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

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 JUL 1, 2011, and ending JUN 30, 2012

Name of foundation: **THE ANGELL FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **10880 WILSHIRE BLVD.**

City or town, state, and ZIP code: **LOS ANGELES, CA 90024**

Room/suite: **920**

A Employer identification number: **01-0789717**

B Telephone number: **310-475-9700**

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 120630604.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	10800000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2529522.	2529522.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-43595.			
	b Gross sales price for all assets on line 6a	35030089.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-164166.	-164166.		STATEMENT 2
	12 Total. Add lines 1 through 11	13121761.	2365356.		
	13 Compensation of officers, directors, trustees, etc	135000.	67500.		67500.
	14 Other employee salaries and wages	180085.	0.		180085.
	15 Pension plans, employee benefits	53464.	4050.		49414.
	16a Legal fees				
	b Accounting fees	STMT 3 27300.	0.		0.
	c Other professional fees	STMT 4 517114.	389417.		109697.
	17 Interest	31.	31.		0.
	18 Taxes	STMT 5 31817.	10750.		21067.
	19 Depreciation and depletion	8304.	0.		
	20 Occupancy	66907.	0.		66907.
	21 Travel, conferences, and meetings	4908.	0.		4908.
22 Printing and publications					
23 Other expenses	STMT 6 100143.	3156.		44686.	
24 Total operating and administrative expenses. Add lines 13 through 23	1125073.	474904.		544264.	
25 Contributions, gifts, grants paid	5447500.			5447500.	
26 Total expenses and disbursements. Add lines 24 and 25	6572573.	474904.		5991764.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	6549188.				
b Net investment income (if negative, enter -0-)		1890452.			
c Adjusted net income (if negative, enter -0-)			N/A		

**Part II Balance Sheets**

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing	13524676.	2850272.	2850272.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶ 476020.				
	Less: allowance for doubtful accounts ▶ 0.	1348092.	476020.	343107.	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT 7	29078805.	42886332.	44061815.	
	b Investments - corporate stock STMT 8	42723643.	44405692.	48392396.	
	c Investments - corporate bonds STMT 9	17298145.	18836580.	18743872.	
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 10	4353967.	5703753.	6029348.	
	14 Land, buildings, and equipment: basis ▶ 50795.				
	Less accumulated depreciation STMT 11 ▶ 30918.	24316.	19877.	19877.	
	15 Other assets (describe ▶ STATEMENT 12)	116668.	189917.	189917.	
	16 Total assets (to be completed by all filers)	108468312.	115368443.	120630604.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 13)	12013.	18686.		
	23 Total liabilities (add lines 17 through 22)	12013.	18686.		
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	108456299.	115349757.		
	30 Total net assets or fund balances	108456299.	115349757.		
	31 Total liabilities and net assets/fund balances	108468312.	115368443.		

**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	108456299.
2 Enter amount from Part I, line 27a	2	6549188.
3 Other increases not included in line 2 (itemize) ▶ INCOME ON BOOKS-FMV INCREASE	3	506101.
4 Add lines 1, 2, and 3	4	115511588.
5 Decreases not included in line 2 (itemize) ▶ EXCISE TAX	5	161831.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	115349757.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 35030089.		35073684.	-43595.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-43595.

  

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-43595.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	4948414.	99888169.	.049540
2009	4593107.	85670150.	.053614
2008	4144925.	70079334.	.059146
2007	3355973.	65209173.	.051465
2006	3536295.	57342252.	.061670

  

2 Total of line 1, column (d)	2	.275435
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	.055087
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	111765238.
5 Multiply line 4 by line 3	5	6156812.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18905.
7 Add lines 5 and 6	7	6175717.
8 Enter qualifying distributions from Part XII, line 4	8	5991764.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	37809.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	37809.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	37809.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	91280.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	91280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	21.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	53450.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation SEE STATEMENT 14		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 15	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► <b>ANGELLFOUNDATION.ORG</b>	13	X	
14	The books are in care of ► <b>PERRY ORETZKY</b> Telephone no. ► <b>310-475-9700</b> Located at ► <b>10880 WILSHIRE BLVD #920, , LOS ANGELES, CA</b> ZIP+4 ► <b>90024</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? 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 If "Yes," list the years ►		
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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PERRY ORETZKY	PRESIDENT			
10880 WILSHIRE BLVD., #920				
LOS ANGELES, CA 90024	25.00	135000.	0.	0.
MARIAN BUKRINSKY	SECRETARY			
10880 WILSHIRE BLVD., #920				
LOS ANGELES, CA 90024	3.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PERRY ORETZKY - 10880 WILSHIRE BLVD #920, LOS ANGELES, CA 90024	PRESIDENT			
	35.00	140000.	8400.	0.
ANGEL ROBERSON - 10880 WILSHIRE BLVD #920, LOS ANGELES, CA 90024	SR PROG OFF			
	50.00	115000.	6900.	0.
MARISA COLON - 10880 WILSHIRE BLVD #920, LOS ANGELES, CA 90024	PROGRAM ASSO			
	40.00	56440.	3386.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
VOYAGER MGMT, LLC - 11111 SANTA MONICA BLVD. STE 1800, LOS ANGELES, CA 90025	INVESTMENT SERVICES	219329.
JANIS MINTON CONSULTING - 2444 WILSHIRE BLVD STE 622, SANTA MONICA, CA 90403	PROGRAM SERVICE CONSULTATION	90000.
CAMBIAR INVESTORS 2401 E SECOND AVE, DENVER, CO 80206	INVESTMENT SERVICES	75460.
CITY NATIONAL SECURITIES 400 N ROXBURY DR, BEVERLY HILLS, CA 90210	INVESTMENT SERVICES	60584.

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 <b>NOT APPLICABLE</b>	
	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 <b>N/A</b>	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	92554273.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	20912974.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	113467247.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	113467247.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1702009.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	111765238.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	5588262.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	5588262.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	37809.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	37809.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	5550453.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	5550453.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	5550453.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	5991764.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5991764.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	5991764.

**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.

Form 990-PF (2011)

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5550453.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	724810.			
b From 2007	138018.			
c From 2008	660470.			
d From 2009	334165.			
e From 2010	45273.			
f Total of lines 3a through e	1902736.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	5991764.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				5550453.
e Remaining amount distributed out of corpus	441311.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2344047.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2344047.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	724810.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1619237.			
10 Analysis of line 9:				
a Excess from 2007	138018.			
b Excess from 2008	660470.			
c Excess from 2009	334165.			
d Excess from 2010	45273.			
e Excess from 2011	441311.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD #550 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	41000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, FLOOR 18 NEW YORK, NY 10004	NONE	PUBLIC CHARITY	SOCIAL JUSTICE: GENERAL/OTHER	100000.
ASSUMPTION BVM CHURCH 791 POTTERS AVE PROVIDENCE, RI 02907	NONE	CHURCH	SOCIAL JUSTICE: FOOD & SHELTER ASSISTANCE	12500.
BEND THE ARC: A JEWISH PARTNERSHIP FOR JUSTICE 330 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SPIRITUALITY: EXPANSION OF GOOD WORKS	25000.
BENJAMIN FRANKLIN INST OF TECH 41 BERKELEY STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	EDUCATION: COLLEGE AND CAREER ACCESS  EDUCATION: COLLEGE AND CAREER ACCESS	50000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 5447500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>3b</b> 0.



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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |       | Yes | No |
|---|-------|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |     |    |
| (1) Cash  | 1a(1) |     | X  |
| (2) Other assets  | 1a(2) |     | X  |
| <b>b</b> Other transactions:  |       |     |    |
| (1) Sales of assets to a noncharitable exempt organization  | 1b(1) |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization  | 1b(2) |     | X  |
| (3) Rental of facilities, equipment, or other assets  | 1b(3) |     | X  |
| (4) Reimbursement arrangements  | 1b(4) |     | X  |
| (5) Loans or loan guarantees  | 1b(5) |     | X  |
| (6) Performance of services or membership or fundraising solicitations  | 1b(6) |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |       | 1c  | X  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date:

PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

PTIN

PERRY ORETZKY

PERRY ORETZKY

5/15/13

P01442079

Firm's name **PERRY S ORETZKY, CPA**

Firm's EIN ► 95-3438923

Firm's address ▶ 10880 WILSHIRE BLVD #920  
LOS ANGELES, CA 90024

Phone no. 310-475-9700

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

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

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

**THE ANGELL FOUNDATION****01-0789717**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

**Special Rules**

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

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

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization	Employer identification number
<b>THE ANGELL FOUNDATION</b>	<b>01-0789717</b>

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<b>ANGELL FAMILY TRUST(ONGOING CONTRIBUTOR)</b> <b>10880 WILSHIRE BLVD #920</b> <b>LOS ANGELES, CA 90024</b>	\$ <u>10800000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)





Name of organization

Employer identification number

**THE ANGELL FOUNDATION****01-0789717****Part III**

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$**

Use duplicate copies of Part III if additional space is needed

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

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BISHOP JOHN A MARSHALL SCHOOL 680 LAPORTE ROAD MORRISVILLE, VT 05661	NONE	PUBLIC CHARITY	SPIRITUALITY:GENERAL/O	50000.
BRIGHT PROSPECTS 281 S. THOMAS ST. #302 POMONA, CA 91766	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS  EDUCATION:COLLEGE AND CAREER ACCESS	50000.
BRYANT TEMPLE A.M.E. CHURCH 2525 W. VERNON AVE LOS ANGELES, CA 90008	NONE	AFRICAN METHODIST EPISC CHURCH	SPIRITUALITY:GENERAL/O	50000.
CAL POLY POMONA FOUNDATION 3801 WEST TEMPLE AVE, BUILDING 55 POMONA, CA 91768	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
CAL STATE FULLERTON PHILANTHROPIC FOUNDATION 2600 NUTWOOD AVE #850 FULLERTON, CA 92831	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
CALIFORNIA COMMUNITY FOUNDATION (LA PARTNERSHIP FOR EARLY CHILDHOOD INV) 2355 WESTWOOD BLVD. #114 LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	15000.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY LOS ANGELES, CA 91355	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
CAREERS THROUGH CULINARY ARTS 20863 BERRON STREET WOODLAND HILLS, CA 91364	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS	35000.
CENTER FOR COURAGE AND RENEWAL 1402 THIRD STREET SUITE 709 SEATTLE, WA 98101	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
CHILDRENS BUREAU OF SOUTHERN CALIFORNIA 1910 MAGNOLIA AVE. LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	35000.
<b>Total from continuation sheets</b>				<b>5219000.</b>

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDRENS YOUTH AND FAMILY COLLABORATIVE 1200 W. 37TH PLACE LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
COLLEGE BOUND 17316 EDWARDS ROAD SUITE 180 CERRITOS, CA 90703-2449	NONE	PUBLIC CHARITY	EDUCATION: COLLEGE AND CAREER ACCESS	50000.
COLLEGE MATCH 719 GEORGIA AVE SANTA MONICA, CA 90402	NONE	PUBLIC CHARITY	EDUCATION: COLLEGE AND CAREER ACCESS	40000.
COMMUNITY COALITION 8101 S. VERMONT AVENUE LOS ANGELES, CA 90044	NONE	PUBLIC CHARITY	EDUCATION: COLLEGE AND CAREER ACCESS	35000.
COMMUNITY PARTNERS 1440 HARVARD STREET SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	EDUCATION: EARLY CHILDHOOD EDUCATION	33000.
FIRST PLACE FOR YOUTH 3530 WILSHIRE BLVD, SUITE 600 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
FIVE ACRES-THE BOYS AND GIRLS AID SOCIETY OF LA 760 W. MOUNTAIN VIEW STREET ALTADENA, CA 91001	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
FRIENDS OF FOSTER CHILDREN P.O. BOX 1105 ARCADIA, CA 91007	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANIPATION	35000.
FUTURE CHEFS BOSTON 560 ALBANY STREET BOSTON, MA 02118	NONE	PUBLIC CHARITY	ART: ARTS MENTORSHIP AND CAREER PREP	25000.
GABRIELLA FOUNDATION 639 SOUTH COMMONWEALTH, SUITE B100 LOS ANGELES, CA 90005	NONE	PUBLIC CHARITY	ART: ARTS EDUCATION	50000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRACE RESOURCES 45134 N. SIERRA HIGHWAY LANCASTER, CA 93534	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	25000.
GREAT HEIGHTS INC (CREATIVE WELLNESS INST) 1116 23RD STREET SOUTH BIRMINGHAM, AL 35205	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:GENERAL/OTHER	30000.
HATHAWAY SYCAMORES 210 S. DELACEY AVENUE #110 PASADENA, CA 91105	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
HEART PROJECT 1140 N. CITRUS AVENUE LOS ANGELES, CA 90038	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	25000.
HEIDI DUCKLER DANCE THEATRE 2934 1/2 BEVERLY GLEN CIRCLE, SUITE 25 LOS ANGELES, MA 90077	NONE	PUBLIC CHARITY	ARTS:GENERAL/OTHER	20000.
HILLSIDES 940 AVENUE 64 PASADENA, CA 91105	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	100000.
HOBART SHAKESPEAREANS 980 S. HOBART BLVD. LOS ANGELES, CA 90006	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	30000.
HOLY SPIRIT RETREAT CENTER 4316 LANAI ROAD ENCINO, CA 91436	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
HOMEBOY INDUSTRIES 130 WEST BRUNO STREET LOS ANGELES, CA 90006	NONE	PUBLIC CHARITY	EDUCATION:GENERAL/OTHE	75000.
IMMACULATE HEART (LA CAS DE MARIA) 800 EL BOSQUE ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	35000.
Total from continuation sheets				

**Part XV** Supplementary Information

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
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)				
INNER CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
INNER CITY FILMAKERS 3000 W. OLYMPIC BLVD. #2413 SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	EDUCATON:COLLEGE AND CAREER ACCESS	35000.
INSTITUTE FOR ADVANCED CATHOLIC STUDIES 835 W. 34TH STREET LOS ANGELES, CA 90089	NONE	PUBLIC CHARITY	SPIRITUALITY:GENERAL/O	60000.
INSTITUTE FOR JEWISH SPIRITUALITY 330 7TH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
INSTITUTE OF CONTEMPORARY ART 100 NORTHERN AVENUE BOSTON, MA 02210	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	25000.
INTERFAITH FOOD CENTER 14545 LEFFINGWELL ROAD WHITTIER, CA 90604	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	25000.
JEWISH FAMILY SERVICE OF LOS ANGELES 3580 WILSHIRE BLVD, #700 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	100000.
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD #715 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:GENERAL/OTHER	100000.
JEWISH FUNDS FOR JUSTICE 330 7TH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:GENERAL/OTHER	50000.
LA PARTNERSHIP FOR EARLY CHILDHOOD INV. BABY FUTURES FD 2355 WESTWOOD BLVD. #114 LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	50000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAMOILLE COMMUNITY FOOD SHARE P.O. BOX 173 MORRISVILLE, VT 05661	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	15000.
LEADING FROM WITHIN P.O. BOX 158 HAYFORK, CA 96401	NONE	PUBLIC CHARITY	SPIRITUALITY:ORGANIZAT SPIRITUALITY	34000.
LOS ANGELES CHILD GUIDANCE CLINIC 3031 S. VERMONT AVENUE LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	25000.
LOS ANGELES COUNTY ARTS COMMISSION 1055 WILSHIRE BLVD.#800 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	75000.
LOS ANGELES FAMILY HOUSING 7843 LANKERSHIM BLVD NO HOLLYWOOD, CA 91605	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	50000.
LOS ANGELES REGIONAL FOODBANK 1734 E. 41ST STREET LOS ANGELES, CA 90058	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	150000.
MAR VISTA FAMILY CENTER 5075 S. SLAUSON AVENUE MAR VISTA, CA 90230	NONE	PUBLIC CHARITY	EDUCATION:GENERAL/OTHE	75000.
MARY AND JOSEPH RETREAT CENTER 5300 CREST ROAD RANCHO PALOS VERDE, CA 90275	NONE	CATHOLIC CHURCH	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
MEET EACH NEED WITH DIGNITY 10641 N. SAN FERNANDO ROAD PACOIMA, CA 91331	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	100000.
MISC CONTRIBUTIONS-SCHEDULE ATTACHED VARIOUS VARIOUS, CA 99999	NONE	PUBLIC CHARITY	SCHEDULE ATTACHED SCHEDULE ATTACHED	172000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOTHERS' CLUB COMMUNITY CENTER 980 N. FAIR OAKS PASADENA, CA 91103	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	40000.
MUJERES UNIDAS Y AETIVAS (NATIONAL DOMESTIC WORKERS ALLIANCE) 330 SEVENTH AVE., 19TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
NEWGROUND:A MUSLIM-JEWISH PARTHERSHIP FOR CHANGE 200 NORTH SPRING STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	35000.
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD, F-8 LOS ANGELES, CA 90041	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
OCEAN PARK COMMUNITY CENTER 1453 16TH STREET SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	50000.
ONE VOICE 1228 15TH STREET #C SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	EDUCATON:COLLEGE AND CAREER ACCESS	50000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
OUR LADY OF PORVIDENCE (VT), INC. 47 W. SPRING STREET WINOOSKI, VT 05404	NONE	PUBLIC CHARITY	SPIRITUALITY:GENERAL/O	35000.
P.S. ARTS 1728 ABBOT KINNEY BLVD., SUITE 101 VENICE, CA 90291	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
PARA LOS NINOS 500 LUCAS AVENUE LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	50000.
<b>Total from continuation sheets</b>				



**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PEOPLE ASSISTING THE HOMELESS 340 N. MADISON LOS ANGELES, CA 90004	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	50000.
PROJECT GRAD 10625 ERWIN STREET NO HOLLYWOOD, CA 91606	NONE	PUBLIC CHARITY	EDUCATON:COLLEGE AND CAREER ACCESS	50000.
PROVIDENCE CITY ARTS FOR YOUTH 891 BROAD ST., PO BOX 27691 PROVIDENCE, RI 02907-7691	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
PROVIDENCE COLLEGE 549 RIVER AVENUE PROVIDENCE, RI 02918	NONE	CATHOLIC COLLEGE	EDUCATON:GENERAL/OTHER	700000.
RHODE ISLAND COMMUNITY FOOD BANK 200 NIAHTIC AVE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	100000.
RHODE ISLAND SCHOOL OF DESIGN TWO COLLEGE STREET PROVIDENCE, RI 02903-2784	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
RICE MEMORIAL HIGH SCHOOL 99 PROCTOR AVENUE BURLINGTON, VT 05403	NONE	PUBLIC CHARITY	EDUCATION:GENERAL/OTHE	50000.
RYMAN ARTS 315 W. 9TH STREET#806 LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	40000.
SAINT FRANCIS XAVIER SCHOOL 5 SAINT PETER STREET WINOOSKI, VT 05404	NONE	PUBLIC CHARITY	EDUCATION:GENERAL/OTHE	30000.
SKIRBALL CULTURAL CENTER 2701 NORTH SEPULVEDA BLVD. LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:GENERAL/OTHER	35000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPECTRUM YOUTH 31 ELMWOOD AVE. BURLINGTON, VT 05403	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
ST JOSEPHS CENTER 204 HAMPTON DRIVE VENICE, CA 90291	NONE	PUBLIC CHARITY	SOCIAL JUSTICE: GENERAL/OTHER	50000.
ST MARYS ACADEMY BAY VIEW 3070 PAWTUCKET AVENUE RIVERSIDE, RI 02915	NONE	SCHOOL	EDUCATION: GENERAL/OTHE	50000.
ST PATRICK ACADEMY 244 SMITH STREET PROVIDENCE, RI 02908	NONE	SCHOOL	EDUCATION: GENERAL/OTHE	25000.
ST. ANNE'S MATERNITY HOME 155 NORTH OCCIDENTAL BLVD. LOS ANGELES, CA 90026	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
STEP UP ON SECOND 1328 SECOND STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	SOCIAL JUSTICE: FOOD AND SHELTER ASSISTANCE	50000.
STREETLIGHTS 662 N. VAN NESS AVE. #105 HOLLYWOOD, CA 90004	NONE	PUBLIC CHARITY	ART: ARTS MENTORSHIP AND CAREER PREP	35000.
SUCCESS THROUGH THE ARTS P.O. BOX 481009 LOS ANGELES, CA 90048	NONE	PUBLIC FOUNDATION	ART: GENERAL/OTHER	35000.
TEACH FOR AMERICA 606 S. OLIVE STREET #300 LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	EDUCATION: TEACHER TRAINING & PREP	50000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD. #1955 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	75000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED STATES CONFERENCE OF BISHOPS (CHRIST THE KING SCHOOL) 136 LOCUST STREET BURLINGTON, VT 05401	NONE	CATHOLIC CHURCH	EDUCATION:GENERAL/OTHE	30000.
UNIVERSITY OF SO CA 3375 S. HOOVER STREET, SUITE F-206 LOS ANGELES, CA 90089	NONE	UNIVERSITY	EDUCATON:COLLEGE AND CAREER ACCESS	50000.
UNUSUAL SUSPECTS 617 S.OLIVE ST.#812 CULVER CITY, CA 90014	NONE	PUBLIC CHARITY	ART:GENERAL/OTHER	35000.
USC ROSSIER SCHOOL OF EDUCATION 3470 TROUSDALE PARKWAY,WPH#701 LOS ANGELES, CA 90089	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS	50000.
VENICE ARTS IN NEIGHBORHOODS 610 CALIFORNIA AVENUE VENICE, CA 90291	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
VERMONT FOOD BANK 33 PARKER ROAD BARRE, VT 05641	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD AND SHELTER ASSISTANCE	100000.
WESTSIDE FOOD BANK 1710 22ND STREET SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:GENERAL/OTHER	100000.
WESTSIDE INFANT-FAMILY NETWORK 5721 W. SLAUSON AVE, SUITE 200 CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	50000.
WILMER FALL CHILDREN'S HOME 3811 OLD SHELL ROAD MOBILE, AL 36608	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
YWCA SANTA MONICA/WESTSIDE 2019 14TH STREET SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	35000.
<b>Total from continuation sheets</b>				

THE ANGELL FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	US BANK-CAMBIAR INV-SCHEDULE AVAILABLE ON REQUEST	P		
b	US BANK-CAMBIAR INV-SCHEDULE AVAILABLE ON REQUEST	P		
c	CNB-REED CONNER-SCHEDULE AVAILABLE ON REQUEST	P		
d	CNB-REED CONNER-SCHEDULE AVAILABLE ON REQUEST	P		
e	CNB-BDS-SCHEDULE AVAILABLE ON REQUEST	P		
f	CNB-BDS-SCHEDULE AVAILABLE ON REQUEST	P		
g	VOYAGER MANAGEMENT FUNDS-SCHEDULE AVAILABLE ON RE	P		
h	LAZARUS INVEST-NET GAINS	P		
i	LAZARUS INVEST 2-NET GAINS	P		
j	TIGER GLOBAL PIP IV-NET GAINS	P		
k	TIGER GLOBAL PIP V-NET GAINS	P		
l	GMT EXPLORATION-NET GAINS	P		
m	EL PASO PIPELINE PARTNERS-NET GAINS	P		
n	BUCKEYE PARTNERS-NET GAINS	P		
o	BREITBURN ENERGY PARTNERS-NET GAINS	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1294121.	1370664.	-76543.
b	2366353.	2284332.	82021.
c	862359.	858042.	4317.
d	1396931.	1129921.	267010.
e	1013994.	1026013.	-12019.
f	3798847.	3807403.	-8556.
g	5490044.	4870384.	619660.
h	10011.		10011.
i	31958.		31958.
j	53554.		53554.
k	10219.		10219.
l	307552.		307552.
m		167.	-167.
n		74.	-74.
o		243.	-243.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-76543.
b			82021.
c			4317.
d			267010.
e			-12019.
f			-8556.
g			619660.
h			10011.
i			31958.
j			53554.
k			10219.
l			307552.
m			-167.
n			-74.
o			-243.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GENESIS ENERGY LP-NET GAINS	P		
b FIREBIRD REPUBLIC FUND-NET GAINS	P		
c SANSAR CAPITAL HOLDINGS-NET GAINS	P		
d TEEKAY LNG PARTNERS-NET GAINS	P		
e PLAINS ALL AMER PIPELINE-NET GAINS	P		
f CNB #106321-SCHEDULE AVAILABLE ON REQUEST	P		
g SALE OF 5011 LLANO DRIVE	P		
h WELLS FARGO #2-SCHEDULE AVAILABLE ON REQUEST	P		
i WELLS FARGO #4416-SCHEDULE AVAILABLE ON REQUEST	P		
j CNB RE INV CORP	P		
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		320.	-320.
b	19775.		19775.
c		8420.	-8420.
d	51.		51.
e	25.		25.
f	14594000.	14608240.	-14240.
g	28223.	34657.	-6434.
h	1277151.	1736650.	-459499.
i	1874921.	2738154.	-863233.
j	600000.	600000.	0.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-320.
b			19775.
c			-8420.
d			51.
e			25.
f			-14240.
g			-6434.
h			-459499.
i			-863233.
j			0.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-43595.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

## 2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	120105SL		5.00	17	2831.			2831.	2831.		0.
2	FURNITURE	062906SL		7.00	17	785.			785.	560.		112.
3	EQUIPMENT	062906SL		5.00	17	75.			75.	75.		0.
4	FURNITURE	072506SL		7.00	17	1553.			1553.	999.		222.
5	FURNITURE	101806SL		7.00	17	325.			325.	207.		46.
6	FURNITURE	101806SL		7.00	17	460.			460.	297.		66.
7	TELEPHONE	090506SL		5.00	17	6533.			6533.	5881.		652.
8	COMPUTERS	100306SL		5.00	17	6046.			6046.	5441.		605.
9	MISC	121506SL		5.00	17	159.			159.	144.		15.
10	PRINTER	101806SL		5.00	17	433.			433.	391.		42.
11	FAX	101806SL		5.00	17	325.			325.	293.		32.
12	SCANNER	121907SL		5.00	17	832.			832.	581.		166.
13	GIFTS SOFTWARE	022008		60M	43	32957.			32957.	22051.		6591.
14	TELEPHONE	100909SL		7.00	16	1867.			1867.	467.		267.
15	PROJECTOR	122109SL		7.00	16	549.			549.	117.		78.
16	READERS	012110SL		5.00	17	1317.		659.	658.	181.		132.
17	SHREDDER	012110SL		7.00	17	511.		256.	255.	50.		36.
18	WEBDESIGN	060110SL		7.00	17	12854.		6427.	6427.	1033.		918.

128102  
05-01-11

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

## 2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	DESKS (2)	120509SL	SL	7.00	16	1612.			1612.	364.		230.
20	CONF TABLE	120509SL	SL	7.00	16	1097.			1097.	248.		157.
21	CONF TABLE CHAIRS	120509SL	SL	7.00	16	2616.			2616.	592.		374.
22	LUCITE BASE	020210SL	SL	7.00	17	220.		110.	110.	22.		16.
23	MISC (LR)	052110SL	SL	7.00	17	1209.		605.	604.	97.		86.
24	CHAIRS RECEIPT	022310SL	SL	7.00	17	1605.		803.	802.	158.		115.
25	FRAMING	050710SL	SL	7.00	17	1017.		509.	508.	82.		73.
26	COMPUTERS (2)	090811SL	SL	5.00	19B	3864.		3864.				3864.
	* TOTAL, 990-PF PG 1					83652.		13233.	70419.	43162.	0.	14895.
	DEPR & AMORT											

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AEROGROW INTL	20003.	0.	20003.
CNB	1462806.	0.	1462806.
FIRST TRUST DEEDS	6487.	0.	6487.
GOLDMAN SACHS	978.	0.	978.
MISCELLANEOUS	1.	0.	1.
REED CONNER (ARISTOTLE CAP)	54892.	0.	54892.
SADDLE SPRINGS	24000.	0.	24000.
US BANK- CAMBIAR	154652.	0.	154652.
WELLS FARGO	805703.	0.	805703.
TOTAL TO FM 990-PF, PART I, LN 4	2529522.	0.	2529522.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LAZARUS INV PARTNERS LLC	-56247.	-56247.	
PLAINS ALL AMERICAN PIPELINE	-8083.	-8083.	
ENTERPRISE PRODUCTS PART	0.	0.	
LAKEWOOD SOUTH INVESTORS	11708.	11708.	
FIREBIRD REPUBLICS FUND	16521.	16521.	
TIGER GLOBAL PRIVATE INVESTORS	387.	387.	
ABP PARTNERSHIP	861.	861.	
LEGACY RESERVES	4380.	4380.	
TIGER GLOBAL PRIVATE INVESTORS	-6430.	-6430.	
TEEKAY LNG PARTNERS	-3477.	-3477.	
GMT EXPLORATION	36346.	36346.	
ALLIANCE BERNSTEIN	0.	0.	
QR ENERGY	-4532.	-4532.	
LAZARUS 2 INV PARTNERS LLC	-77095.	-77095.	
EXTERRAN	-10784.	-10784.	
GENESIS ENERGY	-4615.	-4615.	
SANSAR CAPITAL HOLDINGS	-245.	-245.	
LINN ENERGY	-24843.	-24843.	
CYGNUS PROPERTY FUND I	-7758.	-7758.	
NORTHWEST HILLS ASSOCIATION	2000.	2000.	
BREITBURN ENERGY PARTNERS	-2798.	-2798.	
EL PASO PIPELINE PARTNERS	-7076.	-7076.	
REGENCY ENERGY PARTNERS	-7172.	-7172.	
BUCKEYE PARTNERS	-3521.	-3521.	
INERGY	-15778.	-15778.	
GMT EXPLORATION NORTH SLOPE	2129.	2129.	



## DIAMONDBACK FUND

1956.

1956.

TOTAL TO FORM 990-PF, PART I, LINE 11

-164166.

-164166.

## FORM 990-PF

## ACCOUNTING FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES/ACCTG	27300.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	27300.	0.		0.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT MANAGEMENT	72000.	0.		72000.
INVESTMENT MANAGEMENT	389417.	389417.		0.
PROGRAM EXPENSE	24979.	0.		24979.
ADVISORY COMMITTEE	6231.	0.		6231.
ADMINISTRATIVE FEES	18000.	0.		0.
COMPUTER FEES	6487.	0.		6487.
TO FORM 990-PF, PG 1, LN 16C	517114.	389417.		109697.

## FORM 990-PF

## TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	601.	601.		0.
TAXES WITHHELD ON DIVIDENDS	7149.	7149.		0.
PAYROLL TAXES	24067.	3000.		21067.
TO FORM 990-PF, PG 1, LN 18	31817.	10750.		21067.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SUBSCRIPTIONS AND PROF ASSN'S	16404.	0.		16404.	
OFFICE EXPENSE	15779.	3156.		12623.	
LIFE INSURANCE	45710.	0.		0.	
PARKING	7479.	0.		7479.	
INSURANCE	6985.	0.		6985.	
MISC	1195.	0.		1195.	
AMORTIZATION	6591.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	100143.	3156.		44686.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT OBLIGATIONS	X		42886332.	44061815.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			42886332.	44061815.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			42886332.	44061815.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE EQUITIES			44405692.	48392396.
TOTAL TO FORM 990-PF, PART II, LINE 10B			44405692.	48392396.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	18836580.	18743872.
TOTAL TO FORM 990-PF, PART II, LINE 10C	18836580.	18743872.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE ENTITIES	COST	2081148.	1982000.
OIL AND GAS	COST	1041581.	1710950.
PRIVATE PLACEMENTS	COST	771299.	754098.
PARTNERSHIPS	COST	1809725.	1582300.
TOTAL TO FORM 990-PF, PART II, LINE 13		5703753.	6029348.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2831.	2831.	0.
FURNITURE	785.	672.	113.
EQUIPMENT	75.	75.	0.
FURNITURE	1553.	1221.	332.
FURNITURE	325.	253.	72.
FURNITURE	460.	363.	97.
TELEPHONE	6533.	6533.	0.
COMPUTERS	6046.	6046.	0.
MISC	159.	159.	0.
PRINTER	433.	433.	0.
FAX	325.	325.	0.
SCANNER	832.	747.	85.
GIFTS SOFTWARE	32957.	28642.	4315.
TELEPHONE	1867.	734.	1133.
PROJECTOR	549.	195.	354.
READERS	1317.	972.	345.
SHREDDER	511.	342.	169.
WEBDESIGN	12854.	8378.	4476.
DESKS (2)	1612.	594.	1018.
CONF TABLE	1097.	405.	692.

## THE ANGELL FOUNDATION

01-0789717

CONF TABLE CHAIRS	2616.	966.	1650.
LUCITE BASE	220.	148.	72.
MISC (LR)	1209.	788.	421.
CHAIRS RECEPT	1605.	1076.	529.
FRAMING	1017.	664.	353.
COMPUTERS (2)	3864.	3864.	0.
TOTAL TO FM 990-PF, PART II, LN 14	83652.	67426.	16226.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	5862.	5862.	5862.
LIFE INS	99900.	179740.	179740.
SOFTWARE-NET OF AMORT	10906.	4315.	4315.
TO FORM 990-PF, PART II, LINE 15	116668.	189917.	189917.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PENSION CONTRIBUTION PAYABLE	12013.	18686.
TOTAL TO FORM 990-PF, PART II, LINE 22	12013.	18686.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT 14
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## EXPLANATION

DELAWARE HAS NO FILING REQUIREMENT.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 15

NAME OF CONTRIBUTOR

ADDRESS

ANGELL FAMILY TRUST

10880 WILSHIRE BLVD #920,  
LOS ANGELES, CA 90024

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PERRY ORETZKY  
10880 WILSHIRE BLVD #920  
LOS ANGELES, CA 90024

TELEPHONE NUMBER

310-475-9700

FORM AND CONTENT OF APPLICATIONS

INITIAL CONTACT LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE LIMITED TO AREAS OF FOCUS FOUND IN THE MISSION STATEMENT: YOUTH, EDUCATION, SPIRITUALITY, ARTS AND SOCIAL JUSTICE IN SOUTHERN CALIFORNIA AND NEW ENGLAND.

Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization 990-PF**  
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

**2011**Attachment  
Sequence No **179**

Name(s) shown on return

Business or activity to which this form relates

Identifying number

**THE ANGELL FOUNDATION****FORM 990-PF PAGE 1****01-0789717****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2000000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	3864.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1106.

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	3334.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs.	MM	S/L	

**Part IV Summary (See instructions)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	8304.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

118251-11 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2011)

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)  
**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

<b>24a</b> Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No		<b>24b</b> If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No						
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							<b>25</b>	
<b>26</b> Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
<b>27</b> Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							<b>28</b>	
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1								<b>29</b>

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.  
 If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)												
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year Add lines 30 through 32												
<b>34</b> Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use?		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2011 tax year:					
<b>43</b> Amortization of costs that began before your 2011 tax year					<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					<b>44</b>
					6591.
					6591.