTION OF TRANSFER: ADDITIONAL INVESTMENTS IN CONTROLLED ENTITY
AMOUNT OF TRANSFER: $600

STATEMENT 15

EDWARD AND ANNA MITCHELL FAMILY FOUNDATION
FEIN: 95-4715236

FORM 990PF, PART VII-B
LINE 1A ATTACHMENT

ADDENDUM TO PART VII-B STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED.

A TRANSACTION THAT ORIGINALLY CAME TO OUR ATTENTION IN 2009 MAY BE AN ACT OF SELF-DEALING OR MAY INVOLVE AN EXCESS BUSINESS HOLDING ISSUE. OUTSIDE COUNSEL IS ATTEMPTING TO GATHER FACTUAL INFORMATION AND ONCE HE DOES WE WILL CONFER WITH HIM ON HIS EVALUATION. IF IT IS DETERMINED AFTER REVIEW BY OUTSIDE COUNSEL THAT WE DO HAVE A SELF-DEALING OR EXCESS BUSINESS HOLDING ISSUE, THE APPRORIATE FORM 4720'S WILL BE FILED.

EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION

95-4715236

ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS AS CURRENT YEAR CORPUS DISTRIBUTIONS

PURSUANT TO REGULATION 53.4942(A)-3(C)(2)(IV), THE FOUNDATION HEREBY ELECTS TO TREAT, AS A CURRENT DISTIBUTION OUT OF CORPUS, THE FOLLOWING UNUSED PRIOR YEARS DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTIONS UNDER REGULATION 53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAX YEAR:

TAX YEAR	AMOUNT
2006	990,042.

SIGNED: X