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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: H. LESLIE & ELAINE S. HOFFMAN FOUNDATION

A Employer identification number: 95-6048600

Number and street (or P O box number if mail is not delivered to street address): 225 SOUTH LAKE AVENUE — Room/suite: 1150

B Telephone number: 626-793-0043

City or town, state, and ZIP code: PASADENA, CA 91101

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 29,433,543.

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

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

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	446.	446.		STATEMENT 1
	4 Dividends and interest from securities	775,538.	767,319.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	594,486.			
	b Gross sales price for all assets on line 6a 8,610,509.				
	7 Capital gain net income (from Part IV, line 2)		594,486.		
	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 or (loss)				
	11 Other income	7,560.	7,560.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,378,030.	1,369,811.		
Operating and Administrative Expenses	13 Compensation of officers directors, trustees, etc	77,364.	7,737.		69,627.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	9,137.	9,137.		0.
	b Accounting fees STMT 5	14,100.	3,550.		10,550.
	c Other professional fees STMT 6	511,841.	251,220.		260,621.
	17 Interest				
	18 Taxes STMT 7	10,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	117,138.	112,573.		143.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	739,580.	384,217.		340,941.
	25 Contributions, gifts, grants paid	400,762.			400,762.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,140,342.	384,217.		741,703.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	237,688.			
	b **Net investment income** (if negative enter -0-)		985,594.		
	c **Adjusted net income** (if negative enter -0-)			N/A	

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Form **990-PF** (2011)

14171105 135992 HOF-600 2011.04040 H. LESLIE & ELAINE S. HOFFM HOF-6001

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,465.	518,796.	518,796.
	2 Savings and temporary cash investments	3,012,078.	5,475,707.	5,475,707.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 9	2,036,461.	3,359,471.	3,437,022.
	b Investments - corporate stock STMT 10	11,790,836.	10,449,744.	13,378,777.
	c Investments - corporate bonds STMT 11	5,762,028.	4,022,342.	4,166,892.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	3,624,369.	2,630,708.	2,443,176.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	16.	13,173.	13,173.
	16 **Total assets** (to be completed by all filers)	26,232,253.	26,469,941.	29,433,543.
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			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	26,232,253.	26,469,941.	
	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			
	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**	26,232,253.	26,469,941.	
	31 **Total liabilities and net assets/fund balances**	26,232,253.	26,469,941.	

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	26,232,253.
2	Enter amount from Part I, line 27a	2	237,688.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	26,469,941.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,469,941.

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				
b	SEE ATTACHED STATEMENT			
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	8,610,509.		8,016,023.	594,486.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				594,486.

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	594,486.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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	1,193,443.	28,398,101.	.042025
2009	944,167.	25,911,112.	.036439
2008	938,108.	30,554,933.	.030702
2007	927,712.	35,970,555.	.025791
2006	2,116,150.	29,700,624.	.071249

2	**Total** of line 1, column (d)	2	.206206
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	.041241
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	29,442,857.
5	Multiply line 4 by line 3	5	1,214,253.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,856.
7	Add lines 5 and 6	7	1,224,109.
8	Enter qualifying distributions from Part XII, line 4	8	741,703.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b		1	19,712.
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	19,712.
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	19,712.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 10,389.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 10,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	20,389.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	677.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 677. **Refunded** ▶		11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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? N/A	4b		
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, col. (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)*

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 ▶ HOFFMAN ASSOCIATES, INC. Telephone no. ▶626-793-0043

Located at ▶225 S. LAKE AVE., STE 1150, PASADENA, CA ZIP+4 ▶91101

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 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? 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		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? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ _____, _____, _____, _____			
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. ▶ _____, _____, _____, _____			
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.)* 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)*

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)? ☐ 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)? N/A | 5b |

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 | | 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.

(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 14		77,364.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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**

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	24,412,618.
b	Average of monthly cash balances		1b	4,005,947.
c	Fair market value of all other assets		1c	1,472,660.
d	**Total** (add lines 1a, b, and c)		1d	29,891,225.
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	29,891,225.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	448,368.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	29,442,857.
6	**Minimum investment return.** Enter 5% of line 5		6	1,472,143.

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	1,472,143.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 19,712.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	19,712.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,452,431.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,452,431.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,452,431.

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	741,703.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	741,703.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	741,703.

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				1,452,431.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 1,800,793.				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	1,800,793.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 741,703.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				741,703.
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)*.)	710,728.			710,728.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,090,065.			
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 instr.			0.	
f *Undistributed income for 2011. Subtract* lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,090,065.			
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
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					
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).)

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

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

SEE STATEMENT 15

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 ATTACHED STATEMENT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	400,762.
Total			▶ 3a	400,762.
b *Approved for future payment*				
CHILDREN'S HOSPITAL OF LOS ANGELES LOS ANGELES, CA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	190,000.
HUNTINGTON MEMORIAL HOSPITAL PASADENA, CA	NONE	PUBLIC CHARITY	EMERGENCY AND TRAUMA CENTER	700,000.
POLYTECHNIC SCHOOL PASADENA, CA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	400,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	3,005,000.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
UNIVERSITY OF SOUTHERN CALIFORNIA, MARSHALL SCHOOL OF BUSINESS LOS ANGELES, CA	NONE	PUBLIC CHARITY	MARSHALL SCHOOL OF BUSINESS	1,700,000.
GREATER LOS ANGELES ZOO ASSOCIATION LOS ANGELES, CA	NONE	PUBLIC CHARITY		15,000.
Total from continuation sheets				1,715,000.

123635 08-03-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	446.	
4 Dividends and interest from securities			14	775,538.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	594,486.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INVESTMENT INCOME			01	7,560.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,378,030.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	1,378,030.

(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).

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] 11/12/2012 ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SARAH CULLEN	Sarah Cullen	11/05/12		P00131656

Firm's name ▶ STANISLAWSKI & HARRISON, CPAS — Firm's EIN ▶ 95-4749365

Firm's address ▶ 301 N. LAKE AVE, SUITE 900 PASADENA, CA 91101 — Phone no. 626-793-3600

Form **990-PF** (2011)

123622
12-02-11

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	CAPITAL GUARDIAN (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	CAPITAL GUARDIAN (SEE ATTACHED)	P	VARIOUS	VARIOUS
c	US TRUST (SEE ATTACHED)	P	VARIOUS	VARIOUS
d	US TRUST (SEE ATTACHED)	P	VARIOUS	VARIOUS
e	CAPITAL GAINS FROM INVESTMENT IN PARTNERSHIPS	P	VARIOUS	VARIOUS
f	CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
g	BOND AMORTIZATION	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

	(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	782,571.		803,969.	-21,398.
b	6,120,230.		5,572,368.	547,862.
c	700,046.		710,997.	-10,951.
d	925,397.		928,689.	-3,292.
e	7,464.			7,464.
f	20,173.			20,173.
g	54,628.			54,628.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-21,398.
b				547,862.
c				-10,951.
d				-3,292.
e				7,464.
f				20,173.
g				54,628.
h				
i				
j				
k				
l				
m				
n				
o				

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	594,486.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

2011 Tax Information Statement

Account Number: 70-321900
Recipient's Tax ID Number: XX-XXX8600

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LESLIE & ELAINE HOFFMAN FDN
JANE HOFFMAN POPOVICH, PRESIDENT
225 SOUTH LAKE AVE SUITE 1150
PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

2011 Proceeds from Broker and Barter Exchange Transactions

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
100.0000	01741R102	ALLEGHENY TECHNOLOGIES INC	08/31/2011	11/11/2011	4,977 90	4,990 92	-13 02	0.00
100.0000	020002101	ALLSTATE CORP (THE)	11/05/2010	09/02/2011	2,510 74	3,112 09	-601 35	0 00
300 0000	020002101	ALLSTATE CORP (THE)	Various	09/06/2011	7,334.58	9,320.38	-1,985 80	0.00
100.0000	030420103	AMERICAN WATER WORKS	06/02/2010	03/16/2011	2,726 60	2,022.77	703 83	0.00
100.0000	030420103	AMERICAN WATER WORKS	06/02/2010	03/22/2011	2,760.69	2,022.77	737 92	0 00
100.0000	030420103	AMERICAN WATER WORKS	06/02/2010	03/24/2011	2,768 19	2,022.77	745.42	0.00
100.0000	030420103	AMERICAN WATER WORKS	06/02/2010	03/30/2011	2,787 59	2,022.77	764.82	0 00
100.0000	011827904	AUTONOMY CORPORATION PLC	03/31/2011	08/22/2011	4,094.89	2,585 76	1,509.13	0 00
400.0000	011827904	AUTONOMY CORPORATION PLC	03/31/2011	08/22/2011	16,411.75	10,343.02	6,068 73	0 00
300.0000	054303102	AVON PRODUCTS INC	Various	11/17/2011	5,156.73	8,452 56	-3,295 83	0 00
100.0000	054303102	AVON PRODUCTS INC	04/15/2011	11/17/2011	1,741 59	2,838.76	-1,097.17	0 00
300.0000	054303102	AVON PRODUCTS INC	07/15/2011	11/18/2011	5,101.91	8,400 72	-3,298.81	0.00
200 0000	054303102	AVON PRODUCTS INC	04/13/2011	11/21/2011	3,346.15	5,553 96	-2,207 81	0 00
500 0000	054303102	AVON PRODUCTS INC	Various	12/20/2011	8,411 98	11,514 46	-3,102 48	0 00
200.0000	110122108	BRISTOL-MYERS SQUIBB CO	02/24/2010	02/18/2011	5,078 58	4,933 42	145.16	0 00
500.0000	13321L959	CAMECO CORP C$	Various	04/12/2011	14,102 49	13,122.86	979 63	0 00
1100 0000	13321L959	CAMECO CORP C$	Various	04/13/2011	31,317.19	28,040.43	3,276 76	0.00

This is important tax information and is being furnished to you

2011 Tax Information Statement

Account Number: 70-321900
Recipient's Tax ID Number: XX-XXX8600

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LESLIE & ELAINE HOFFMAN FDN
JANE HOFFMAN POPOVICH, PRESIDENT
225 SOUTH LAKE AVE SUITE 1150
PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
400.0000	13321L959	CAMECO CORP C$	Various	11/09/2011	7,871 65	8,865 11	-993 46	0 00
100.0000	151020104	CELGENE CORP	06/15/2010	02/07/2011	5,108.63	5,476 74	-368.11	0.00
100.0000	151020104	CELGENE CORP	06/15/2010	02/08/2011	5,113.96	5,476.74	-362.78	0 00
2500.0000	B09N7M905	CHINA SHENHUA ENERGY	09/27/2010	01/28/2011	10,189 89	10,150 92	38.97	0.00
2500.0000	B09N7M905	CHINA SHENHUA ENERGY	Various	01/31/2011	10,074.23	10,145.94	-71.71	0.00
2500 0000	B09N7M905	CHINA SHENHUA ENERGY	Various	02/07/2011	10,225 18	10,120.84	104.34	0.00
500.0000	B09N7M905	CHINA SHENHUA ENERGY	09/27/2010	02/09/2011	1,977.44	2,020 02	-42 58	0 00
700.0000	17275R102	CISCO SYSTEMS INC	Various	03/30/2011	12,136 58	15,950 99	-3,814.41	0.00
100.0000	17275R102	CISCO SYSTEMS INC	02/08/2011	03/30/2011	1,733.80	2,186.27	-452.47	0 00
200.0000	17275R102	CISCO SYSTEMS INC	12/30/2010	03/30/2011	3,467.89	4,061.98	-594.09	0.00
.8874	617520903	DBS GROUP HOLDINGS LTD	07/05/2011	10/18/2011	8.20	10 01	-1 81	0.00
100 0000	664038007	DENSO CORP	07/19/2011	11/24/2011	2,615 70	3,660 81	-1,045.11	0.00
100.0000	664038007	DENSO CORP	07/19/2011	11/25/2011	2,590 72	3,660 81	-1,070 09	0 00
100 0000	664038007	DENSO CORP	07/19/2011	11/29/2011	2,732.75	3,660 80	-928.05	0.00
17500.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	11/14/2011	3,257.55	7,248 78	-3,991 23	0 00
12700.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	11/24/2011	2,055.80	5,227 41	-3,171 61	0.00
7300.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	02/28/2011	11/25/2011	1,174 90	2,343 68	-1,168 78	0.00
1000.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	11/29/2010	11/25/2011	160.95	410.92	-249.97	0.00
130000.0000	01F0326B5	FNMA TBA 3.5% 11/01/2041	11/04/2011	11/09/2011	132,762.50	132,737.11	25 39	0 00
130000 0000	01F0326C3	FNMA TBA 3.5% 12/01/2041	11/09/2011	12/07/2011	133,186.52	132,437 50	749.02	0.00

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PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
200.0000	370334104	GENERAL MILLS INC	06/02/2010	03/30/2011	7,342.43	7,358.00	-15.57	0 00
3460.8220	458809829	INTERMEDIATE BOND FUND OF AMERICA CL F2	Various	11/02/2011	47,274 84	46,747 47	527.37	0.00
400.0000	465036200	ISRAEL CHEMICALS LTD ADR UNSPON	Various	03/15/2011	5,845 00	6,263.42	-418 42	0 00
800.0000	465036200	ISRAEL CHEMICALS LTD ADR UNSPON	Various	03/16/2011	11,904.26	12,018 00	-113.76	0.00
300.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	06/03/2010	02/08/2011	4,562.45	2,742 61	1,819 84	0 00
100.0000	565849106	MARATHON OIL CORP COM	06/02/2010	04/12/2011	5,010 76	3,092 00	1,918.76	0.00
300.0000	58933Y105	MERCK & CO INC	06/02/2010	01/25/2011	10,032.44	10,200.00	-167.57	0 00
100.0000	650111107	NEW YORK TIMES CO CL A	12/20/2010	11/07/2011	732.85	988 40	-255 55	0 00
400.0000	650111107	NEW YORK TIMES CO CL A	12/20/2010	11/08/2011	2,948.54	3,953.60	-1,005.06	0 00
100.0000	650111107	NEW YORK TIMES CO CL A	12/20/2010	11/10/2011	698 02	988.40	-290.38	0 00
300.0000	650111107	NEW YORK TIMES CO CL A	12/20/2010	11/11/2011	2,148.19	2,965.20	-817.01	0 00
100.0000	713448108	PEPSICO INC	12/29/2010	02/18/2011	6,340 01	6,554 44	-214.43	0 00
500.0000	71654V101	PETROLEO BRASILEIRO SA PETROBR SP ADR	Various	01/12/2011	16,968 20	18,910.80	-1,942 60	0 00
100.0000	71715N106	PHARMASSET INC	10/03/2011	12/02/2011	12,897.37	7,867.77	5,029 60	0 00
50.0000	71715N106	PHARMASSET INC	10/03/2011	12/06/2011	6,414.47	3,933 89	2,480.58	0 00
100.0000	033184003	PREMIER FARNELL PLC	03/08/2011	09/15/2011	249.31	495 59	-246 28	0 00
44 0000	B1VQ25903	SANDVIK AB	06/03/2010	03/10/2011	833.46	513 00	320.46	0 00
356.0000	B1VQ25903	SANDVIK AB	06/03/2010	03/14/2011	6,458 48	4,150 68	2,307 80	0 00
600 0000	808513105	SCHWAB CHARLES NEW	Various	10/11/2011	7,334 75	9,776 00	-2,441 25	0 00

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2011 Tax Information Statement

Account Number: 70-321900
Recipient's Tax ID Number: XX-XXX8600

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PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
800.0000	808513105	SCHWAB CHARLES NEW	Various	10/11/2011	9,779 65	13,578 20	-3,798 55	0.00
50.0000	715603908	SONOVA HOLDING AG	03/08/2011	03/30/2011	6,793.46	6,783.08	10 38	0.00
300 0000	040828907	STANDARD CHARTERED	Various	03/23/2011	7,671 95	8,478 39	-806 44	0 00
4.0000	B01463908	SYNTHES INC	06/03/2010	03/09/2011	536.69	423 88	112.81	0 00
11.0000	B01463908	SYNTHES INC	06/03/2010	03/10/2011	1,484.53	1,165.66	318 87	0.00
1000.0000	088470000	TESCO PLC	06/03/2010	02/07/2011	6,452.85	6,130.74	322.11	0 00
2300.0000	088470000	TESCO PLC	06/03/2010	02/08/2011	14,770.85	14,100 69	670.16	0 00
100.0000	088470000	TESCO PLC	06/03/2010	02/08/2011	636.25	613.07	23 18	0.00
300 0000	612528901	TREND MICRO INC	06/03/2010	03/23/2011	8,094.98	8,797.40	-702 42	0 00
100.0000	612528901	TREND MICRO INC	07/16/2010	03/24/2011	2,685 34	2,933 14	-247.80	0.00
100.0000	612528901	TREND MICRO INC	07/16/2010	03/25/2011	2,673.19	2,916.81	-243 62	0.00
100 0000	612528901	TREND MICRO INC	07/16/2010	03/28/2011	2,613.44	2,916.81	-303.37	0.00
100.0000	612528901	TREND MICRO INC	07/16/2010	03/29/2011	2,589.33	2,916.80	-327.47	0.00
60000 0000	912828QV5	US TREASURY I/L FRN 0.625% 07/15/21	10/26/2011	11/04/2011	64,264 47	63,268 17	996 30	0.00
200.0000	H27013103	WEATHERFORD INTL LTD US$	10/31/2011	12/19/2011	2,619 60	3,154 48	-534.88	0.00
100.0000	H27013103	WEATHERFORD INTL LTD US$	10/31/2011	12/19/2011	1,333 47	1,577.24	-243 77	0.00
900.0000	H27013103	WEATHERFORD INTL LTD US$	10/31/2011	12/20/2011	12,182 88	14,195 16	-2,012 28	0 00
400.0000	H27013103	WEATHERFORD INTL LTD US$	10/31/2011	12/20/2011	5,466 77	6,308 96	-842 19	0 00
1000.0000	643557002	WHARF HLDGS LTD	07/20/2011	12/07/2011	4,851 16	7,037.30	-2,186 14	0 00
Total Short Term Sales					**782,571.08**	**803,969.05**	**-21,398.00**	**0 00**

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THE LESLIE & ELAINE HOFFMAN FDN
JANE HOFFMAN POPOVICH, PRESIDENT
225 SOUTH LAKE AVE SUITE 1150
PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Long Term 15% Sales								
100.0000	018490102	ALLERGAN INC	06/19/2007	01/03/2011	7,046 17	5,926 19	1,119.98	0.00
600.0000	020002101	ALLSTATE CORP (THE)	Various	09/06/2011	14,669 16	17,427 74	-2,758.58	0.00
100.0000	02364W105	AMERICA MOVIL S.A.B DE C.V.	02/04/2008	03/21/2011	5,426 39	6,067.37	-640.98	0.00
200.0000	02364W105	AMERICA MOVIL S.A.B DE C.V.	Various	03/22/2011	10,869.58	11,742 37	-872.81	0.00
200.0000	02364W105	AMERICA MOVIL S.A.B DE C.V.	11/27/2007	05/27/2011	10,455.25	11,350 00	-894.75	0 00
300 0000	030420103	AMERICAN WATER WORKS	Various	02/04/2011	8,008 94	5,850.63	2,158 31	0 00
200.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/04/2011	5,345 41	3,850.00	1,495 41	0 00
200 0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/07/2011	5,353 67	3,850 00	1,503 67	0 00
100.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/09/2011	2,658 01	1,925 00	733 01	0 00
200.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/11/2011	5,298.15	3,850 00	1,448 15	0 00
100 0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/14/2011	2,691.12	1,925 00	766.12	0 00
200 0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/14/2011	5,391.61	3,850 00	1,541.61	0.00
100.0000	030420103	AMERICAN WATER WORKS	08/14/2009	02/15/2011	2,716 46	1,918 77	797.69	0 00
100 0000	030420103	AMERICAN WATER WORKS	08/14/2009	03/09/2011	2,785.75	1,918 77	866.98	0 00
200.0000	B1XZS8907	ANGLO AMERICAN PLC	Various	08/10/2011	7,896.32	8,297 98	-401.67	0 00
300000.0000	06050WCZ6	BANK OF AMERICA 4.4% 6/15/15	06/02/2010	10/31/2011	293,250 00	300,000 00	-6,750.00	0.00
4200.0000	075896100	BED BATH & BEYOND INC	12/18/2009	12/20/2011	258,423 55	157,594.50	100,829.05	0.00
200.0000	086516101	BEST BUY INC	10/11/2007	11/03/2011	5,379 43	9,952 58	-4,573 15	0 00

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TFDP50167 PS 1141 17.A1 48

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C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	087628905	BG GROUP PLC	Various	03/11/2011	11,591 05	9,054 85	2,536 20	0 00
192 0000	400212908	BOUYGUES	08/15/2007	11/16/2011	7,773.12	13,675 68	-5,902 56	0 00
5000.0000	05564E106	BRE PROPERTIES	12/18/2009	12/20/2011	244,656.80	160,150 00	84,506 80	0 00
200.0000	110122108	BRISTOL-MYERS SQUIBB CO	02/09/2010	02/14/2011	5,100.94	4,845 78	255.16	0.00
400.0000	110122108	BRISTOL-MYERS SQUIBB CO	Various	02/15/2011	10,203.04	9,636.16	566.88	0 00
700.0000	110122108	BRISTOL-MYERS SQUIBB CO	Various	02/18/2011	17,775 03	16,742.88	1,032.15	0 00
100000.0000	12201PAM8	BURLINGTON RESOURCES 6.500% DUE 12/01/11	12/08/2008	12/01/2011	100,000.00	100,000 00	0.00	0 00
1300.0000	13321L959	CAMECO CORP C$	Various	04/12/2011	36,666.45	28,877.60	7,788.85	0 00
300.0000	136385952	CANADIAN NATURAL RESOURCES LTD C$	Various	07/11/2011	12,260 70	8,754.20	3,506.50	0 00
100.0000	136385952	CANADIAN NATURAL RESOURCES LTD C$	11/24/2008	07/12/2011	4,114 20	1,905 92	2,208 28	0 00
100.0000	151020104	CELGENE CORP	10/06/2008	02/09/2011	5,063.80	5,775.70	-711 90	0 00
200.0000	151020104	CELGENE CORP	Various	02/10/2011	10,278 60	11,265 21	-986.61	0 00
100.0000	151020104	CELGENE CORP	01/08/2009	02/11/2011	5,185 61	5,083.57	102.04	0 00
100.0000	156782104	CERNER CORP	06/19/2007	05/05/2011	11,779 64	5,615 62	6,164.02	0.00
200.0000	156782104	CERNER CORP	06/19/2007	07/27/2011	12,403 36	5,615 63	6,787 73	0 00
100.0000	156782104	CERNER CORP	06/19/2007	07/27/2011	6,255 23	2,807 81	3,447 42	0 00
200 0000	156782104	CERNER CORP	06/19/2007	08/09/2011	11,224 26	5,615.62	5,608 64	0 00
600 0000	17275R102	CISCO SYSTEMS INC	Various	03/30/2011	10,403 68	16,419.25	-6,015 58	0 00

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C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
900 0000	17275R102	CISCO SYSTEMS INC	Various	04/05/2011	15,570.51	23,122.31	-7,551.80	0 00
300.0000	17275R102	CISCO SYSTEMS INC	03/18/2008	04/08/2011	5,315.65	7,526 85	-2,211.20	0.00
1000.0000	17275R102	CISCO SYSTEMS INC	Various	07/08/2011	15,622 39	18,317 82	-2,695.43	0 00
4396.0000	612345900	COCA-COLA AMATIL LTD	Various	06/20/2011	51,057 85	32,166.46	18,891.39	0 00
157.0000	018270009	CRH PLC	Various	04/11/2011	3,692 88	2,171 25	1,521.63	0.00
225.0000	618549901	CSL LTD	04/13/2010	06/28/2011	7,536.82	7,628.84	-92 02	0 00
133.0000	618549901	CSL LTD	Various	06/29/2011	4,595.56	4,242.78	352.78	0.00
230.0000	618549901	CSL LTD	Various	08/26/2011	6,931 12	6,714 25	216 87	0.00
200000.0000	126408GL1	CSX CORP 5 75% 03/15/13	12/08/2009	10/26/2011	212,520 00	218,874.45	-6,354.45	0 00
.3208	617520903	DBS GROUP HOLDINGS LTD	06/03/2010	07/26/2011	3.96	3 10	0 86	0 00
200.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/10/2011	4,259 60	8,118 13	-3,858 53	0 00
100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/19/2010	06/13/2011	2,125 97	4,028 35	-1,902.38	0 00
100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/28/2010	06/14/2011	2,142 42	4,005 68	-1,863 26	0 00
100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	02/02/2010	06/15/2011	2,139 45	4,001 02	-1,861 57	0 00
100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	02/11/2010	06/15/2011	2,139.77	3,959 55	-1,819 78	0.00
100 0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/29/2010	06/22/2011	2,147.45	3,954 99	-1,807.54	0 00
100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	02/10/2010	06/27/2011	2,015 46	3,925 53	-1,910 07	0 00
100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	02/04/2010	06/28/2011	1,996.62	3,892 06	-1,895 44	0.00
200.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	11/09/2011	3,698 04	7,761 95	-4,063.91	0.00
100 0000	26153C103	DREAMWORKS ANIMATION SKG INC	02/05/2010	11/10/2011	1,831 50	3,865.67	-2,034.17	0 00

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IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
200 0000	26153C103	DREAMWORKS ANIMATION SKG INC	05/25/2010	11/10/2011	3,670 46	6,226 66	-2,556 20	0.00
200.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	11/11/2011	3,751.82	6,084 44	-2,332.62	0.00
100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	06/02/2010	11/14/2011	1,822 79	2,971 11	-1,148.32	0.00
200.0000	26153C103	DREAMWORKS ANIMATION SKG INC	06/02/2010	11/15/2011	3,637.51	5,942 22	-2,304.71	0 00
1000.0000	278642103	EBAY INC	Various	03/30/2011	31,667 89	28,721.33	2,946.56	0 00
100.0000	281020107	EDISON INTERNATIONAL	01/20/2009	06/22/2011	3,903 38	3,258.79	644 59	0.00
100.0000	281020107	EDISON INTERNATIONAL	01/20/2009	06/23/2011	3,828 19	3,258.79	569.40	0 00
100.0000	281020107	EDISON INTERNATIONAL	01/20/2009	06/23/2011	3,834 60	3,258 79	575.81	0.00
200.0000	29266R108	ENERGIZER HOLDINGS INC	08/19/2008	11/10/2011	13,872.31	16,361.27	-2,488.96	0 00
80000.0000	31359MZ30	FEDERAL NATL MTG ASSN 5.00% DUE 10-15-11	07/16/2008	10/17/2011	80,000.00	80,000 00	0.00	0.00
100.0000	31428X106	FEDEX CORP	06/19/2007	07/18/2011	9,046.23	10,811 16	-1,764.93	0.00
100 0000	336433107	FIRST SOLAR INC	02/26/2009	02/04/2011	15,795 45	10,474.06	5,321 39	0 00
200000.0000	349631AQ4	FORTUNE BRANDS 3.000% DUE 06/01/12	11/20/2009	11/04/2011	202,914.00	200,884 55	2,029.45	0.00
100.0000	370334104	GENERAL MILLS INC	11/20/2009	03/31/2011	3,667 68	3,386.45	281 23	0 00
100.0000	370334104	GENERAL MILLS INC	11/20/2009	04/01/2011	3,650 78	3,386.44	264 34	0.00
100.0000	370334104	GENERAL MILLS INC	11/16/2009	04/04/2011	3,652 34	3,383 50	268 84	0 00
100 0000	370334104	GENERAL MILLS INC	11/16/2009	04/06/2011	3,651 22	3,383 50	267 72	0 00
400 0000	370334104	GENERAL MILLS INC	Various	07/08/2011	14,716 92	13,404 15	1,312 77	0 00
4600 0000	372460105	GENUINE PARTS CO	Various	12/20/2011	270,436 15	155,740.19	114,695 96	0 00

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IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100 0000	428236103	HEWLETT-PACKARD CO	11/18/2008	07/15/2011	3,500.87	3,274.05	226.82	0 00
200.0000	428236103	HEWLETT-PACKARD CO	11/14/2008	07/15/2011	7,021.80	6,128.20	893 60	0.00
2380.0000	054052907	HSBC HOLDINGS PLC UKP	Various	06/13/2011	24,085 62	30,578.72	-6,493.10	0.00
300.0000	452308109	ILLINOIS TOOL WORKS INC	06/19/2007	08/03/2011	14,634 52	16,452 29	-1,817 77	0.00
300.0000	452308109	ILLINOIS TOOL WORKS INC	06/19/2007	08/10/2011	12,915.62	16,452 29	-3,536 67	0.00
9500.0000	458140100	INTEL CORP	12/16/2010	12/20/2011	222,969.26	203,252 50	19,716.76	0 00
137606.3560	458809829	INTERMEDIATE BOND FUND OF AMERICA CL F2	Various	11/02/2011	1,879,702.83	1,810,366.27	69,336.56	0.00
100.0000	462846106	IRON MOUNTAIN INC	11/04/2008	01/12/2011	2,489.56	2,489.89	-0 33	0 00
100.0000	462846106	IRON MOUNTAIN INC	11/04/2008	01/14/2011	2,477 37	2,474.50	2.87	0.00
100.0000	462846106	IRON MOUNTAIN INC	11/04/2008	01/18/2011	2,492.98	2,474 50	18.48	0 00
100.0000	462846106	IRON MOUNTAIN INC	10/20/2008	01/21/2011	2,456 90	2,290.47	166 43	0.00
100.0000	462846106	IRON MOUNTAIN INC	10/20/2008	01/24/2011	2,473.74	2,290 47	183.27	0.00
100 0000	462846106	IRON MOUNTAIN INC	10/20/2008	01/25/2011	2,483.75	2,290.47	193 28	0 00
800.0000	465036200	ISRAEL CHEMICALS LTD ADR UNSPON	Various	11/14/2011	9,010 14	11,605 49	-2,595 35	0 00
248 0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	01/26/2011	3,812.79	1,703 07	2,109 72	0 00
260.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	01/26/2011	3,993 42	1,793 62	2,199 80	0 00
227.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	06/17/2009	01/31/2011	3,463.40	1,546.31	1,917 09	0.00
210.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	02/07/2011	3,165 67	1,433.11	1,732 56	0.00
255.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	06/29/2009	02/08/2011	3,878.08	1,741.64	2,136 44	0.00

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1000.0000	647346006	JGC CORP	08/19/2008	09/26/2011	24,847 66	18,177 01	6,670 65	0 00
300.0000	50075N104	KRAFT FOODS INC CL A	Various	08/22/2011	10,079 05	10,145 19	-66 14	0.00
500 0000	50075N104	KRAFT FOODS INC CL A	Various	08/23/2011	16,836.67	16,592 40	244 27	0.00
200.0000	548661107	LOWES COMPANIES INC	06/19/2007	09/13/2011	3,825.48	6,278.10	-2,452 62	0.00
100.0000	548661107	LOWES COMPANIES INC	06/19/2007	09/14/2011	1,927.46	3,139.05	-1,211.59	0.00
1100.0000	548661107	LOWES COMPANIES INC	06/19/2007	09/14/2011	21,427 91	34,529.52	-13,101.61	0.00
600 0000	548661107	LOWES COMPANIES INC	Various	09/19/2011	11,998.26	18,834 28	-6,836.02	0 00
1400.0000	548661107	LOWES COMPANIES INC	Various	09/20/2011	28,195 59	40,371 38	-12,175 79	0.00
100.0000	565849106	MARATHON OIL CORP COM	08/19/2008	04/11/2011	5,163 24	4,466.89	696.35	0 00
100.0000	565849106	MARATHON OIL CORP COM	10/07/2008	04/12/2011	5,018 83	3,137 77	1,881 06	0.00
100.0000	565849106	MARATHON OIL CORP COM	10/07/2008	04/12/2011	5,010 76	3,137 77	1,872 99	0 00
100.0000	580135101	MCDONALDS CORP	07/20/2010	07/22/2011	8,857.40	6,983 12	1,874 28	0 00
200.0000	585055106	MEDTRONIC INC	Various	03/16/2011	7,340.99	9,283.42	-1,942.43	0 00
250.0000	585055106	MEDTRONIC INC	Various	03/17/2011	9,265.85	6,947.36	2,318 49	0 00
500 0000	58933Y105	MERCK & CO INC	Various	01/25/2011	16,720.74	13,171.21	3,549 53	0 00
400.0000	58933Y105	MERCK & CO INC	05/19/2009	02/03/2011	13,129 10	10,303 12	2,825.98	0 00
200 0000	58933Y105	MERCK & CO INC	05/19/2009	02/03/2011	6,570 05	5,151 56	1,418.49	0 00
3800.0000	65339F101	NEXTERA ENERGY INC	Various	12/20/2011	220,431.86	111,262.43	109,169.43	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	08/25/2008	10/17/2011	1,947 11	5,694 75	-3,747 64	0 00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	08/25/2008	10/18/2011	1,956 72	5,694 75	-3,738.03	0.00

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100.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/31/2008	10/21/2011	1,936.76	4,778 73	-2,841.97	0.00
200.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/31/2008	10/24/2011	3,877.30	9,557 46	-5,680.16	0 00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/04/2008	10/26/2011	1,822.22	4,099.79	-2,277 57	0.00
200.0000	654445303	NINTENDO CO LTD ADR UNSPON	06/02/2010	10/27/2011	3,588.93	7,178.00	-3,589.07	0.00
100 0000	654445303	NINTENDO CO LTD ADR UNSPON	06/02/2010	10/28/2011	1,931.46	3,589 00	-1,657 54	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	01/20/2010	10/28/2011	1,921 46	3,518.16	-1,596 70	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	01/20/2010	10/31/2011	1,896.46	3,518 16	-1,621 70	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	01/20/2010	11/03/2011	1,866.46	3,518.16	-1,651 70	0 00
450.0000	654445303	NINTENDO CO LTD ADR UNSPON	Various	11/07/2011	8,610 66	15,002 32	-6,391 66	0 00
200.0000	713448108	PEPSICO INC	Various	02/18/2011	12,680 02	13,692 11	-1,012 09	0 00
100.0000	713448108	PEPSICO INC	06/19/2007	04/06/2011	6,574 25	6,603 82	-29.57	0 00
100 0000	713448108	PEPSICO INC	06/19/2007	04/07/2011	6,576 38	6,603.82	-27 44	0 00
200000.0000	717081CZ4	PFIZER INC 4 45% 3/15/12	09/22/2009	12/08/2011	202,115 32	201,367 65	747 67	0 00
100.0000	73755L107	POTASH CORP OF SASKATCHEWAN INC US$	06/19/2007	01/25/2011	16,248.77	7,999 60	8,249.17	0 00
100.0000	742718109	PROCTER & GAMBLE CO	05/19/2009	07/25/2011	6,356.50	5,311 94	1,044 56	0 00
100.0000	742718109	PROCTER & GAMBLE CO	06/24/2009	08/03/2011	6,067 64	5,039 30	1,028 34	0 00
200 0000	747525103	QUALCOMM INC	08/19/2008	05/23/2011	11,254 78	10,995 00	259 78	0 00
100 0000	747525103	QUALCOMM INC	08/19/2008	06/09/2011	5,597 81	5,497 50	100.31	0 00
100 0000	747525103	QUALCOMM INC	11/18/2009	06/10/2011	5,471.16	4,543 50	927 66	0 00

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

2011 Tax Information Statement

Account Number: 70-321900
Recipient's Tax ID Number: XX-XXX8600

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE LESLIE & ELAINE HOFFMAN FDN
JANE HOFFMAN POPOVICH, PRESIDENT
225 SOUTH LAKE AVE SUITE 1150
PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100.0000	B24CGK904	RECKITT BENCKISER GROUP PLC	06/19/2007	04/19/2011	5,220.87	5,520.13	-299 26	0 00
100.0000	B24CGK904	RECKITT BENCKISER GROUP PLC	06/19/2007	04/20/2011	5,288.96	5,520 13	-231 17	0.00
147.0000	B16CYP903	RELIANCE INDUSTRIES LTD GDR (SEAQ)	03/16/2010	10/05/2011	4,555 01	6,889 92	-2,334 91	0 00
132 0000	B16CYP903	RELIANCE INDUSTRIES LTD GDR (SEAQ)	Various	10/06/2011	4,177.08	6,077 34	-1,900 26	0.00
71 0000	B16CYP903	RELIANCE INDUSTRIES LTD GDR (SEAQ)	Various	10/07/2011	2,304.17	3,193 43	-889.26	0 00
400 0000	775109960	ROGERS COMMUNICATION	Various	01/14/2011	14,465 56	9,678 77	4,786.79	0 00
100.0000	780259206	ROYAL DUTCH SHELL CL A ADR	06/19/2007	03/21/2011	7,079.48	7,972 02	-892.54	0 00
600.0000	B1VQ25903	SANDVIK AB	Various	03/10/2011	11,365.41	5,881.27	5,484.14	0.00
100 0000	484628904	SAP AG	08/29/2008	01/05/2011	4,933.05	5,411.48	-478 43	0.00
67.0000	484628904	SAP AG	08/29/2008	12/09/2011	3,843.77	3,625.69	218 08	0.00
45.0000	484628904	SAP AG	08/29/2008	12/13/2011	2,547.03	2,435 17	111.86	0.00
300.0000	808513105	SCHWAB CHARLES NEW	02/22/2010	10/11/2011	3,667.37	5,619 30	-1,951.93	0 00
400.0000	B2QKY0906	SHIRE PLC	Various	10/10/2011	12,556.67	7,962 49	4,594 18	0.00
100.0000	B2QKY0906	SHIRE PLC	02/04/2009	10/10/2011	3,146.47	1,512 92	1,633 55	0.00
100.0000	B2QKY0906	SHIRE PLC	02/04/2009	10/11/2011	3,176 29	1,512.92	1,663 37	0 00
100.0000	B2QKY0906	SHIRE PLC	02/04/2009	10/12/2011	3,139 61	1,512 92	1,626 69	0 00
600.0000	677062903	SOFTBANK CORP	06/19/2007	06/02/2011	22,310 47	13,717 69	8,592.78	0.00
200.0000	677062903	SOFTBANK CORP	06/19/2007	06/10/2011	7,587 90	4,572 56	3,015 34	0 00
400 0000	040828907	STANDARD CHARTERED	06/19/2007	03/23/2011	10,229 26	11,697 80	-1,468 54	0 00
50.0000	863236105	STRAYER ED INC	02/11/2010	11/08/2011	4,554 59	9,906 86	-5,352 27	0.00

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2011 Tax Information Statement

Account Number: 70-321900
Recipient's Tax ID Number: XX-XXX8600

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE LESLIE & ELAINE HOFFMAN FDN
JANE HOFFMAN POPOVICH, PRESIDENT
225 SOUTH LAKE AVE SUITE 1150
PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
47.0000	B01463908	SYNTHES INC	08/19/2008	03/09/2011	6,306.05	6,481.18	-175 13	0.00
32.0000	B01463908	SYNTHES INC	08/19/2008	03/09/2011	4,282.66	4,412 71	-130.05	0 00
900 0000	088470000	TESCO PLC	06/19/2007	09/21/2011	5,059 85	7,974 89	-2,915 04	0 00
700 0000	088470000	TESCO PLC	Various	09/21/2011	3,944 56	5,963 21	-2,018.65	0 00
1000.0000	088470000	TESCO PLC	08/22/2007	09/23/2011	5,664.56	8,062.72	-2,398 16	0.00
800 0000	088470000	TESCO PLC	08/22/2007	09/23/2011	4,507 90	6,450 17	-1,942 27	0 00
900.0000	088470000	TESCO PLC	Various	10/03/2011	5,154 93	6,541 06	-1,386 13	0 00
100.0000	088470000	TESCO PLC	08/19/2008	10/05/2011	591 47	716 85	-125 38	0 00
300 0000	088470000	TESCO PLC	08/19/2008	10/05/2011	1,771 67	2,150.54	-378 87	0 00
6100.0000	893929208	TRANSCEND SERVICES INC	Various	12/20/2011	146,247 12	59,884.00	86,363.12	0 00
200000.0000	912828KB5	TREASURY BILL 1.125% DUE 01/15/12	02/22/2010	11/04/2011	200,413.39	201,245 83	-832 44	0 00
100.0000	612528901	TREND MICRO INC	06/19/2007	03/30/2011	2,617 04	3,356.46	-739.42	0.00
200000.0000	906548BX9	UNION ELEC (AMEREN) 5 25% 09/01/12	01/28/2010	10/26/2011	207,324 00	216,191.42	-8,867 42	0 00
300.0000	907818108	UNION PACIFIC CORP	06/19/2007	08/09/2011	26,903 57	17,889 58	9,013 99	0.00
200000 0000	923474AA8	VERIZON FLORIDA (GTE) 6.125% DUE 1/15/13	10/08/2009	11/28/2011	212,642 00	206,225 05	6,416 95	0 00
100.0000	929160109	VULCAN MATERIALS CO	08/20/2008	12/14/2011	3,798 50	7,225.00	-3,426.50	0 00
300.0000	929160109	VULCAN MATERIALS CO	Various	12/15/2011	11,615.04	16,667 11	-5,052 07	0 00
Total Long Term 15% Sales					**6,120,229.94**	**5,572,368.37**	**547,861.53**	**0 00**

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This is important tax information and is being furnished to you

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
PACIFIC GAS & ELEC CO 1ST MTG BD	694308GC5	200000	03/18/10	03/01/11	$200,000 00	$207,250 00	$-7,250 00
NOVARTIS AG SPONSORED ADR	66987V109	0 8	04/08/11	05/05/11	$45 92	$44 51	$1 41
CALIFORNIA ST	13063BHX3	250000	11/19/10	05/25/11	$250,000 00	$251,865 00	$-1,865 00
CALIFORNIA ST	13063BHY1	250000	11/19/10	06/28/11	$250,000 00	$251,837 50	$-1,837 50
Total short term gain/loss from sales:					$700,045 92	$710,997 01	$-10,951 09
					700,045.92	710,997.01	-10,951.09

Long term transactions

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FEDERAL NATL MTG ASSN UNSECD	31359MHK2	20000	02/19/09	03/15/11	$20,000 00	$21,598 72	$-1,598 72
FEDERAL NATL MTG ASSN UNSECD	31359MHK2	170000	06/15/07	03/15/11	$170,000 00	$170,529 55	$-529 55
ALCON INC PAYS IN U S DOLLARS	H01301102	1000	12/18/09	04/08/11	$170,809 27	$160,200 00	$10,609 27
VERIZON NEW ENG INC DEB	92344RAA0	200000	01/28/10	04/27/11	$204,698 00	$215,000 00	$-10,302 00
WEYERHAEUSER CO NT	962166BP8	200000	12/08/09	06/02/11	$209,890 00	$212,100 00	$-2,210 00
FEDERAL HOME LN BKS CONS BD	3133XF519	150000	06/06/07	09/09/11	$150,000 00	$149,260 50	$739 50
Total long term gain/loss from sales:					$925,397 27	$928,688 77	$-3,291 50
					925,397.27	928,688.77	-3,291.50

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME ON SAVINGS & CASH INVESTMENTS	446.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	446.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS/INTEREST FROM SECURITIES/INVESTMENT PARTNERSHIPS	775,538.	0.	775,538.
TOTAL TO FM 990-PF, PART I, LN 4	775,538.	0.	775,538.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	7,560.	7,560.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,560.	7,560.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,137.	9,137.		0.
TO FM 990-PF, PG 1, LN 16A	9,137.	9,137.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,100.	3,550.		10,550.
TO FORM 990-PF, PG 1, LN 16B	14,100.	3,550.		10,550.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEES	400,955.	140,334.		260,621.
INVESTMENT COUNSELING	110,886.	110,886.		0.
TO FORM 990-PF, PG 1, LN 16C	511,841.	251,220.		260,621.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	9,313.	9,220.		93.
MISCELLANEOUS	100.	50.		50.
FILING FEES	75.	0.		0.
BOND PREMIUM AMORTIZATION	98,202.	93,964.		0.
PORTFOLIO EXPENSES	9,339.	9,339.		0.
OTHER EXPENSES	109.	0.		0.
TO FORM 990-PF, PG 1, LN 23	117,138.	112,573.		143.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US & STATE GOVERNMENT OBLIGATIONS-CAPITAL GUARDIAN	X		3,058,412.	3,115,323.
STATE MUNICIPAL BONDS-CAPITAL GUARDIAN		X	301,059.	321,699.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,058,412.	3,115,323.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			301,059.	321,699.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,359,471.	3,437,022.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS-CAPITAL GUARDIAN	10,449,744.	13,378,777.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,449,744.	13,378,777.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-US TRUST	0.	0.
CORPORATE BONDS-CAPITAL GUARDIAN	4,022,342.	4,166,892.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,022,342.	4,166,892.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
'INVESTMENT IN MUTUAL FUND-CAPITAL GUARDIAN	COST	1,219,491.	943,636.
INVESTMENT IN MUTUAL FUND-UBS	COST	800,000.	894,174.
INVESTMENT IN ALTERNATIVE INVESTMENT-CAMDEN PRIVATE EQUITY	COST	201,817.	225,238.
INVESTMENT IN ALTERNATIVE INVESTMENT-DB GLOBAL SELECT	COST	409,400.	380,128.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,630,708.	2,443,176.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	16.	1,750.	1,750.
PURCHASED INTEREST ON BONDS	0.	11,423.	11,423.
TO FORM 990-PF, PART II, LINE 15	16.	13,173.	13,173.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE H. POPOVICH 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 15.00	30,000.	0.	0.
J. KRISTOFFER POPOVICH 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 15.00	30,000.	0.	0.
JENNIFER ALLEN 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 5.00	5,788.	0.	0.
KIMBERELY SHEPHERD 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 5.00	5,788.	0.	0.
PATRICIA FINK 225 S. LAKE AVE., STE. 1150 PASADENA CA	TRUSTEE 5.00	5,788.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		77,364.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. KRISTOFFER POPOVICH
225 S. LAKE AVE., STE 150
PASADENA, CA 91101

TELEPHONE NUMBER

N/A

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO FORMAL APPLICATION PROCEDURE, REQUESTS FOR GRANTS ARE RECEIVED IN ANY FORM.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

THE LESLIE & ELAINE HOFFMAN FOUNDATION
Account Number: XXXX21900

Portfolio Holdings Summary by Sector
As of December 31, 2011
Reporting Currency: USD

Description	Total Cost	Total Market Value	% of Asset Class	% of Total Net Assets
Cash and Cash Equivalents				
CASH AND CASH EQUIVALENTS	5,608,550	5,608,550	97.7	20.5
PENDING PURCHASES/SALES	(132,844)	(132,844)	2.3	(0.5)
Total Cash and Cash Equivalents	**5,475,706**	**5,475,706**	**100.0**	**20.0**
Fixed Income				
MUTUAL FUNDS	607,125	589,815	7.2	2.2
MORTGAGE BACKED	132,844	133,697	1.6	0.5
GOVERNMENT	3,058,404	3,115,323	38.0	11.4
MUNICIPALS	303,810	321,699	3.9	1.2
CORPORATE BONDS	3,883,345	4,033,195	49.2	14.7
Total Fixed Income	**7,985,527**	**8,193,729**	**100.0**	**29.9**
Equity				
ENERGY	1,359,027	1,498,035	10.9	5.5
MATERIALS	513,739	591,733	4.3	2.2
INDUSTRIALS	1,545,112	2,030,473	14.8	7.4
CONSUMER DISCRETIONARY	818,291	909,836	6.6	3.3
CONSUMER STAPLES	1,874,521	2,774,600	20.2	10.1
HEALTH CARE	1,277,543	1,687,523	12.3	6.2
FINANCIALS	902,128	984,118	7.2	3.6
INFORMATION TECHNOLOGY	1,394,502	1,844,962	13.4	6.7
TELECOMMUNICATION SERVICES	471,150	677,895	4.9	2.5
UTILITIES	293,732	379,602	2.8	1.4
MUTUAL FUNDS	612,366	353,821	2.6	1.3
Total Equity	**11,062,110**	**13,732,597**	**100.0**	**50.1**
Total Net Assets	**24,523,344**	**27,402,033**		**100.0**

Capital Group℠
Private Client Services

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Yield(%)
Cash and Cash Equivalents									
SSGA US GOV MONEY MARKET FUND	5,608,550	1.00	5,608,550	1.00	5,608,550	20.5	0	0	0.0
PENDING PURCHASES/SALES			(132,844)		(132,844)	(0.5)			
Total Cash and Cash Equivalents			**5,475,706**		**5,475,706**	**20.0**	**0**	**0**	**0.0**
Fixed Income									
AUSTRALIA									
BHP BILLITON FIN USA LTD 1.125% 11/21/14	30,000	99.65	29,894	100.24	30,071	0.1	177	338	1.1
TOTAL AUSTRALIA			**29,894**		**30,071**	**0.1**	**177**	**338**	**1.1**
UNITED STATES									
ABBOTT LABORATOR NOTE 5.15% DUE 11/30/12	40,000	100.68	40,272	104.20	41,680	0.2	1,408	2,060	4 9
ABBOTT LABORATORIES 5.875% 05/15/2016	250,000	113.05	282,622	117.31	293,278	1.1	10,655	14,688	5.0
AMGEN INC 4.850% 11/18/2014	200,000	105.80	211,600	108.38	216,752	0.8	5,152	9,700	4.5
BANK OF AMERICA CORP SR UNSEC 3.75% 07/12/16	35,000	94.56	33,097	92.59	32,407	0.1	(690)	1,313	4.1
BEAR STEARNS (JP M) 5.700% DUE 11/15/14	100,000	99.95	99,953	108.75	108,753	0.4	8,801	5,700	5.2
BERKSHIRE HATHAWAY FIN 4.625% 10/15/2013	100,000	100.70	100,702	106.40	106,397	0.4	5,695	4,625	4.4
BEST BUY 6.75% 7/15/13	200,000	106.07	212,143	106.03	212,060	0.8	(83)	13,500	6.4
BOEING CO 3.5% 2/15/15	200,000	101.80	203,595	107.36	214,728	0.8	11,133	7,000	3.3
CATERPILLAR INC 5.700% DUE 08/15/16	200,000	111.83	223,659	117.35	234,692	0.9	11,034	11,400	4.9
CON EDISON OF NY 5.625% DUE 07/01/12	50,000	100.61	50,307	102.34	51,169	0.2	861	2,813	5.5

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Yield(%)
DOW CHEMICAL SR UNSEC 4.125% 11/15/21	15,000	99.60	14,940	102.57	15,386	0.1	445	619	4.0
DUKE ENERGY CORP 6.3% 02/01/14	200,000	106.30	212,607	110.33	220,656	0.8	8,049	12,600	5.7
ECOLAB INC SR UNSEC 2.375% 12/08/14	40,000	99.94	39,976	101.94	40,777	0.1	801	950	2.3
FFCB 5.450% DUE 06/20/16	100,000	103.93	103,929	119.13	119,126	0.4	15,197	5,450	4.6
FHLB 2.5/8 9/13/13 2.625% DUE 09/13/13	200,000	100.59	201,183	103.76	207,516	0.8	6,333	5,250	2.5
FHLB 3.15 9/12/14 3.250% DUE 09/12/14	200,000	101.12	202,239	107.06	214,116	0.8	11,877	6,500	3.0
FHLB BOND 5.250% DUE 09/13/13	100,000	99.99	99,989	108.13	108,133	0.4	8,145	5,250	4.9
FNCL 3.5 TBA 01/12 01/01/42	130,000	102.19	132,844	102.84	133,697	0.5	853	4,550	3.4
GOLDMAN SACHS GRP INC 4.750%DUE 07/15/13	100,000	95.79	95,791	101.32	101,323	0.4	5,532	4,750	4.7
HEWLETT PACKARD CO 2014 4.750% 06/02/14	100,000	100.16	100,159	105.61	105,606	0.4	5,447	4,750	4.5
HEWLETT PACKARD CO 5.625% DUE 03/01/13	100,000	100.40	100,404	102.85	102,845	0.4	2,441	4,500	4.4
HOME DEPOT INC SR UNSEC 5.25% 12/16/13	200,000	104.46	208,914	108.59	217,182	0.8	8,268	10,500	4.8
IBM CORP 4.75% 11/29/2012	40,000	95.61	38,243	103.41	41,362	0.2	3,119	1,900	4.6
INTL PAPER CO SR UNSEC 4.75% 02/15/22	30,000	99.92	29,976	106.30	31,889	0.1	1,913	1,425	4.5
KINDER MORGAN 5% 12/15/13	200,000	104.66	209,315	105.99	211,988	0.8	2,673	10,000	4.7
KRAFT FOODS INC 6.25% 06-01-12	100,000	100.23	100,228	102.19	102,189	0.4	1,961	6,250	6.1
KROGER CO 7.5% 01/15/2014	35,000	111.98	39,194	111.76	39,115	0.1	(79)	2,625	6.7
LOS ANGELES CDA TAXABLE B 6.00% 09/01/12	100,000	103.81	103,810	102.75	102,745	0.4	(1,065)	6,000	5.8
MATTEL 5.625% 2013 5.625% DUE 03/15/12	200,000	102.98	205,960	105.07	210,138	0.8	4,179	11,250	5.4
MOTOROLA 5.325% DUE 11/15/12	200,000	101.06	202,123	103.31	206,622	0.8	4,499	10,750	5.2
PEPSI BOTTLING LLC 4.625% DUE 11/15/12	50,000	100.61	50,304	103.38	51,691	0.2	1,387	2,313	4.5

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PROCTER & GAMBLE CO 4.850% DUE 12/15/15	100,000	96.21	96,206	114.29	114,288	0.4	18,083	4,850	4.2
PROGRESS ENERGY INC 6.05% 03/15/14	200,000	106.54	213,083	110 34	220,682	0.8	7,600	12,100	5.5
RELIANCE GROUP HOLDINGS - IN DEFAULT	100,000	0.01	10	0.01	10		0	0	0.0
ST CONN GO TAXABLE SER A 4.40% 03/15/15	200,000	100.00	200,000	109.48	218,954	0.8	18,954	8,800	4.0
UNITED HEALTH SR UNSEC 1.875% 11/15/16	15,000	99.12	14,868	99.99	14,998	0.1	130	281	1.9
US TREASURY BOND 3.75% 08/15/41	30,000	109.99	32,996	117.61	35,283	0.1	2,287	1,125	3.2
US TREASURY BOND 4.0% 02/15/2015	450,000	110.87	498,937	111.06	499,784	1.8	847	18,000	3.6
US TREASURY BOND 7.25% 05/15/2016	160,000	128.02	204,834	128.24	205,187	0.7	354	11,600	5.7
US TREASURY I/L FRN 0.125% 04/15/16	82,068	104.11	85,440	104.25	85,556	0.3	116	103	0.1
US TREASURY I/L FRN 0.625% 07/15/21	120,560	105.96	127,749	106.98	128,972	0.5	1,223	754	0.6
US TREASURY I/L FRN 1.875% 07/15/13	98,630	104.57	103,138	104.57	103,138	0.4	0	1,849	1.8
US TREASURY N/B 1.00% 10/31/16	130,000	100.44	130,572	100.97	131,260	0.5	687	1,300	1.0
US TREASURY NOTE 1.375% 11/30/18	200,000	99.73	199,469	100.34	200,688	0.7	1,219	2,750	1.4
US TREASURY NOTE 1.875% 08/31/17	400,000	104.08	416,336	104.66	418,656	1.5	2,320	7,500	1.8
US TREASURY NOTE 2.125% 08/15/21	205,000	101.26	207,578	102.56	210,254	0.8	2,677	4,356	2.1
US TREASURY NOTE 2.625% 02/29/16	180,000	107.11	192,793	108.09	194,569	0.7	1,776	4,725	2.4
US TREASURY NOTE 3.5% 05/15/20	220,000	114.19	251,225	115.04	253,086	0.9	1,861	7,700	3.0
WAL-MART STORES SR UNSEC 1.5% 10/25/15	40,000	101.40	40,560	101.57	40,628	0.1	68	600	1.5
WALT DISNEY CO 5.625% DUE 09/15/16	250,000	112.87	282,169	118.45	296,125	1.1	13,956	14,063	4.8
WYETH NOTES 5.500% DUE 03/15/13	100,000	100.48	100,475	105.71	105,710	0.4	5,235	5,500	5.2
TOTAL UNITED STATES			**7,348,509**		**7,573,844**	**27.6**	**225,334**	**298,934**	**3.9**

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MUTUAL FUNDS - FIXED									
AMERICAN HIGH-INCOME TRUST CL F2	30,775	11.70	360,031	10.66	328,063	1.2	(31,968)	25,934	7.9
CAPITAL WORLD BOND FUND CL F2	12,806	19.30	247,094	20.44	261,752	1.0	14,659	9,885	3.8
TOTAL MUTUAL FUNDS - FIXED			**607,125**		**589,815**	**2.2**	**(17,309)**	**35,819**	**6.1**
Total Fixed Income			**7,985,527**		**8,193,729**	**29.9**	**208,202**	**335,090**	**4.1**
Equity									
AUSTRALIA									
BHP BILLITON LTD (AUD)	1,163	26.72	31,073	35.25	40,995	0.1	9,922	1,718	4.2
NEWCREST MINING NPV	1,615	24.41	39,419	30.31	48,956	0.2	9,537	496	1.0
TELSTRA CORP	9,268	2.87	26,567	3.41	31,606	0.1	5,039	3,797	12.0
TOTAL AUSTRALIA			**97,059**		**121,558**	**0.4**	**24,498**	**6,011**	**4.9**
AUSTRIA									
ANDRITZ AG	131	91.90	12,039	83.07	10,882		(1,157)	289	2.7
TOTAL AUSTRIA			**12,039**		**10,882**		**(1,157)**	**289**	**2.7**
BRAZIL									
TELE NORTE LESTE PART ADR	2,500	18.16	45,393	9.51	23,775	0.1	(21,618)	1,200	5.1
TOTAL BRAZIL			**45,393**		**23,775**	**0.1**	**(21,618)**	**1,200**	**5.0**
CANADA									
BARRICK GOLD CORP C$	1,000	40.04	40,043	45.35	45,347	0.2	5,305	393	0.9
CAE INC	4,800	12.30	59,052	9.72	46,646	0.2	(12,406)	0	0.0
CENOVUS ENERGY INC C$	2,600	29.00	75,404	33.24	86,428	0.3	11,024	0	0.0
CENOVUS ENERGY INC US$	300	30.43	9,129	33.20	9,960		831	240	2.4
ENCANA CORP	2,400	30.75	73,808	18.56	44,548	0.2	(29,261)	3,773	8.5
INMET MINING CORP C$	200	47.39	9,478	64.36	12,872		3,394	39	0.3

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SUNCOR ENERGY INC	300	22.99	6,897	28.87	8,661		1,764	0	0.0
TELUS CORPORATION NON VOTE	200	38.84	7,769	53.69	10,738		2,969	0	0.0
TOTAL CANADA			**281,580**		**265,200**	**1.0**	**(16,380)**	**4,446**	**1.7**
DENMARK									
NOVO NORDISK A/S B	400	63.80	25,522	115.06	46,024	0.2	20,502	697	1.5
TOTAL DENMARK			**25,522**		**46,024**	**0.2**	**20,502**	**697**	**1.5**
FRANCE									
BOUYGUES	770	57.40	44,196	31.55	24,293	0.1	(19,902)	1,597	6.6
DANONE	1,433	65.17	93,394	62.94	90,199	0.3	(3,195)	2,414	2.7
ESSILOR INTL	600	60.02	36,011	70.69	42,416	0.2	6,405	645	1.5
GDF SUEZ	300	36.15	10,844	27.37	8,211		(2,633)	583	7.1
L'AIR LIQUIDE (L)	449	109.67	49,243	123.88	55,622	0.2	6,379	1,367	2.5
L'OREAL	350	107.21	37,523	104.58	36,604	0.1	(919)	816	2.2
LVMH MOET HENNESSY LOUIS VUITTON SA	161	150.60	24,246	141.78	22,826	0.1	(1,420)	459	2.0
PERNOD RICARD SA	790	86.37	68,231	92.87	73,366	0.3	5,134	1,474	2.0
SCHNEIDER ELECTRIC SA	852	65.77	56,035	52 72	44,917	0.2	(11,118)	1,767	3.9
TOTAL FRANCE			**419,724**		**398,455**	**1.5**	**(21,269)**	**11,123**	**2.8**
GERMANY									
BAYER AG	622	79.15	49,231	63.76	39,659	0.1	(9,572)	1,209	3.1
BMW AG	561	82.82	46,460	66.80	37,475	0.1	(8,985)	945	2.5
LINDE AG	229	149.85	34,315	148.94	34,107	0.1	(207)	653	1.9
SAP AG	288	53.84	15,506	53.03	15,273	0.1	(233)	224	1.5
TOTAL GERMANY			**145,511**		**126,514**	**0.5**	**(18,997)**	**3,031**	**2.4**

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HONG KONG									
HONG KONG/CHINA GAS	20,394	1.78	36,387	2.32	47,268	0.2	10,881	919	1.9
SWIRE PACIFIC LTD CL A	1,000	15.80	15,798	12.07	12,072		(3,726)	470	3.9
TELEVISION BROADCAST	2,000	5.43	10,865	6.06	12,130		1,264	541	4.5
TOTAL HONG KONG			**63,050**		**71,469**	**0.3**	**8,419**	**1,930**	**2.7**
INDIA									
ICICI BANK LTD SPON ADR	1,100	48.42	53,264	26.43	29,073	0.1	(24,191)	683	2.4
TOTAL INDIA			**53,264**		**29,073**	**0.1**	**(24,191)**	**683**	**2.3**
IRELAND									
CRH PLC	382	16.17	6,176	19.84	7,579		1,403	370	4.9
TOTAL IRELAND			**6,176**		**7,579**		**1,403**	**370**	**4.9**
ISRAEL									
TEVA PHARMACEUTICAL INDS LTD-SP ADR	3,000	52.71	158,134	40.36	121,080	0.4	(37,054)	2,355	1.9
TOTAL ISRAEL			**158,134**		**121,080**	**0.4**	**(37,054)**	**2,355**	**1.9**
JAPAN									
AJINOMOTO CO INC	2,000	11.18	22,352	12.00	23,998	0.1	1,646	416	1.7
CANON INC	700	52.73	36,909	44.28	30,998	0.1	(5,911)	1,091	3.5
FANUC CO	300	93.65	28,095	152.98	45,893	0.2	17,798	954	2.1
HITACHI	4,000	5.48	21,923	5.25	20,986	0.1	(938)	312	1.5
JGC CORP	1,000	18.18	18,177	24.00	23,998	0.1	5,821	500	2.1
KEYENCE CORP	220	180.02	39,604	241.02	53,025	0.2	13,421	171	0.3
KURITA WATER INDUSTRIES LTD	1,900	27.40	52,055	25.97	49,347	0.2	(2,708)	987	2.0
MURATA MANUFACTURING CO LTD	800	51.58	41,262	51.36	41,088	0.1	(173)	1,039	2.5
SMC CORP	300	98.60	29,580	161.29	48,386	0.2	18,807	468	1.0
SOFTBANK CORP	2,100	22.03	46,254	29.44	61,823	0.2	15,569	164	0.3

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SYSMEX CORP	800	33.41	26,725	32.57	26,055	0.1	(669)	312	1.2
TREND MICRO INC	1,000	36.27	36,271	29.88	29,881	0.1	(6,389)	909	3.0
TOTAL JAPAN			**399,206**		**455,481**	**1.7**	**56,274**	**7,322**	**1.6**
KOREA, REPUBLIC OF									
SAMSUNG ELEC GDS N/V PF	183	234.97	42,999	287.70	52,649	0.2	9,650	466	0.9
TOTAL KOREA, REPUBLIC OF			**42,999**		**52,649**	**0.2**	**9,650**	**466**	**0.9**
LUXEMBOURG									
SES FDR CL A (PARIS)	500	21.78	10,888	24.03	12,017		1,129	518	4.3
TOTAL LUXEMBOURG			**10,888**		**12,017**		**1,129**	**518**	**4.3**
MEXICO									
WAL MART DE MEXICO, SAB DE C.V.	2,600	1.92	4,985	2.74	7,113		2,128	71	1.0
TOTAL MEXICO			**4,985**		**7,113**		**2,128**	**71**	**1.0**
NETHERLANDS									
ASML HOLDING NV	657	29.72	19,524	42.09	27,650	0.1	8,126	341	1.2
FUGRO NV	390	56.17	21,908	58.18	22,691	0.1	783	758	3.3
KONINKLIJKE KPN NV	3,600	15.12	54,422	11.98	43,132	0.2	(11,291)	3,779	8.8
NIELSEN HOLDINGS NV US$	1,800	26.40	47,516	29.69	53,442	0.2	5,926	0	0.0
ROYAL DUTCH SHELL CL A ADR	1,800	71.67	129,008	73.09	131,562	0.5	2,554	5,141	3.9
TOTAL NETHERLANDS			**272,379**		**278,477**	**1.0**	**6,098**	**10,019**	**3.6**
PANAMA									
CARNIVAL CORP COMMON PAIRED STOCK	700	30.23	21,164	32.64	22,848	0.1	1,684	700	3.1
TOTAL PANAMA			**21,164**		**22,848**	**0.1**	**1,684**	**700**	**3.1**

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SINGAPORE									
DBS GROUP HOLDINGS LTD	3,157	7.59	23,960	8.88	28,047	0.1	4,087	1,363	4.9
TOTAL SINGAPORE			**23,960**		**28,047**	**0.1**	**4,087**	**1,363**	**4.9**
SWEDEN									
ASSA ABLOY AB B	262	25.15	6,590	25.11	6,578		(12)	152	2.3
HENNES & MAURITZ AB	1,420	30.01	42,609	32.19	45,712	0.2	3,103	1,962	4.3
TOTAL SWEDEN			**49,199**		**52,290**	**0.2**	**3,091**	**2,115**	**4.0**
SWITZERLAND									
NESTLE NAM SPON ADR	4,350	47.59	207,018	57.75	251,204	0.9	44,185	7,686	3.1
NESTLE SA REG	1,600	37.53	60,052	57.57	92,111	0.3	32,059	3,156	3.4
NOVARTIS AG NAMEN	552	49.71	27,442	57.25	31,602	0.1	4,159	1,295	4.1
NOVARTIS AG NAMEN SPON ADR	2,922	55.64	162,565	57.17	167,051	0.6	4,485	5,859	3.5
RICHEMONT CIE FIN	1,177	44.03	51,825	50.65	59,615	0.2	7,790	565	1.0
ROCHE HOLDING AG GENUSSCHEIN	71	168.41	11,957	169.72	12,050		93	500	4.2
SONOVA HOLDING AG	334	100.11	33,438	104.74	34,985	0.1	1,547	0	0.0
SWISSCOM AG REG	36	326.94	11,770	379.42	13,659		1,890	461	3.4
SYNGENTA AG	71	297.20	21,101	293.18	20,816	0 1	(286)	530	2.6
TE CONNECTIVITY LTD US$	500	29.21	14,606	30.81	15,405	0.1	799	360	2.3
TOTAL SWITZERLAND			**601,777**		**698,497**	**2.5**	**96,721**	**20,410**	**2.9**
UNITED KINGDOM									
BG GROUP PLC	3,100	14.28	44,268	21.35	66,170	0.2	21,902	745	1.1
BP PLC ADR	3,500	56.58	198,030	42.74	149,590	0.5	(48,440)	5,880	3.9
DIAGEO PLC	1,000	16.51	16,505	21.81	21,811	0.1	5,305	696	3.2
FIRSTGROUP PLC	3,300	5.62	18,562	5.24	17,298	0.1	(1,264)	1,287	7.4
HSBC HOLDINGS PLC UKP	6,404	7.45	47,717	7.62	48,777	0.2	1,060	3,974	8.2
IMPERIAL TOBACCO PLC	1,255	28.85	36,206	37.76	47,386	0.2	11,179	2,057	4.3
NATIONAL GRID PLC	3,560	9.09	32,369	9.69	34,488	0.1	2,119	2,295	6.7

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PREMIER FARNELL PLC	8,100	4.87	39,472	2.79	22,605	0.1	(16,868)	1,452	6.4
RECKITT BENCKISER GROUP PLC	400	56.38	22,550	49.31	19,726	0.1	(2,825)	827	4.2
RIO TINTO PLC REG	1,473	40.74	60,011	48.47	71,395	0.3	11,383	1,835	2.6
SHIRE PLC	3,100	14.24	44,150	34.78	107,815	0.4	63,665	441	0.4
STANDARD CHARTERED	2,717	23.47	63,768	21.85	59,365	0.2	(4,404)	0	0.0
TESCO PLC	3,600	6.67	24,014	6.26	22,528	0.1	(1,486)	913	4.1
WHITBREAD PLC	300	27.74	8,321	24.25	7,274		(1,047)	262	3.6
TOTAL UNITED KINGDOM			**655,943**		**696,225**	**2.5**	**40,279**	**22,665**	**3.3**
UNITED STATES									
3M COMPANY	500	80.35	40,174	81.73	40,865	0.1	692	1,100	2.7
ABBOTT LABORATORIES	3,500	38.37	134,308	56.23	196,805	0.7	62,497	6,720	3.4
AFLAC INC	300	40.49	12,148	43.26	12,978		830	396	3.1
AGILENT TECHNOLOGIES INC	400	31.11	12,444	34.93	13,972	0.1	1,528	0	0.0
AIR PRODUCTS & CHEMICALS INC	600	83.63	50,179	85.19	51,114	0.2	935	1,392	2.7
ALLEGHENY TECHNOLOGIES INC	1,500	42.21	63,315	47.80	71,700	0.3	8,385	1,080	1.5
ALLERGAN INC	1,000	56.23	56,230	87.74	87,740	0.3	31,510	200	0.2
ALLSTATE CORP (THE)	400	26.06	10,424	27.41	10,964		540	336	3.1
AMERICAN TOWER CORP CL A	1,100	45.49	50,044	60.01	66,011	0.2	15,967	0	0.0
AON CORP	150	35.39	5,308	46.80	7,020		1,712	90	1.3
APACHE CORP	2,000	100.90	201,796	90.58	181,160	0.7	(20,636)	1,200	0.7
APPLE INC	200	165.47	33,095	405.00	81,000	0.3	47,905	0	0.0
AT&T, INC.	5,385	3.59	19,324	30.24	162,842	0.6	143,519	9,478	5.8
AUTOMATIC DATA PROCESSING INC	5,200	42.38	220,402	54.01	280,852	1.0	60,450	8,216	2.9
BANK OF AMERICA CORP	5,500	17.67	97,202	5.56	30,580	0.1	(66,622)	220	0.7
BERKSHIRE HATHAWAY INC CL B	2,250	47.09	105,956	76.30	171,675	0.6	65,719	0	0.0
BOEING CO	200	49.65	9,930	73.35	14,670	0.1	4,740	352	2 4
BRISTOL-MYERS SQUIBB CO	600	29.33	17,601	35.24	21,144	0.1	3,543	816	3.9
BROADCOM CORP	1,800	30.95	55,716	29.36	52,848	0.2	(2,868)	648	1.2
CATERPILLAR INC	3,425	53.91	184,658	90.60	310,305	1.1	125,647	6,302	2.0
CERNER CORP	1,300	24.35	31,661	61.25	79,625	0.3	47,964	0	0.0
CHEVRON CORP	400	69.62	27,849	106.40	42,560	0.2	14,711	1,296	3.1

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CISCO SYSTEMS INC	9,900	1.51	14,904	18.08	178,992	0.7	164,088	2,376	1.3
COACH INC	200	43.84	8,767	61.04	12,208		3,441	180	1.5
COCA-COLA CO	4,400	45.65	200,860	69.97	307,868	1.1	107,008	8,272	2.7
COLGATE-PALMOLIVE CO	200	78.92	15,784	92.39	18,478	0.1	2,694	464	2.5
COMCAST CORP CL A (NEW)	3,200	19.81	63,406	23.71	75,872	0.3	12,466	1,440	1.9
CONOCOPHILLIPS	3,200	61.94	198,195	72.87	233,184	0.9	34,989	8,448	3.6
COSTCO WHOLESALE CORP	2,800	56.62	158,527	83.32	233,296	0.9	74,769	2,688	1.2
DANAHER CORP	800	39.74	31,792	47.04	37,632	0.1	5,840	80	0.2
DAVITA INC	425	53.81	22,869	75.81	32,219	0.1	9,351	0	0.0
DISCOVERY COMMUNICATIONS INC CL A	200	42.58	8,516	40.97	8,194		(322)	0	0.0
DRIL-QUIP INC	300	63.56	19,069	65.82	19,746	0.1	677	0	0.0
EBAY INC	500	18.76	9,382	30.33	15,165	0.1	5,783	0	0.0
ECOLAB INC	700	34.72	24,303	57.81	40,467	0.1	16,164	560	1.4
EDISON INTERNATIONAL	200	32.35	6,470	41.40	8,280		1,810	260	3.1
EMERSON ELECTRIC CO	700	43.44	30,409	46.59	32,613	0.1	2,204	1,120	3.4
EXPRESS SCRIPTS INC	850	45.16	38,389	44.69	37,987	0.1	(403)	0	0.0
EXXON MOBIL CORP	2,900	68.70	199,221	84.76	245,804	0.9	46,583	5,452	2.2
FEDEX CORP	2,100	73.48	154,315	83.51	175,371	0.6	21,056	1,092	0.6
FIRST SOLAR INC	200	99.93	19,987	33.76	6,752		(13,235)	0	0.0
FLUOR CORP (NEW)	100	71.30	7,130	50.25	5,025		(2,105)	50	1.0
FRONTIER COMMUNICATIONS CORP	1,464	8.41	12,308	5.15	7,540		(4,768)	1,098	14.6
GENERAL ELECTRIC CO (USD)	14,300	11.97	171,192	17.91	256,113	0.9	84,921	9,724	3.8
GENERAL MILLS INC	200	35.54	7,108	40.41	8,082		974	244	3.0
GOLDMAN SACHS GROUP INC	800	119.49	95,595	90.43	72,344	0.3	(23,251)	1,120	1.6
GOOGLE INC CL A	110	472.29	51,952	645.90	71,049	0.3	19,097	0	0.0
HALLIBURTON CO	1,400	29.89	41,845	34.51	48,314	0.2	6,470	504	1.0
HEWLETT-PACKARD CO	3,900	51.42	200,530	25.76	100,464	0.4	(100,066)	1,872	1.9
HOME DEPOT INC	1,200	34.38	41,259	42.04	50,448	0.2	9,189	1,392	2.8
ILLINOIS TOOL WORKS INC	600	44.43	26,661	46.71	28,026	0.1	1,365	864	3.1
INTERNATIONAL BUSINESS MACHINES CORP	700	112.01	78,409	183.88	128,716	0.5	50,307	2,100	1.6

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THE LESLIE & ELAINE HOFFMAN FOUNDATION
Account Number: XXXX21900

Detailed Holdings List by Country
As of December 31, 2011
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Yield(%)
INTERNATIONAL GAME TECHNOLOGY	600	17.49	10,496	17.20	10,320		(176)	144	1.4
IRON MOUNTAIN INC	1,300	22.26	28,934	30.80	40,040	0 1	11,106	1,300	3.3
JACK HENRY & ASSOC INC	1,200	33.54	40,253	33.61	40,332	0.1	79	504	1.3
JOHNSON & JOHNSON	3,500	58.72	205,534	65.58	229,530	0.8	23,996	7,980	3.5
JPMORGAN CHASE & CO	1,400	41.59	58,232	33.25	46,550	0.2	(11,682)	1,400	3.0
JUNIPER NETWORKS INC	500	25.74	12,870	20.41	10,205		(2,665)	0	0.0
KLA-TENCOR CORP	1,200	34.82	41,781	48.25	57,900	0.2	16,119	1,680	2.9
KRAFT FOODS INC CL A	8,814	17.73	156,277	37.36	329,291	1.2	173,013	10,224	3.1
LOWES COMPANIES INC	400	23.29	9,316	25.38	10,152		836	224	2.2
MARSH & MCLENNAN COS INC	1,000	28.87	28,870	31.62	31,620	0.1	2,750	880	2.8
MAXIM INTEGRATED PRODS INC	700	13.70	9,587	26.04	18,228	0.1	8,641	616	3.4
MCDONALDS CORP	100	74.67	7,467	100.33	10,033		2,566	280	2.8
MERCK & CO INC	6,218	12.08	75,093	37.70	234,419	0.9	159,326	10,446	4.5
MICROCHIP TECHNOLOGY INC	900	28.14	25,326	36.63	32,967	0.1	7,641	1,253	3.8
MICROSOFT CORP	9,500	10.11	96,028	25.96	246,620	0.9	150,592	7,600	3.1
MONSANTO CO NEW COM	900	65.75	59,173	70.07	63,063	0.2	3,890	1,080	1.7
NATIONAL INSTRUMENTS CORP	1,050	22.50	23,625	25.95	27,248	0.1	3,622	420	1.5
NIKE INC CL B	125	86.92	10,866	96.37	12,046		1,181	180	1.5
NOBLE ENERGY INC	2,200	51.18	112,600	94.39	207,658	0.8	95,058	1,936	0.9
NORDSTROM INC	100	30.26	3,026	49.71	4,971		1,945	92	1.9
NORFOLK SOUTHERN CORP	200	40.71	8,143	72.86	14,572	0.1	6,429	344	2.4
NUCOR CORP	700	37.01	25,909	39.57	27,699	0.1	1,790	1,022	3.7
OMNICOM GROUP INC	300	43.76	13,128	44.58	13,374		246	300	2.2
ORACLE CORP	2,000	28.28	56,567	25.65	51,300	0.2	(5,267)	480	0.9
PEPSICO INC	600	63.32	37,995	66.35	39,810	0.1	1,815	1,236	3.1
PG&E CORP	200	41.79	8,357	41.22	8,244		(113)	364	4.4
PHARMASSET INC	100	77.26	7,726	128.20	12,820		5,094	0	0.0
PHILIP MORRIS INTERNATIONAL INC	5,600	10.29	57,600	78.48	439,488	1.6	381,888	17,248	3.9
POLYCOM INC	600	10 40	6,242	16 30	9,780		3,538	0	0.0
PROCTER & GAMBLE CO	4,200	60.26	253,087	66.71	280,182	1.0	27,095	8,820	3.2
PROGRESSIVE CORP OHIO	2,600	19.70	51,214	19.51	50,726	0.2	(488)	1,037	2.1
QUALCOMM INC	800	40.44	32,350	54.70	43,760	0.2	11,410	688	1.6

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
REPUBLIC SERVICES INC	1,000	29.89	29,886	27.55	27,550	0.1	(2,336)	880	3.2
SCHWAB CHARLES NEW	4,000	17.32	69,292	11.26	45,040	0.2	(24,252)	960	2 1
SCRIPPS NETWORKS INTERACTIVE CL A	800	44.31	35,446	42.42	33,936	0.1	(1,510)	320	0.9
SEATTLE GENETICS INC	3,700	19.55	72,351	16.72	61,846	0.2	(10,506)	0	0.0
SOUTHERN CO	5,900	33.78	199,305	46.29	273,111	1.0	73,806	11,151	4.1
STANLEY BLACK & DECKER INC	225	59.60	13,411	67.60	15,210	0.1	1,799	369	2.4
TARGET CORP	5,000	45.66	228,290	51.22	256,100	0.9	27,810	6,000	2.3
THE WALT DISNEY CO	1,500	26.54	39,803	37.50	56,250	0.2	16,447	900	1.6
TIFFANY & CO NEW	800	42.77	34,215	66.26	53,008	0.2	18,793	928	1.8
TIME WARNER CABLE INC	300	60.40	18,120	63.57	19,071	0.1	951	576	3.0
U S BANCORP NEW	6,190	3.90	24,152	27.05	167,440	0.6	143,287	3,095	1.9
UNION PACIFIC CORP	200	59.63	11,926	105.94	21,188	0.1	9,262	480	2.3
UNITED PARCEL SERVICE INC CL B	2,800	58.97	165,123	73.19	204,932	0.7	39,808	5,824	2.8
UNITED TECHNOLOGIES CORP	825	79.61	65,676	73.09	60,299	0.2	(5,377)	1,584	2.6
UNITEDHEALTH GROUP INC	1,000	28.16	28,162	50.68	50,680	0.2	22,518	650	1.3
URBAN OUTFITTERS INC	1,700	29.06	49,394	27.56	46,852	0.2	(2,542)	0	0.0
VERIZON COMMUNICATIONS	6,400	30.83	197,299	40.12	256,768	0.9	59,469	12,800	5.0
VIRGIN MEDIA INC	800	25.50	20,399	21.38	17,104	0.1	(3,295)	128	0.8
VISA INC CL A	800	71.77	57,419	101.53	81,224	0.3	23,805	704	0.9
WAL-MART STORES INC	3,800	52.77	200,530	59.76	227,088	0.8	26,558	5,548	2.4
WALGREEN CO	6,200	31.28	193,920	33.06	204,972	0.7	11,052	5,580	2.7
WELLS FARGO & CO (NEW)	5,800	24.00	139,228	27.56	159,848	0.6	20,620	2,784	1.7
WW GRAINGER INC	2,000	96.93	193,855	187.19	374,380	1.4	180,525	5,280	1.4
TOTAL UNITED STATES			**7,059,792**		**9,853,522**	**36.0**	**2,793,731**	**237,561**	**2.4**

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
MUTUAL FUNDS - EQUITY									
EMERGING MARKETS GROWTH FUND INC	48,074	12.74	612,366	7.36	353,821	1.3	(258,545)	5,769	1.6
TOTAL MUTUAL FUNDS - EQUITY			**612,366**		**353,821**	**1.3**	**(258,545)**	**5,769**	**1.6**
Total Equity			**11,062,110**		**13,732,597**	**50.1**	**2,670,483**	**341,113**	**2.5**
Total Net Assets			**24,523,344**		**27,402,033**	**100.0**	**2,878,685**	**676,204**	**2.5**

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