INTERNAL REVENUE SERVICE

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 03/01 **, 2011, and ending** 02/29,20 12

Name of foundation
ETHEL FRENDS CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite

City or town, state, and ZIP code
DALLAS, TX 75283-1041

A Employer identification number
59-7246019

B Telephone number (see instructions)
(800) 357-7094

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 ▶ ☐

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 ▶ ☐

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

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)* ▶ $ 3,275,401.

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

POSTMARK DATE ENVELOPE JUL 1 3 2012

SCANNED JUL 19 2012

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JUL 17 2012
OGDEN, UT
IRS-OSC
364

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)
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	39,733.	39,733.		STMT 1
	5a	Gross rents	118,200.	118,200.		
	b	Net rental income or (loss) 70,667.				
	6a	Net gain or (loss) from sale of assets not on line 10	221,547.			
	b	Gross sales price for all assets on line 6a 3,075,705.				
	7	Capital gain net income (from Part IV, line 2)		221,547.		
	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	379,480.	379,480.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,755.	12,453.		8,302.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 5	2,000.	NONE	NONE	2,000.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	1,819.	205.		
	19	Depreciation (attach schedule) and depletion	15,052.	15,052.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 7	41,434.	32,481.		8,953.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	81,060.	60,191.	NONE	19,255.
	25	Contributions, gifts, grants paid	128,932.			128,932.
	26	**Total expenses and disbursements** Add lines 24 and 25	209,992.	60,191.	NONE	148,187.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	169,488.			
	b	**Net investment income** (if negative, enter -0-)		319,289.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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			
	2	Savings and temporary cash investments	191,895.	259,510.	259,510.
	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)	718,236.	NONE	NONE
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ 823,850.			
		Less accumulated depreciation (attach schedule) ▶ 143,854.	695,048.	679,996.	1,250,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	853,974.	1,694,116.	1,765,891.
	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)	2,459,153.	2,633,622.	3,275,401.
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)			
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	2,459,153.	2,633,622.	
	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)	2,459,153.	2,633,622.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,459,153.	2,633,622.	

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	2,459,153.
2	Enter amount from Part I, line 27a	2	169,488.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	5,073.
4	Add lines 1, 2, and 3	4	2,633,714.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	92.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,633,622.

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	PUBLICLY TRADED SECURITIES			
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	3,067,503.		2,854,158.	213,345.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				213,345.
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 } 2 221,547.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	140,976.	3,153,706.	0.044702
2009	168,808.	2,979,243.	0.056661
2008	41,722.	3,023,789.	0.013798
2007	303,903.	3,509,377.	0.086597
2006	125,022.	3,134,959.	0.039880

2	**Total** of line 1, column (d)	2	0.241638
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	0.048328
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,246,505.
5	Multiply line 4 by line 3	5	156,897.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,193.
7	Add lines 5 and 6	7	160,090.
8	Enter qualifying distributions from Part XII, line 4	8	148,187.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,386.
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	6,386.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,386.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,296.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,296.
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	5,090.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (213)861-5228

Located at ▶ 515 S FLOWER ST, 27TH FL, LOS ANGELES, CA ZIP + 4 ▶ 90071-2201

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

			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		X
	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			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		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? ☐ 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? . . . . **5b** | | X

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? . . . . STMT 11 . . ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . **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 instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		20,755.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . ▶ NONE

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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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
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	2,022,611.
b	Average of monthly cash balances			1b	NONE
c	Fair market value of all other assets (see instructions)			1c	1,273,333.
d	**Total** (add lines 1a, b, and c)			1d	3,295,944.
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	NONE
3	Subtract line 2 from line 1d			3	3,295,944.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	49,439.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,246,505.
6	**Minimum investment return.** Enter 5% of line 5			6	162,325.

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	162,325.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,386.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,386.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	155,939.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	155,939.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	155,939.

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	148,187.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	148,187.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	148,187.

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.

59-7246019

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					155,939.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				125,323.	
b	Total for prior years 20 09 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 148,187.					
a	Applied to 2010, but not more than line 2a				125,323.	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2011 distributable amount					22,864.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
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					133,075.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	NONE				
d	Excess from 2010	NONE				
e	Excess from 2011	NONE				

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)

	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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 20				
Total . . . . ▶ **3a**				128,932.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 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	39,733.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	70,667.	
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	221,547.	
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)				331,947.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 331,947.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

▶ Mary Frost | 6-12-12 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ETHEL FRENDS CHARITABLE FOUNDATION	59-7246019

DESCRIPTION OF PROPERTY
5268 LAUREL CANYON BLVD. NO. HOLLYWOOD,

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		118,200.	
OTHER INCOME:			
TOTAL GROSS INCOME			118,200.
OTHER EXPENSES:			
LEGAL AND OTHER PROFESSIONAL FEES		220.	
REPAIRS		1,719.	
TAXES		12,824.	
OTHER EXPENSES		17,718.	
DEPRECIATION (SHOWN BELOW)	15,052.		
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			47,533.
TOTAL RENT OR ROYALTY INCOME (LOSS)			70,667.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			70,667.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
SEE STATEMENT									
Totals									15,052.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	17,718.
	17,718.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	424.	424.
AETNA INC COM	32.	32.
AIR PRODS & CHEMS INC	77.	77.
ALLEGHENY TECHNOLOGIES INC	42.	42.
ALLERGAN INC	5.	5.
AMERICAN ELEC PWR INC	373.	373.
ANADARKO PETE CORP	52.	52.
APACHE CORP	23.	23.
APACHE CORP CONV PFD SER D 6.000%	135.	135.
BB&T CORP	198.	198.
BHP BILLITON PLC - ADR	99.	99.
BOFA GOVERNMENT RESERVES TRUST CLASS	2.	2.
BOFA CASH RESERVES TRUST CLASS	15.	15.
BRISTOL MYERS SQUIBB CO COM	84.	84.
CARNIVAL CORP PAIRED CTF 1 COM	144.	144.
CHEVRONTEXACO CORP COM	404.	404.
CISCO SYS INC	30.	30.
CITIGROUP INC NEW COM	7.	7.
COACH INC COM	58.	58.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	3,360.	3,360.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	980.	980.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	116.	116.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	376.	376.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	20,211.	20,211.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	282.	282.
CUMMINS ENGINE INC	115.	115.
CYPRESS SEMICONDUCTOR CORP	9.	9.
DANAHER CORP	19.	19.
DIAGEO PLC SPONSORED ADR	145.	145.
DOW CHEM CO	368.	368.
EMC CORP CONV SR NT	24.	24.
EOG RESOURCES INC	17.	17.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EATON CORP	350.	350.
EL PASO CORP COM	13.	13.
EXPEDIA INC DEL COM	15.	15.
FLUOR CORP NEW COM	44.	44.
FREEPORT-MCMORAN COPPER & GOLD INC COM	131.	131.
GENERAL DYNAMICS CORP	118.	118.
GENERAL ELECTRIC CO	39.	39.
GENERAL MILLS INC	45.	45.
GENUINE PARTS CO	169.	169.
GOLDMAN SACHS GROUP INC	139.	139.
HALLIBURTON CO	122.	122.
HEINZ H J CO	176.	176.
HEWLETT PACKARD CO COM	5.	5.
INTERNATIONAL BUSINESS MACHS CORP	70.	70.
J P MORGAN CHASE & CO COM	343.	343.
KELLOGG CO	133.	133.
LAUDER ESTEE COS INC CL A	150.	150.
LORILLARD INC COM	137.	137.
MACYS INC COM	107.	107.
MCDONALDS CORP	385.	385.
MEAD JOHNSON NUTRITION CO COM	93.	93.
MERCK & CO INC NEW COM	362.	362.
METLIFE INC	111.	111.
MOLSON COORS BREWING CO CL B	31.	31.
MONSANTO CO NEW COM	277.	277.
MURPHY OIL CORP	8.	8.
NATIONAL OILWELL VARCO INC COM	24.	24.
NIKE INC CL B	253.	253.
NORDSTROM INC	89.	89.
NUCOR CORP	60.	60.
OCCIDENTAL PETE CORP	397.	397.
ORACLE CORPORATION	108.	108.
PG&E CORP	284.	284.

ETHEL FRENDS CHARITABLE FOUNDATION 59-7246019

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PIMCO TOTAL RETURN FUND INSTL	16.	16.
PIMCO HIGH YIELD FD INSTL CL	13.	13.
PNC FINL CORP	331.	331.
PPG INDS INC	348.	348.
PACCAR INC	66.	66.
PFIZER INC	226.	226.
PHILIP MORRIS INTL INC COM	338.	338.
PRAXAIR INC	341.	341.
PRECISION CASTPARTS CORP	9.	9.
QUALCOMM INC	31.	31.
QUEST DIAGNOSTICS INC	16.	16.
ROCKWELL INTL CORP NEW	125.	125.
SAFEWAY INC NEW	95.	95.
SEMPRA ENERGY	207.	207.
SOTHEBYS HLDGS INC CL A	6.	6.
STARBUCKS CORP	159.	159.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	50.	50.
TJX COS INC NEW	244.	244.
TARGET CORP	38.	38.
TEXTRON INC	9.	9.
3M CO COM	30.	30.
TIFFANY & CO NEW	229.	229.
TIME WARNER INC NEW COM	338.	338.
US BANCORP DEL COM NEW	392.	392.
UNION PACIFIC CORP	320.	320.
UNITED PARCEL SERVICE CL B	158.	158.
UNITED TECHNOLOGIES CORP	181.	181.
UNITEDHEALTH GROUP INC	61.	61.
VIACOM INC CL B COM	80.	80.
VISA INC CL A COM	56.	56.
WELLS FARGO & CO	261.	261.
WELLS FARGO & CO NEW PFD DEP SHS SER J	260.	260.
WILLIAMS COS INC DEL COM	107.	107.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WYNN RESORTS LTD COM	646.	646.
XCEL ENERGY INC COM	198.	198.
YUM BRANDS INC COM	213.	213.
ACCENTURE PLC CL A COM	129.	129.
ACE LTD COM	264.	264.
TE CONNECTIVITY LTD COM	69.	69.
TYCO ELECTRONICS LTD COM	20.	20.
LYONDELLBASELL INDUSTRIES NV CL A COM	11.	11.
AVAGO TECHNOLOGIES LTD COM	28.	28.
TOTAL	39,733.	39,733.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,000.			2,000.
TOTALS	2,000.	NONE	NONE	2,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	6.	6.
EXCISE TAX - PRIOR YEAR	318.	
FEDERAL EXCISE ESTIMATES	1,296.	
FOREIGN TAXES ON QUALIFIED FOR	28.	28.
FOREIGN TAXES ON NONQUALIFIED	171.	171.
TOTALS	1,819.	205.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	32,481.		
RENTAL EXPENSES -			
PROPERTY TAXES		12,824.	
REPAIRS/MAINTENANCE		1,719.	
RES MGMT FEES - BOA		17,718.	
LEGAL - MAURICE ABADIA		220.	
ASSOCIATION MEMBERSHIP DUES	695.		695.
GRANTMAKING FEES - BOA	8,248.		8,248.
STATE FILING FEE	10.		10.
TOTALS	41,434.	32,481.	8,953.

ETHEL FRENDS CHARITABLE FOUNDATION 59-7246019

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
INVESCO INTL GROWTH FUND	C	80,370.	84,355.
ARTIO GLOBAL HIGH INCOME FUND	C	81,200.	82,640.
COLUMBIA ACORN INTL FUND	C	26,199.	25,835.
COLUMBIA SMALL CAP VALUE I FD	C	52,109.	52,518.
COLUMBIA SELECT LARGE CAP FD	C	284,313.	305,989.
EAGLE SM CAP GROWTH FUND	C	52,655.	55,657.
EATON VANCE LARGE-CAP VALUE FD	C	269,008.	279,273.
HARBOR INTERNATIONAL FUND	C	80,376.	85,674.
JOHN HANCOCK FDS III DISCIPLND	C	8,780.	9,163.
LAZARD EMERGING MKTS EQUITY FD	C	263,619.	283,082.
METRO WEST T/R BD CL I	C	130,652.	131,399.
NATIXIS FDS TR IV AEW REAL	C	11,260.	11,110.
PIMCO TOTAL RETURN FUND	C	130,714.	131,068.
PIMCO HIGH YIELD FUND	C	81,210.	82,350.
PIMCO COMMODITY REALRETURN	C	133,749.	137,483.
PRUDENTIAL JENNISON MID-CAP	C	7,902.	8,295.
TOTALS		1,694,116.	1,765,891.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
YEAR END SALES ADJUSTMENT - 2010	4,999.
ROC ADJUSTMENT - 2011	72.
NET ROUNDING	2.
TOTAL	5,073.

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

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT - 2011 SALES	71.
ROC ADJUSTMENT - 2010	21.
TOTAL	92.

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT
==

NAME:
  LOVING ALL ANIMALS
GRANT DATE: 02/21/2012
GRANT AMOUNT .... 5,000.
GRANT PURPOSE:
  SEE ATTACHED DOCUMENTATION

EXPENDITURE REPORT
"Mobile Mutts"

Loving all Animals
73-179 Joshua Tree, Palm Desert, CA 92260

NAME OF TRUST: The Ethel Frends Charitable Foundation
ACCOUNT #:

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for the Mobile Mutts Program for the period March 2012 through February 2013 for a grant award totaling $5,000 00 ("grant funds") received by the Loving all Animals. We certify that the grant funds and the income earned on the grant funds (if any) have been used exclusively for the charitable purposes set forth in the grant agreement letter.

Attached is a report showing income earned on the grant funds, if any, and expenditures of the grant funds and income earned on the grant funds during the fiscal year by amount and purpose.

No part of the grant funds or interest earned on the grant funds were used for any of the following purposes:

- (i) carrying on propaganda or attempting to influence legislation,
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Internal Revenue Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Internal Revenue Code.

I further certify that the Loving all Animals has not diverted any portion of the grant funds (or the income on the grant funds) from the specified purpose of the grant and that this organization has complied with the terms of the grant. I am authorized to sign this report on behalf of the Grantee. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By:

Its EXECUTIVE DIRECTOR

Telephone Number: (760) 776-9397

Date 15 May 2012

EXPENDITURE RESPONSIBILITY REPORT

(Note that the final report must cover expenditures over the life of the grant.)

Date of report: 15 May 2012

Report Period: March 2012 – May 2012

Name and address of organization:

LOVING ALL ANIMALS, INC.
73179 JOSHUA TREE STREET
PALM DESERT, CA 92260

Amounts and dates of grants received during the period from FEB 2012 through MAY 2012.

Date	Amount
	$ 51,000 00

Describe the uses of grant funds and the progress made towards the goal of the grant(attach additional pages, if needed):

TO ALLOW FOR THE PROGRAM OVERSIGHT AND ADMINISTRATION FOR OUR MOBILE MUTTS PROGRAM. THE FUNDS HAVE ALLOWED THE PROGRAM DIRECTOR TO ADOPT OUT OR FACILITATE THE ADOPTION OF 20 DIRECT ADOPTIONS AND 15 PARTNER ADOPTIONS OF SHELTER DOGS.

Itemize all income earned on the grant funds· $ 0

Itemize all amounts spent from the grant funds and income earned on the grant funds, including salaries, travel and supplies (attach additional pages, if needed):

Date	Amount	Purpose
01 MAR 2012	$833	PROGRAM OVERSIGHT & ADMINISTRATION
01 APR 2012	$833	PROGRAM OVERSIGHT & ADMINISTRATION
01 MAY 2012	$833	PROGRAM OVERSIGHT & ADMINISTRATION

00-42-2415NSBW 04-2012

Amount of grant funds and income earned on the grant funds unspent as of the end of Grantee's most recent fiscal year: $ 2011 GRANT OF $5,000, WITH 0 REMAINING
2012 GRANT OF $5,000, WITH $2501 REMAINING

By: ______________________
Its EXECUTIVE DIRECTOR

Date: 15 May 2012

ETHEL FRENDS CHARITABLE FOUNDATION 59-7246019

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

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
515 S FLOWER ST, FL 27
LOS ANGELES, CA 90071-2201
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20
COMPENSATION .... 20,755.

TOTAL COMPENSATION: 20,755.

STATEMENT 12

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BEST FRIENDS ANIMAL SOCIETY
ADDRESS:
5001 ANGEL CANYON RD
KANAB, UT 84741-5000
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
'PUP MY FLIGHT' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ACTORS AND OTHERS FOR ANIMALS
ADDRESS:
11523 BURBANK BLVD
NORTH HOLLYWOOD, CA 91601-2309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NATIONAL DISASTER SEARCH DOG
FOUNDATION, INC.
ADDRESS:
206 N SIGNAL ST, SUITE R
OJAI, CA 93023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 12,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS
ADDRESS:
424 E 92TH ST
NEW YORK, NY 10128
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FRIENDS OF ANIMALS FOUNDATION
ADDRESS:
P.O. BOX 34-1230
LOS ANGELES, CA 90034
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
PASADENA HUMANE SOCIETY
ADDRESS:
361 S RAYMOND AVE
PASADENA, CA 91105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
PET ORPHANS OF SOUTHERN
CALIFORNIA
ADDRESS:
7720 GLORIA AVE
VAN NUYS, CA 91406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESCUE REHABILITATION & ADOPTION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SANTA YNEZ VALLEY HUMANE SOCIETY
ADDRESS:
2727 CONROY RD
ORLANDO, FL 32839
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SAN DIEGO HUMANE SOCIETY & SPCA
ADDRESS:
5500 GAINES ST
SAN DIEGO, CA 92100
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
KENNEL ROOF UPGRADE & PUPPY TRAILER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 13,432.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
S.P.C.A. - LOS ANGELES
ADDRESS:
5026 W JEFFERSON BLVD
LOS ANGELES, CA 90016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
RIVERSIDE HUMANE SOCIETY
ADDRESS:
5791 FREMONT ST
RIVERSIDE, CA 92504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT SPAY/NEUTER CLINIC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HELEN WOODWARD ANIMAL CENTER
ADDRESS:
6461 EL APAJO RD
RANCHO SANTA FE, CA 92067
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GLENDALE HUMANE SOCIETY
ADDRESS:
717 IVY ST
GLENDALE, CA 91204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
INTERNATIONAL FUND FOR
ANIMAL WELFARE, INC
ADDRESS:
411 MAIN ST
YARMOUTH PORT, MA 02675
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CANINE CARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
THE AMANDA FOUNDATION
ADDRESS:
351 N FOOTHILL RD
BEVERLY HILLS, CA 90210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WOODS HUMANE SOCIETY
ADDRESS:
875 OKLAHOMA AVE
SAN LUIS OBISPO, CA 93405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
PAWS SAN DIEGO COUNTY, INC.
ADDRESS:
6160 FAIRMONT AVE, SUITE I
SAN DIEGO, CA 92120
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GUIDE DOGS OF AMERICA
ADDRESS:
13445 GLENOAKS BLVD
SYLMAR, CA 91342
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PUPPY SPONSORSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
GREYHOUND ADOPTION CENTER
ADDRESS:
P.O. BOX 2433
LA MESA, CA 91943
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MYSAFE: LA
ADDRESS:
6767 SUNSET BLVD, RM 8-488
LOS ANGELES, CA 90028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT '3 BARKS' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LOVING ALL ANIMALS
ADDRESS:
73179 JOSHUA TREE LN
PALM DESERT, CA 92260
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT MOBILE MUTTS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PRIV OPER FDN
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
COMPANION ANIMAL PROTECTION
SOCIETY (CAPS)
ADDRESS:
759 CJC HWY #332
COHASSET, MA 02025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FOUNDATION FOR PIERCE COLLEGE
ADDRESS:
6201 WINNETKA AVE
WOODLAND HILLS, CA 91371
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT SPAY/NEUTER CLINIC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HUMANE SOCIETY OF THE DESERT
ADDRESS:
P.O. BOX 2922
PALM SPRINGS, CA 92262
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 3,000.

TOTAL GRANTS PAID: 128,932.
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RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
5268 LAUREL CANYON B	118,200.	15,052.	32,481.	70,667.
TOTALS	118,200.	15,052.	32,481.	70,667.

ETHEL FRENDS CHARITABLE FOUNDATION

2011

59-7246019

Description of Property

5268 LAUREL CANYON BLVD NO HOLLYWOOD,

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMM BUILDING	12/18/2003	563,200	100 000			563,200	126,379	140,819	SL	MM			39		14,440
LAND	12/31/2003	236,800.	100.000												
AIR CONDITIONER	03/29/2007	23,850.	100 000			23,850.	2,423.	3,035.	SL	MM			39		612.
Less Retired Assets															
Subtotals		823,850.				587,050.	128,802.	143,854.							15,052.
Listed Property															
Less: Retired Assets															
Subtotals															
TOTALS		823,850.				587,050.	128,802.	143,854.							15,052

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA

1X9024 1 000

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust: ETHEL FRENDS CHARITABLE FOUNDATION

Employer identification number: 59-7246019

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	4,498.
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	4,498.

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	LONG-TERM CAPITAL GAIN DIVIDENDS					8,202.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	208,847.
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	
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	217,049.

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

Part III **Summary of Parts I and II** *Caution: Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			4,498.
14 **Net long-term gain or (loss):**				
a Total for year	14a			217,049.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			221,547.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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