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

OMB No 1545-0052

**2011**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 4/01, 2011, and ending 3/31, 2012

THE HARRIET E PFLEGER FOUNDATION  
7676 HAZARD CENTER DRIVE #700  
SAN DIEGO, CA 92108**A** Employer identification number  
33-0817673**B** Telephone number (see the instructions)  
619-295-4600**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, column (c), line 16)  
\$ 25,587,282.  
**J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)**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) |
|---------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>1</b> Contributions, gifts, grants, etc. received (att sch)                        |                                    |                           |                         |                                                             |
| <b>2</b> Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B |                                    |                           |                         |                                                             |
| <b>3</b> Interest on savings and temporary cash investments                           | 1,436.                             | 1,436.                    | N/A                     |                                                             |
| <b>4</b> Dividends and interest from securities                                       | 852,445.                           | 836,570.                  |                         |                                                             |
| <b>5a</b> Gross rents                                                                 |                                    |                           |                         |                                                             |
| <b>b</b> Net rental income or (loss)                                                  |                                    |                           |                         |                                                             |
| <b>6a</b> Net gain/(loss) from sale of assets not on line 10                          | 579,102.                           |                           |                         |                                                             |
| <b>b</b> Gross sales price for all assets on line 6a                                  | 5,872,084.                         |                           |                         |                                                             |
| <b>7</b> Capital gain net income (from Part IV, line 2)                               |                                    | 579,102.                  |                         |                                                             |
| <b>8</b> Net short-term capital gain                                                  |                                    |                           |                         |                                                             |
| <b>9</b> Income modifications                                                         |                                    |                           |                         |                                                             |
| <b>10a</b> Gross sales less returns and allowances                                    |                                    |                           |                         |                                                             |
| <b>b</b> Less Cost of goods sold                                                      |                                    |                           |                         |                                                             |
| <b>c</b> Gross profit/(loss) (att sch)                                                |                                    |                           |                         |                                                             |
| <b>11</b> Other income (attach schedule)                                              |                                    |                           |                         |                                                             |
| <b>12 Total.</b> Add lines 1 through 11                                               | 1,432,983.                         | 1,417,108.                |                         |                                                             |
| <b>13</b> Compensation of officers, directors, trustees, etc                          | 38,000.                            | 3,800.                    |                         | 34,200.                                                     |
| <b>14</b> Other employee salaries and wages                                           |                                    |                           |                         |                                                             |
| <b>15</b> Pension plans, employee benefits                                            |                                    |                           |                         |                                                             |
| <b>16a</b> Legal fees (attach schedule) SEE ST 1                                      | 1,261.                             | 631.                      |                         | 630.                                                        |
| <b>b</b> Accounting fees (attach sch)                                                 |                                    |                           |                         |                                                             |
| <b>c</b> Other prof fees (attach sch) SEE ST 2                                        | 89,318.                            | 69,201.                   |                         | 20,117.                                                     |
| <b>17</b> Interest                                                                    |                                    |                           |                         |                                                             |
| <b>18</b> Taxes (attach schedule)(see instrs) SEE STM 3                               | 20,000.                            | 20,000.                   |                         |                                                             |
| <b>19</b> Depreciation (attach sch) and depletion                                     |                                    |                           |                         |                                                             |
| <b>20</b> Occupancy                                                                   |                                    |                           |                         |                                                             |
| <b>21</b> Travel, conferences, and meetings                                           | 1,260.                             |                           |                         | 1,260.                                                      |
| <b>22</b> Printing and publications                                                   |                                    |                           |                         |                                                             |
| <b>23</b> Other expenses (attach schedule) SEE STATEMENT 4                            | 150.                               | 150.                      |                         |                                                             |
| <b>24 Total operating and administrative expenses.</b> Add lines 13 through 23        | 149,989.                           | 93,782.                   |                         | 56,207.                                                     |
| <b>25</b> Contributions, gifts, grants paid PART XV                                   | 1,244,803.                         |                           |                         | 1,244,803.                                                  |
| <b>26 Total expenses and disbursements.</b> Add lines 24 and 25                       | 1,394,792.                         | 93,782.                   |                         | 1,301,010.                                                  |
| <b>27 Subtract line 26 from line 12:</b>                                              |                                    |                           |                         |                                                             |
| <b>a Excess of revenue over expenses and disbursements</b>                            | 38,191.                            |                           |                         |                                                             |
| <b>b Net investment income</b> (if negative, enter -0-)                               |                                    | 1,323,326.                |                         |                                                             |
| <b>c Adjusted net income</b> (if negative, enter -0-)                                 |                                    |                           |                         |                                                             |

REVENUE

ADMINISTRATIVE EXPENSES

SCANNED FEB 20 2013

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**Part II Balance Sheets**

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

|                                                                                                         |                                                                                                                           | Beginning of year                   | End of year    |                       |
|---------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-------------------------------------|----------------|-----------------------|
|                                                                                                         |                                                                                                                           | (a) Book Value                      | (b) Book Value | (c) Fair Market Value |
| <b>ASSETS</b>                                                                                           | 1 Cash — non-interest-bearing                                                                                             |                                     |                |                       |
|                                                                                                         | 2 Savings and temporary cash investments                                                                                  | 527,113.                            | 411,398.       | 411,398.              |
|                                                                                                         | 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 sch)                                                                           |                                     |                |                       |
|                                                                                                         | 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)                                                 |                                     |                |                       |
|                                                                                                         | b Investments — corporate stock (attach schedule) STATEMENT 5                                                             | 2,733,394.                          | 2,552,664.     | 18,518,496.           |
|                                                                                                         | c Investments — corporate bonds (attach schedule)                                                                         |                                     |                |                       |
|                                                                                                         | 11 Investments — land, buildings, and equipment basis                                                                     |                                     |                |                       |
| Less accumulated depreciation (attach schedule)                                                         |                                                                                                                           |                                     |                |                       |
| 12 Investments — mortgage loans                                                                         |                                                                                                                           |                                     |                |                       |
| 13 Investments — other (attach schedule) STATEMENT 6                                                    | 6,334,758.                                                                                                                | 6,521,239.                          | 6,657,388.     |                       |
| 14 Land, buildings, and equipment basis                                                                 |                                                                                                                           |                                     |                |                       |
| Less accumulated depreciation (attach schedule)                                                         |                                                                                                                           |                                     |                |                       |
| 15 Other assets (describe )                                                                             |                                                                                                                           |                                     |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) | 9,595,265.                                                                                                                | 9,485,301.                          | 25,587,282.    |                       |
| <b>LIABILITIES</b>                                                                                      | 17 Accounts payable and accrued expenses                                                                                  |                                     |                |                       |
|                                                                                                         | 18 Grants payable                                                                                                         | 1,224,951.                          | 350,000.       |                       |
|                                                                                                         | 19 Deferred revenue                                                                                                       |                                     |                |                       |
|                                                                                                         | 20 Loans from officers, directors, trustees, & other disqualified persons                                                 |                                     |                |                       |
|                                                                                                         | 21 Mortgages and other notes payable (attach schedule)                                                                    |                                     |                |                       |
|                                                                                                         | 22 Other liabilities (describe SEE STATEMENT 7 )                                                                          |                                     | 9,217.         |                       |
|                                                                                                         | 23 <b>Total liabilities</b> (add lines 17 through 22)                                                                     | 1,224,951.                          | 359,217.       |                       |
| <b>NET ASSETS OR FUND BALANCES</b>                                                                      | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>                 | <input type="checkbox"/>            |                |                       |
|                                                                                                         | 24 Unrestricted                                                                                                           |                                     |                |                       |
|                                                                                                         | 25 Temporarily restricted                                                                                                 |                                     |                |                       |
|                                                                                                         | 26 Permanently restricted                                                                                                 |                                     |                |                       |
|                                                                                                         | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>                              | <input checked="" type="checkbox"/> |                |                       |
|                                                                                                         | 27 Capital stock, trust principal, or current funds                                                                       |                                     |                |                       |
|                                                                                                         | 28 Paid-in or capital surplus, or land, building, and equipment fund                                                      |                                     |                |                       |
|                                                                                                         | 29 Retained earnings, accumulated income, endowment, or other funds                                                       | 8,370,314.                          | 9,126,084.     |                       |
|                                                                                                         | 30 <b>Total net assets or fund balances</b> (see instructions)                                                            | 8,370,314.                          | 9,126,084.     |                       |
|                                                                                                         | 31 <b>Total liabilities and net assets/fund balances</b> (see instructions)                                               | 9,595,265.                          | 9,485,301.     |                       |

**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 | 8,370,314. |
| 2 Enter amount from Part I, line 27a                                                                                                                         | 2 | 38,191.    |
| 3 Other increases not included in line 2 (itemize) SEE STATEMENT 8                                                                                           | 3 | 717,579.   |
| 4 Add lines 1, 2, and 3                                                                                                                                      | 4 | 9,126,084. |
| 5 Decreases not included in line 2 (itemize)                                                                                                                 | 5 |            |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30                                                      | 6 | 9,126,084. |

**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 shares MLC Company) |                                               | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|--------------------------------------------------|-----------------------------------------|-------------------------------------|
| 1a                                                                                                                                       | 16,000 SHS EMERSON ELEC CO                    | P                                                | 1/03/89                                 | 3/27/12                             |
| b                                                                                                                                        | 15 SHS EMERSON ELEC CO                        | P                                                | 2/01/12                                 | 1/09/12                             |
| c                                                                                                                                        | 37 SHS EMERSON ELEC CO                        | P                                                | 1/06/12                                 | 12/07/11                            |
| d                                                                                                                                        | VARIOUS MERRILL LYNCH 4267-AVAIL UPON REQUEST | P                                                | VARIOUS                                 | VARIOUS                             |
| e                                                                                                                                        |                                               |                                                  |                                         |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 824,603.            |                                            | 137,997.                                        | 686,606.                                     |
| b 2,715.              |                                            | 6,125.                                          | -3,410.                                      |
| c 11,692.             |                                            | 1,813.                                          | 9,879.                                       |
| d 5,033,074.          |                                            | 5,147,047.                                      | -113,973.                                    |
| e                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                     | (i) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| a                                                                                           |                                      |                                                     | 686,606.                                                                                              |
| b                                                                                           |                                      |                                                     | -3,410.                                                                                               |
| c                                                                                           |                                      |                                                     | 9,879.                                                                                                |
| d                                                                                           |                                      |                                                     | -113,973.                                                                                             |
| e                                                                                           |                                      |                                                     |                                                                                                       |

|   |                                                                              |                                                                                                                                                                                                                                                 |   |          |
|---|------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 | Capital gain net income or (net capital loss)                                | <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 10px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div>                                | 2 | 579,102. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 10px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br/>           in Part I, line 8         </div> | 3 | 6,469.   |

**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<br>Calendar year (or tax year<br>beginning in) | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(column (b) divided by column (c)) |
|----------------------------------------------------------------------|---------------------------------------|----------------------------------------------|--------------------------------------------------------------|
| 2010                                                                 | 1,217,009.                            | 27,175,538.                                  | 0.044783                                                     |
| 2009                                                                 | 1,095,618.                            | 22,054,986.                                  | 0.049677                                                     |
| 2008                                                                 | 1,452,237.                            | 22,868,506.                                  | 0.063504                                                     |
| 2007                                                                 | 1,083,850.                            | 28,215,987.                                  | 0.038413                                                     |
| 2006                                                                 | 992,721.                              | 24,483,412.                                  | 0.040547                                                     |

|   |                                                                                                                                                                              |   |             |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 | Total of line 1, column (d)                                                                                                                                                  | 2 | 0.236924    |
| 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 | 0.047385    |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                 | 4 | 25,509,972. |
| 5 | Multiply line 4 by line 3                                                                                                                                                    | 5 | 1,208,790.  |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 13,233.     |
| 7 | Add lines 5 and 6                                                                                                                                                            | 7 | 1,222,023.  |
| 8 | Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 1,301,010.  |

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)**

|                                                                                                                                                                                                                                    |    |         |         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.<br>Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs) |    |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                       |    | 1       | 13,233. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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       | 13,233. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                      |    | 4       | 0.      |
| 5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                   |    | 5       | 13,233. |
| 6 Credits/Payments                                                                                                                                                                                                                 |    |         |         |
| a 2011 estimated tax pmts and 2010 overpayment credited to 2011                                                                                                                                                                    | 6a | 6,779.  |         |
| b Exempt foreign organizations – tax withheld at source                                                                                                                                                                            | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                              | 6c | 22,000. |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                          | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                              | 7  | 28,779. |         |
| 8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                    | 9  | 0.      |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                       | 10 | 15,546. |         |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 15,546. Refunded <input type="checkbox"/>                                                                                  | 11 | 0.      |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                     | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                            |     | X   |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?<br><i>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</i> |     | X   |
| c Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X   |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.                                                                                                        |     |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.                                                                                                                                                                    |     |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If 'Yes,' attach a detailed description of the activities</i>                                                                                                                                                                               |     | 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? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                 |     | X   |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                     |     | X   |
| b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           |     | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X   |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                | X   |     |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>                                                                                                                                                                                                        | X   |     |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions)<br>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? <i>If 'No,' attach explanation</i>                                                                                                                                | 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)? <i>If 'Yes,' complete Part XIV</i>                                                                                       |     | X   |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                                        |     | X   |

BAA

Form 990-PF (2011)

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

|    |                                                                                                                                                                                                                                                                                                                                        |    |   |     |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|-----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)                                                                                                                                                | 11 |   | X   |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)                                                                                                                                               | 12 | X |     |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <u>N/A</u>                                                                                                                                                                                      | 13 | X |     |
| 14 | The books are in care of <u>KUHN AND KOVIK, CPAS INC.</u> Telephone no <u>619-295-4600</u><br>Located at <u>7676 HAZARD CENTER DRIVE, STE. 700 SAN DIEGO</u> ZIP + 4 <u>92108</u>                                                                                                                                                      |    |   |     |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>                                                                                                                                      | 15 |   | N/A |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u> | 16 |   | X   |

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

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

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

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**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 N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6b X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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 |
|---------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| LINDA PFLEGER EDWARDS<br>P.O. BOX 7039<br>RANCHO SANTA FE, CA 92067 | PRESIDENT<br>8.00                                         | 19,000.                                   | 0.                                                                    | 0.                                    |
| MARC EDWARDS<br>P.O. BOX 7039<br>RANCHO SANTA FE, CA 92067          | TRUSTEE<br>8.00                                           | 19,000.                                   | 0.                                                                    | 0.                                    |
| W. RICHARD MILLS<br>81-600 TIBURON DRIVE<br>LA QUINTA, CA 92253     | TREASURER<br>0.50                                         | 0.                                        | 0.                                                                    | 0.                                    |
|                                                                     |                                                           |                                           |                                                                       |                                       |

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

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

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

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

| (a) Name and address of each person paid more than \$50,000              | (b) Type of service | (c) Compensation |
|--------------------------------------------------------------------------|---------------------|------------------|
| NONE                                                                     |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
| Total number of others receiving over \$50,000 for professional services |                     | 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 NONE - NO DIRECT CHARITABLE ACTIVITIES ARE BEING UNDERTAKEN BY THIS FOUNDATION. |          |
| 2                                                                                 |          |
| 3                                                                                 |          |
| 4                                                                                 |          |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 N/A                                                                                                            |        |
| 2                                                                                                                |        |
| All other program-related investments See instructions                                                           |        |
| 3                                                                                                                |        |
| Total. Add lines 1 through 3                                                                                     | 0.     |

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**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 | 25,250,670. |
| b | Average of monthly cash balances                                                                           | 1b | 647,779.    |
| c | Fair market value of all other assets (see instructions)                                                   | 1c |             |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                      | 1d | 25,898,449. |
| 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  | 25,898,449. |
| 4 | Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)   | 4  | 388,477.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5  | 25,509,972. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                       | 6  | 1,275,499.  |

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|    |                                                                                                         |    |            |
|----|---------------------------------------------------------------------------------------------------------|----|------------|
| 1  | Minimum investment return from Part X, line 6                                                           | 1  | 1,275,499. |
| 2a | Tax on investment income for 2011 from Part VI, line 5                                                  | 2a | 13,233.    |
| b  | Income tax for 2011 (This does not include the tax from Part VI)                                        | 2b |            |
| c  | Add lines 2a and 2b                                                                                     | 2c | 13,233.    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1                                    | 3  | 1,262,266. |
| 4  | Recoveries of amounts treated as qualifying distributions                                               | 4  |            |
| 5  | Add lines 3 and 4                                                                                       | 5  | 1,262,266. |
| 6  | Deduction from distributable amount (see instructions)                                                  | 6  |            |
| 7  | <b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7  | 1,262,266. |

**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 | 1,301,010. |
| b | Program-related investments — total from Part IX-B                                                                                                  | 1b |            |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                           | 2  |            |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                                                 |    |            |
| a | Suitability test (prior IRS approval required)                                                                                                      | 3a |            |
| b | Cash distribution test (attach the required schedule)                                                                                               | 3b |            |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                    | 4  | 1,301,010. |
| 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  | 13,233.    |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                               | 6  | 1,287,777. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII. Undistributed Income** (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 1,262,266.  |
| <b>2</b> Undistributed income, if any, as of the end of 2011.                                                                                                                     |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only                                                                                                                                               |               |                            | 974,020.    |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                             |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011                                                                                                                          |               |                            |             |             |
| <b>a</b> From 2006                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2010                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,301,010.                                                                                                  |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 974,020.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required – see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required – see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 326,990.    |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions                                                                                                          |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions                                                                            |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012                                                                |               |                            |             | 935,276.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)                                                                              | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| <b>a</b> Excess from 2007                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |

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**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient                                         | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| Name and address (home or business)               |                                                                                                           |                                |                                  |            |
| <b>a</b> Paid during the year<br>SEE STATEMENT 10 |                                                                                                           |                                |                                  |            |
| <b>Total</b>                                      |                                                                                                           |                                | <b>3a</b>                        | 1,244,803. |
| <b>b</b> Approved for future payment              |                                                                                                           |                                |                                  |            |
| <b>Total</b>                                      |                                                                                                           |                                | <b>3b</b>                        |            |

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated |                                                          | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See instructions) |
|------------------------------------------------|----------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------------|
|                                                |                                                          | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>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       |                           |               | 14                                   | 1,436.        |                                                                   |
| 4                                              | Dividends and interest from securities                   |                           |               | 14                                   | 852,445.      |                                                                   |
| 5                                              | Net rental income or (loss) from real estate             |                           |               |                                      |               |                                                                   |
| a                                              | Debt-financed property                                   |                           |               |                                      |               |                                                                   |
| b                                              | Not debt-financed property                               |                           |               |                                      |               |                                                                   |
| 6                                              | Net rental income or (loss) from personal property       |                           |               |                                      |               |                                                                   |
| 7                                              | Other investment income                                  |                           |               |                                      |               |                                                                   |
| 8                                              | Gain or (loss) from sales of assets other than inventory |                           |               |                                      |               | 579,102.                                                          |
| 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)                  |                           |               |                                      | 853,881.      | 579,102.                                                          |
| 13                                             | <b>Total.</b> Add line 12, columns (b), (d), and (e)     |                           |               |                                      | 13 853,881.   | 1,432,983.                                                        |

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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## FEDERAL STATEMENTS

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THE HARRIET E PFLEGER FOUNDATION

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**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16A**  
**LEGAL FEES**

|                           | (A)<br>EXPENSES<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|---------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| KING PARRET & DROSTE, LLP | \$ 1,261.                    | \$ 631.                         |                               | \$ 630.                       |
| <b>TOTAL</b>              | <u>\$ 1,261.</u>             | <u>\$ 631.</u>                  |                               | <u>\$ 630.</u>                |

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

|                             | (A)<br>EXPENSES<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| MERRILL LYNCH               | \$ 65,455.                   | \$ 65,455.                      |                               |                               |
| SUSAN GRINEL                | 11,375.                      |                                 |                               | \$ 11,375.                    |
| W. RICHARD MILLS & CO., INC | 12,488.                      | 3,746.                          |                               | 8,742.                        |
| <b>TOTAL</b>                | <u>\$ 89,318.</u>            | <u>\$ 69,201.</u>               |                               | <u>\$ 20,117.</u>             |

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

|                          | (A)<br>EXPENSES<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| TAX ON INVESTMENT INCOME | \$ 20,000.                   | \$ 20,000.                      |                               |                               |
| <b>TOTAL</b>             | <u>\$ 20,000.</u>            | <u>\$ 20,000.</u>               |                               | <u>\$ 0.</u>                  |

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

|              | (A)<br>EXPENSES<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| BANK CHARGES | \$ 150.                      | \$ 150.                         |                               |                               |
| <b>TOTAL</b> | <u>\$ 150.</u>               | <u>\$ 150.</u>                  |                               | <u>\$ 0.</u>                  |

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**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

| <u>CORPORATE STOCKS</u>          | <u>VALUATION<br/>METHOD</u> | <u>BOOK<br/>VALUE</u> | <u>FAIR MARKET<br/>VALUE</u> |
|----------------------------------|-----------------------------|-----------------------|------------------------------|
| STOCK - EMERSON ELECTRIC COMPANY | COST                        | \$ 2,552,664.         | \$ 18,518,496.               |
|                                  | TOTAL                       | <u>\$ 2,552,664.</u>  | <u>\$ 18,518,496.</u>        |

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

| <u>OTHER INVESTMENTS</u>                | <u>VALUATION<br/>METHOD</u> | <u>BOOK<br/>VALUE</u> | <u>FAIR MARKET<br/>VALUE</u> |
|-----------------------------------------|-----------------------------|-----------------------|------------------------------|
| COMMODITIES                             | COST                        | \$ 254,422.           | \$ 263,995.                  |
| TOTAL OTHER INVESTMENTS                 |                             | <u>\$ 254,422.</u>    | <u>\$ 263,995.</u>           |
| <u>OTHER PUBLICLY TRADED SECURITIES</u> |                             |                       |                              |
| MUTUAL FUNDS                            | COST                        | 6,266,817.            | 6,393,393.                   |
| TOTAL OTHER PUBLICLY TRADED SECURITIES  |                             | <u>\$ 6,266,817.</u>  | <u>\$ 6,393,393.</u>         |
|                                         | TOTAL                       | <u>\$ 6,521,239.</u>  | <u>\$ 6,657,388.</u>         |

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 22**  
**OTHER LIABILITIES**

|                  |                  |
|------------------|------------------|
| OPTION LIABILITY | \$ 9,217.        |
| TOTAL            | <u>\$ 9,217.</u> |

**STATEMENT 8**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

|                        |                    |
|------------------------|--------------------|
| STOCK TO SATISFY GRANT | \$ 717,579.        |
| TOTAL                  | <u>\$ 717,579.</u> |

**STATEMENT 9**  
**FORM 990-PF, PART VII-A, LINE 12**  
**EXPLANATION OF DISTRIBUTION TO DONOR ADVISED FUND**

A DISTRIBUTION WAS MADE FROM THE FOUNDATION TO A FUND OF THE THE RANCHO SANTA FE COMMUNITY CENTER OF WHICH A DISQUALIFIED PERSON HOLDS ADVISORY PRIVILEGES. THE DISTRIBUTION WAS TREATED AS A "QUALIFYING DISTRIBUTION".

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**STATEMENT 9 (CONTINUED)**  
**FORM 990-PF, PART VII-A, LINE 12**  
**EXPLANATION OF DISTRIBUTION TO DONOR ADVISED FUND**

PURPOSE UNDER IRC 170(C) (2) (B) - TO ENHANCE THE SPIRIT AND BENEFITS OF COMMUNITY LIFE IN RANCHO SANTA FE THROUGH PROGRAMS, EVENTS, AND SERVICES OF ENRICHMENT, RECREATION AND OUTREACH FOR ALL AGES.

**STATEMENT 10**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

| NAME AND ADDRESS                                                                  | DONEE<br>RELATIONSHIP | FOUND-<br>ATION<br>STATUS | PURPOSE OF<br>GRANT           | AMOUNT     |
|-----------------------------------------------------------------------------------|-----------------------|---------------------------|-------------------------------|------------|
| THE BISHOPS SCHOOL<br>7607 LA JOLLA BLVD<br>LA JOLLA, CA 92037                    | N/A                   | 501C 3                    | GENERAL FUND                  | \$ 27,000. |
| THE METRO KIDS KONNECTION<br>P.O. BOX 60754<br>JACKSONVILLE, FL 32236             | N/A                   | 501C 3                    | GENERAL FUND                  | 15,000.    |
| CENTER FOR EQUINE HEALTH @<br>UC DAVIS<br>ONE SHIELDS AVE.<br>DAVIS, CA 95616     | N/A                   | 501C 3                    | GENERAL FUND                  | 50,000.    |
| SCI SPECIAL FUND<br>30398 ESPERANZA, RANCHO<br>SANTA MARGARITA, CA 92688          | N/A                   | 501C 3                    | GENERAL FUND                  | 50,000.    |
| PRO KIDS GOLF ACADEMY<br>4085 52ND STREET<br>SAN DIEGO, CA 92105                  | N/A                   | 501C 3                    | GENERAL FUND                  | 25,000.    |
| HELEN WOODWARD ANIMAL<br>CENTER<br>6461 EL APAJO RD.<br>RANCHO SANTA FE, CA 92067 | N/A                   | 501C 3                    | THERAPEUTIC<br>RIDING PROGRAM | 50,000.    |
| CYSTIC FIBROSIS FOUNDATION<br>10455 SORRENTO VALLEY ROAD<br>SAN DIEGO, CA 92121   | N/A                   | 501C 3                    | GENERAL FUND                  | 1,500.     |
| RANCHO SANTA FE COMMUNITY<br>CENTER<br>P.O. BOX 1834<br>RANCHO SANTA FE, CA 92067 | N/A                   | 501C 3                    | GENERAL FUND                  | 50,000.    |
| GOOD GUYS OF MORGAN RUN<br>5690 CANCHA DE GOLF<br>RANCHO SANTA FE, CA 92091       | N/A                   | 501C 3                    | FUNDRAISER                    | 50,000.    |

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**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

| NAME AND ADDRESS                                                                         | DONEE<br>RELATIONSHIP | FOUND-<br>ATION<br>STATUS | PURPOSE OF<br>GRANT                | AMOUNT     |
|------------------------------------------------------------------------------------------|-----------------------|---------------------------|------------------------------------|------------|
| VISION OF CHILDREN<br>FOUNDATION<br>12621 HIGH BLUFF DR. #300<br>SAN DIEGO, CA 92130     | N/A                   | 501C 3                    | READING DEVICES                    | \$ 25,000. |
| ANGELITOS DE ORO<br>14131 YORBA ST. 2ND FLOOR<br>TUSTIN, CA 92780                        | N/A                   | 501C 3                    | BIG BROTHERS/BIG<br>SISTERS        | 50,000.    |
| OCEANA INC<br>1350 CONNECTICUT AVE. NW,<br>5TH FLOOR<br>WASHINGTON, DC 20036             | N/A                   | 501C 3                    | FUNDRAISER                         | 200,000.   |
| SAGEBRUSH EQUINE TRAINING<br>CENTER<br>100 LET' ER BUCK ROAD<br>HAILEY, ID 83333         | N/A                   | 501C 3                    | GENERAL FUND                       | 33,000.    |
| BEACH & COUNTRY GUILD<br>P.O. BOX 3064<br>RANCHO SANTA FE, CA 92067                      | N/A                   | 501C 3                    | GENERAL FUND                       | 10,000.    |
| ACIRFA<br>13556 KIBBINGS RD<br>SAN DIEGO, CA 92130                                       | N/A                   | 501C 3                    | GENERAL FUND                       | 20,000.    |
| SCRIPPS HEALTH FOUNDATION<br>4275 CAMPUS POINT COURT<br>SAN DIEGO, CA 92121              | N/A                   | 501C 3                    | GENERAL FUND &<br>ROBOTICS PROGRAM | 214,215.   |
| OCEAN DISCOVERY INSTITUTE<br>2211 PACIFIC BEACH DRIVE,<br>SUITE A<br>SAN DIEGO, CA 92109 | N/A                   | 501C 3                    | GENERAL FUND                       | 40,000.    |
| HOUSE EAR INSTITUTE<br>2100 WEST 3RD STREET<br>LOS ANGELES, CA 90057                     | N/A                   | 501C 3                    | GENERAL FUND                       | 25,000.    |
| CASA DE AMPARO<br>3355 MISSION AVE<br>OCEANSIDE, CA 92058                                | N/A                   | 501C 3                    | OPERATIONAL FUND                   | 100,000.   |
| C.A.R.E. FOUNDATION<br>4609 WEST PONKAN ROAD<br>APOPKA, FL 32712                         | N/A                   | 501C 3                    | GENERAL FUND                       | 5,000.     |
| LITTLE STAR FOUNDATION<br>256 RANCHO MILAGRO WAY<br>HESPERUS, CO 81326                   | N/A                   | 501C 3                    | GENERAL FUND                       | 100,000.   |

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**STATEMENT 10 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR**

| <u>NAME AND ADDRESS</u>                                                                   | <u>DONEE<br/>RELATIONSHIP</u> | <u>FOUND-<br/>ATION<br/>STATUS</u> | <u>PURPOSE OF<br/>GRANT</u> | <u>AMOUNT</u> |
|-------------------------------------------------------------------------------------------|-------------------------------|------------------------------------|-----------------------------|---------------|
| VISION OF CHILDREN -<br>REIMBURSEMENT<br>12621 HIGH BLUFF DR. #300<br>SAN DIEGO, CA 92130 | N/A                           | 501C 3                             | FUNDRAISER                  | \$ -1,412.    |
| AUSTIN BICE MEMORIAL FUND<br>763 LE CONTE STREET<br>OCEANSIDE , CA 92057                  | N/A                           | 501C 3                             | GENERAL FUND                | 5,000.        |
| LEUKEMIA & LYMPHOMA SOCIETY<br>1311 MAMARONECK AVE STE 310<br>WHITE PLAINS, NY 10605      | N/A                           | 501C 3                             | GENERAL FUND                | 500.          |
| ROLF BENIRSCHKE'S LEGACY<br>FOUNDATION<br>PO BOX 231429<br>ENCINITAS, CA 92023            | N/A                           | 501C 3                             | GENERAL FUND                | 50,000.       |
| CANINE COMPANIONS FOR<br>INDEPENDENCE<br>124 RANCHO DEL ORO DRIVE<br>OCEANSIDE, CA 92057  | N/A                           | 501C 3                             | GENERAL FUND                | 50,000.       |

TOTAL \$ 1,244,803.