

Form 990-PF

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

Department of the Treasury Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation: Marjorie Mosher Schmidt Foundation; Employer identification number: 95-6047798; City: Newport Beach, CA 92658-7096; G Check all that apply: Address change; J Accounting method: Cash; Fair market value of all assets at end of year: \$ 7,060,863

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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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		55,082	109,735	109,735
	2	Savings and temporary cash investments		405,101	1,369,007	1,369,007
	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 (att. schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule) Stmt 4		683,659	566,728	614,033
	b	Investments—corporate stock (attach schedule) See Stmt 5		4,646,788	3,657,969	3,963,306
	c	Investments—corporate bonds (attach schedule) See Stmt 6		824,938	669,769	725,676
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach sch.) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule) See Statement 7		332,964	257,603	279,106	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		6,948,532	6,630,811	7,060,863	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (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. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted		6,948,532	6,630,811	
	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	Total net assets or fund balances (see instructions)		6,948,532	6,630,811	
	31	Total liabilities and net assets/fund balances (see instructions)		6,948,532	6,630,811	

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	6,948,532
2	Enter amount from Part I, line 27a	2	-317,721
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,630,811
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	6,630,811

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 Public Traded Securities—See Attach		P	Various	Various
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 2,094,683		2,228,827	-134,144	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than 0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				-134,144
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 -134,144
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

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	381,210	7,052,161	0.054056
2009	250,123	4,155,754	0.060187
2008	231,383	4,724,321	0.048977
2007	252,950	5,480,180	0.046157
2006	249,974	4,992,905	0.050066
2 Total of line 1, column (d)			2 0.259443
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 0.051889
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,954,950
5 Multiply line 4 by line 3			5 360,885
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,722
7 Add lines 5 and 6			7 362,607
8 Enter qualifying distributions from Part XII, line 4			8 345,792

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,443
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,443
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	3,443
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,761
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	9,761
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,318
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 6,318 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> None		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Sally Buckingham 20131 Maplewood Drive Located at ▶ Edmonds WA ZIP+4 ▶ 98026 Telephone no ▶ 425-744-1144			
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		<input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? N/A	1c	
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 ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? N/A</p> <p>Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/></p> <p>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 <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b</p> <p>If "Yes" to 6b, file Form 8870 X</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b</p>					
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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
See Statement 8				

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 ▶

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 ▶

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	5,582,121
b	Average of monthly cash balances	1b	1,478,742
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	7,060,863
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	7,060,863
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	105,913
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,954,950
6	Minimum investment return. Enter 5% of line 5	6	347,748

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	347,748
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,443
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,443
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	344,305
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	344,305
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	344,305

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	345,792
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	345,792
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	345,792

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				344,305
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	8,202			
b From 2007				
c From 2008				
d From 2009	44,161			
e From 2010	31,486			
f Total of lines 3a through e	83,849			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 345,792				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				344,305
e Remaining amount distributed out of corpus	1,487			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	85,336			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	8,202			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	77,134			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	44,161			
d Excess from 2010	31,486			
e Excess from 2011	1,487			

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

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

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

2a 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 9				341,700
Total			▶ 3a	341,700
b Approved for future payment N/A				
Total			▶ 3b	

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Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 32,934	\$ 32,934	\$	\$
Total	\$ 32,934	\$ 32,934	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Tax Paid	\$ 8,887	\$	\$	\$
Total	\$ 8,887	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Fees	24	12		12
Bookkeeping / Secretarial	6,960	3,480		3,480
Office Expense	600			600
Total	\$ 7,584	\$ 3,492	\$ 0	\$ 4,092

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Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Schwab Inv - US Govt Obligations	\$ 683,659	\$ 566,728		\$ 614,033
Total	\$ 683,659	\$ 566,728		\$ 614,033

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Schwab Inv - Corp Stock	\$ 4,646,788	\$ 3,657,969		\$ 3,963,306
Total	\$ 4,646,788	\$ 3,657,969		\$ 3,963,306

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Schwab Inv - Corp Bonds	\$ 824,938	\$ 669,769		\$ 725,676
Total	\$ 824,938	\$ 669,769		\$ 725,676

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Schwab Inv - Global Bond Fund	\$ 332,964	\$ 257,603		\$ 279,106
Total	\$ 332,964	\$ 257,603		\$ 279,106

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Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
John H. Scudder 221 N Bay Front Newport Beach CA 92662	President	1.00	0	0	0
Mark F. Scudder 3622 Monserate Hill Court Fallbrook CA 92028	Vice-President	1.00	0	0	0
Craig A. Scudder 60528 Devils Ladder Rd No. 119 Mountain Center CA 92561	Vice-President	1.00	0	0	0
John T. Kearns 5256 S. Misson Rd. Ste 1010 Bonsall CA 92003	Treasurer	1.00	0	0	0
Kent M. Scudder 20131 Maplewood Drive Edmonds WA 98026	Secretary	1.00	0	0	0

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Address	Status	Purpose	Amount
Anza Valley Christian School	Anza CA 92539	N/A	PO BOX 391520	Public	General	2,000
Balboa Island Museum & Historical	Balboa Island CA 94203	N/A	PO BOX 370-A	Public	General	2,000
Beacon House	San Pedro CA 90731	N/A	1003 Beacon Street	Public	General	2,000
Boys & Girls Club of Stanton	Stanton CA 90680	N/A	1105 Cedar St.	Public	General	2,500
Center for Immigrant Healthcare	University City MO 63130	N/A	6403 Clemens Avenue	Public	General	2,500
Central Douglas County Family YMCA	Roseburg OR 97471	N/A	1151 Stewart Parkway	Public	General	1,000
Champan University	Orange CA 92866	N/A	1 University Drive	Public	Wilkinson College	55,000
Champan University	Orange CA 92866	N/A	1 University Drive	Public	Laura Scudder Scholarship	5,000
Champan University	Orange CA 92866	N/A	1 University Drive	Public	Albert Schweitzer Scholarship	10,000
Church of Jesus Christ Latter Day	Anza CA 92539	N/A	39075 Contreras Rd.	Public	General	2,000
Clothes for Kids	Lynnwood WA 98037	N/A	16725 52nd Ave. W Suite B	Public	General	7,500
Cocoon House	Everett WA 98201	N/A	2929 Pine St.	Public	General	7,000
Community Christian Fellowship	Edmonds WA 98020	N/A	615 Glen St.	Public	Build-to-Bless Fund	8,000
Del Rio Elementary School PTO	Oceanside CA 92057	N/A	5200 North River Rd.	Public	After-School Program for Kids	6,000
Eastwood Elementary School PTA	La Mirada CA 90638	N/A	15730 Pescados Dr.	Public	Parent-Teacher Association	1,500
Fallbrook Citizens' Crime Prev.	Bonsall CA 92003	N/A	PO BOX 302	Public	GANAS Mentoring Program	8,000
Fallbrook Food Pantry	Fallbrook CA 92088	N/A	PO BOX 3008	Public	General	7,000

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (Continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
Fallbrook Land Conservancy Fallbrook CA 92088		N/A	PO BOX 2701	Public	Walking Park Maintenance	5,000	
Fallbrook Skatepark Inc Fallbrook CA 92028		N/A	1047 North Orange Avenue	Public	General	5,000	
Fresh Start Surgical Gifts Anza CA 92539		N/A	351 Santa Fe Dr. Ste 210	Public	Surgical Procedures for the Needy	5,000	
Fresno Pacific University Fresno CA 93702		N/A	1717 Chestnut Avenue	Public	Scholarships	5,000	
Garner Valley Fire Department Mountain Center CA 92561		N/A	PO BOX 28	Public	Volunteer Fire Department Needs	10,000	
Gilrs Inc. of Alameda County Oakland CA 94612		N/A	510 16th Street	Public	General	2,500	
Giving It Back to Kids Inc Huntington Beach CA 92646		N/A	10112 Stonybrook Dr.	Public	General	15,000	
Grandparent Grandchild Connection Newport Beach CA 92662		N/A	PO BOX 5622	Public	General	2,500	
Hamilton High School PTSA Anza CA 92539		N/A	PO BOX 391488	Public	High School Program Needs	21,000	
Hamilton Museum and Ranch Fdn Anza CA 92539		N/A	PO BOX 391141	Public	General	2,000	
Hamilton School PTSA Anza CA 92539		N/A	PO BOX 391488	Public	K-8 Programs	8,000	
Hand-In-Hand Everett WA 98208		N/A	14 E. Casino Rd. Ste E	Public	General	6,500	
High County Recreation Anza CA 92539		N/A	PO BOX 390545	Public	General	3,000	
Idyllwind Help Center Idyllwild CA 92549		N/A	PO BOX 660	Public	General	2,000	
Irvine Valley College Men's Soccer Irvine CA 92618		N/A	550 Irvine Center Drive	Public	Scholarship	5,000	
Jail Ministry for Jesus LaHarpe IL 61450		N/A	PO BOX 164	Public	General	2,500	
Legacy Endowment Foundation Bonsall CA 92003		N/A	5256 S Mission Rd.	Public	General	8,000	

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Lincoln Families	1266 14th Street	Public	General	2,500	
Oakland CA 94607	1 White Cliffs Drive	Public	General	200	
NAC Junior Rowing Program	600 East Bay Avenue	Public	Museum Expenses	2,000	
Newport Beach CA 92660	9600 College Way North	Public	Scholarships	13,500	
Newport Harbor Nautical Museum	515 116th Ave. Ne St. 174	Public	General	7,500	
Newport Beach CA 92661	PO BOX 3273	Public	General	5,000	
North Seattle College Education	200 A Street	Public	General	4,000	
Seattle WA 98103	10441 Bayview Edison Rd.	Public	Education Esturine Reserve Program	5,000	
Olive Crest	121 North Fig	Public	General	5,000	
Belleuve WA 98004	3080 Bristol St. Ste 400	Public	General	3,000	
Operation Hope	2731 Wetmore Ave. Ste 500	Public	General	4,000	
Vista CA 92085	PO BOX 1283	Public	Horsemanship Program for Handicapped	13,500	
Pacific Fisheries Enhancement Fdn	601 W Roses Rd.	Public	Ground Maintenance	1,000	
Newport Beach CA 92661	1714 Hinman Avenue	Public	General	5,000	
Padilla Bay Foundation	1927 Narbor Blvd. Ste 610	Public	General	1,000	
Mount Vernon WA 98273	12072 Trask Ave. Ste 100	Public	General	7,000	
Palomar Health Forensic Health	8699 Holder Street	Public	General	2,500	
Escondido CA 92025	Buena Park CA 90620	Public	General		
PBS SoCal					
Costa Mesa CA 92626					
Providence Hospice & Home Care					
Everett WA 98201					
REINS Therapeutic Horsemanship					
Bonsall CA 92003					
San Gabriel Cemetery Association					
Monterey Park CA 91755					
Sigma Chi Foundation					
Evanston IL 60201					
Someone Cares Soup Kitchen					
Costa Mesa CA 92627					
Southern California Hospice					
Garden Grove CA 92843					
Speech & Language Development					
Buena Park CA 90620					

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Temple Heights Elementary PTA		Oceanside CA 92056		N/A	1550 temple Heights Dr. Public	Principal's Fund & 5th Grade Camp	2,000
The Burn Institute		San Diego CA 92123		N/A	8825 Aero Dr. Public	General	5,000
Travelers of Gulliver's		Irvine CA 92612		N/A	18482 MacArthur Blvd. Public	General	8,000
Ventura County Stand Down		Camarillo CA 93012		N/A	1372 El Lazo Ct. Public	Helping Homeless Veterans	3,000
Women's Resource Center		Oceanside CA 92054		N/A	1963 Apple St. Public	Domestic Violence Program	5,000
Total							<u>341,700</u>