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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 01-01-2011 , and ending 12-31-2011

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

Name of foundation THE HUGH AND HAZEL DARLING FOUNDATION		**A Employer identification number** 95-6874901
Number and street (or P O box number if mail is not delivered to street address) 500 SOUTH GRAND AVENUE 19TH FLOOR	Room/suite	**B** Telephone number (see page 10 of the instructions) (213) 683-5200
City or town, state, and ZIP code LOS ANGELES, CA 90071		**C** If exemption application is pending, check here ▶ ☐ **D 1.** Foreign organizations, check here ▶ ☐ **2.** Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 33,146,938

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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

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 page 11 of the instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	935,339	933,917		
	5a	Gross rents	141,235	141,235		
	b	Net rental income or (loss) 128,639				
	6a	Net gain or (loss) from sale of assets not on line 10	54,333			
	b	Gross sales price for all assets on line 6a 2,674,943				
	7	Capital gain net income (from Part IV, line 2)		54,333		
	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)	20,891	20,891		
	12	**Total.** Add lines 1 through 11	1,151,798	1,150,376		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	124,800	12,480		112,320
	14	Other employee salaries and wages	23,237	2,324		20,913
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	192	128		0
	b	Accounting fees (attach schedule)	13,542	9,028		0
	c	Other professional fees (attach schedule)	50,000	50,000		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	27,471	10,774		2,381
	19	Depreciation (attach schedule) and depletion	12,596	12,596		
	20	Occupancy	14,356	0		0
	21	Travel, conferences, and meetings	1,318	0		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,423	5,502		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	279,935	102,832		135,614
	25	Contributions, gifts, grants paid	1,782,500			1,500,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,062,435	102,832		1,635,614
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-910,637			
	b	**Net investment income** (if negative, enter -0-)		1,047,544		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1		Cash—non-interest-bearing	27,387	5,461	5,461
	2		Savings and temporary cash investments	2,492,170	3,433,928	3,433,928
	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 page 15 of the 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			
	10a		Investments—U S and state government obligations (attach schedule)	224,754	530,754	552,144
	b		Investments—corporate stock (attach schedule)	7,317,096	6,552,932	14,911,887
	c		Investments—corporate bonds (attach schedule)	4,282,543	3,504,908	3,740,520
	11		Investments—land, buildings, and equipment basis ▶ 745,000 Less accumulated depreciation (attach schedule) ▶ 269,756	487,840	475,244	2,600,000
	12		Investments—mortgage loans			
	13		Investments—other (attach schedule)	3,802,190	3,502,787	7,902,998
	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)	18,633,980	18,006,014	33,146,938
Liabilities	17		Accounts payable and accrued expenses			
	18		Grants payable	1,375,000	1,657,500	
	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 ▶)	621	792	
	23		**Total liabilities** (add lines 17 through 22)	1,375,621	1,658,292	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24		Unrestricted			
	25		Temporarily restricted			
	26		Permanently restricted			
			Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27		Capital stock, trust principal, or current funds	17,258,359	16,347,722	
	28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29		Retained earnings, accumulated income, endowment, or other funds	0	0	
	30		**Total net assets or fund balances** (see page 17 of the instructions)	17,258,359	16,347,722	
	31		**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,633,980	18,006,014	

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	17,258,359
2	Enter amount from Part I, line 27a	2	-910,637
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	16,347,722
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	16,347,722

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,674,943		2,620,610	54,333
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				54,333
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	54,333
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	1,532,524	31,859,190	0 048103
2009	1,134,816	28,656,573	0 039601
2008	1,814,564	31,919,100	0 056849
2007	2,074,237	32,982,784	0 062888
2006	1,958,951	30,944,154	0 063306

2	**Total** of line 1, column (d).	2	0 270747
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 054149
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	32,622,762
5	Multiply line 4 by line 3.	5	1,766,490
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,475
7	Add lines 5 and 6.	7	1,776,965
8	Enter qualifying distributions from Part XII, line 4.	8	1,635,614

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	20,951
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	20,951
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	20,951
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	19,040		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	27,540
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	6,589
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 6,589	**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		No
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)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW GUIDESTAR ORG

14 The books are in care of ▶RICHARD L STACK Telephone no ▶(213) 683-5200

Located at ▶500 SOUTH GRAND AVENUE 19TH FLOOR LOS ANGELES CA ZIP+4 ▶90071

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 | |

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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 ▶

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**

		Line	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 page 20 of the instructions)?	1b		No
	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		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

		Line	Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**

		Line	Yes	No
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?	**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? ☐ 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**		**No**
	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?	**7b**		

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
RICHARD L STACK 500 SOUTH GRAND AVENUE 19TH FLOOR LOS ANGELES, CA 90071	TRUSTEE 25 00	124,800	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NO DIRECT CHARITABLE ACTIVITIES	0
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NO PROGRAM RELATED INVESTMENTS	0
2	
All other program-related investments See page 24 of the instructions **3**	0
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	24,138,678
b	Average of monthly cash balances	1b	2,895,033
c	Fair market value of all other assets (see page 24 of the instructions)	1c	6,085,844
d	**Total** (add lines 1a, b, and c)	1d	33,119,555
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	33,119,555
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	496,793
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,622,762
6	**Minimum investment return.** Enter 5% of line 5	6	1,631,138

Part XI **Distributable Amount** (see page 25 of the 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	1,631,138
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 20,951		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	20,951
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,610,187
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,610,187
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,610,187

Part XII **Qualifying Distributions** (see page 25 of the 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	1,635,614
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	1,635,614
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 page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,635,614

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					1,610,187
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.					
c From 2008.					
d From 2009.	927,660				
e From 2010.	1,532,524				
f **Total** of lines 3a through e.		2,460,184			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,635,614					
a Applied to 2010, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		1,635,614			
d Applied to 2011 distributable amount.					0
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).)*		1,610,187			1,610,187
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,485,611			
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 page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		2,485,611			
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .					
c Excess from 2009. . . .					
d Excess from 2010. . . .	849,997				
e Excess from 2011. . . .	1,635,614				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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

RICHARD L STACK
500 SOUTH GRAND AVENUE 19TH FLOOR
LOS ANGELES,CA 90071
(213) 683-5281

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

DETAILED LETTER AND COPY OF IRS 501(C)(3) DETERMINATION LETTER

c Any submission deadlines

NONE

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

CALIFORNIA EDUCATION, WITH EMPHASIS ON LEGAL EDUCATION NO GRANTS TO INDIVIDUALS

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 Additional Data Table				
Total . . . . ▶ **3a**				1,500,000
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				1,082,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	935,339	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	128,639	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	20,891	
8 Gain or (loss) from sales of assets other than inventory			18	54,333	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,139,202	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,139,202

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		**No**
(2) Other assets	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
(4) Reimbursement arrangements	**1b(4)**		**No**
(5) Loans or loan guarantees	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2012-06-22	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	DAVID W CORTNEY	2012-06-22		P00237024
Firm's name	SQUAR MILNER PETERSON ET AL LLP		Firm's EIN 33-0835986	
Firm's address	3655 NOBEL DRIVE STE 450 SAN DIEGO, CA 921221051		Phone no (858) 597-4100	

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☐ **No**

Additional Data

Software ID:	
Software Version:	
EIN:	95-6874901
Name:	THE HUGH AND HAZEL DARLING FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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*				
AZUSA PACIFIC UNIVERSITY901 E ALOSTA AVE AZUSA,CA 917027000		PUBLIC	STUDENT SCHOLARSHIPS	17,500
BOYS & GIRLS CLUB2232 LINCOLN BLVD VENICE,CA 92091		PUBLIC	EDUCATION PROGRAM	5,000
BRIDGEMONT HIGH SCHOOL777 BROTHERHOOD WAY SAN FRANCISCO,CA 941322902		PUBLIC	STUDENT SCHOLARSHIPS	74,000
CHRISTIAN LEGAL AID OF LOS ANGELES4665 WILLOW BROOK AVE LOS ANGELES,CA 90029		PUBLIC	EDUCATION PROGRAMS	10,000
CRIMINAL JUSTICE LEGAL FOUNDATION2131 L STREET SACRAMENTO,CA 95816		PUBLIC	EDUCATION PROGRAM	15,000
FESTIVAL OF ARTS650 LAGUNA CANYON ROAD LAGUNA BEACH,CA 62951		PUBLIC	SUPPORT OF ART EDUCATION	1,000
GILDER LEHRMAN INSTITUTE OF AMERICAN HISTORY19 WEST 44TH ST STE 500 NEW YORK,NY 10036		PUBLIC	TEACHER TRAINING	7,000
HOPE INTERNATIONAL UNIVERSITY2500 EAST NUTWOOD AVE FULLERTON,CA 92831		PUBLIC	COMPUTER UPGRADES	25,000
INDEPENDENT SCHOLARSHIP FUND100 SWAN WAY OAKLAND,CA 94621		PUBLIC	STUDENT SCHOLARSHIPS	20,000
JUNIOR BLIND OF AMERICA5300 ANGELES VISTA BOULEVARD LOS ANGELES,CA 90043		PUBLIC	LITERACY PROGRAM	10,000
LOS ANGELES MISSION303 EAST 5TH STREET LOS ANGELES,CA 90013		PUBLIC	JOB TRAINING	10,000
LOYOLA LAW SCHOOL919 ALBANY STREET LOS ANGELES,CA 90015		PUBLIC	STUDENT SCHOLARSHIPS	200,000
MONARCH SCHOOL808 WEST CEDAR STREET SAN DIEGO,CA 92101		PUBLIC	PROGRAM SUPPORT	5,000
OUR LADY OF PERPETUAL HELP SCHOOL80 WELLINGTON AVE DALY CITY,CA 94014		PUBLIC	FACILITIES	5,000
PACIFIC LEGAL FOUNDATION930 G STREET SACRAMENTO,CA 95814		PUBLIC	EDUCATION PROGRAM	40,000
PACIFIC MCGEORGE SCHOOL OF LAW3200 5TH AVE SACRAMENTO,CA 95817		PUBLIC	FACILITIES CONSTRUCTION	300,000
PACIFIC RESEARCH INSTITUTE FOR PUBLIC POLICY1 EMBARCADERO CENTER STE 350 SAN FRANCISCO,CA 94111		PUBLIC	EDUCATION PROGRAM	30,000
PATTEN UNIVERISTY2433 COOLIDGE AVE OAKLAND,CA 94601		PUBLIC	EDUCATION PROGRAM AND STUDENT SCHOLARSHIPS	35,000
PEPPERDINE UNIVERSITY24255 PACIFIC COAST HIGHWAY MALIBU,CA 90263		PUBLIC	LEGAL CLINIC	25,000
THOMAS AQUINAS COLLEGE 10000 OJAI ROAD SANTA PAULA,CA 93060		PUBLIC	STUDENT SCHOLARSHIPS	25,000
UCLA SCHOOL OF LAW757 WESTWOOD BLVD LOS ANGELES,CA 90024		PUBLIC	FACILITIES RENOVATION	125,000
UNIVERSITY OF SAN DIEGO5998 ALCALA PARK SAN DIEGO,CA 92110		PUBLIC	LEGAL PROGRAM	50,000
UNIVERSITY OF CALIFORNIA DAVISONE SHIELDS AVE DAVIS,CA 95616		PUBLIC	FACILITIES CONSTRUCTION	250,000
CALIFORNIA LUTHERN UNIVERSITY60 WEST OLSEN ROAD THOUSAND OAKS,CA 91360		PUBLIC	FACILITY RENOVATION	125,000
UNIVERSITY OF SAN FRANCISCO 2199 FULTON STREET SAN FRANCISCO,CA 94117		PUBLIC	SCHOLARSHIPS	5,000
BIOLA UNVIERSITY13800 BIOLA AVE LA MIRADA,CA 90639		PUBLIC	SCHOLARSHIPS	5,000
DON BOSCO TECHNICAL INSTITUTE1151 SAN GABRIEL BLVD ROSEMEAD,CA 91770		PUBLIC	SCHOLARSHIPS	5,000
FEDERALIST SOCIETY1015 18TH STREET NW - STE 425 WASHINGTON DC,DC 20036		PUBLIC	CALIFORNIA EDUCATION	25,000
GASCON ELEMENTARY SCHOOL - PTA630 LEONARD AVE LOS ANGELES,CA 90022		PUBLIC	PROGRAM SUPPORT	1,000
LEARNING ALLY5022 HOLLYWOOD BLVD LOS ANGELES,CA 90027		PUBLIC	EDUCATION PROGRAM	5,000

Form 990PF Part XV Line 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*				
LUTHERAN HIGH SCHOOL OF LA VERNE3960 NORTH FRUIT STREET LA VERNE,CA 91750		PUBLIC	SCHOLARSHIPS	5,000
SAN DIEGO CHRISTIAN COLLEGE 2100 GREENFIELD DR EL CAJON,CA 92019		PUBLIC	COMPUTERS	31,000
UNIVERSITY OF SOUTHERN CALIFORNIA850 WEST 37TH STREET LOS ANGELES,CA 90089		PUBLIC	PROGRAM SUPPORT	1,000
BOOK ENDS2957 SOUTH SEPULVEDA BLVD LOS ANGELES,CA 90064		PUBLIC	PROGRAM SUPPORT	7,500
Total . . . . ▶ **3a**				1,500,000

Form 990PF Part XV Line 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
b *Approved for future payment*				
BOOK ENDS2957 SOUTH SEPULVEDA BLVD LOS ANGELES,CA 90064		PUBLIC	PROGRAM SUPPORT	7,500
CHAPMAN UNIVERSITY SCHOOL OF LAWONE UNIVERSITY DR ORANGE,CA 92866		PUBLIC	COMPUTERS	400,000
FULLER THEOLOGICAL SEMINARY 135 N OAKLAND AVE PASADENA,CA 91101		PUBLIC	FACILITIES CONSTRUCTION	200,000
LOYOLA LAW SCHOOL919 ALBANY STREET LOS ANGELES,CA 90015		PUBLIC	SCHOLARSHIPS	100,000
UNIVERSITY OF SAN DIEGO5998 ALCALA PARK SAN DIEGO,CA 92110		PUBLIC	PROGRAM SUPPORT	250,000
CALIFORNIA LUTHERN UNIVERSITY 60 WEST OLSEN ROAD THOUSAND OAKS,CA 91360		PUBLIC	FACILITIES RENOVATION	125,000
Total . . . . ▶ **3b**				1,082,500

TY 2011 Accounting Fees Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,542	9,028		0

TY 2011 All Other Program Related Investments Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount
NONE	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMMERCIAL BUILDING	1988-09-01	396,713	257,160	SL	31 500000000000	12,596	12,596		
LAND	1988-09-01	348,287		L		0	0		

TY 2011 Distribution from Corpus Election

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Election: PURSUANT TO CODE SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE HUGH AND HAZEL DARLING FOUNDATION, ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM CORPUS.

____

______________________RICHARD L. STACK, TRUSTEE DATE

TY 2011 Investments Corporate Bonds Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TOYOTA MOTOR CREDIT/5.450% DUE 05/18/11	0	0
VERIZON NEW ENGLAND INC SENIOR 6.500% DUE 09/15/11	0	0
GENERAL ELEC CAP CORP MED TERM/4.375% DUE 11/21/11	0	0
GANNET COMPANY INC/6.375% DUE 04/01/12	103,648	100,500
R R DONNELLEY & SONS /4.950% DUE 04/01/14	0	0
GENERAL ELEC CAP CORP MED TERM/5.310% DUE 02/01/11	0	0
VERIZON MARYLAND INC/6.125% DUE 03/01/12	0	0
VERIZON N Y INC/6.875% DUE 04/01/12	0	0
CON EDISON OF N Y NOTES/5.625% 07/01/12	102,298	102,337
AT&T INC/4.950% DUE 01/15/13	186,688	208,444
VERIZON FLORIDA INC DEBENTURES/6.125% DUE 01/15/13	0	0
CONSOLIDATED EDISON/4.875% DUE 02/01/13	100,369	103,988
PEPSICO INC/4.650% DUE 02/15/13	103,872	104,625
MCDONALDS CORP/4.300% DUE 03/01/13	103,337	104,159
VERIZON VIRGINIA INC/4.625% DUE 03/15/13	92,518	104,117
JOHN DEER CAPITAL CORP/4.500% DUE 04/03/13	185,288	209,546
WALMART STORES INC/4.250% DUE 04/15/13	102,882	104,858
GENERAL ELECTRIC CAPITAL CORP/4.800% DUE 05/01/13	181,772	209,376
CATERPILLAR FINANCIAL/6.200% DUE 09/30/13	99,577	109,011
BOTTLING GROUP LLC/6.950% DUE 03/15/14	205,476	224,804
CONS EDISON CO OF NY/5.850% DUE 04/01/18	92,186	122,003
CATERPILLAR FINANCIAL/6.125% DUE 2/17/14	200,710	221,436
GENERAL ELEC CAP CORP/5.500% DUE 6/4/14	106,396	108,705
GENERAL ELEC CAP CORP MED TERM/5.650% DUE 6/9/14	107,246	108,362
WACHOVIA BANK/4.875% DUE 2/1/15	40,539	42,382
GENERAL ELEC CAP CORP MED TERM/5.400% DUE 6/15/15	73,982	72,884
WACHOVIA CORP/5.625% DUE 10/15/16	100,027	130,644
BERKSHIRE HATHAWAY INC/5.400% DUE 5/15/18	100,789	116,622
BANKAMERICA CORP/5.25% DUE 12/1/15	93,989	92,370
COUNTRYWIDE FINL CORP/ 6.25% DUE 05/15/116	107,477	94,213
BANK OF AMER CORP GLOVAL/5.42% DUE 03/15/17	102,948	90,221
AMERICAN INTL GROUP/5.45% DUE 05/18/17	103,449	95,564
RR DONNELLEY & SONS CO/7.25% DUE 05/15/18	102,740	97,000
GENERAL ELEC CAP CORP/ 4.375% DUE 09/16/20	100,833	102,189
GOLDMAN SACHS GROUP INC/5.625% DUE 1/15/17	190,247	181,409
BP CAP MKTS AMER INC/4.200% DUE 6/15/18	95,125	107,331
ATLANTIC RICHFIELD CO DEBS/8.250% DUE 2/01/22	218,500	271,420

TY 2011 Investments Corporate Stock Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5000SHS 3M COMPANY	95,289	408,650
5000SHS ABBOTT LABORATORIES	76,229	281,150
5SHS BERKSHIRE HATHAWAY A	417,775	573,775
6500SHS BP AMOCO ADR	256,115	277,810
5500SHS CANON INC ADR	177,741	242,220
5000SHS CHEVRON CORP	70,937	532,000
5000SHS CISCO SYSTEMS	0	0
2500SHS CITIGROUP INC	0	0
5000SHS COSTCO WHOLESALE	96,766	416,600
10000SHS EL PASO CORP	0	0
12000SHS EMERSON ELECTRIC	100,117	559,080
18000SHS EXXON MOBIL	203,826	1,525,680
30000SHS GENERAL ELECTRIC	364,969	537,300
10000SHS INTEL CORP	70,980	242,500
16000SHS JOHNSON & JOHNSON	87,449	1,049,280
15000SHS MARSH & MCLENNAN	255,675	474,300
4500SHS MCDONALD'S CORP	110,212	451,485
5000SHS MERCK & COMPANY	76,104	188,500
2000SHS MICROSOFT CORP	52,805	51,920
6000SHS PEPSICO INC	189,574	398,100
54850SHS PFIZER INC	306,842	1,186,954
10000SHS PROCTER & GAMBLE	67,525	667,100
1500SHS ROCKWELL AUTOMATION	10,508	110,055
1500SHS ROCKWELL COLLINS	15,988	83,055
5000SHS ROYAL DUTCH SHELL ADR A	109,002	365,450
15000SHS SYSCO CORP	104,628	439,950
2000SHS TARGET CORP	63,765	102,440
2000SHS TEVA PHARMACEUTICAL INDUSTRIES ADR	67,705	80,720
2500SHS TOYOTA MOTOR ADS	0	0
3000SHS WAL-MART STORES	144,485	179,280

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10000SHS WELLS FARGO	306,070	275,600
2500SHS ZIMMER HOLDINGS	0	0
5000SHS GLAXOSMITHKLINE ADR	220,291	228,150
4000SHS H J HEINZ	168,670	216,160
7000SHS KRAFT FOODS	192,336	261,520
12000SHS AT&T	313,090	362,880
10400SHS VERIZON COMMUNICATIONS	294,070	417,248
7200SHS CONSOLIDATED EDISON	278,155	446,616
8500SHS EDISON INTERNATIONAL	270,919	351,900
7500SHS EXELON	358,566	325,275
7200SHS PG&E CORP	278,852	296,784
5000SHS NEXTRA ENERGY INC	278,902	304,400

TY 2011 Investments Government Obligations Schedule

Name:	THE HUGH AND HAZEL DARLING FOUNDATION
EIN:	95-6874901
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	530,754
State & Local Government Securities - End of Year Fair Market Value:	552,144

TY 2011 Investments - Land Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMMERCIAL BUILDING	396,713	269,756	126,957	0
LAND	348,287	0	348,287	0

TY 2011 Investments - Other Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINERAL INTEREST-GRAY COUNTY TX	AT COST	118	118
MINERAL INTEREST (GAS)-GRAY COUNTY TX	AT COST	1,391	1,391
MINERAL INTEREST-ALBERTA, CA	AT COST	11,414	11,414
MINERAL INTEREST-LOS ANGELES, CA	AT COST	130	130
UNIMPROVED REAL PROPERTY(KERN COUNTY)	AT COST	21,333	24,000
PERSONAL PROPERTY	AT COST	72,512	72,512
PARTNERSHIP INTEREST-OWEN COMPANY	AT COST	814,266	2,748,562
PARTNERSHIP INTEREST-ALLEC STREET	AT COST	80,485	627,717
PARTNERSHIP INTEREST-KINDER MORGAN	AT COST	37,402	849,500
PARTNERSHIP INTEREST-ENTERPRISE PRODUCTS PARTNERS LP	AT COST	139,951	556,560
CLOSED END FUNDS	AT COST	1,275,372	1,393,200
PARTNERSHIP INTEREST/BUCKEYE PARTNERS, LP	AT COST	148,835	319,900
PARTNERSHIP INTEREST/MAGELLAN MIDSTREAM PARTNERS LP	AT COST	287,659	688,800
PIMCO TOTAL RETURN FUND CL A	AT COST	300,000	297,265
LLOYDS TSB BANK PLC 4.875% DUE 1/21/16	AT COST	100,965	98,213
WESTPAC BANKING CORP 4.875% DUE 11/19/19	AT COST	104,907	106,392
AUST & NZ BANKING GROUP 5.1% DUE 01/13/20	AT COST	106,047	107,324

TY 2011 Legal Fees Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	192	128		0

TY 2011 Other Expenses Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	770	0		0
PASS THROUGH EXPENSES	2,077	1,648		0
BANK CHARGE	19	0		0
OFFICE EXPENSE	5,703	0		0
INSURANCE	3,854	3,854		0

TY 2011 Other Income Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL ROYALTIES	992	992	992
PARTNERSHIP INCOME - ENTERPRISE PRODUCTS PARTNERS, LP	-28,034	-28,034	-28,034
PARTNERSHIP INCOME - BUCKEYE PARTNERS, L P	15	15	15
PARTNERSHIP INCOME - MAGELLAN MIDSTREAM PARTNERS LP	8,151	8,151	8,151
PARTNERSHIP INCOME - ALLEC STREET, ANAHEIM	10,521	10,521	10,521
PARTNERSHIP INCOME - OWEN COMPANY	84,412	84,412	84,412
PARTNERSHIP INCOME - KINDER MORGAN	-55,166	-55,166	-55,166

TY 2011 Other Liabilities Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Description	Beginning of Year - Book Value	End of Year - Book Value
TAXES PAYABLE	621	792

TY 2011 Other Professional Fees Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT COUNSEL	50,000	50,000		0

TY 2011 Taxes Schedule

Name: THE HUGH AND HAZEL DARLING FOUNDATION

EIN: 95-6874901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CA FORM 199	10	0		0
FEDERAL TAX	14,156	0		0
FOREIGN TAX	3,468	3,468		0
REAL ESTATE TAXES	7,021	7,021		0
PAYROLL TAX	2,645	264		2,381
TAX - LEGACY	21	21		0
RRF-1 RENEWAL	150	0		0