Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 7/01 **, 2011, and ending** 6/30 **, 2012**

THE PATRON SAINTS FOUNDATION
260 S. LOS ROBLES AVENUE, STE 201
PASADENA, CA 91101

A Employer identification number
95-3484257

B Telephone number (see the instructions)
626-564-0444

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ►$ 10,512,632.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	63,854.	63,854.	N/A	
	4	Dividends and interest from securities	175,067.	175,067.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	23,906.			
	b	Gross sales price for all assets on line 6a 3,400,141.				
	7	Capital gain net income (from Part IV, line 2)		23,906.		
	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/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	262,827.	262,827.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	77,825.			77,825.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	4,670.			4,670.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	9,750.			9,750.
	c	Other prof fees (attach sch) SEE ST 2	53,831.	53,831.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	8,862.	3,215.		6,129.
	19	Depreciation (attach sch) and depletion	697.			
	20	Occupancy	8,544.			8,544.
	21	Travel, conferences, and meetings	550.			550.
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	13,527.			13,525.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	178,256.	57,046.		120,993.
	25	Contributions, gifts, grants paid PART XV	509,713.			509,713.
	26	**Total expenses and disbursements.** Add lines 24 and 25	687,969.	57,046.		630,706.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-425,142.			
	b	**Net investment income** (if negative, enter -0-)		205,781.		
	c	**Adjusted net income** (if negative, enter -0-)				

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12P

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	113,914.	67,366.	67,366.
	3	Accounts receivable ►			
		Less· allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less· allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less. allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,748.	5,879.	5,879.
	10a	Investments – U S and state government obligations (attach schedule)	3,457,964.	252,787.	252,787.
	b	Investments – corporate stock (attach schedule)	7,600,063.	8,016,764.	8,016,764.
	c	Investments – corporate bonds (attach schedule)		2,146,650.	2,146,650.
	11	Investments – land, buildings, and equipment· basis ►			
		Less· accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment. basis ► 7,853.			
		Less accumulated depreciation (attach schedule) SEE STMT 5 ► 4,884.	732.	2,969.	2,969.
	15	Other assets (describe ► SEE STATEMENT 6)	18,401.	20,217.	20,217.
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	11,193,822.	10,512,632.	10,512,632.
LIABILITIES	17	Accounts payable and accrued expenses		455.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 7)	36,849.	34,310.	
	23	**Total liabilities** (add lines 17 through 22)	36,849.	34,765.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	11,156,973.	10,477,867.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	11,156,973.	10,477,867.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,193,822.	10,512,632.	

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	11,156,973.
2	Enter amount from Part I, line 27a	2	-425,142.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	10,731,831.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 8	5	253,964.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,477,867.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	SEE STATEMENT 9			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	23,906.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	417.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (column (b) divided by column (c))
2010	519,472.	10,766,199.	0.048250
2009	592,123.	10,290,519.	0.057541
2008	592,160.	10,130,774.	0.058452
2007	631,363.	12,393,556.	0.050943
2006	581,244.	11,354,087.	0.051192

2	**Total** of line 1, column (d)	2	0.266378
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053276
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,662,843.
5	Multiply line 4 by line 3	5	568,074.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,058.
7	Add lines 5 and 6	7	570,132.
8	Enter qualifying distributions from Part XII, line 4	8	630,706.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	2,058.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	2,058.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,058.
6	Credits/Payments.				
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,000.		
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	5,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	2,942.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►	2,942.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► WWW.PATRONSAINTSFOUNDATION.ORG

14 The books are in care of ► KATHLEEN T. SHANNON Telephone no ► 626-564-0444

Located at ► 260 S LOS ROBLES AVE STE 201 PASADENA CA ZIP + 4 ► 91101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☒ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☒ **No**

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 10		77,825.	4,670.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
CHELSEA MANAGEMENT COMPANY 444 S FLOWER ST, STE 2340 LOS ANGELES, CA 90071	INVESTMENT COUNSEL	53,831.
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 N/A	
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:				
a	Average monthly fair market value of securities			1a	10,365,268.
b	Average of monthly cash balances			1b	440,853.
c	Fair market value of all other assets (see instructions)			1c	19,100.
d	**Total** (add lines 1a, b, and c)			1d	10,825,221.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	10,825,221.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	162,378.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	10,662,843.
6	**Minimum investment return.** Enter 5% of line 5			6	533,142.

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

1	Minimum investment return from Part X, line 6			1	533,142.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,058.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,058.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	531,084.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	531,084.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	531,084.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	630,706.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	630,706.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,058.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	628,648.

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					531,084.
2 Undistributed income, if any, as of the end of 2011.					
a Enter amount for 2010 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011.					
a From 2006					
b From 2007					
c From 2008	18,601.				
d From 2009	83,147.				
e From 2010					
f **Total** of lines 3a through e		101,748.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 630,706.					
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					531,084.
e Remaining amount distributed out of corpus		99,622.			
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:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		201,370.			
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 instructions				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) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		201,370.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008	18,601.				
c Excess from 2009	83,147.				
d Excess from 2010					
e Excess from 2011	99,622.				

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)

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines·

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				
Total			► **3a**	509,713.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	63,854.	
4 Dividends and interest from securities			14	175,067.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	23,906.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				262,827.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 262,827.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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

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

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

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

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: 10-23-2012 — Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK J. BOWLER		9/20/12		P00008092

Firm's name ► JENKINS BOWLER LLP

Firm's EIN ► 95-2131722

Firm's address ► 626 S LAKE AVE
PASADENA, CA 91106-3918

Phone no (626) 792-2179

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 9,750.			$ 9,750.
TOTAL	$ 9,750.	$ 0.		$ 9,750.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSEL FEES	$ 53,831.	$ 53,831.		
TOTAL	$ 53,831.	$ 53,831.		$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEFERRED EXCISE TAX BENEFIT	$ -2,540.			
EXCISE TAX EXPENSE	2,058.			
FOREIGN TAXES	3,215.	$ 3,215.		
PAYROLL TAXES	6,129.			$ 6,129.
TOTAL	$ 8,862.	$ 3,215.		$ 6,129.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
401(K) ADMINISTRATION EXPENSES	$ 1,525.			$ 1,525.
INSURANCE	3,501.			3,501.
OFFICE EXPENSE	5,034.			5,033.
POSTAGE	302.			302.
PRINTING	1,768.			1,768.
TAXES AND LICENSES	128.			127.
TELEPHONE	1,269.			1,269.
TOTAL	$ 13,527.	$ 0.		$ 13,525.

STATEMENT 5
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 3,158.	$ 2,683.	$ 475.	$ 474.
MACHINERY AND EQUIPMENT	4,695.	2,201.	2,494.	2,495.
TOTAL	$ 7,853.	$ 4,884.	$ 2,969.	$ 2,969.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INCOME	$ 19,100.	$ 19,100.
DEPOSITS	1,117.	1,117.
TOTAL	$ 20,217.	$ 20,217.

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

DEFERRED TAX LIABILITY	$ 34,310.
TOTAL	$ 34,310.

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET UNREALIZED LOSS ON INVESTMENTS	$ 253,964.
TOTAL	$ 253,964.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	200000 FHLB 3.400%, DUE 7/7/14	PURCHASED	6/25/2009	7/07/2011
2	225000 FNMA 2.000%, DUE 2/23/15	PURCHASED	2/02/2011	7/15/2011
3	500000 FNMA 2.050%, DUE 11/14/13	PURCHASED	4/19/2010	7/15/2011
4	500000 FNMA 2.200%, DUE 10/28/13	PURCHASED	4/12/2010	7/15/2011
5	300000 FNMA 2.000%, DUE 10/27/14	PURCHASED	7/09/2010	7/15/2011
6	150000 FNMA 1.250%, DUE 10/25/13	PURCHASED	1/03/2011	7/25/2011
7	250000 FFCB 1.000%, DUE 5/8/14	PURCHASED	10/29/2010	8/22/2011
8	350000 FHLB 1.300%, DUE 8/12/13	PURCHASED	7/12/2010	8/12/2011

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
9	100000 FHLB 1.300%, DUE 11/10/14	PURCHASED	10/26/2010	9/07/2011
10	400000 FHLB 2.050%, DUE 1/13/12	PURCHASED	1/08/2009	1/13/2012
11	225000 FHLB 1.150%, DUE 11/22/13	PURCHASED	2/02/2011	2/22/2012
12	3000 BP PLC SPONS ADR	PURCHASED	5/03/2010	5/01/2012
13	2164 PHILLIPS 66	PURCHASED	VARIOUS	6/07/2012
14	BOA SETTLEMENT	PURCHASED	VARIOUS	9/20/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	200,000.		200,000.	0.				$ 0.
2	225,417.		225,000.	417.				417.
3	501,025.		500,000.	1,025.				1,025.
4	500,895.		500,000.	895.				895.
5	299,995.		300,000.	-5.				-5.
6	150,000.		150,000.	0.				0.
7	250,000.		250,000.	0.				0.
8	350,000.		350,000.	0.				0.
9	100,000.		100,000.	0.				0.
10	400,000.		400,000.	0.				0.
11	225,000.		225,000.	0.				0.
12	128,291.		146,945.	-18,654.				-18,654.
13	69,420.		29,290.	40,130.				40,130.
14	98.		0.	98.				98.
							TOTAL	$ 23,906.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
KATHLEEN T. SHANNON 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	EXECUTIVE DIREC 27.00	$ 77,825.	$ 4,670.	$ 0.
SUSAN KANE 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.
CHARLES CARROLL 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.
THOMAS COLLINS 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
J BENJAMIN EARL 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	TREASURER 1.00	$ 0.	$ 0.	$ 0.
KATHRYN MEAGHER 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.
JOHN GURLEY 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.
BRYAN HERRMANN 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.
MARGARET LANDRY 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	PRESIDENT-ELECT 1.00	0.	0.	0.
NATHAN LEWIS 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	SECRETARY 1.00	0.	0.	0.
BRITTON MCCONNELL 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.
DOROTHY MCVANN 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	TREASURER 1.00	0.	0.	0.
SALLY SIMMS 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	PRESIDENT 1.00	0.	0.	0.
JOSEPH SKEEHAN 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	PAST PRESIDENT 1.00	0.	0.	0.
DEBRA SPIEGEL 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.
SHARON THRALLS 260 S LOS ROBLES AVE SUITE 201 PASADENA, CA 91101	DIRECTOR 1.00	0.	0.	0.
	TOTAL	$ 77,825.	$ 4,670.	$ 0.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	KATHLEEN T. SHANNON
CARE OF:	THE PATRON SAINTS FOUNDATION
STREET ADDRESS:	260 S. LOS ROBLES, SUITE 201
CITY, STATE, ZIP CODE:	PASADENA, CA 91101
TELEPHONE:	(626) 564-0444
FORM AND CONTENT:	SEE ATTACHED
SUBMISSION DEADLINES:	FIRST FRIDAY IN MARCH AND OCTOBER
RESTRICTIONS ON AWARDS:	THE PATRON SAINTS FOUNDATION IS A PRIVATE FOUNDATION THAT PROVIDES GRANTS TO PUBLIC CHARITIES THAT IMPROVE THE HEALTH OF INDIVIDUALS RESIDING IN THE WEST SAN GABRIEL VALLEY THROUGH HEALTH CARE PROGRAMS THAT ARE CONSISTENT WITH THE MORAL AND RELIGIOUS TEACHINGS OF THE ROMAN CATHOLIC CHURCH.

GRANTS ARE MADE TO QUALIFIED PUBLIC CHARITIES TO SPONSOR CHARITABLE, SCIENTIFIC OR EDUCATIONAL HEALTH CARE PROGRAMS WHICH ARE NOT INCONSISTENT WITH THE MORAL AND RELIGIOUS TEACHINGS OF THE ROMAN CATHOLIC CHURCH. FUNDING FOR HEALTH CARE PROJECTS IS AVAILABLE IN THE FOLLOWING CATEGORIES IN ORDER OF PRIORITY:

1. COMMUNITY HEALTH SERVICES (DIRECT SERVICES)
2. COMMUNITY HEALTH CARE EDUCATION
3. CAPITAL EXPENDITURES
4. EQUIPMENT & SUPPLIES
5. MEDICAL RESEARCH

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
AIDS SERVICE CENTER 909 S FAIR OAKS AVENUE PASADENA, CA 91105	N/A	501(C)	FOR HOME BASED SERVICES FOR HIV/AIDS PATIENTS	$ 15,000.
CONVALESCENT AID SOCIETY 3255 E FOOTHILL BLVD PASADENA, CA 91107	N/A	501(C)	FOR MEDICAL EQUIPMENT FOR PROGRAM USE	20,000.
DESCANSO GARDENS GUILD 1418 DESCANSO DRIVE LA CANADA FLINTRIDGE, CA 91011	N/A	501(C)	FOR HEALTHY FOODS, HEALTHY FAMILIES PROGRAM	10,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
DOOR OF HOPE 669 N LOS ROBLES AVE PASADENA, CA 91101	N/A	501(C)	FOR MENTAL HEALTH COUNSELING PROGRAM	$ 20,000.
ELIZABETH HOUSE PO BOX 94077 PASADENA, CA 91109	N/A	501(C)	FOR HEALTH SERVICES PROGRAM	20,000.
FRIENDS OUTSIDE IN LOS ANGELES COUNTY 464 E WALNUT STREET PASADENA, CA 91101	N/A	501(C)	FOR AFTER-SCHOOL CHILDREN'S PROGRAM	10,000.
GIRLS ON THE RUN OF LOS ANGELES COUNTY 556 S FAIR OAKS AVE, SUITE 101-307 PASADENA, CA 91105	N/A	501(C)	FOR PROGRAM AND VOLUNTEER COORDINATOR	15,000.
HEAR CENTER 301 E DEL MAR BLVD PASADENA, CA 91101	N/A	501(C)	FOR COMMUNITY ACCESS PROGRAM	15,000.
HILLSIDES 940 AVENUE 64 PASADENA, CA 91105	N/A	501(C)	FOR MENTAL AND PREVENTIVE HEALTH SERVICES PROGRAM	15,000.
JOURNEY HOUSE 1232 N LOS ROBLES AVENUE PASADENA, CA 91104	N/A	501(C)	FOR MEDICAL ASSISTANCE FOR FOSTER YOUTH	10,000.
LOS ANGELES REGIONAL FOODBANK 1734 E 41ST STREET LOS ANGELES, CA 90058	N/A	501(C)	FOR FOOD DISTRIBUTION PROGRAM	15,000.
METHODIST HOSPITAL OF SOUTHERN CA 300 W HUNTINGTON DRIVE ARCADIA, CA 91007	N/A	501(C)	FOR MEDICAL EQUIPMENT	25,000.
MOTHERS' CLUB FAMILY LEARNING CENTER 980 N FAIR OAKS AVENUE PASADENA, CA 91103	N/A	501(C)	FOR BILINGUAL MENTAL HEALTH SERVICES PROGRAM	20,000.
PASADENA CITY COLLEGE FOUNDATION 1570 E COLORADO BLVD PASADENA, CA 91106	N/A	501(C)	FOR TRAINING EQUIPMENT FOR NURSING SKILLS LAB	13,613.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
PASADENA POLICE FOUNDATION 207 N GARFIELD AVE PASADENA, CA 91101	N/A	501(C)	FOR YOUTH ACCOUNTABILITY BOARD DRUG TESTING PROGRAM	$ 2,500.
SPECIAL OLYMPICS OF SOUTHERN CALIFORNIA PO BOX 94949 PASADENA, CA 91109	N/A	501(C)	FOR HEALTH AND FITNESS PROGRAMS	10,000.
VILLA ESPERANZA SERVICES 2060 E VILLA STREET PASADENA, CA 91107	N/A	501(C)	FOR SPEECH AND LANGUAGE CENTER	20,000.
YOUNG AND HEALTHY PO BOX 93397 PASADENA, CA 91109	N/A	501(C)	FOR COMPREHENSIVE DENTAL HEALTH SERVICES	35,000.
ASCENDING LIGHTS LEADERSHIP NETWORK 2415 SHOREDALE AVE. LINCOLN HEIGHTS, CA 90031	N/A	501(C)(3)	FUNDS FOR MEDICAL SUPPORT SERVICES	5,000.
BRAILLE INSTITUTE 741 N. VERMONT AVE. LOS ANGELES, CA 90029	N/A	501(C)(3)	OUTREACH SERVICES FOR BLIND AND VISUALLY IMPAIRED RESIDENTS	10,000.
CANCER SUPPORT COMMUNITY PASADENA 200 E. DEL MAR BLVD, #118 PASADENA, CA 91105	N/A	501(C)(3)	FUNDS FOR UNDERWRITING 3 WEEKLY CANCER SUPPORT GROUPS	24,000.
CITY OF PASADENA PUBLIC HEALTH DEPT 1845 N. FAIR OAKS AVENUE, #1110 PASADENA, CA 91103	N/A	501(C)(3)	DENTAL CLINIC PROJECT	30,000.
EPISCOPAL HOME COMMUNITIES 1111 S. ARROYO BLVD #230 PASADENA, CA 91105	N/A	501(C)(3)	END OF LIFE VIGIL COMPANIONS	15,000.
FLINTRIDGE CENTER 236 W. MOUNTAIN STREET #106 PASADENA, CA 91103	N/A	501(C)(3)	CASE MANAGEMENT FOR APPRENTICESHIP PREPARATION PROGRAM	15,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
GRANDVIEW FOUNDATION 1230 N. MARENGO AVENUE PASADENA, CA 91103	N/A	501(C)(3)	EXPANSION OF HOURS FOR MARRIAGE AND FAMILY THERAPISTS	$ 10,000.
HATHAWAY-SYCAMORES CHILD & FAMILY SVCS 210 S. DELACEY AVENUE #110 PASADENA, CA 91105	N/A	501(C)(3)	MEDICAL MATERIALS AND SUPPLIES	10,000.
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012	N/A	501(C)(3)	SUPPORT FOR PARTIAL SALARY OF JUNIOR STAFF IN MENTAL HEALTH DEPARTMENT	15,000.
HUNTINGTON MEDICAL RESEARCH INSTITUTE 734 FAIRMOUNT AVENUE PASADENA, CA 91105	N/A	501(C)(3)	CANCER GENETICS LABORATORY EQUIPMENT	15,000.
JEWISH FAMILY SERVICE OF LOS ANGELES 3580 WILSHIRE BLVD, #700 LOS ANGELES, CA 90010	N/A	501(C)(3)	PAINT AND FURNISHING FOR COUNSELING ROOMS AND BUNGALOWS	15,000.
MONTE VISTA GROVE HOMES 2889 SAN PASQUAL STREET PASADENA, CA 91107	N/A	501(C)(3)	INSTALLATION OF AUTOMATIC DOORS AND RE-SURFACE EXTERIOR RAMP	10,000.
ST VINCENT MEDICAL CENTER 2200 W. THIRD STREET, SUITE 500 LOS ANGELES, CA 90057	N/A	501(C)(3)	SAN GABRIEL VALLEY LIVER CANCER PREVENTION PROGRAM	15,000.
THE GOODEN CENTER 191 N. EL MOLINO AVENUE PASADENA, CA 91101	N/A	501(C)(3)	PURCHASE NEW MATTRESS, BOX SPRINGS, AND PROTECTIVE COVERS	15,000.
VERDUGO HILLS HOSPITAL FOUNDATION 1812 VERDUGO BLVD GLENDALE, CA 91208	N/A	501(C)(3)	PURCHASE 2 PATIENT VITAL SIGNS MONITORS FOR INFANTS	14,600.
			TOTAL	$ 509,713.