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

**2011**

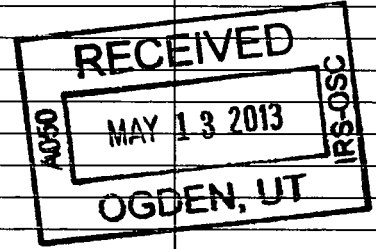
Department of the Treasury  
Internal Revenue Service

*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 <b>EDGERTON FOUNDATION</b>		A Employer identification number <b>91-2160742</b>
Number and street (or P O box number if mail is not delivered to street address) <b>9454 WILSHIRE BLVD, 4TH FLOOR</b>	Room/suite	B Telephone number <b>310-288-4272</b>
City or town, state, and ZIP code <b>BEVERLY HILLS, CA 90212</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>86,492,426.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		221,663.	221,663.		STATEMENT 1
4 Dividends and interest from securities		1,824,213.	1,824,213.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,006,995.			
b Gross sales price for all assets on line 6a <b>10,466,391.</b>					
7 Capital gain net income (from Part IV, line 2)			2,006,995.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		196,973.	196,973.		STATEMENT 3
12 Total. Add lines 1 through 11		4,249,844.	4,249,844.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,825.	0.		1,825.
b Accounting fees STMT 5		67,115.	26,846.		40,269.
c Other professional fees STMT 6		152,541.	152,541.		0.
17 Interest		7,000.	7,000.		0.
18 Taxes STMT 7		11,598.	11,598.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		345.	0.		345.
23 Other expenses STMT 8		1,861,097.	1,682,794.		173,730.
24 Total operating and administrative expenses. Add lines 13 through 23		2,101,521.	1,880,779.		216,169.
25 Contributions, gifts, grants paid		3,961,376.			3,961,376.
26 Total expenses and disbursements. Add lines 24 and 25		6,062,897.	1,880,779.		4,177,545.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,813,053.>			
b Net investment income (if negative, enter -0-)			2,369,065.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 15 2013 Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	154,859.	2,122,921.	2,122,921.
	2 Savings and temporary cash investments	1,327,508.	11,875.	11,875.
	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 ▶			
	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			
	b Investments - corporate stock <b>STMT 9</b>	32,521,148.	30,061,736.	29,378,691.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 10</b>	51,590,901.	51,171,295.	54,599,593.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶	2,984.	0.	0.	
15 Other assets (describe ▶ <b>STATEMENT 11</b> )	0.	379,346.	379,346.	
<b>16 Total assets (to be completed by all filers)</b>	<b>85,597,400.</b>	<b>83,747,173.</b>	<b>86,492,426.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <b>STATEMENT 12</b> )	68,309.	31,135.	
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>68,309.</b>	<b>31,135.</b>	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	70,990,812.	70,990,812.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	14,538,279.	12,725,226.		
<b>30 Total net assets or fund balances</b>	<b>85,529,091.</b>	<b>83,716,038.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>85,597,400.</b>	<b>83,747,173.</b>		

**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	85,529,091.
2 Enter amount from Part I, line 27a	2	<1,813,053.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	83,716,038.
5 Decreases not included in line 2 (itemize) ▶	5	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>83,716,038.</b>

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENTS			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 10,466,391.		8,459,396.	2,006,995.

(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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			2,006,995.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
<b>2</b> 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	2,006,995.
<b>3</b> 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	3,990,077.	88,986,351.	.044839
2009	4,105,266.	80,192,774.	.051192
2008	2,183,018.	78,922,605.	.027660
2007	4,691,771.	104,840,312.	.044752
2006	2,668,607.	107,592,615.	.024803

<b>2</b> Total of line 1, column (d)	2	.193246
<b>3</b> 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	.038649
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	93,882,903.
<b>5</b> Multiply line 4 by line 3	5	3,628,480.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	23,691.
<b>7</b> Add lines 5 and 6	7	3,652,171.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	4,177,545.

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)**

<p><b>1a</b> 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)</p>			
<p><b>b</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</p>		1	23,691.
<p><b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p>			
<p><b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p>		2	0.
<p><b>3</b> Add lines 1 and 2</p>		3	23,691.
<p><b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p>		4	0.
<p><b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-</p>		5	23,691.
<p><b>6 Credits/Payments:</b></p>			
<p><b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011</p>		6a	42,723.
<p><b>b</b> Exempt foreign organizations - tax withheld at source</p>		6b	
<p><b>c</b> Tax paid with application for extension of time to file (Form 8868)</p>		6c	
<p><b>d</b> Backup withholding erroneously withheld</p>		6d	
<p><b>7</b> Total credits and payments. Add lines 6a through 6d</p>		7	42,723.
<p><b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p>		8	
<p><b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b></p>		9	
<p><b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b></p>		10	19,032.
<p><b>11</b> Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>19,032.</b> <b>Refunded</b> <input checked="" type="checkbox"/></p>		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <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
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. <input type="checkbox"/> \$ <u>0.</u> <b>(2)</b> On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA, NV</u>		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>BRADFORD W. EDGERTON, M.D.</u> Telephone no. ► <u>310-288-4272</u> Located at ► <u>9454 WILSHIRE BLVD., 4TH FLOOR, BEVERLY HILLS, CA</u> ZIP+4 ► <u>90212</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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 ►		Yes	No 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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 all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
BRADFORD W. EDGERTON, M.D. 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212	PRESIDENT 20.00	0.	0.	0.
LOUISE D. EDGERTON 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212	SECRETARY/TREASURER 20.00	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
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. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GIBSON CAPITAL, LLC - 6600 BROOKTREE COURT, #2200, WEXFORD, PA 15090	INVESTMENT ADVISORY	134,108.
NSBN LLP - 9454 WILSHIRE BLVD, 4TH FLOOR, BEVERLY HILLS, CA 90212	ACCOUNTING SERVICES	67,115.

**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>N/A</b>	
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. Add lines 1 through 3</b> <span style="float: right;">▶</span>	<b>0.</b>

**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>	93,141,688.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,165,382.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	5,522.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	95,312,592.
<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>	95,312,592.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,429,689.
<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>	93,882,903.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,694,145.

**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>	4,694,145.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	23,691.
<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>	23,691.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	4,670,454.
<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>	4,670,454.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	4,670,454.

**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>	4,177,545.
<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>	4,177,545.
<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>	23,691.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	4,153,854.

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,670,454.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,933,166.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 4,177,545.				
a Applied to 2010, but not more than line 2a			3,933,166.	
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				244,379.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				4,426,075.
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	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				



**Part 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
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED GRANT SCHEDULE</p>				<p>3,961,376.</p>
<b>Total</b>			▶ <b>3a</b>	3,961,376.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>			▶ <b>3b</b>	0.





EDGERTON 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 BERNZOTT CAPITAL ADV. (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b FIDELITY (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
c VOYAGER ADVANTAGE (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
d SUMMIT PRIVATE INVESTMENT (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
e K-1 - RCP FUND II, LP	P	VARIOUS	VARIOUS
f K-1 - RCP FUND II, LP	P	VARIOUS	VARIOUS
g K-1 - RCP FUND II, LP	P	VARIOUS	VARIOUS
h K-1 - RCP FUND III, LP	P	VARIOUS	VARIOUS
i K-1 - RCP FUND III, LP	P	VARIOUS	VARIOUS
j K-1 - RCP FUND III, LP	P	VARIOUS	VARIOUS
k K-1 - RCP FUND IV, LP	P	VARIOUS	VARIOUS
l K-1 - RCP FUND IV, LP	P	VARIOUS	VARIOUS
m K-1 - RCP FUND IV, LP	P	VARIOUS	VARIOUS
n K-1 - RCP FUND V, LP	P	VARIOUS	VARIOUS
o K-1 - RCP FUND V, LP	P	VARIOUS	VARIOUS

(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 1,156,285.		773,315.	382,970.
b 4,514,140.		5,737,736.	<1,223,596.>
c 8,541.		10,769.	<2,228.>
d 2,000,000.		1,498,455.	501,545.
e		4,005.	<4,005.>
f 128,219.			128,219.
g		133.	<133.>
h 13,450.			13,450.
i 79,866.			79,866.
j		265.	<265.>
k		57,698.	<57,698.>
l 290,607.			290,607.
m		46,177.	<46,177.>
n		31,588.	<31,588.>
o 239,978.			239,978.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			382,970.
b			<1,223,596.>
c			<2,228.>
d			501,545.
e			<4,005.>
f			128,219.
g			<133.>
h			13,450.
i			79,866.
j			<265.>
k			<57,698.>
l			290,607.
m			<46,177.>
n			<31,588.>
o			239,978.

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

EDGERTON 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 K-1 - RCP FUND V, LP	P	VARIOUS	VARIOUS
b K-1 - PARK STREET CAPITAL FUND VI, LP	P	VARIOUS	VARIOUS
c K-1 - PARK STREET CAPITAL FUND VI, LP	P	VARIOUS	VARIOUS
d K-1 - PARK STREET CAPITAL FUND VI, LP	P	VARIOUS	VARIOUS
e K-1 - PARK STREET CAPITAL FUND VII, LP	P	VARIOUS	VARIOUS
f K-1 - PARK STREET CAPITAL FUND VII, LP	P	VARIOUS	VARIOUS
g K-1 - PARK STREET CAPITAL FUND VII, LP	P	VARIOUS	VARIOUS
h K-1 - PARK STREET CAPITAL FUND VIII, LP	P	VARIOUS	VARIOUS
i K-1 - PARK STREET CAPITAL FUND VIII, LP	P	VARIOUS	VARIOUS
j K-1 - PARK STREET CAPITAL FUND VIII, LP	P	VARIOUS	VARIOUS
k K-1 - PARK STREET CAPITAL NRF III, LP	P	VARIOUS	VARIOUS
l K-1 - PARK STREET CAPITAL NRF III, LP	P	VARIOUS	VARIOUS
m K-1 - PARK STREET CAPITAL NRF III, LP	P	VARIOUS	VARIOUS
n K-1 - PARK STREET CAPITAL NRF III, LP	P	VARIOUS	VARIOUS
o K-1 - PARK STREET CAPITAL NRF III, LP	P	VARIOUS	VARIOUS

(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		41.	<41.>
b	13,477.		13,477.
c	391,917.		391,917.
d	54,454.		54,454.
e	13,523.		13,523.
f	168,905.		168,905.
g	4,015.		4,015.
h	17,986.		17,986.
i	193,126.		193,126.
j	9,417.		9,417.
k	14,253.		14,253.
l	14,916.		14,916.
m	253.		253.
n	1,059.		1,059.
o	69.		69.

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			<41.>
b			13,477.
c			391,917.
d			54,454.
e			13,523.
f			168,905.
g			4,015.
h			17,986.
i			193,126.
j			9,417.
k			14,253.
l			14,916.
m			253.
n			1,059.
o			69.

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

EDGERTON 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 K-1 - PARK STREET CAPITAL NRF III, LP	P	VARIOUS	VARIOUS
b K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	P	VARIOUS	VARIOUS
c K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	P	VARIOUS	VARIOUS
d K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	P	VARIOUS	VARIOUS
e K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	P	VARIOUS	VARIOUS
f K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	P	VARIOUS	VARIOUS
g K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	P	VARIOUS	VARIOUS
h K-1 - HRJ CAPITAL VC V (FOREIGN), LP	P	VARIOUS	VARIOUS
i K-1 - HRJ CAPITAL VC V (FOREIGN), LP	P	VARIOUS	VARIOUS
j K-1 - PRIVATE EQUITY INV. FUND IV, LP	P	VARIOUS	VARIOUS
k K-1 - PRIVATE EQUITY INV. FUND IV, LP	P	VARIOUS	VARIOUS
l CAPITAL GAINS DIVIDENDS			
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 3,456.			3,456.
b 12,062.			12,062.
c 432,242.			432,242.
d		40.	<40.>
e 17,201.			17,201.
f 160,354.			160,354.
g		29.	<29.>
h		98.	<98.>
i		1,465.	<1,465.>
j 1,548.			1,548.
k		297,582.	<297,582.>
l 511,072.			511,072.
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			3,456.
b			12,062.
c			432,242.
d			<40.>
e			17,201.
f			160,354.
g			<29.>
h			<98.>
i			<1,465.>
j			1,548.
k			<297,582.>
l			511,072.
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	2,006,995.
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

FORM 990-PF PAGE 1

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation	

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CITY NATIONAL BANK ( 2 ACCOUNTS)	642.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	3,353.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	6,777.
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	625.
K-1 - PARK STREET CAPITAL FUND VI, LP	14,718.
K-1 - PARK STREET CAPITAL FUND VII, LP	32,590.
K-1 - PARK STREET CAPITAL FUND VIII, LP	42,766.
K-1 - PARK STREET CAPITAL FUND X, LP	3,661.
K-1 - PARK STREET CAPITAL NRF III, LP	2,236.
K-1 - PARK STREET CAPITAL NRF V, LP	96.
K-1 - PRIVATE EQUITY INV. FUND IV, LP	7,097.
K-1 - RCP FUND II, LP	7,674.
K-1 - RCP FUND III, LP	38,937.
K-1 - RCP FUND IV, LP	43,149.
K-1 - RCP FUND V, LP	17,321.
K-1 - RCP FUND VII, LP	21.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	221,663.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNZOTT CAPITAL ADVISOR	38,579.	0.	38,579.
CHARLES SCHWAB	17,310.	17,310.	0.
FIDELITY	1,418,549.	0.	1,418,549.
FIDELITY	493,762.	493,762.	0.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	4,121.	0.	4,121.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	4,987.	0.	4,987.
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	187.	0.	187.
K-1 - PARK STREET CAPITAL FUND VI, LP	34,395.	0.	34,395.
K-1 - PARK STREET CAPITAL FUND VII, LP	95,181.	0.	95,181.
K-1 - PARK STREET CAPITAL FUND VIII, LP	43,976.	0.	43,976.
K-1 - PARK STREET CAPITAL FUND X, LP	2.	0.	2.
K-1 - PARK STREET CAPITAL NRF III, LP	193.	0.	193.
K-1 - PRIVATE EQUITY INV. FUND IV, LP	12,279.	0.	12,279.

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K-1 - RCP FUND II, LP	16,736.	0.	16,736.
K-1 - RCP FUND III, LP	26,748.	0.	26,748.
K-1 - RCP FUND IV, LP	71,060.	0.	71,060.
K-1 - RCP FUND V, LP	57,220.	0.	57,220.
TOTAL TO FM 990-PF, PART I, LN 4	2,335,285.	511,072.	1,824,213.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 - PARK STREET CAPITAL FUND VII, LP	3,079.	3,079.	
K-1 - RCP FUND II, LP	16,792.	16,792.	
K-1 - PARK STREET CAPITAL FUND VI, LP	457.	457.	
K-1 - PARK STREET CAPITAL FUND VI, LP	34,361.	34,361.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	284.	284.	
K-1 - PRIVATE EQUITY INV FUND	9,617.	9,617.	
K-1 - RCP FUND III, LP	1,371.	1,371.	
K-1 - RCP FUND IV, LP	35,280.	35,280.	
K-1 - PARK STREET CAPITAL NRF III, LP	58,117.	58,117.	
K-1 - PARK STREET CAPITAL NRF III, LP	8.	8.	
K-1 - PARK STREET CAPITAL FUND VII, LP	38,763.	38,763.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	<22,288.>	<22,288.>	
K-1 - PARK STREET CAPITAL NRF III, LP	5,116.	5,116.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	2,172.	2,172.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	2,596.	2,596.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	1,256.	1,256.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	400.	400.	
K-1 - RCP FUND V, LP	<542.>	<542.>	
VARIOUS CLASS ACTION SETTLEMENTS	10,058.	10,058.	
K-1 - PARK STREET CAPITAL NRF V, LP	2.	2.	
K-1 - RCP FUND II, LP	73.	73.	
K-1 - RCP FUND VII, LP	1.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	196,973.	196,973.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,825.	0.		1,825.
TO FM 990-PF, PG 1, LN 16A	1,825.	0.		1,825.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	67,115.	26,846.		40,269.
TO FORM 990-PF, PG 1, LN 16B	67,115.	26,846.		40,269.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	152,541.	152,541.		0.
TO FORM 990-PF, PG 1, LN 16C	152,541.	152,541.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	10,824.	10,824.		0.
STATE TAXES FROM K-1S	774.	774.		0.
TO FORM 990-PF, PG 1, LN 18	11,598.	11,598.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKS & PUBLICATIONS	2,701.	0.		2,701.
COMPUTER SUPPLIES	4,552.	911.		3,641.
CONSULTING	26,000.	0.		26,000.
DUES	1,385.	0.		1,385.
INSURANCE	6,482.	0.		6,482.
INTERNET SERVICES	43,585.	8,717.		34,868.
LICENSE AND PERMITS	305.	0.		305.
MEALS	10,527.	0.		10,527.
OFFICE EXPENSE	6,210.	0.		6,210.
OUTSIDE SERVICES	27,318.	0.		27,318.
POSTAGE AND DELIVERY	3,249.	0.		3,249.
TELEPHONE	3,307.	0.		3,307.
TRAVEL	39,152.	0.		39,152.
NON-DEDUCTIBLE EXPENSES FROM K-1S	4,573.	0.		0.
BANK CHARGES	1,414.	0.		1,414.
RESEARCH	4,626.	0.		4,626.
STORAGE	1,500.	0.		1,500.
MISCELLANEOUS	1,018.	0.		1,018.
DEDUCTIONS - PORTFOLIO FROM PASSTHROUGH K-1S	1,468,135.	1,468,135.		0.
DEDUCTIONS - OTHER FROM PASSTHROUGH K-1S	205,031.	205,031.		0.
AUTO EXPENSES	27.	0.		27.
TO FORM 990-PF, PG 1, LN 23	1,861,097.	1,682,794.		173,730.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
T. ROWE PRICE	2,500.	2,561.	
BRIDGEWAY ULTRA-SMALL COMPANY MARKET FUND	3,664,169.	2,809,013.	
DFA U.S. SMALL CAP VALUE	2,939,290.	2,692,447.	
FAIRHOLME FUND	2,442.	2,953.	
HOTCHKIS & WILEY ALL CAP VALUE	2,886,530.	2,872,467.	
BERNZOTT CAPITAL ADVISORS - COMMON STOCK	2,662,698.	3,060,003.	
DFA REAL ESTATE SECURITIES	1,986,657.	2,248,620.	
MORGAN STANLEY INSTL US REAL ESTATE	0.	0.	
CREDIT SUISSE COMMODITY RETURN STRATEGY	0.	0.	
PIMCO COMMODITY REAL RETURN STRATEGY INS.	3,927,070.	3,924,292.	
CHARLES SCHWAB - COMMON STOCK	3,017,310.	3,236,669.	

DFA U.S. LARGE CAP VALUE	3,000,035.	2,859,592.
PARNASSUS SMALL CAP FUND	3,000,000.	2,559,859.
PIMCO REAL ESTATE REAL RETURN STRATEGY	2,973,035.	3,110,215.
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,061,736.	29,378,691.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	COST	5,456,416.	5,456,416.
PARK STREET CAPITAL VI, LP	COST	5,580,928.	5,580,928.
RCP FUND II, LP	COST	1,408,342.	1,408,342.
RCP FUND III, LP	COST	2,769,964.	2,769,964.
SUMMIT PRIVATE INV.	COST	10,797,779.	14,236,123.
VOYAGER ADVANTAGE	COST	18,687.	8,641.
PARK STREET CAPITAL VII, LP	COST	5,149,799.	5,149,799.
PRIVATE EQUITY INV FUND IV, LP	COST	3,384,517.	3,384,517.
BOOK/TAX DIFFERENCE - RCP FUND III, L.P.	COST	<1,306.>	<1,306.>
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VI, L.P.	COST	<1,289,525.>	<1,289,525.>
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CAPITAL VENTURES IV, L.P.	COST	<2,940,957.>	<2,940,957.>
BOOK/TAX DIFFERENCE - PRIVATE EQUITY INV. FUND IV, L.P.	COST	<774,792.>	<774,792.>
SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES IV	COST	510,947.	510,947.
SUSPENDED LOSSES - RCP FUND II	COST	303,840.	303,840.
SUSPENDED LOSSES - RCP FUND III	COST	472,120.	472,120.
SUSPENDED LOSSES - PARK ST. VI	COST	690,833.	690,833.
SUSPENDED LOSSES - PRIVATE EQUITY IV	COST	516,710.	516,710.
RCP FUND IV, LP	COST	3,755,965.	3,755,965.
RCP FUND V, LP	COST	3,337,165.	3,337,165.
PARK STREET CAPITAL NRF III, LP	COST	2,838,218.	2,838,218.
PARK STREET CAPITAL VIII, LP	COST	5,553,810.	5,553,810.
CAPITAL DYNAMICS CHAMPION VENTURES V, LP	COST	3,356,734.	3,356,734.
HRJ CAPITAL VC V (FOREIGN), LP	COST	897,125.	897,125.
BOOK/TAX DIFFERENCE - RCP FUND IV, L.P.	COST	14,076.	14,076.
SUSPENDED LOSSES - RCP FUND IV	COST	643,929.	643,929.
SUSPENDED LOSSES - PARK STREET NRF III, L.P.	COST	18,259.	18,259.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VII, L.P.	COST	<527,885.>	<527,885.>
SUSPENDED LOSSES - PARK ST. VII	COST	375,529.	375,529.
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	COST	<1,026,999.>	<1,026,999.>

SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	COST	215,665.	215,665.
BOOK/TAX DIFFERENCE - HRJ CAPITAL VC V (FOREIGN), L.P.	COST	<246,564.>	<246,564.>
SUSPENDED LOSSES - HRJ CAPITAL VC V(FOREIGN)	COST	101,022.	101,022.
BOOK/TAX DIFFERENCE - RCP FUND V, L.P.	COST	<4,756.>	<4,756.>
SUSPENDED LOSSES - RCP FUND V	COST	251,885.	251,885.
SUSPENDED LOSSES - PARK ST. VIII	COST	143,409.	143,409.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VIII, L.P.	COST	<1,222,078.>	<1,222,078.>
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL NRF III, L.P.	COST	<648,271.>	<648,271.>
RCP FUND VII, LP	COST	444,078.	444,078.
SUSPENDED LOSSES - RCP FUND VII LP	COST	507.	507.
PARK STREET CAPITAL NRF V, LP	COST	128,967.	128,967.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL NRF V, LP	COST	2,767.	2,767.
PARK STREET CAPITAL X, LP	COST	550,524.	550,524.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL X, LP	COST	14,110.	14,110.
SUSPENDED LOSSES - PARK STREET X, LP	COST	<198.>	<198.>
RCP FUND VIII, LP	COST	150,000.	150,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>51,171,295.</u>	<u>54,599,593.</u>

FORM 990-PF	OTHER ASSETS	STATEMENT 11	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID CREDIT CARD BALANCES	0.	379,346.	379,346.
TO FORM 990-PF, PART II, LINE 15	0.	379,346.	379,346.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD PAYABLE	68,309.	0.
PENDING PAYABLE FROM SECURITIES PURCHASED	0.	31,135.
TOTAL TO FORM 990-PF, PART II, LINE 22	<u>68,309.</u>	<u>31,135.</u>

Gibson Capital, LLC  
**REALIZED GAINS AND LOSSES**  
**Edgerton Foundation - Bernzott Capital Advisors**  
*From 07-01-11 Through 06-30-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss		
							Short Term	Long Term	
02-10-2011	07-05-2011	1,500 000	Immucor Inc.	30,340 40		40,455 12	10,114 72		
10-14-2010	07-05-2011	500 000	Immucor Inc.	8,596.80		13,485 04	4,888 24		
03-05-2009	07-05-2011	200 000	Sigma-Aldrich Corporation	6,568 80		14,841 18		8,272.38	
05-13-2009	07-05-2011	600 000	Towers Watson & Co	23,789.51		39,687 71		15,898 20	
07-01-2010	07-05-2011	200 000	Towers Watson & Co	7,716 68		13,229 24		5,512 56	
04-22-2009	07-13-2011	500 000	Perrigo Co.	12,019 60		45,984 21		33,964.61	
10-14-2010	08-19-2011	2,000 000	Immucor Inc. (Tendered)	34,387 20		54,000.00	19,612.80		
04-13-2010	08-31-2011	400 000	Church Dwight Co Inc	13,610 11		17,355 53		3,745.41	
09-17-2009	08-31-2011	500 000	Church Dwight Co Inc	14,034 27		21,694.42		7,660.15	
09-17-2009	09-07-2011	1,300.000	Church Dwight Co. Inc	36,489 11		55,746.58		19,257.47	
10-10-2008	09-07-2011	500.000	McCormick & Co Inc.	16,911 17		23,727.88		6,816.71	
08-05-2009	09-07-2011	1,000.000	McCormick & Co Inc.	32,199 00		47,455 75		15,256.75	
03-05-2009	09-07-2011	800.000	Sigma-Aldrich Corporation	26,275.20		49,598 16		23,322 96	
03-08-2010	11-22-2011	1,600 000	Liberty Media Corp. (Starz)	85,921 92		104,192.39		18,270.47	
06-08-2010	11-22-2011	400.000	Liberty Media Corp. (Starz)	20,228.63		26,048.10		5,819.47	
02-04-2009	12-09-2011	1,700.000	Arthur J Gallagher	31,632.86		55,168.59		23,535 73	
06-23-2008	01-31-2012	1,450 000	Cintas Corp.	38,321.36		53,845.11		15,523.75	
03-04-2010	01-31-2012	450.000	Cintas Corp.	11,401.24		16,710 55		5,309 30	
02-12-2008	02-03-2012	800.000	Mobile Mini Inc	11,661 44		18,040.29		6,378.85	
02-12-2008	02-06-2012	200.000	Mobile Mini Inc	2,915.36		4,450 78		1,535.42	
03-27-2009	02-06-2012	900 000	Mobile Mini Inc	10,543 80		20,028.49		9,484 69	
01-25-2011	02-22-2012	500.000	Newell Rubbermaid Inc.	8,966.15		9,439.63		473 48	
03-22-2010	02-22-2012	2,200.000	Newell Rubbermaid Inc.	33,970.50		41,534.35		7,563.85	
09-16-2008	03-27-2012	850.000	Total Sys Svcs, Inc.	15,146.19		19,554 87		4,408 68	
09-30-2008	03-27-2012	2,450.000	Total Sys Svcs, Inc.	38,528 09		56,364 02		17,835 93	
06-09-2008	05-11-2012	200.000	International Flavors & Fragrances, Inc.	8,373.00		11,624.42		3,251 42	
10-15-2008	05-11-2012	900 000	International Flavors & Fragrances, Inc	33,166 91		52,309.90		19,142 99	
10-09-2008	05-21-2012	400.000	Equifax Inc	11,032 05		17,985.32		6,953.27	
05-12-2008	05-21-2012	400 000	Henry Jack & Associates, Inc.	9,215 57		13,081 75		3,866 18	
04-06-2011	05-29-2012	500 000	PetSmart, Inc.	20,970.68		32,065 88		11,095.20	
12-10-2010	05-31-2012	300.000	Post Holdings Inc	5,840 24		8,886.08		3,045.84	
12-10-2010	06-05-2012	600.000	Ralcorp Holdings Inc.	31,983.22		37,464.52		5,481 30	
06-30-2010	06-06-2012	2,000.000	Iron Mountain Inc New	45,544 20		62,972.38		17,428.18	
10-09-2008	06-21-2012	700 000	Equifax Inc.	19,306 09		32,309.97		13,003.88	
04-06-2011	06-21-2012	200.000	PetSmart, Inc.	8,388.27		13,304.74		4,916.47	
02-07-2011	06-21-2012	175.000	PetSmart, Inc	7,319.34		11,641.65		4,322.31	
TOTAL GAINS								34,615 76	348,353.87
TOTAL LOSSES								0.00	0.00
				<b>773,314.97</b>	<b>0.00</b>	<b>1,156,284.60</b>	<b>34,615.76</b>	<b>348,353.87</b>	
TOTAL REALIZED GAIN/LOSS		382,969 63							
NO CAPITAL GAINS DISTRIBUTIONS									

Gibson Capital, LLC  
**REALIZED GAINS AND LOSSES**  
**Edgerton Foundation**  
*From 07-01-11 Through 06-30-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss		
							Short Term	Long Term	
06-29-2007	07-13-2011	9,680 321	DFA Real Estate Securities Portfolio	286,444 48		234,641 51		-51,802 97	
01-02-2008	07-13-2011	26,087 006	DFA Real Estate Securities Portfolio	607,311 71		632,323.49		25,011 78	
01-08-2007	07-13-2011	78,876 980	MSIF U.S. Real Estate Portfolio	2,189,215 88		1,250,179.16		-939,036 72	
01-02-2008	07-13-2011	52,749 361	MSIF U.S. Real Estate Portfolio	823,697 89		836,063.34		12,365 45	
10-12-2007	08-30-2011	31,545.741	Credit Suisse Commodity Return Strategy	369,400.63		300,000.00		-69,400 63	
10-12-2007	09-27-2011	53,851 355	Credit Suisse Commodity Return Strategy	630,599 37		460,967 60		-169,631.77	
01-02-2008	11-01-2011	35,698 349	DFA Real Estate Securities Portfolio	831,066.06		799,965.00		-31,101.06	
TOTAL GAINS								0.00	37,377.23
TOTAL LOSSES								0 00	-1,260,973 15
TOTAL REALIZED GAIN/LOSS				-1,223,595.92	5,737,736.02	0 00	4,514,140 10	0.00	-1,223,595.92
CAPITAL GAIN DISTRIBUTIONS									
	11-18-2011		Parnassus Small Cap Fund						80,176 06
	12-07-2011		PIMCO Real Estate Real Return Strategy I						18,912 85
	12-07-2011		PIMCO Real Estate Real Return Strategy I				86,325 63		
	12-07-2011		PIMCO Commodity Real Return Strategy Inst.						21,192 40
	12-07-2011		PIMCO Commodity Real Return Strategy Inst.				89,066.77		
	12-13-2011		DFA U.S Small Cap Value Portfolio						35,137.62
	12-14-2011		T. Rowe Price Mid-Cap Value Fund						85.44
	12-14-2011		T. Rowe Price Mid-Cap Value Fund				13 32		
	12-15-2011		Bridgeway Ultra-Small Company Market Fund						107,906.70
	12-16-2011		Hotchkis & Wiley All Cap Value Class I						16,134.98
	12-16-2011		Hotchkis & Wiley All Cap Value Class I				38,809.91		
TOTAL DISTRIBUTIONS				493,761.68			214,215 63		279,546.05
TOTAL GAIN/LOSS				-729,834 24			214,215.63		-944,049.87

Gibson Capital, LLC  
**REALIZED GAINS AND LOSSES**  
**Edgerton Foundation - Summit Private Investments Offshore, Ltd.**  
*From 07-01-11 Through 06-30-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss		
							Short Term	Long Term	
01-01-2005	03-30-2012	14,984 550	Summit Private Investments Offshore LTD.	1,498,455 00		2,000,000 00		501,545.00	
TOTAL GAINS							0 00	501,545 00	
TOTAL LOSSES							0.00	0 00	
TOTAL REALIZED GAIN/LOSS				501,545 00	1,498,455.00	0.00	2,000,000.00	0.00	501,545.00
NO CAPITAL GAINS DISTRIBUTIONS									

Gibson Capital, LLC  
**REALIZED GAINS AND LOSSES**  
***Edgerton Foundation - Voyager Advantage, Ltd.***  
*From 07-01-11 Through 06-30-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
12-31-2008	01-31-2012	101 287	Voyager Advantage, LTD. Redeeming Shares	10,768 84		8,541 47		-2,227 37
TOTAL GAINS							0 00	0.00
TOTAL LOSSES							0 00	-2,227 37
				10,768.84	0.00	8,541.47	0.00	-2,227.37
TOTAL REALIZED GAIN/LOSS		-2,227 37						
NO CAPITAL GAINS DISTRIBUTIONS								

# Edgerton Foundation Grants

July 2011 to June 30, 2012

	Foundation Status of Recipient	Purpose of Grant or Contribution	Recipient Relationship	Amount
01	Public Charity	Public Support of Organization Mission	None	53,000 00
	Public Charity	Public Support of Organization Mission	None	10,000 00
	Public Charity	Public Support of Organization Mission	None	32,000 00
	Public Charity	Public Support of Organization Mission	None	27,000 00
	Public Charity	Public Support of Organization Mission	None	12,000.00
	Public Charity	Public Support of Organization Mission	None	1,000.00
	Public Charity	Public Support of Organization Mission	None	22,000 00
	Public Charity	Public Support of Organization Mission	None	1,000 00
	Public Charity	Public Support of Organization Mission	None	1,000 00
	Public Charity	Public Support of Organization Mission	None	1,000 00
	Public Charity	Public Support of Organization Mission	None	10,000 00
	Public Charity	Public Support of Organization Mission	None	2,187,000 00
	Public Charity	Public Support of Organization Mission	None	5,000 00
	Public Charity	Public Support of Organization Mission	None	2,000 00
	Public Charity	Public Support of Organization Mission	None	10,000 00
	Public Charity	Public Support of Organization Mission	None	41,200 00
	Public Charity	Public Support of Organization Mission	None	6,000.00
	Public Charity	Public Support of Organization Mission	None	10,100 00
	Public Charity	Public Support of Organization Mission	None	28,000 00
	Public Charity	Public Support of Organization Mission	None	11,000 00
	Public Charity	Public Support of Organization Mission	None	1,000 00
	Public Charity	Public Support of Organization Mission	None	2,000 00
	Public Charity	Public Support of Organization Mission	None	14,251 00
	Public Charity	Public Support of Organization Mission	None	27,000 00
	Public Charity	Public Support of Organization Mission	None	21,000 00
	Public Charity	Public Support of Organization Mission	None	14,000 00
	Public Charity	Public Support of Organization Mission	None	1,000 00
	Public Charity	Public Support of Organization Mission	None	9,000 00
	Public Charity	Public Support of Organization Mission	None	2,000 00
	Public Charity	Public Support of Organization Mission	None	154,500 00

# Edgerton Foundation Grants

July 2011 to June 30, 2012

	Foundation Status of Recipient	Purpose of Grant or Contribution	Recipient Relationship	Amount
York, NY, 10024	Public Charity	Public Support of Organization Mission	None	1,000 00
	Public Charity	Public Support of Organization Mission	None	37,000 00
	Public Charity	Public Support of Organization Mission	None	35,000 00
	Public Charity	Public Support of Organization Mission	None	11,000 00
	Public Charity	Public Support of Organization Mission	None	17,000 00
IL, 60611	Public Charity	Public Support of Organization Mission	None	140,000 00
0012	Public Charity	Public Support of Organization Mission	None	28,000 00
0036	Public Charity	Public Support of Organization Mission	None	36,000.00
	Public Charity	Public Support of Organization Mission	None	42,000 00
	Public Charity	Public Support of Organization Mission	None	25,000 00
	Public Charity	Public Support of Organization Mission	None	11,000 00
	Public Charity	Public Support of Organization Mission	None	18,000 00
	Public Charity	Public Support of Organization Mission	None	3,000 00
	Public Charity	Public Support of Organization Mission	None	12,000 00
	Public Charity	Public Support of Organization Mission	None	80,000 00
	Public Charity	Public Support of Organization Mission	None	70,000 00
	Public Charity	Public Support of Organization Mission	None	129,500 00
CA, 90017	Public Charity	Public Support of Organization Mission	None	101,250 00
	Public Charity	Public Support of Organization Mission	None	9,000 00
	Public Charity	Public Support of Organization Mission	None	11,000 00
	Public Charity	Public Support of Organization Mission	None	15,000 00
	Public Charity	Public Support of Organization Mission	None	41,000 00
	Public Charity	Public Support of Organization Mission	None	5,000 00
	Public Charity	Public Support of Organization Mission	None	51,000 00
90401	Public Charity	Public Support of Organization Mission	None	30,900.00
	Public Charity	Public Support of Organization Mission	None	8,000 00
	Public Charity	Public Support of Organization Mission	None	86,025.00
326	Public Charity	Public Support of Organization Mission	None	15,000.00
012	Public Charity	Public Support of Organization Mission	None	7,650 00
	Public Charity	Public Support of Organization Mission	None	48,000 00

**Edgerton Foundation  
Grants**

July 2011 to June 30, 2012

	Foundation Status of Recipient	Purpose of Grant or Contribution	Recipient Relationship	Amount
397	Public Charity	Public Support of Organization Mission	None	25,000 00
398	Public Charity	Public Support of Organization Mission	None	11,000 00
399	Public Charity	Public Support of Organization Mission	None	38,000 00
400	Public Charity	Public Support of Organization Mission	None	11,000 00
401	Public Charity	Public Support of Organization Mission	None	18,000 00
402	Public Charity	Public Support of Organization Mission	None	9,000 00
403	Public Charity	Public Support of Organization Mission	None	9,000 00
				<u><u>3,961,376.00</u></u>

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box [X]
If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Form with fields for Name of exempt organization (EDGERTON FOUNDATION), Employer identification number (EIN) (91-2160742), Number, street, and room or suite no. (9454 WILSHIRE BLVD, 4TH FLOOR), Social security number (SSN), and City, town or post office, state, and ZIP code (BEVERLY HILLS, CA 90212).

Enter the Return code for the return that this application is for (file a separate application for each return) [0][4]

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Includes forms 990, 990-BL, 990-EZ, 990-PF, 990-T (sec. 401(a) or 408(a) trust), and 990-T (trust other than above).

BRADFORD W. EDGERTON, M.D.

- The books are in the care of [ ] 9454 WILSHIRE BLVD., 4TH FLOOR - BEVERLY HILLS, CA 90212 Telephone No. [ ] 310-288-4272 FAX No. [ ]
If the organization does not have an office or place of business in the United States, check this box [ ]
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) [ ] . If this is for the whole group, check this box [ ] . If it is for part of the group, check this box [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for: [ ] calendar year [ ] or [X] tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

Table with 3 columns: Description, 3a, 3b, 3c. Includes tentative tax (42,723), refundable credits (42,723), and balance due (0).

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Handwritten mark 'e'

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions <b>EDGERTON FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>91-2160742</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O NSBN LLP - 9454 WILSHIRE BLVD., 4TH FLOOR</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BEVERLY HILLS, CA 90212</b>	

**COPY**

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**BRADFORD W. EDGERTON, M.D.**

• The books are in the care of  **9454 WILSHIRE BLVD., 4TH FLOOR - BEVERLY HILLS, CA 90212**  
Telephone No.  **310-288-4272** FAX No.

• If the organization does not have an office or place of business in the United States, check this box   
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **MAY 15, 2013**.

5 For calendar year , or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

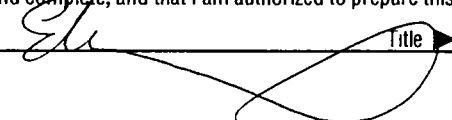
6 If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	<b>42,723</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	<b>42,723</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature   Title  **CPA** Date  **1/30/13**

Form 8868 (Rev 1-2012)