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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation QUEEN OF ANGELS CLINIC AND RESEARCH FOUNDATION		A Employer identification number 95-6071172
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (310) 472-8742
114 GRANVILLE AVENUE		
City or town, state, and ZIP code LOS ANGELES, CA 90049		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,577,644.	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule)	100,000.	ATCH 1		
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	46,456.	46,456.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	19,194.			
b	Gross sales price for all assets on line 6a	1,323,732.			
7	Capital gain net income (from Part IV, line 2)		19,194.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	165,743.	65,743.		ATCH 3
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	6,107.	5,798.		309.
c	Other professional fees (attach schedule) *	21,743.	21,743.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	4,104.	1,504.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	1,173.	1,173.		
24	Total operating and administrative expenses. Add lines 13 through 23	33,127.	30,218.		309.
25	Contributions, gifts, grants paid	170,000.			170,000.
26	Total expenses and disbursements. Add lines 24 and 25	203,127.	30,218.	0	170,309.
27	Subtract line 26 from line 12	-37,384.			
a	Excess of revenue over expenses and disbursements		35,525.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 5 JSA ** ATCH 6

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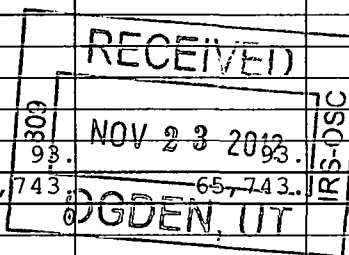
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Operating and Administrative Expenses



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing	13,628.	13,608.	13,608.
	2	Savings and temporary cash investments	14,521.	7,635.	7,635.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	1,427,760.	1,396,667.	1,396,667.
	c	Investments - corporate bonds (attach schedule) ATCH 9	291,999.	159,734.	159,734.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,747,908.	1,577,644.	1,577,644.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	1,240,755.	1,124,584.	
	25	Temporarily restricted			
	26	Permanently restricted	507,153.	453,060.	
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,747,908.	1,577,644.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,747,908.	1,577,644.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year ¹ - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,747,908.
2	Enter amount from Part I, line 27a	2	-37,384.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,710,524.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	132,880.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,577,644.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	19,194.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	188,870.	1,564,439.	0.120727
2009	190,552.	1,549,542.	0.122973
2008	185,648.	1,815,630.	0.102250
2007	176,032.	2,107,004.	0.083546
2006	156,143.	1,964,451.	0.079484
2 Total of line 1, column (d)			2 0.508980
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.101796
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,711,914.
5 Multiply line 4 by line 3			5 174,266.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 355.
7 Add lines 5 and 6			7 174,621.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 170,309.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	711.
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	
3	Add lines 1 and 2	3	711.
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	711.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	913.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	913.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	202.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 202. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address NONE				
14	The books are in care of WILLIAM LA BELLE, TREASURER	Telephone no	310-472-8742	
	Located at 114 GRANVILLE AVE, LOS ANGELES CA	ZIP + 4	90049	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year		15	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5 b**

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? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a 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? ☐ Yes ☒ No **6 b** X

If "Yes" to 6b, file Form 8870

7 a 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? ☐ Yes ☒ No **7 b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

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	1,701,744.
b	Average of monthly cash balances	1b	36,240.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,737,984.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,737,984.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,070.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,711,914.
6	Minimum investment return. Enter 5% of line 5	6	85,596.

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	85,596.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	711.
2b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
2c	Add lines 2a and 2b	2c	711.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,885.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	84,885.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	84,885.

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	170,309.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	170,309.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	170,309.

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				84,885.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			60,778.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 170,309.				
a Applied to 2010, but not more than line 2a			60,778.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	100,000.			
d Applied to 2011 distributable amount				9,531.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	100,000.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				75,354.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	100,000.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
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)

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

SEE ATTACHMENT 13

c Any submission deadlines

SEE ATTACHMENT 13

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

SEE ATTACHMENT 13

Part XV Supplementary Information (continued)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>ATTACHMENT 12</div>				
<div>Total</div>			<div>▶ 3a</div>	<div>170,000.</div>
<div>b Approved for future payment</div>				
<div>Total</div>			<div>▶ 3b</div>	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	46,456.	
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	19,194.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	MISCELLANEOUS INCOME			01	93.	
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				65,743.	
13	Total. Add line 12, columns (b), (d), and (e)				13	65,743.

(See worksheet in line 13 instructions to verify calculations)

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

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION

Employer identification number

95-6071172

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION**Employer identification number
95-6071172**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ADAMS-MASTROVICH FAMILY FOUNDATION SIXTH & MARQUETTE MINNEAPOLIS, MN 55479-0046	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number	95-6071172
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Part II

[illegible]

Name of organization **QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION**

Employer identification number
95-6071172

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,402.	
2,572.		50 SHS CREE, INC. PROPERTY TYPE: SECURITIES 2,560.				P	10/29/2010	01/24/2011
							12.	
2,572.		50 SHS CREE, INC. PROPERTY TYPE: SECURITIES 2,544.				P	09/16/2010	01/24/2011
							28.	
2,131.		45 SHS HEWLETT PACKARD CO. PROPERTY TYPE: SECURITIES 1,843.				P	08/11/2010	01/24/2011
							288.	
3,314.		70 SHS HEWLETT PACKARD CO. PROPERTY TYPE: SECURITIES 2,776.				P	09/16/2010	01/24/2011
							538.	
887.		35 SHS ISHARES MSCI AUSTRALIA INDEX PROPERTY TYPE: SECURITIES 847.				P	09/28/2010	02/01/2011
							40.	
22,922.		905 SHS ISHARES MSCI AUSTRALIA INDEX PROPERTY TYPE: SECURITIES 19,521.				P	08/18/2010	02/01/2011
							3,401.	
16,464.		650 SHS ISHARES MSCI AUSTRALIA INDEX PROPERTY TYPE: SECURITIES 14,411.				P	09/02/2010	02/01/2011
							2,053.	
42,587.		400 SHS ISHARES BARCLAYS TIPS BOND FD PROPERTY TYPE: SECURITIES 44,740.				P	10/20/2010	02/03/2011
							-2,153.	
22,891.		215 SHS ISHARES BARCLAYS TIPS BOND FD PROPERTY TYPE: SECURITIES 24,129.				P	10/25/2010	02/03/2011
							-1,238.	
5,413.		98 SHS NEXTERA ENERGY, INC. PROPERTY TYPE: SECURITIES 4,669.				P	03/16/2010	02/10/2011
							744.	
12,058.		1165 SHS POWERSHARES WILDER HILL CLEAN E PROPERTY TYPE: SECURITIES 10,380.				P	09/02/2010	03/09/2011
							1,678.	
		225 SHS ISHARES S&P MIDCAP 400 GROWTH				P	03/16/2010	03/09/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
24,070.		PROPERTY TYPE: SECURITIES 19,040.				5,030.	
34,793.		262 SHS ISHARES S&P 500 INDEX FUND PROPERTY TYPE: SECURITIES 30,478.				03/16/2010	03/09/2011
25,488.		300 SHS ISHARES S&P MIDCAP 400 VALUE PROPERTY TYPE: SECURITIES 21,441.				03/16/2010	03/09/2011
12,527.		1370.57 SHS CREDIT SUISSE COMM RT ST-CO PROPERTY TYPE: SECURITIES 11,842.				09/28/2010	03/16/2011
14,954.		1548.04 SHS CREDIT SUISSE COMM RT ST-CO PROPERTY TYPE: SECURITIES 13,375.				09/28/2010	03/22/2011
15,402.		1535 SHS POWERSHARES WILDER HILL CLEAN E PROPERTY TYPE: SECURITIES 13,677.				09/02/2010	04/25/2011
1,753.		20 SHS SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 1,687.				01/24/2010	04/27/2011
1,753.		20 SHS SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 1,390.				10/29/2010	04/27/2011
1,865.		35 SHS AFLAC, INC. PROPERTY TYPE: SECURITIES 1,957.				10/29/2010	04/27/2011
3,623.		68 SHS AFLAC, INC. PROPERTY TYPE: SECURITIES 3,790.				10/29/2010	04/27/2011
23,616.		720 SHS ISHARES INC MSCI CDA INDEX FD PROPERTY TYPE: SECURITIES 19,123.				08/18/2010	05/10/2011
17,220.		525 SHS ISHARES INC MSCI CDA INDEX FD PROPERTY TYPE: SECURITIES 14,070.				09/02/2010	05/10/2011

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
4,592.		140 SHS ISHARES INC MSCI CDA INDEX FD PROPERTY TYPE: SECURITIES 3,875.				09/28/2010 717.	05/10/2011
9,255.		375 SHS POWERSHARES DYN ENERGY E & P PROPERTY TYPE: SECURITIES 8,287.				12/16/2010 968.	06/09/2011
5,677.		230 SHS POWERSHARES DYN ENERGY E & P PROPERTY TYPE: SECURITIES 5,957.				03/09/2011 -280.	06/09/2011
1,499.		15 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 1,415.				01/24/2011 84.	06/20/2011
1,999.		20 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 1,552.				08/11/2010 447.	06/20/2011
4,077.		75 SHS PEABODY ENERGY CORPORATION PROPERTY TYPE: SECURITIES 5,332.				03/29/2011 -1,255.	06/20/2011
4,894.		85 SHS STRYKER CORP PROPERTY TYPE: SECURITIES 5,025.				06/09/2011 -131.	07/21/2011
1,844.		130 SHS MARVELL TECHNOLOGY GROUP PROPERTY TYPE: SECURITIES 1,864.				08/11/2010 -20.	08/03/2011
4,220.		60 SHS EDWARDS LIFESCIENCES CORP PROPERTY TYPE: SECURITIES 5,161.				06/09/2011 -941.	08/03/2011
40,301.		1655 SHS ISHARES MSCI SWITZERLAND INDEX PROPERTY TYPE: SECURITIES 45,578.				05/10/2011 -5,277.	08/05/2011
4,134.		100 SHS ST JUDE MED INC PROPERTY TYPE: SECURITIES 4,950.				06/09/2011 -816.	08/09/2011
24,108.		1350 SHS POWERSHARES DYN BIOTECH & GENOM PROPERTY TYPE: SECURITIES 24,516.				09/02/2010 -408.	08/23/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,089.		341 SHS POWERSHARES DYN BIOTECH & GENOME PROPERTY TYPE: SECURITIES 7,697.				P	04/25/2011	08/23/2011 -1,608.
8,430.		410 SHS ISHARES MSCI GERMANY INDEX PROPERTY TYPE: SECURITIES 9,910.				P	12/03/2010	08/24/2011 -1,480.
8,841.		430 SHS ISHARES MSCI GERMANY INDEX PROPERTY TYPE: SECURITIES 10,397.				P	12/03/2010	08/24/2011 -1,556.
19,018.		925 SHS ISHARES MSCI GERMANY INDEX PROPERTY TYPE: SECURITIES 23,757.				P	02/01/2011	08/24/2011 -4,739.
8,958.		695 SHS ISHARES MSCI TAIWAN PROPERTY TYPE: SECURITIES 10,541.				P	12/16/2010	08/25/2011 -1,583.
25,000.		1000 SHS USB CAPITAL VI PFD 5.75 PROPERTY TYPE: SECURITIES 25,083.				P	02/03/2011	09/08/2011 -83.
12,500.		500 SHS USB CAPITAL VI PFD 5.75 PROPERTY TYPE: SECURITIES 12,414.				P	02/22/2011	09/08/2011 86.
50,694.		600 SHS ISHARES BARCLARYS 1-3 YEAR TREAS PROPERTY TYPE: SECURITIES 50,328.				P	03/09/2011	09/29/2011 366.
110,926.		11081.56 SHS DRIEHAUS ACTIVE INCOME FUND PROPERTY TYPE: SECURITIES 125,000.				P	02/03/2011	09/30/2011 -14,074.
80,000.		9142.86 SHS GOLDMAN SACHS ULT-SH DUR GVT PROPERTY TYPE: SECURITIES 80,000.				P	09/29/2011	10/10/2011
2,779.		30 SHS UNION PACIFIC CORP PROPERTY TYPE: SECURITIES 2,612.				P	10/29/2010	10/12/2011 167.
6,066.		239 SHS ISHARES MSCI SWEDEN INDEX PROPERTY TYPE: SECURITIES 7,255.				P	12/03/2010	10/12/2011 -1,189.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,310.		485 SHS ISHARES MSCI SWEDEN INDEX PROPERTY TYPE: SECURITIES 15,738.				P	02/01/2011	10/12/2011
							-3,428.	
1,151.		15 SHS EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 1,179.				P	01/24/2011	10/12/2011
							-28.	
1,695.		55 SHS COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES 1,524.				P	11/22/2010	10/18/2011
							171.	
1,541.		50 SHS COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES 1,390.				P	11/22/2010	10/18/2011
							151.	
1,541.		50 SHS COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES 1,388.				P	11/22/2010	10/18/2011
							153.	
3,235.		105 SHS COMPLETE PRODTN SVCS INC PROPERTY TYPE: SECURITIES 2,702.				P	02/10/2011	10/18/2011
							533.	
11,862.		484 SHS ISHARES MSCI SWEDEN INDEX PROPERTY TYPE: SECURITIES 12,569.				P	08/05/2011	10/19/2011
							-707.	
10,293.		420 SHS ISHARES MSCI SWEDEN INDEX PROPERTY TYPE: SECURITIES 10,867.				P	08/24/2011	10/19/2011
							-574.	
8,088.		330 SHS ISHARES MSCI SWEDEN INDEX PROPERTY TYPE: SECURITIES 10,009.				P	12/03/2010	10/19/2011
							-1,921.	
2,720.		111 SHS ISHARES MSCI SWEDEN INDEX PROPERTY TYPE: SECURITIES 3,370.				P	12/03/2010	10/19/2011
							-650.	
13,486.		1550.16 SHS CREDIT SUISSE COMM RT ST-CO PROPERTY TYPE: SECURITIES 14,122.				P	08/05/2011	11/07/2011
							-636.	
18,000.		3742.2 SHS WF ADV ULTR SH-TRM MUNI INC-I PROPERTY TYPE: SECURITIES 18,037.				P	09/30/2011	11/22/2011
							-37.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,500.		2806.65 SHS WF ADV ULTR SH-TRM MUNI INC- PROPERTY TYPE: SECURITIES 13,528.				P	09/30/2011	12/12/2011 -28.
146.		8.89 SHS T ROWE PRICE NEW ASIA FD 30 PROPERTY TYPE: SECURITIES 167.				P	12/16/2010	12/14/2011 -21.
8,468.		515.06 SHS T ROWE PRICE NEW ASIA FD 30 PROPERTY TYPE: SECURITIES 9,065.				P	08/25/2011	12/14/2011 -597.
856.		53.58 SHS MERGER FD SH BEN INT 260 PROPERTY TYPE: SECURITIES 845.				P	12/29/2010	12/14/2011 11.
5,382.		337.03 SHS MERGER FD SH BEN INT 260 PROPERTY TYPE: SECURITIES 5,409.				P	03/09/2011	12/14/2011 -27.
7,032.		475.17 SHS HIGHBRIDGE STAT MKT NEUT-SEL PROPERTY TYPE: SECURITIES 7,270.				P	03/09/2011	12/15/2011 -238.
2,296.		25 SHS GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 3,827.				P	04/27/2011	12/21/2011 -1,531.
918.		10 SHS GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 1,362.				P	09/20/2011	12/21/2011 -444.
918.		10 SHS GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 983.				P	10/12/2011	12/21/2011 -65.
4,413.		105 SHS CAPITAL ONE FINANCIAL CORP PROPERTY TYPE: SECURITIES 5,777.				P	04/27/2011	12/22/2011 -1,364.
3,362.		80 SHS CAPITAL ONE FINANCIAL CORP PROPERTY TYPE: SECURITIES 4,032.				P	06/20/2011	12/22/2011 -670.
6,675.		175 SHS GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 7,171.				P	05/08/2007	01/24/2011 -496.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
100,000.		100,000 DOW CHEM CO 6.125% 2/1/11 PROPERTY TYPE: SECURITIES 100,214.				P	08/22/2001 -214.	02/01/2011
25,000.		25,000 CISCO SYSTEMS INC 5.25% 2/22/11 PROPERTY TYPE: SECURITIES 26,388.				P	04/03/2009 -1,388.	02/22/2011
5,781.		105 SHS MEDCO HEALTH SOLUTIONS PROPERTY TYPE: SECURITIES 5,708.				P	08/20/2009 73.	03/29/2011
3,876.		60 SHS COOPER INDUSTRIES PLC NEW IRELAND PROPERTY TYPE: SECURITIES 1,672.				P	01/20/2009 2,204.	03/29/2011
5,564.		16 SHS APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 1,761.				P	04/02/2009 3,803.	04/27/2011
400.		4 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 37.				P	12/01/1982 363.	06/20/2011
3,141.		10 SHS APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 1,101.				P	04/02/2009 2,040.	06/20/2011
4,610.		325 SHS MARVELL TECHNOLOGY GROUP PROPERTY TYPE: SECURITIES 4,944.				P	11/09/2009 -334.	08/03/2011
8,144.		110 SHS ROSS STORES INC PROPERTY TYPE: SECURITIES 6,301.				P	06/11/2010 1,843.	08/03/2011
4,742.		75 SHS PEPSICO INC PROPERTY TYPE: SECURITIES 3,381.				P	08/15/2001 1,361.	08/03/2011
3,571.		85 SHS TEVA PHARMACEUTICAL INDS ADR PROPERTY TYPE: SECURITIES 4,492.				P	11/09/2009 -921.	08/03/2011
9,840.		95 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 867.				P	12/01/1982 8,973.	08/03/2011

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
45,930.		2560.18 SHS EII INTERNATIONAL PROPERTY-I PROPERTY TYPE: SECURITIES 41,193.				P	10/09/2009	08/04/2011 4,737.
43,824.		300 SHS SPDR S&P MIDCAP ETF TRUST PROPERTY TYPE: SECURITIES 32,328.				P	01/14/2004	09/29/2011 11,496.
42,577.		365 SHS ISHARES S&P 500 INDEX FUND PROPERTY TYPE: SECURITIES 42,460.				P	03/16/2010	09/29/2011 117.
767.		10 SHS EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 606.				P	08/11/2010	10/12/2011 161.
5,118.		300 SHS CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 2,075.				P	05/13/1996	10/12/2011 3,043.
69.		7.89 SHS CREDIT SUISSE COMM RT ST-CO 215 PROPERTY TYPE: SECURITIES 68.				P	09/28/2010	11/07/2011 1.
18,317.		1114.15 SHS T ROWE PRICE NEW ASIA FD 39 PROPERTY TYPE: SECURITIES 21,815.				P	11/01/2010	12/14/2011 -3,498.
46,586.		2917.12 SHS MERGER FD SH BEN INT 260 PROPERTY TYPE: SECURITIES 46,149.				P	08/18/2010	12/14/2011 437.
44,410.		3000.65 SHS HIGHBRIDGE STAT MKT NEUT-SEL PROPERTY TYPE: SECURITIES 46,000.				P	11/11/2010	12/15/2011 -1,590.
1,056.		30 SHS NETAPP INC PROPERTY TYPE: SECURITIES 1,157.				P	06/11/2010	12/21/2011 -101.
2,265.		55 SHS PG&E CORP PROPERTY TYPE: SECURITIES 2,503.				P	09/16/2010	12/22/2011 -238.
4.		1250 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 19.				P	VARIOUS	01/31/2011 -15.

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3.		1250 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 15.				P	VARIOUS -12.	02/28/2011
4.		1250 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 17.				P	VARIOUS -13.	03/31/2011
5.		1773 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 15.				P	VARIOUS -10.	04/30/2011
5.		1773 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 16.				P	VARIOUS -11.	05/31/2011
5.		1773 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 16.				P	VARIOUS -11.	06/30/2011
7.		2088 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 15.				P	VARIOUS -8.	07/31/2011
7.		2088 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 15.				P	VARIOUS -8.	08/31/2011
8.		2088 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 17.				P	VARIOUS -9.	09/30/2011
7.		2088 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 15.				P	VARIOUS -8.	10/31/2011
10.		2878 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 15.				P	VARIOUS -5.	11/30/2011
13.		3785 SHS ISHARES GOLD TRUST PROPERTY TYPE: SECURITIES 16.				P	VARIOUS -3.	12/31/2011
TOTAL GAIN(LOSS)							<u>19,194.</u>	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
ADAMS-MASTROVICH FAMILY FOUNDATION SIXTH & MARQUETTE MINNEAPOLIS, MN 55479-0046	10/07/2011	100,000.
TOTAL CONTRIBUTION AMOUNTS		<u>100,000.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	34,234.	34,234.
INTEREST FROM SECURITIES	12,222.	12,222.
TOTAL	<u>46,456.</u>	<u>46,456.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	93.	93.
TOTALS	<u>93.</u>	<u>93.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	2,057.	1,748.		309.
BOOKKEEPING	4,050.	4,050.		
TOTALS	<u>6,107.</u>	<u>5,798.</u>		<u>309.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TRUSTEE FEES	21,743.	21,743.
TOTALS	<u>21,743.</u>	<u>21,743.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	1,504.	1,504.
NET INVESTMENT INCOME TAX	2,600.	
TOTALS	<u>4,104.</u>	<u>1,504.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MEETING EXPENSE	500.	500.
BANK CHARGES	27.	27.
COMPUTER EXPENSES	338.	338.
FTB FILING FEE	10.	10.
ATTORNEY GENERAL REGIST. FEE	75.	75.
OFFICE SUPPLIES	223.	223.
TOTALS	<u>1,173.</u>	<u>1,173.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE EQUITIES	608,277.	608,277.
PREFERRED SECURITIES	121,500.	121,500.
DOMESTIC MUTUAL FUNDS	244,160.	244,160.
INTERNATIONAL MUTUAL FUNDS	32,324.	32,324.
REAL ESTATE INVESTMENT TRUSTS	16,452.	16,452.
REAL ASSET FUNDS	163,121.	163,121.
COMPLEMENTARY STRATEGIES	210,833.	210,833.
TOTALS	<u>1,396,667.</u>	<u>1,396,667.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE OBLIGATIONS	130,065.	130,065.
INTERNATIONAL OBLIGATIONS	29,669.	29,669.
TOTALS	<u>159,734.</u>	<u>159,734.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSSES ON INVESTMENTS

132,880.

TOTAL

132,880.

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

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
TIRSO DEL JUNCO, M.D. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	PRES/TRUSTEE 1.00	0	0	0
PETER F. MCANDREWS, ESQ. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	VP/TRUSTEE 1.00	0	0	0
ANTHONY E. VALLE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
MAUREEN MINEHAN NEGLIA 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
WILLIAM REGAN 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
MARILYN SHIPMAN 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
WILLIAM LA BELLE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	SECT & TREAS/TRUSTEE 1.00	0	0	0	0
HARRY W. FRAZEE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0	0
DALLAS E. MARVIL 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0	0
STEVEN R. PINGEL 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0	0
LILA ROSE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0	0
JAMES J. SALZ, M.D. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0	0

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SISTER PAULA VANDEGAER, S.S.S. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ST. ANNE'S HOME 155 N. OCCIDENTAL BLVD. LOS ANGELES, CA 90026	N/A PUBLIC CHARITY		MEDICAL EQUIPMENT / MEDICAL SERVICES YOUNG MOTHERS CARE	15,000
KNIGHTS OF MALTA FREE CLINIC, INC 465 CALIFORNIA STREET SAN FRANCISCO, CA 94104	N/A PUBLIC CHARITY		MEDICAL EQUIPMENT / MEDICAL SERVICES POOR/ELDERLY MEDICAL CARE	28,000.
SISTERS SERVANTS OF MARY 3121 WEST 27TH STREET LOS ANGELES, CA 90018-3018	N/A PUBLIC CHARITY		CARE OF THE SICK AND ELDERLY IN HOME	10,000.
NAZERETH HOUSE 3333 MANNING AVENUE LOS ANGELES, CA 90064	N/A PUBLIC CHARITY		CARE OF THE ELDERLY	10,000
GOOD SHEPHERD SHELTER 2561 W. VENICE BLVD LOS ANGELES, CA 90019-6233	N/A PUBLIC CHARITY		TRANSPORTATION FOR NEEDY FAMILIES; CARE FOR THE ELDERLY	18,000.
BROTHERS HELPERS INC 215 FOOTHILL BLVD LA CANADA FLT, CA 91011-3754	N/A PUBLIC CHARITY		FURNISHING MEALS TO THE INDIGENT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KNIGHTS OF COLUMBUS 11967 SUNSET BOULEVARD LOS ANGELES, CA 90049	N/A PUBLIC CHARITY	HELP FOR THE NEEDY AND POOR; HELP FOR DISABLED VETERANS; ASSISTANCE WITH TUITION SUPPORT FOR NEEDY STUDENTS ATTENDING CATHOLIC SCHOOLS	12,000
LITTLE SISTERS OF THE POOR JEANNE JUGAN RESIDENCE 2100 S. WESTERN AVENUE SAN PEDRO, CA 90732	N/A PUBLIC CHARITY	PROVIDE ASSISTED LIVING AND SKILLED NURSING FACILITIES FOR NEEDY AND ELDERLY, ASSIST WITH SPIRITUAL NEEDS OF THE ELDERLY POOR	10,000.
INTERNATIONAL LIFE SERVICES 2606 1/2 WEST 8TH STREET LOS ANGELES, CA 90057	N/A PUBLIC CHARITY	PROVIDE ABSTINENCE TRAINING FOR TEENS AND YOUNG ADULTS	15,000.
ST. MARY'S COLLEGE OF CALIFORNIA P.O. BOX 3005 MORAGA, CA 94575	N/A PUBLIC CHARITY	PROVIDE TUITION ASSISTANCE TO STUDENTS OF NEEDY FAMILIES	9,000.
THOMAS AQUINAS COLLEGE 10,000 OJAI ROAD SANTA PAULA, CA 93060	N/A PUBLIC CHARITY	PROVIDE TUITION ASSISTANCE TO STUDENTS OF NEEDY FAMILIES	9,000
CATHOLIC CHARITIES OF LOS ANGELES, INC 1531 WEST 9TH STREET LOS ANGELES, CA 90015	N/A PUBLIC CHARITY	PROVIDE ASSISTANCE TO POOR AND NEEDY PEOPLE / PROVIDE ASSISTANCE TO STUDENTS	7,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIVE ACTION 117 BERNAL ROAD 70-153 SAN JOSE, CA 95119	N/A PUBLIC CHARITY	TO PROMOTE A CULTURE OF LIFE AND RESPECT FOR HUMAN DIGNITY	7,000.
MARYMOUNT HIGH SCHOOL 10643 SUNSET BOULEVARD LOS ANGELES, CA 90077	N/A PUBLIC CHARITY	PROVIDE TUITION ASSISTANCE TO NEEDY FAMILIES	10,000
TOTAL CONTRIBUTIONS PAID			<u>170,000.</u>



Queen of Angels
Clinic &
Research Foundation

Office of the Secretary
221 North Kenton Avenue
Los Angeles, CA 90028

165 N. Occidental Blvd. • Los Angeles, California 90028

Directive for Application for Grant

The Foundation is a nonprofit corporation, incorporated in 1960 in the state of California. It manages four funds. They are:

1) The General Fund

This fund is utilized for operational expenses, and is restricted to general purposes such as: medical education; medical research; paramedical, technical and nursing education; public education; medical service to the public, especially to needy persons; and assistance to treatment and medical education centers in capital equipment projects. Assistance to needy persons usually is through agencies serving them.

2) The Cosler Fund

Its resources are limited to activities proscribed by the General Fund, and must apply to cancer.

3) The Foley Fund

Historically, this fund has been confined to medical education, medical research, and medical services, principally focussed on medical schools. Its uses conform to the Foundation's objectives. Its donors currently make recommendations for grants from its resources.

4) Mary Adams Balnat Fund

Directives for assignment from this fund are being formulated, and will correspond to the Foundation's objectives.

_____ 0 _____

Applications for grants may require consideration for three to six months before decisions are made.

_____ 0 _____

CALIFORNIA NON-PROFIT CORPORATION

Applications for grants will be considered when the following requirements for information have been satisfactorily fulfilled.

- 1) Complete identity of the organization, institution or individual seeking the grant:

Name:

Address: (If mailing address is different, specify)

Telephone:

Ext:

Name of person most familiar with details of the request.

Is there an IRS identification number?

Is this a nonprofit agency (corporation, club, and association)?

- 2) Principal activity of the requester.
- 3) Describe purpose of the requested grant, and how it will be utilized. (Is this a new service or project, or one already established?)
- 4) Describe how this project, and specifically this grant, will be of benefit to the general public.
- 5) What grant is requested. Amt: \$
- 6) How does the requested grant apply to the overall expenditures of the project or service?
- 7) How much of the total budgeted expenditures for the project already have been received, or pledged, and from whom?
- 8) What are the starting dates of the project? (Be specific; if there are possibilities of delay, or abandonment of the enterprise, give details.)
- 9) What time schedule, as it pertains to the requested grant, is envisaged? List specific dates as to when the requested funds will actually be used.
- 10) Describe and enumerate any particular sections of society who will especially benefit through the requested grant.
- 11) Describe and enumerate any sections of society in the general service area of this project who, for any reason, will be unable or ineligible to benefit from such a grant. (This specifically applies to age, sex, ethnic, racial and religious groupings.)

- 12) Describe any benefits that will accrue as a result of this project and the proposed grant to citizens of other nations, particularly neighboring and Latin American countries.
- 13) What studies have been made of future growth of this project or service, and needs for future funding.
- 14) Identify the persons of primary responsibility connected with the request of the grant.
 - A) List chief executive officers, directors, trustees;
 - B) List the person or persons and the specific departments (clinics, boards, committees, etc.) to be most responsible for utilizing the requested grant.
- 15) Include any other information considered by the requester to be pertinent to the application.

Summary

An elaborate presentation is not requested. What is sought is a brief, concise, factual statement of what is needed, why it is needed, when it is needed, how and when it will be used, by whom, for whom, where, and to what extent.

Mail your statement, with a covering letter if it is desired, to:

Queen of Angels Clinic & Research Foundation
122 N. Occidental Blvd.
Los Angeles, California 90026

Address only revised January 26, 1999

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust
**QUEEN OF ANGELS CLINIC AND RESEARCH
FOUNDATION**

Employer identification number
95-6071172

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-14,033.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	-14,033.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	31,825.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,402.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	33,227.

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

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

QUEEN OF ANGELS CLINIC AND RESEARCH

Employer identification number

95-6071172

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 230 SHS POWERSHARES DYN ENERGY E & P	03/09/2011	06/09/2011	5,677.	5,957.	-280.
15 SHS CHEVRON CORP	01/24/2011	06/20/2011	1,499.	1,415.	84.
20 SHS CHEVRON CORP	08/11/2010	06/20/2011	1,999.	1,552.	447.
75 SHS PEABODY ENERGY CORPORATION	03/29/2011	06/20/2011	4,077.	5,332.	-1,255.
85 SHS STRYKER CORP	06/09/2011	07/21/2011	4,894.	5,025.	-131.
130 SHS MARVELL TECHNOLOGY GROUP	08/11/2010	08/03/2011	1,844.	1,864.	-20.
60 SHS EDWARDS LIFESCIENCE S CORP	06/09/2011	08/03/2011	4,220.	5,161.	-941.
1655 SHS ISHARES MSCI SWITZERLAND INDEX	05/10/2011	08/05/2011	40,301.	45,578.	-5,277.
100 SHS ST JUDE MED INC	06/09/2011	08/09/2011	4,134.	4,950.	-816.
1350 SHS POWERSHARES DYN BIOTECH & GENOME	09/02/2010	08/23/2011	24,108.	24,516.	-408.
341 SHS POWERSHARES DYN BIOTECH & GENOME	04/25/2011	08/23/2011	6,089.	7,697.	-1,608.
410 SHS ISHARES MSCI GERMANY INDEX	12/03/2010	08/24/2011	8,430.	9,910.	-1,480.
430 SHS ISHARES MSCI GERMANY INDEX	12/03/2010	08/24/2011	8,841.	10,397.	-1,556.
925 SHS ISHARES MSCI GERMANY INDEX	02/01/2011	08/24/2011	19,018.	23,757.	-4,739.
695 SHS ISHARES MSCI TAIWAN	12/16/2010	08/25/2011	8,958.	10,541.	-1,583.
1000 SHS USB CAPITAL VI PFD 5.75	02/03/2011	09/08/2011	25,000.	25,083.	-83.
500 SHS USB CAPITAL VI PFD 5.75	02/22/2011	09/08/2011	12,500.	12,414.	86.
600 SHS ISHARES BARCLAYS 1-3 YEAR TREAS BD	03/09/2011	09/29/2011	50,694.	50,328.	366.
11081.56 SHS DRIEHAUS ACTIVE INCOME FUND	02/03/2011	09/30/2011	110,926.	125,000.	-14,074.
9142.86 SHS GOLDMAN SACHS ULT-SH DUR GVT-I 450	09/29/2011	10/10/2011	80,000.	80,000.	
30 SHS UNION PACIFIC CORP	10/29/2010	10/12/2011	2,779.	2,612.	167.
239 SHS ISHARES MSCI SWEDEN INDEX	12/03/2010	10/12/2011	6,066.	7,255.	-1,189.
485 SHS ISHARES MSCI SWEDEN INDEX	02/01/2011	10/12/2011	12,310.	15,738.	-3,428.
15 SHS EXXON MOBIL CORPORATION	01/24/2011	10/12/2011	1,151.	1,179.	-28.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

QUEEN OF ANGELS CLINIC AND RESEARCH

Employer identification number

95-6071172

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 55 SHS COMPLETE PRODTN SVCS INC	11/22/2010	10/18/2011	1,695.	1,524.	171.
50 SHS COMPLETE PRODTN SVCS INC	11/22/2010	10/18/2011	1,541.	1,390.	151.
50 SHS COMPLETE PRODTN SVCS INC	11/22/2010	10/18/2011	1,541.	1,388.	153.
105 SHS COMPLETE PRODTN SVCS INC	02/10/2011	10/18/2011	3,235.	2,702.	533.
484 SHS ISHARES MSCI SWEDEN INDEX	08/05/2011	10/19/2011	11,862.	12,569.	-707.
420 SHS ISHARES MSCI SWEDEN INDEX	08/24/2011	10/19/2011	10,293.	10,867.	-574.
330 SHS ISHARES MSCI SWEDEN INDEX	12/03/2010	10/19/2011	8,088.	10,009.	-1,921.
111 SHS ISHARES MSCI SWEDEN INDEX	12/03/2010	10/19/2011	2,720.	3,370.	-650.
1550.16 SHS CREDIT SUISSE COMM RT ST-CO 2156	08/05/2011	11/07/2011	13,486.	14,122.	-636.
3742.2 SHS WF ADV ULTR SH-TRM MUNI INC-I 3107	09/30/2011	11/22/2011	18,000.	18,037.	-37.
2806.65 SHS WF ADV ULTR SH-TRM MUNI INC-I 3107	09/30/2011	12/12/2011	13,500.	13,528.	-28.
8.89 SHS T ROWE PRICE NEW ASIA FD 30	12/16/2010	12/14/2011	146.	167.	-21.
515.06 SHS T ROWE PRICE NEW ASIA FD 30	08/25/2011	12/14/2011	8,468.	9,065.	-597.
53.58 SHS MERGER FD SH BEN INT 260	12/29/2010	12/14/2011	856.	845.	11.
337.03 SHS MERGER FD SH BEN INT 260	03/09/2011	12/14/2011	5,382.	5,409.	-27.
475.17 SHS HIGHBRIDGE STAT MKT NEUT-SEL	03/09/2011	12/15/2011	7,032.	7,270.	-238.
25 SHS GOLDMAN SACHS GROUP INC	04/27/2011	12/21/2011	2,296.	3,827.	-1,531.
10 SHS GOLDMAN SACHS GROUP INC	09/20/2011	12/21/2011	918.	1,362.	-444.
10 SHS GOLDMAN SACHS GROUP INC	10/12/2011	12/21/2011	918.	983.	-65.
105 SHS CAPITAL ONE FINANCIAL CORP	04/27/2011	12/22/2011	4,413.	5,777.	-1,364.
80 SHS CAPITAL ONE FINANCIAL CORP	06/20/2011	12/22/2011	3,362.	4,032.	-670.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b -14,033.

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

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
20 SHS SCHLUMBERGER LTD	01/24/2010	04/27/2011	1,753.	1,687.	66.
175 SHS GILEAD SCIENCES INC	05/08/2007	01/24/2011	6,675.	7,171.	-496.
100,000 DOW CHEM CO 6.125% 2/1/11	08/22/2001	02/01/2011	100,000.	100,214.	-214.
25,000 CISCO SYSTEMS INC 5.25% 2/22/11	04/03/2009	02/22/2011	25,000.	26,388.	-1,388.
105 SHS MEDCO HEALTH SOLUTIONS	08/20/2009	03/29/2011	5,781.	5,708.	73.
60 SHS COOPER INDUSTRIES PLC NEW IRELAND	01/20/2009	03/29/2011	3,876.	1,672.	2,204.
16 SHS APPLE COMPUTER INC	04/02/2009	04/27/2011	5,564.	1,761.	3,803.
4 SHS CHEVRON CORP	12/01/1982	06/20/2011	400.	37.	363.
10 SHS APPLE COMPUTER INC	04/02/2009	06/20/2011	3,141.	1,101.	2,040.
325 SHS MARVELL TECHNOLOGY GROUP	11/09/2009	08/03/2011	4,610.	4,944.	-334.
110 SHS ROSS STORES INC	06/11/2010	08/03/2011	8,144.	6,301.	1,843.
75 SHS PEPSICO INC	08/15/2001	08/03/2011	4,742.	3,381.	1,361.
85 SHS TEVA PHARMACEUTICAL INDS ADR	11/09/2009	08/03/2011	3,571.	4,492.	-921.
95 SHS CHEVRON CORP	12/01/1982	08/03/2011	9,840.	867.	8,973.
2560.18 SHS EII INTERNATIONAL PROPERTY-I	10/09/2009	08/04/2011	45,930.	41,193.	4,737.
300 SHS SPDR S&P MIDCAP ETF TRUST	01/14/2004	09/29/2011	43,824.	32,328.	11,496.
365 SHS ISHARES S&P 500 INDEX FUND	03/16/2010	09/29/2011	42,577.	42,460.	117.
10 SHS EXXON MOBIL CORPORATION	08/11/2010	10/12/2011	767.	606.	161.
300 SHS CISCO SYSTEMS INC	05/13/1996	10/12/2011	5,118.	2,075.	3,043.
7.89 SHS CREDIT SUISSE COMM RT ST-CO 2156	09/28/2010	11/07/2011	69.	68.	1.
1114.15 SHS T ROWE PRICE NEW ASIA FD 39	11/01/2010	12/14/2011	18,317.	21,815.	-3,498.
2917.12 SHS MERGER FD SH BEN INT 260	08/18/2010	12/14/2011	46,586.	46,149.	437.
3000.65 SHS HIGHBRIDGE STAT MKT NEUT-SEL	11/11/2010	12/15/2011	44,410.	46,000.	-1,590.
30 SHS NETAPP INC	06/11/2010	12/21/2011	1,056.	1,157.	-101.
55 SHS PG&E CORP	09/16/2010	12/22/2011	2,265.	2,503.	-238.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Employer identification number

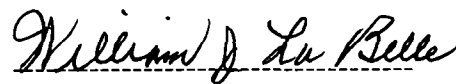
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6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 31,825.

Schedule D-1 (Form 1041) 2011

QUEEN OF ANGELS CLINIC AND RESEARCH FOUNDATION
EIN: 95-6071172
ELECTION PURSUANT TO T.D. REGULATION SECTION 53.4942(a)-3(d)(2)
2011

Pursuant to Regulation Section 53.4942(a)-3(d)(2), Queen of Angels Clinic and Research Foundation hereby elects to treat \$100,000 of 2011 qualifying distributions as made from corpus.

A handwritten signature in cursive script, reading "William La Belle", written over a horizontal dashed line.

William La Belle
Secretary/Treas./Trustee