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

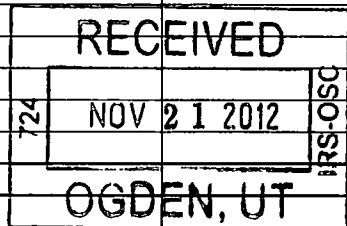
**2011**

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

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation <b>FOREST LAWN FOUNDATION</b>		<b>A Employer identification number</b> 95-6030792
Number and street (or P O box number if mail is not delivered to street address) <b>1712 S. GLENDALE AVENUE</b>	Room/suite	<b>B Telephone number (see instructions)</b> (323) 254-3131
City or town, state, and ZIP code <b>GLENDALE, CA 91205</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>54,261,923.</b>	<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	8.	8.		
<b>4</b> Dividends and interest from securities	1,312,595.	1,275,844.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	437,842.			
<b>b</b> Gross sales price for all assets on line 6a	554,082.			
<b>7</b> Capital gain net income (from Part IV, line 2)		437,842.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	1,750,445.	1,713,694.		
<b>13</b> Compensation of officers, directors, trustees, etc.	0			
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule) <sup>ATCH 1</sup>	38,814.	1,570.		37,244.
<b>c</b> Other professional fees (attach schedule) *	85,191.	35,187.		50,004.
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions) **	34,312.	112.		
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) <sup>ATCH 4</sup>	8,900.	1,268.		7,632.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	167,217.	38,137.		94,880.
<b>25</b> Contributions, gifts, grants paid	1,472,500.			1,337,500.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,639,717.	38,137.	0	1,432,380.
<b>27 Subtract line 26 from line 12</b>				
<b>a</b> Excess of revenue over expenses and disbursements	110,728.			
<b>b</b> Net investment income (if negative, enter -0-)		1,675,557.		
<b>c</b> Adjusted net income (if negative, enter -0-)				



SCANNED NOV 26 2012

Operating and Administrative Expenses

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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	140,761.	23,170.	23,170.
	2	Savings and temporary cash investments	65,580.	4,071.	4,071.
	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 schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	668.	672.	672.
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	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)	55,548,625.	54,199,104.	54,199,104.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe ATCH 5)	35,174.	34,905.	34,905.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	55,790,808.	54,261,922.	54,261,922.	
Liabilities	17	Accounts payable and accrued expenses	44,855.	63,618.	
	18	Grants payable	100,000.	235,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ATCH 6)	13,227.	26,784.	
23	<b>Total liabilities</b> (add lines 17 through 22)	158,082.	325,402.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	55,632,726.	53,936,520.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	55,632,726.	53,936,520.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	55,790,808.	54,261,922.		

**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	55,632,726.
2	Enter amount from Part I, line 27a	2	110,728.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	55,743,454.
5	Decreases not included in line 2 (itemize) ATTACHMENT 7	5	1,806,934.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	53,936,520.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE						
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
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	437,842.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	571,321.	51,472,285.	0.011100
2009	1,439,971.	45,728,531.	0.031490
2008	2,866,329.	56,151,935.	0.051046
2007	3,875,741.	66,640,757.	0.058159
2006	3,452,371.	59,424,955.	0.058096
2 Total of line 1, column (d)			2 0.209891
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 0.041978
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 55,467,275.
5 Multiply line 4 by line 3			5 2,328,405.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,756.
7 Add lines 5 and 6			7 2,345,161.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,432,380.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty for underpayment of estimated tax', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2012 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year for political purposes...', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures imposed during the year', 'Enter the reimbursement paid by the foundation during the year for political expenditure tax', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS, in its governing instrument...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either by language in the governing instrument or by state legislation...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General...', 'Is the foundation claiming status as a private operating foundation...', 'Did any persons become substantial contributors during the tax year?'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of CURTIS CAMERON Telephone no 323-254-3131
Located at 1712 S. GLENDALE AVENUE GLENDALE, CA ZIP + 4 91205
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here
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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?



**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
ATTACHMENT 9		50,004.
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-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**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 NONE	
2	
All other program-related investments See instructions 3 NONE	

Total. Add lines 1 through 3 . . . . . ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	56,166,377.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	110,095.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	35,482.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	56,311,954.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	56,311,954.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	844,679.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	55,467,275.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,773,364.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,773,364.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	33,511.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	33,511.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,739,853.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,739,853.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,739,853.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,432,380.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,432,380.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,432,380.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				2,739,853.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .				
<b>b</b> Total for prior years 20 09, 20 08, 20 07 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,432,380.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				1,432,380.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				1,307,473.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .		0		
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

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

NOT APPLICABLE

**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 . . . . .

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**b** Check box to indicate whether the foundation is a private operating foundation described in section

<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
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**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

**Part XV Supplementary Information** (Complete this part only if the foundation 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) )

N/A

**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

N/A

**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
<p><b>a</b> <i>Paid during the year</i></p> <p>ATTACHMENT 10</p>				
<b>Total</b> .....				<b>▶ 3a</b> 1,337,500.
<p><b>b</b> <i>Approved for future payment</i></p> <p>ATTACHMENT 11</p>				
<b>Total</b> .....				<b>▶ 3b</b> 235,000.





**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for  
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2011**

Name of estate or trust

FOREST LAWN FOUNDATION

Employer identification number

95-6030792

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					<b>1b</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b>
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					<b>5</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b> 437,842.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b>
<b>9</b> Capital gain distributions					<b>9</b>
<b>10</b> Gain from Form 4797, Part I					<b>10</b>
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					<b>12</b> 437,842.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		437,842.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		437,842.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of a The loss on line 15, column (3) or b \$3,000	<b>16</b>	( )
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**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20 If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17 If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>31</b>
<b>32</b>	Add lines 30 and 31 . . . . .			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>33</b>
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .			<b>34</b>



**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
554,082.		CAPITAL GAINS AND LOSSES PROPERTY TYPE: SECURITIES 116,240.				P	VARIOUS  437,842.	VARIOUS
TOTAL GAIN (LOSS) .....		.....					<u>437,842.</u>	

**FOREST LAWN FOUNDATION**

**Capital Gain & Losses**

**12/31/2011**

**STATEMENT**

(A)	(B)	(C)	(D)	(E)	(G)	(H)	(I)	(J)	(K)
Issue	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost	Gain/(Loss)	F.M.V. as of 12/31/69	Adj basis as of 12/31/69	Excess (I - J)
<b>Spruce</b>									
Spruce Equity Fund	P	various	various	-	2,113	(2,113)	-	-	-
Spruce High Income Fund	P	various	various	-	89,700	(89,700)	-	-	-
Spruce Taxable Bond Fund	P	various	various	2,706	-	2,706	-	-	-
<b>BlackRock</b>									
BlackRock	P	various	various	141,080	-	141,080	-	-	-
<b>Crowell Weedon &amp; Co</b>									
Capital Income Builder	P	various	various	-	24,427	(24,427)	-	-	-
<b>2010 K-1s &amp; 2011 Deloitte Adj</b>									
Strategic Private Equity Fund II & III, LP	P	various	various	219,170	-	219,170	-	-	-
2010 K-1s	P	various	various	180,694	-	180,694	-	-	-
Strategic Fixed Income	P	various	various	11	-	11	-	-	-
<b>From GL</b>									
Various Litigation Settlements		various	various	10,420	-	10,420	-	-	-
				<b>554,061</b>	<b>116,240</b>	<b>437,842</b>	<b>-</b>	<b>-</b>	<b>-</b>

ATTACHMENT 1

FORM 990PE, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING EXPENSE	15,702.			
AUDIT AND TAX RETURN	23,112.			
TOTALS	<u>38,814.</u>			

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	35,187.	35,187.	
OTHER PROFESSIONAL SERVICES	50,004.		50,004.
TOTALS	<u>85,191.</u>	<u>35,187.</u>	<u>50,004.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	34,200.	
FOREIGN TAX EXPENSE	112.	112.
TOTALS	<u>34,312.</u>	<u>112.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATIONARY AND FORMS	613.		613.
PC SOFTWARE	4,323.		4,323.
GENERAL INSURANCE	996.		996.
BANK/CREDIT CARD FEES	2,740.	1,370.	1,370.
GENERAL ADMIN EXPENSES	431.		431.
FEES	-203.	-102.	-101.
TOTALS	<u>8,900.</u>	<u>1,268.</u>	<u>7,632.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DIVIDEND REC MUSEUM OBJECTS	1. 34,904.
TOTALS	<u>34,905.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
EXCISE TAX PAYABLE-CURRENT	26,784.
TOTALS	<u>26,784.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSSES ON INVESTMENTS	1,806,934.
TOTAL	<u>1,806,934.</u>

FORM 990PE, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
JOHN F. LLEWELLYN 1712 S. GLENDALE AVENUE GLENDALE, CA 91205	CHAIRMAN AND ASST. SECRETARY 1.00
CAROL LLEWELLYN 1712 S. GLENDALE AVENUE GLENDALE, CA 91205	PRESIDENT 1.00
RUSSELL T. WHITTENBURG 1712 S. GLENDALE AVENUE GLENDALE, CA 91205	CHIEF FINANCIAL OFFICER 1.00
SUSAN RULE SANDLER 1712 S. GLENDALE AVENUE GLENDALE, CA 91205	GENERAL COUNSEL, SECRETARY 1.00
KIMBERLEY A. PAWLIK 1712 S. GLENDALE AVENUE GLENDALE, CA 91205	ASSISTANT SECRETARY 1.00
DARIN B DRABING 1712 S. GLENDALE AVENUE GLENDALE, CA 91205	DIRECTOR 1.00
GRAND TOTALS	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WHITTER TRUST COMPANY 1600 HUNTINGTON DRIVE SOUTH PASADENA, CA 91030	FIDUCIARY/PROFESSION	50,004.
TOTAL COMPENSATION		<u>50,004.</u>

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ABILITYFIRST! 1300 EAST GREEN ST PASADENA, CA 91107	PUBLIC CHARITY	CHALLENGE GRANT - LA MARATHON, BUILDING INDEPENDENCE, CELEBRATING COMMUNITY CAMPAIGN	110,000
ARMENIAN CULTURAL FOUNDATION 407 E COLORADO STREET GLENDALE, CA 91205	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES 800 SOUTH FIGUEROA SUITE 620 LOS ANGELES, CA 90017	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
BOY SCOUTS OF AMERICA - LONG BEACH 401 E 37TH STREET PO BOX 7338 LONG BEACH, CA 90807	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	35,000
BOY SCOUTS OF AMERICA - ORANGE COUNTY COUNCIL 1211 E DYER ROAD SANTA ANA, CA 92705	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	40,000
BOY SCOUTS OF AMERICA - LOS ANGELES AREA COUNCIL 2333 SCOUT WAY LOS ANGELES, CA 90026	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000

FORM 990DF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BOY SCOUTS OF AMERICA - VERDUGO HILLS COUNCIL 1325 GRANDVIEW AVENUE GLENDALE, CA 91201	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
BOY SCOUTS OF AMERICA - WESTERN LOS ANGELES 16525 SHERMAN WAY UNIT C-8 VAN NUYS, CA 91201	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
BOYS & GIRLS CLUB OF BURBANK 2244 NORTH BUENA VISTA STREET BURBANK, CA 91504	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
BOYS & GIRLS CLUB OF CYPRESS 10161 MOOD STREET CYPRESS, CA 90630	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
BOYS AND GIRLS CLUB OF LONG BEACH 3635 LONG BEACH BLVD SUITE 235 LONG BEACH, CA 90807	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
BOYS AND GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BLVD PASADENA, CA 91101	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BOYS & GIRLS CLUB OF POMONA VALLEY 1420 S GAREY AVENUE POMONA, CA 91766	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
BOYS & GIRLS CLUB OF WEST SAN GABRIEL VALLEY 328 S RAMONA AVENUE MONTEREY PARK, CA 91754	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
BRILLE INSTITUTE OF AMERICA, INC 741 N VERMONT AVENUE LOS ANGELES, CA 90029	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
CALIFORNIA SCIENCE CENTER 700 ESPOSITION PARK DR LOS ANGELES, CA 90037	PUBLIC CHARITY	PARTNERS IN LEARNING	50,000
CAMP FIRE USA, LONG BEACH AREA COUNCIL 7070 E CARSON ST LONG BEACH, CA 90808	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
CLAREMONT GRADUATE UNIVERSITY - SBOS 165 E TENTH STREET CLAREMONT, CA 91711	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	40,000

FORM 990DF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
DESERT AIDS PROJECT 1695 NORTH SUNRISE WAY PALM SPRINGS, CA 92263	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
UNIV OF SOUTHERN CALIFORNIA SCHOOL OF GERONTOLOGY UNIVERSITY OF SOUTHERN CALIFORNIA LOS ANGELES, CA 90089	PUBLIC CHARITY	SCHOLARSHIPS	25,000
FRIENDS OF FOSTER CHILDREN - SAN GABRIEL VALLEY P O BOX 1105 ARCADIA, CA 91077	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
GIRL SCOUTS OF GREATER LOS ANGELES 801 S GRAND AVENUE SUITE 300 LOS ANGELES, CA 90017	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	75,000
HOMENETMEN GLENDALE ARARAT CHAPTER 3347 N SAN FERNANDO RD LOS ANGELES, CA 90065	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	30,000
HUNTINGTON LIBRARY, ART COLLECTIONS & BOTANICAL 1151 OXFORD RD SAN MARINO, CA 91108	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUNTINGTON MEMORIAL HOSPITAL 100 W CALIFORNIA BLVD PASADENA, CA 91109	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
JUNIOR ACHIEVEMENT OF SOUTHERN CALIFORNIA 6250 FOREST LAWN DRIVE LOS ANGELES, CA 90068	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
YMCA OF POMONA VALLEY 350 N GAREY POMONA, CA 91767	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	30,000
LEROY HAYNES CENTER FOR CHILDREN AND FAMILY SVCS 233 W BASELINE ROAD P O BOX 400 LA VERNE, CA 91750	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	30,000
METHODIST HOSPITAL OF SOUTHERN CALIFORNIA P O BOX 60016 ARCADIA, CA 91066	PUBLIC CHARITY	"GIRAFFE" ISSOLETTTE INCUBATOR	60,000
ONEONTA CLUB FOUNDATION 625 FAIR OAKS AVENUE SUITE 280 SOUTH PASADENA, CA 91030	PUBLIC CHARITY	SCHOLARSHIP SUPPORT	15,000

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALESIAN BOYS & GIRLS CLUB OF LOS ANGELES 3218 WABASH AVENUE LOS ANGELES, CA 90063	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
SALVATION ARMY - GLENDALE CORPS 320 WEST WINDSOR ROAD GLENDALE, CA 91205	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
YMCA OF ANAHEIM 240 S EUCLID STREET ANAHEIM, CA 92802	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
YMCA OF BURBANK 321 E MAGNOLIA BLVD BURBANK, CA 91502	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
YMCA OF GLENDALE 140 N LOUISE STREET GLENDALE, CA 91206	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
YMCA OF ORANGE COUNTY 13821 NEWPORT AVENUE SUITE 200 TUSTIN, CA 92780	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	40,000

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
YMCA OF GREATER LONG BEACH 3605 LONG BEACH BLVD SUITE 210 LONG BEACH, CA 90807	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
YMCA OF METROPOLITAN LOS ANGELES 625 S NEW HAMPSHIRE AVE LOS ANGELES, CA 90005	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
YMCA OF SAN GABRIEL VALLEY 412 E ROWLAND STREET COVINA, CA 91723	PUBLIC CHARITY	CAPITAL SUPPORT CHALLENGE GRANT	35,000
HOTLINE OF SOUTHERN CALIFORNIA 801 S. GRAND AVENUE, SUITE 300 LOS ANGELES, CA 90065	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
TOTAL CONTRIBUTIONS PAID			<u>1,337,500</u>

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ABILITYFIRST'  
1300 EAST GREEN STREET  
PASADENA, CA 91107

PUBLIC CHARITY

CAPITAL CAMPAIGN, 2012 LA MARATHON/CHALLENGE  
GRANT

125,000

ARMENIAN CULTURAL FOUNDATION  
407 E COLORADO STREET  
GLENDALE, CA 91205

PUBLIC SUPPORT

GENERAL OPERATING SUPPORT

100,000

SALESIAN BOYS AND GIRLS CLUB  
3218 WABASH AVENUE  
LOS ANGELES, CA 90063

PUBLIC CHARITY

ALCHEMY PLUS PROGRAM PARTICIPATION

10,000

TOTAL CONTRIBUTIONS APPROVED

235,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
UNRELATED BUSINESS INCOME FROM PASS THRU ENTITY	900099	-132,723.			
TOTALS		<u>-132,723.</u>			