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 ,

THE BARNES FAMILY FOUNDATION
5037 STERN AVE
SHERMAN OAKS, CA 91423-1241

A Employer identification number: 95-4832150

B Telephone number (see the instructions): 818-784-0498

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: ☒ 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)* ► $ 3,333,064.

J Accounting method: ☒ 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 ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	75.	75.		
	4	Dividends and interest from securities	94,621.	94,621.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	36,607.			
	b	Gross sales price for all assets on line 6a 513,721.				
	7	Capital gain net income (from Part IV, line 2)		36,607.		
	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	-3,314.	-3,314.		
	12	**Total.** Add lines 1 through 11	127,989.	127,989.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	57,500.			57,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 2	1,000.			1,000.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	2,896.			238.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,406.			1,406.
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	19,333.	16,658.		2,675.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	82,135.	16,658.		62,819.
	25	Contributions, gifts, grants paid PART XV	99,900.			99,900.
	26	**Total expenses and disbursements.** Add lines 24 and 25	182,035.	16,658.	0.	162,719.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-54,046.			
	b	**Net investment income** (if negative, enter -0-)		111,331.		
	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	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing	3,000.	3,000.	3,000.
	2	Savings and temporary cash investments	133,370.	242,835.	242,835.
	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)	2,945,504.	2,781,993.	3,087,229.
	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)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,081,874.	3,027,828.	3,333,064.
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 ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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	3,081,874.	3,027,828.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,081,874.	3,027,828.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,081,874.	3,027,828.	

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	3,081,874.
2	Enter amount from Part I, line 27a	2	-54,046.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,027,828.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,027,828.

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 5			
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	36,607.
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) N/A

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			
2009			
2008			
2007			
2006			

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

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			1	2,227.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,227.
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	2,227.
6 Credits/Payments				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	2,400.		
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	2,400.
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	173.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►		173. **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? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► MARY VILLAR Telephone no ► 818-784-0498

Located at ► 5037 STERN AVE SHERMAN OAKS CA ZIP + 4 ► 91423-1241

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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	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)?		1 b		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?		1 c		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	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/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** Yes: 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
MARY VILLAR 5037 STERN AVE SHERMAN OAKS, CA 91423-1241	TRUSTEE 40.00	49,500.	0.	0.
ROBERT VILLAR 5037 STERN AVE SHERMAN OAKS, CA 91423-1241	TRUSTEE 10.00	8,000.	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.

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	3,315,838.
b Average of monthly cash balances			1b	153,451.
c Fair market value of all other assets (see instructions)			1c	
d Total (add lines 1a, b, and c)			1d	3,469,289.
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	3,469,289.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	52,039.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,417,250.
6 **Minimum investment return.** Enter 5% of line 5			6	170,863.

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	170,863.
2a Tax on investment income for 2011 from Part VI, line 5	2a	2,227.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	2,227.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	168,636.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	168,636.
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	168,636.

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	162,719.
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	162,719.
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	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	162,719.

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				168,636.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			159,664.	
b Total for prior years. 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 162,719.				
a Applied to 2010, but not more than line 2a			159,664.	
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				3,055.
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))*	0.			0.
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		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				165,581.
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)	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				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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

NONE

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

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

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

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 6				
Total			► **3a**	99,900.
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					75.
4 Dividends and interest from securities					94,621.
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					36,607.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LOSS PER K-1	900003				-3,314.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					127,989.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 127,989.

(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: 5-10-2012

Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name REX IMPERIAL CPA MST	Preparer's signature	Date 5/09/12	Check ☒ if self-employed	PTIN P00356077

Firm's name ► REX IMPERIAL, CPA, MST

Firm's EIN ► 95-4011836

Firm's address ► 22020 CLARENDON STREET STE 110
WOODLAND HILLS, CA 91367-6336

Phone no (818) 710-0276

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LOSS PER K-1	$ -3,314.		
TOTAL	$ -3,314.	$ 0.	$ 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
TAX PREPARATION	$ 1,000.			$ 1,000.
TOTAL	$ 1,000.	$ 0.	$ 0.	$ 1,000.

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
ATTORNEY GENERAL	$ 25.			$ 25.
FRANCHISE TAX BOARD	10.			10.
INTERNAL REVENUE SERVICE	2,658.			
VARIOUS FOREIGN TAXES	203.			203.
TOTAL	$ 2,896.	$ 0.	$ 0.	$ 238.

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 SERVICE CHARGES	$ 100.			$ 100.
COMPUTER EXPS	1,245.			1,245.
INVESTMENT EXPS	16,658.	$ 16,658.		
OFFICE EXPS	746.			746.
TELEPHONE	480.			480.
USPO	104.			104.
TOTAL	$ 19,333.	$ 16,658.	$ 0.	$ 2,675.

STATEMENT 5
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	22 AOL INC	PURCHASED	12/17/2003	9/13/2011
2	1570 CALAMOS TOTAL RETURN	PURCHASED	7/27/2004	9/13/2011
3	110 CALAMOS TOTAL RETURN	PURCHASED	9/24/2010	9/13/2011
4	600 DAVITA INC	PURCHASED	12/21/2005	9/29/2011
5	424 ISHARES RUSSELL 2000	PURCHASED	1/12/2005	8/22/2011
6	5 ISHARES RUSSELL 2000	PURCHASED	9/30/2010	8/22/2011
7	300 KOHLS CORP	PURCHASED	11/25/2003	9/13/2011
8	1 KOHLS CORP	PURCHASED	6/30/2011	9/13/2011
9	2 L3 COMMUNICATIONS	PURCHASED	9/16/2010	4/14/2011
10	6998 NUVEEN TAX ADV DIVDEND	PURCHASED	6/26/2007	12/13/2011
11	591 NUVEEN TAX ADV DIVDEND	PURCHASED	1/10/2011	12/13/2011
12	428 PRINCIPAL FINANCIAL GRP	PURCHASED	12/17/2003	9/13/2011
13	8 PRINCIPAL FINANCIAL GRP	PURCHASED	12/06/2010	9/13/2011
14	528 SELECT SECTOR SPDR	PURCHASED	12/16/2004	6/20/2011
15	7 SELECT SECTOR SPDR	PURCHASED	7/01/2010	6/20/2011
16	293 SPDR S&P MIDCAP 400	PURCHASED	12/03/2003	12/14/2011
17	3 SPDR S&P MIDCAP 400	PURCHASED	2/01/2011	12/14/2011
18	61 TIME WARNER CABLE INC	PURCHASED	12/17/2003	9/13/2011
19	1 TIME WARNER CABLE INC	PURCHASED	9/16/2010	9/13/2011
20	18240 UTS UNCOMMON VALUES	PURCHASED	7/15/2010	7/14/2011
21	416 VANGUARD MSCI EUROPEAN	PURCHASED	9/29/2005	8/22/2011
22	20 VANGUARD MSCI EUROPEAN	PURCHASED	12/30/2010	8/22/2011
23	PER K-1	PURCHASED	12/31/2011	12/31/2011

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	319.		603.	-284.				$ -284.
2	13,128.		17,927.	-4,799.				-4,799.
3	932.		1,021.	-89.				-89.
4	37,357.		31,794.	5,563.				5,563.
5	28,075.		25,758.	2,317.				2,317.
6	338.		402.	-64.				-64.
7	13,273.		14,190.	-917.				-917.
8	65.		75.	-10.				-10.
9	202.		185.	17.				17.
10	81,081.		109,797.	-28,716.				-28,716.
11	6,846.		7,497.	-651.				-651.
12	10,137.		14,214.	-4,077.				-4,077.
13	188.		236.	-48.				-48.
14	12,978.		11,414.	1,564.				1,564.
15	184.		177.	7.				7.
16	44,904.		30,882.	14,022.				14,022.
17	430.		482.	-52.				-52.
18	3,756.		3,043.	713.				713.
19	105.		108.	-3.				-3.
20	239,824.		183,252.	56,572.				56,572.
21	18,494.		23,097.	-4,603.				-4,603.
22	875.		960.	-85.				-85.
23	230.		0.	230.				230.
							TOTAL	$ 36,607.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
AHEAD WITH HORSES INC 9311 DEL ARROYO DRIVE SUN VALLEY, CA 91352	N/A	PUBLIC	PROVIDE FINANCIAL HELP FOR THERAPEUTIC AND DEVELOPMENT HORSEBACK RIDING EXPERIENCES FOR PHYSICALLY AND MENTALLY CHALLENGED KIDS.	$ 5,000.
ALS ASSOCIATION PO BOX 565 AGOURA HILLS, CA 91376		PUBLIC	TO PROVIDE SUPPORT,MEDICAL SUPPLIES AND RESEARCH FOR ALS VICTIMS AND FAMILIES	250.
AMERICAN COUNCIL ON SCIENCE & HEALTH 1995 BROADWAY STE 202 NEW YORK, NY 10023		PUBLIC	TO FOSTER A SCIENTIFICALLY SOUND AND SENSIBLE PUBLIC HEALTH POLICY FOR AMERICANS	1,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET NW WASHINGTON , DC 20036		PUBLIC	TO PROVIDE RESOURCES FOR CHARITABLE GRANTMAKERS.	1,000.
BCR - BURBANK CENTER FOR THE RETARDED 230 E AMHERST DR BURBANK, CA 91504		PUBLIC	TO ASSIST IN PROVIDING EDUCATIONAL AND SOCIAL OPPORTUNITIES FOR MENTALLY RETARDED CHILDREN AND ADULTS	2,500.
BOY SCOUTS OF AMERICA 16525 SHERMAN WAY UNIT C-8 VAN NUYS, CA 91406		PUBLIC	TO SUPPORT "HANDICAPABLE" PROGRAM WHICH BRINGS SCOUTING OPPORTUNITIES TO YOUNG PEOPLE WHO ARE PHYSICALLY AND MENTALLY CHALLENGED.	2,500.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CALILFORNIA ASSOC OF SCHOLARS 144 BAY HEIGHTS SOQUEL, CA 95073		PUBLIC	ASSIST IN RESTORING TRADITIONAL VALUES IN EDUCATION ON COLLEGE CAMPUSES	$ 5,000.
CAMP PENDLETON ARMED SERVICES, YMCA BLDG 16144 , BOX 555028 CAMP PENDLETON, CA 92055		PUBLIC	TO PROVIDE FUNDING FOR EDUCATIONAL AND RECREATIONAL PROGRAMS FOR FAMILIES OF ACTIVE MILITARY PERSONNEL.	5,000.
CITY OF HOPE 1055 WILSHIRE BL 11TH & 12TH FL LOS ANGELES, CA 90017		PUBLIC	TO SUPPORT CITY OF HOPE'S MISSION TO PREVENT AND CURE CANCER AND OTHER DISEASES	1,000.
CLAREMONT INSTITUTE 937 W FOOTHILL BL STE E CLAREMONT, CA 91711		PUBLIC	TO HELP EDUCATE THE PUBLIC REGARDING AMERICA'S FOUNDING PRINCIPLES	1,000.
CONSTITUTIONAL RIGHTS FOUNDATION, OC 15411 REDHILL AVE STE B IRVINE, CA 92623		PUBLIC	TO HELP YOUNG PEOPLE BECOME PARTICIPATORY CITIZENS BY UNDERSTANDING RULE OF LAW, THE LEGAL PROCESS AND THEIR CONSTITUTIONAL HERITAGE.	2,500.
FOOD ON FOOT 9663 SANTA MONICA BL #743 BEVERLY HILLS, CA 90210		PUBLIC	TO PROVIDE WEEKEND MEALS TO HOMELESS AND OTHER NEEDY INDIVIDUALS.	2,500.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
GEORGE BUSH PRESIDENTIAL CENTER PO BOX 560887 DALLAS, TX 75356		PUBLIC	TO SUPPORT INSTITUTE SCHOLARS AND POLICY EXPERTS WHO WILL RESEARCH GLOBAL HEALTH, EDUCATION, ECONOMIES AND DEMOCRACY.	$ 1,000.
GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BL LOS ANGELES, CA 90017		PUBLIC	TO HELP FINANCE CANCER RESEARCH	2,500.
HILLSDALE COLLEGE 33 E COLLEGE ST HILLSDALE, MI 49292		PUBLIC	TO SUPPORT THE VALUES OF TRADITIONAL EDUCATION AT THE UNIVERSITY LEVEL.	500.
HOPE OF THE VALLEY RESCUE MISSION PO BOX 248 SUN VALLEY, CA 91353		PUBLIC	TO MEET THE NEEDS AND ENCOURAGE THE SELF SUFFICIENCY OF THE HUNGRY AND HOMELESS IN THE SAN FERNANDO VALLEY.	2,500.
INTENTIONAL COMMUNITIES OF WASHTENAW PO BOX 1525 ANN ARBOR, MI 48106		PUBLIC	TO PROVIDE FINANCIAL SUPPORT IN HOUSING ADULTS WITH DISBILITIES.	1,000.
JOHN DOUGLAS FRENCH ALZHEIMER'S FOUND 11620 WILSHIRE BL STE 270 LOS ANGELES, CA 90025		PUBLIC	TO HELP PROVIDE FINANCIAL SUPPORT FOR ALZHEIMER RESEARCH AND SUPPORT TO AFFLICTED PATIENTS AND THEIR FAMILIES.	1,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
KUSC PO BOX 77913 LOS ANGELES, CA 90007		PUBLIC	SUPPORT THE AVAILABILITY OF CLASSICAL MUSIC TO LOS ANGELES COUNTY RESIDENTS.	$ 500.
THE LEADERSHIP INSTITUTE 1101 N HIGHLAND ST ARLINGTON, VA 22201		PUBLIC	TO INCREASE THE NUMBER AND EFFECTIVENESS OF CONSERVATIVE ACTIVISTS AND LEADERS IN THE PUBLIC POLICY PROCESS.	1,000.
LOS ANGELES MISSION 303 E 5TH ST LOS ANGELES, CA 90013		PUBLIC	TO PROVIDE FINANCIAL ASSISTANCE FOR MEALS, SHELTER, SPIRITUAL GUIDANCE AND OTHER SERVICES TO HOMELESS AND OTHER NEEDY PEOPLE.	2,500.
LOVE RIDE FOUNDATION 3717 SAN FERNANDO RD GLENDALE, CA 91204		PUBLIC	TO FUND RESEARCH THAT WOULD AID IN PROVIDING A CURE FOR AUTISM.	1,500.
LOYOLA HIGH SCHOOL 1901 VENICE BL LOS ANGELES, CA 90006		PUBLIC	TO PROVIDE SCHOLARSHIPS FOR NEEDY STUDENTS.	1,000.
MANHATTAN INSTITUTE FOR POLICY RESEARCH 52 VANDERBILT AVE NEW YORK, NY 10117		PUBLIC	TO PROMOTE EDUCATION IN THE AREA OF PUBLIC POLICY.	500.
MARY HEALTH OF THE SICK HOSPITAL 2929 THERESA DR NEWBURY, CA 91320		PUBLIC	TO HELP DEFRAY THE COST OF QUALITY CARE FOR PATIENTS RELYING ON INSUFFICIENT GOVERNMENT SUBSIDIES.	1,500.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
MEDIA RESEARCH CENTER 325 S PATRICK ST ALEXANDRIA, VA 22314		PUBLIC	TO SUPPORT BALANCED REPORTING IN THE MEDIA.	$ 500.
MOTION PICTURE & TELEVISION FUND PO BOX 51150 LOS ANGELES, CA 90051		PUBLIC	TO PROVIDE HEALTH CARE, HOUSING AND FINANCIAL HELP TO ENTERTAINMENT INDUSTRY EMPLOYEES.	2,500.
MY STUFF BAGS FOUNDATION 5347 STERLING CENTER DR WESTLAKE VILLAGE, CA 91361		PUBLIC	TO PROVIDE PERSONAL ITEMS TO ABUSED AND NEGLECTED CHILDREN WHO ARE IN FOSTER CARE.	1,500.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 5950 LA PLACE CT STE 200 CARLSBAD, CA 92008		PUBLIC	TO HELP IN DEFRAYING THE COSTS ASSOCIATED WITH THE TREATMENT OF PATIENTS AND FAMILIES THAT SUFFER FROM MULTIPLE SCLEROSIS	1,000.
NEW DIRECTIONS 11303 WILSHIRE BL VA BLDG 116 LOS ANGELES, CA 90073		PUBLIC	TO PROVIDE FINANCIAL ASSISTANCE FOR REHAB TRAINING AND HOUSING FOR HOMELESS VETERANS.	1,000.
NEW HORIZONS 15725 PARTHENIA ST NORTH HILLS, CA 91343		PUBLIC	TO ASSIST IN PROVIDING SERVICES AND RESIDENTIAL PROGRAMS TO CLIENTS WITH DEVELOPMENTAL DISABILITIES.	1,000.
NOTRE DAME HIGH SCHOOL 13645 RIVERSIDE DR SHERMAN OAKS, CA 91423		PUBLIC	FINANCIAL AID FOR STUDENTS IN NEED.	3,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ONE GENERATION 17400 VICTORY BLVD VAN NUYS, CA 91406		PUBLIC	TO DEFRAY SHIPPING COSTS OF CARE PACKAGES GOING TO MILITARY PERSONNEL.	$ 2,500.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HWY MALIBU, CA 90263		PUBLIC	TO SPONSOR YOUTH CITIZENSHIP SEMINAR.	2,500.
PHILANTHROPY ROUNDTABLE 1150 17TH ST NW WASHINGTON, DC 20036		PUBLIC	TO PROVIDE RESOURCES FOR CHARITABLE GRANTMAKERS.	1,000.
PREGNANCY COUNSELING CENTER 10211 SEPULVEDA BL MISSION HILLS, CA 91345		PUBLIC	TO HELP FUND A CLINIC FOR PREGNANT WOMEN.	2,500.
RONALD MCDONALD HOUSE 4560 FOUNTAIN AVE LOS ANGELES, CA 90029		PUBLIC	TO SUPPORT FAMILIES OF CHILDREN WITH CATASTROPHIC DISEASES	2,500.
ROZE ROOM HOSPICE FOUNDATION 5455 WILSHIRE BL STE 810 LOS ANGELES, CA 90036		PUBLIC	TO HELP FINANCE HEALTH CARE SERVICES FOR END-OF-LIFE PATIENTS NOT PROVIDED BY GOVERNMENT.	1,000.
THE SALVATION ARMY 180 E OCEAN BL STE 500 LOS ANGELES, CA 90015		PUBLIC	TO PROVIDE FINANCIAL ASSISTANCE FOR FOOD, SHELTER,CHILD CARE AND OTHER SERVICES FOR LOW-INCOME FAMILIES.	2,500.
SOLDIERS' ANGELS 1792 E WASHINGTON BL PASADENA, CA 91104		PUBLIC	TO DEFRAY SHIPPING COSTS OF CARE PACKAGES SENT TO MILITARY PERSONNEL.	2,500.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST CYRIL OF JERUSALEM CHURCH 4601 FIRMAMENT AVE ENCINO, CA 91436		PUBLIC	TO ASSIST WITH VARIOUS MINISTRIES WHICH AID FAMILIES IN THE SAN FERNANDO VALLEY.	$ 1,000.
ST FINBAR CHURCH 2010W OLIVE AVE BURBANK, CA 91506		PUBLIC	TO HELP ST FINBAR CHURCH PROVIDE CARE AND COMFORT TO THE ELDERLY OF THE PARISH.	6,150.
ST FRANCIS DE SALES CHURCH 13360 VALLEYHEART DR SHERMAN OAKS, CA 91423		PUBLIC	TO PROVIDE TUITION ASSISTANCE TO FINANCIALLY CHALLENGED ST FRANCIS DE SALES PARISH FAMILIES.	1,500.
STRIVE FOUNDATION 9124 S MAIN ST LOS ANGELES, CA 90003		PUBLIC	TO HELP FUND AFTERSCHOOL PROGRAMS THAT TEACH INNERCITY KIDS RESPONSIBILITY, ACADEMICS AND THE ARTS.	2,500.
TIERRA DE SOL FOUNDATION 9919 SUNLAND BL SUNLAND, CA 91040		PUBLIC	TO IMPROVE QUALITY OF LIFE FOR DEVELOPMENTALLY DISABLED ADULTS BY PROVIDING FUNDS FOR RECREATIONAL AND CULTURAL EXPERIENCES.	2,500.
TRI-VALLY SPECIAL OLYMPICS 24779 VALLEY ST SANTA CLARITA, CA 91321		PUBLIC	TO FUND TRAINING AND COMPETITIONS FOR ATHLETES WITH SPECIAL NEEDS.	1,500.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
UCP/WHEELS FOR HUMANITY 12750 RAYMER ST UNIT 4 NO HOLLYWOOD, CA 91605		PUBLIC	REFURBISH WHEELCHAIRS THAT ARE OUT-MODED IN THE U.S. AND SEND THEM TO DEVELOPING COUNTRIES.	$ 1,000.
UCLA - CLAFI 405 HILGARD LOS ANGELES, CA 90095		PUBLIC	TO PROMOTE A SOUND UNDERSTANDING OF THE HISTORY OF FREE INSTITUTIONS AND THEIR UNDERLYING PRINCIPLES.	5,000.
UNIV OF CA AT SANTA BARBARA 4219 CHEADLE HALL SANTA BARBARA, CA 93106		PUBLIC	TO HELP FUND MUSIC AFFILIATES STUDENT SCHOLARSHIPS.	1,000.
PROVIDENCE HIGH SCHOOL 511 SO BUENA VISTA BURBANK, CA 91505		PUBLIC	TO PROVIDE FINANCIAL AID FOR NEEDY STUDENTS.	1,500.
OPERATION GRATITUDE 16444 REFUGIO RD ENCINO, CA 91436		PUBLIC	TO DEFRAY SHIPPING COSTS OF CARE PACKAGES GOING TO MILITARY PERSONNEL.	2,500.
			TOTAL	$ 99,900.