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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

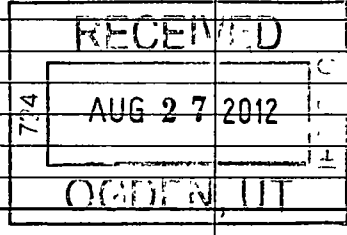
For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation THE B & B FOUNDATION		A Employer identification number 95-4419555
Number and street (or P O box number if mail is not delivered to street address) Room/suite		B Telephone number (see instructions) (805) 969-8577
P.O. BOX 50802		
City or town, state, and ZIP code SANTA BARBARA, CA 93150		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 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) ▶ \$ 2,324,388.		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 (attach schedule) if the foundation is not required to attach Sch B				
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments	28.	28.		ATCH 1
	4 Dividends and interest from securities	55,068.	55,068.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	102,738.			
	b Gross sales price for all assets on line 6a	1,534,742.			
	7 Capital gain net income (from Part IV, line 2)		102,738.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	157,834.	157,834.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	2,050.	2,050.		
	c Other professional fees (attach schedule) *	12,654.	12,654.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	3,990.	152.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	977.	977.		
	24 Total operating and administrative expenses. Add lines 13 through 23	19,671.	15,833.		
	25 Contributions, gifts, grants paid	116,540.			116,540.
26 Total expenses and disbursements. Add lines 24 and 25	136,211.	15,833.	0	116,540.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	21,623.				
b Net investment income (if negative, enter -0-)		142,001.			
c Adjusted net income (if negative, enter -0-)					



SCANNED AUG 29 2012 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 (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	167,625.	99,925.	99,925.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule). * *	811,768.	278,763.	286,415.
	b	Investments - corporate stock (attach schedule) ATCH 8	829,164.	1,384,656.	1,568,552.
	c	Investments - corporate bonds (attach schedule) ATCH 9	289,917.	316,404.	328,191.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10		40,250.	40,364.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 11)	842.	941.	941.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item l)	2,099,316.	2,120,939.	2,324,388.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,099,316.	2,120,939.	
30	Total net assets or fund balances (see instructions)	2,099,316.	2,120,939.		
31	Total liabilities and net assets/fund balances (see instructions)	2,099,316.	2,120,939.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,099,316.
2	Enter amount from Part I, line 27a	2	21,623.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,120,939.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,120,939.

**ATCH 7

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	SEE PART IV SCHEDULE			
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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				
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	102,738.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	115,730.	2,349,120.	0.049265
2009	110,005.	2,271,977.	0.048418
2008	103,147.	2,106,221.	0.048973
2007	122,374.	2,524,263.	0.048479
2006	124,405.	2,547,520.	0.048834
2	Total of line 1, column (d)	2	0.243969
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	0.048794
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,310,055.
5	Multiply line 4 by line 3	5	112,717.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,420.
7	Add lines 5 and 6	7	114,137.
8	Enter qualifying distributions from Part XII, line 4 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	8	116,540.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, credits/payments, and total tax due. Total tax due is 1,855.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political activities, tax on political expenditures, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NONE
14 The books are in care of GEIGER FAMILY OFFICE Telephone no 805-969-8577
Located at ADDRESS ON PAGE 1 ZIP + 4 93150
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No 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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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
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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X

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

5 a 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)? Yes No 5 b

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? Yes No

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

6 a 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 6 b X

If "Yes" to 6b, file Form 8870

7 a 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 7 b

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
ATTACHMENT 12		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

Total number of others receiving over \$50,000 for professional services ▶		

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 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1	a 2,188,877.
b	Average of monthly cash balances		1b 156,356.
c	Fair market value of all other assets (see instructions)		1c
d	Total (add lines 1a, b, and c)		1d 2,345,233.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets		2
3	Subtract line 2 from line 1d		3 2,345,233.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4 35,178.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5 2,310,055.
6	Minimum investment return. Enter 5% of line 5		6 115,503.

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		1 115,503.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,420.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b		2c 1,420.
3	Distributable amount before adjustments Subtract line 2c from line 1		3 114,083.
4	Recoveries of amounts treated as qualifying distributions		4
5	Add lines 3 and 4		5 114,083.
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		7 114,083.

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 116,540.
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		4 116,540.
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 1,420.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		6 115,120.

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				114,083.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				1,031.
b From 2007				
c From 2008				
d From 2009				
e From 2010				420.
f Total of lines 3a through e	1,451.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 116,540.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				114,083.
e Remaining amount distributed out of corpus	2,457.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,908.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	1,031.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,877.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				420.
e Excess from 2011				2,457.

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

NOT APPLICABLE

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

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b Check box to indicate whether the foundation is a private operating foundation described in section

	4942(j)(3) or	4942(j)(5)
--	---------------	------------

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 13

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

N/A

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

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

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

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

N/A

c Any submission deadlines

N/A

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

N/A

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 <i>Paid during the year</i> SEE ATTACHMENT 15				116,540.
Total ▶ 3a				116,540.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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.

Sign Here: Signature of officer or trustee (William Dodd Gager), Date (8/23/12), Title (V.P.). Includes checkbox for IRS discussion: [X] Yes [] No.

Paid Preparer Use Only: Print/Type preparer's name (GARY POLICH), Preparer's signature, Date (8/21/12), Firm's name (WILSONMORGAN LLP), Firm's address (1920 MAIN STREET, SUITE 950 IRVINE, CA), Firm's EIN (33-0817985), Phone no (949-428-7400).

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

THE B & B FOUNDATION

Employer identification number

95-4419555

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	5,830.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	5,830.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	94,023.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	2,885.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	96,908.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		5,830.
14	Net long-term gain or (loss):			
	a Total for year	14a		96,908.
	b Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
	c 28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		102,738.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero
Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if
 • Either line 14b, col (2) or line 14c, col (2) is more than zero, or
 • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

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

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 30,000 US TREASURY NOTE 4.25%	06/09/2009	08/23/2011	33,647.	31,210.	2,437.
30,000 US TREASURY NOTE 4.125%	03/25/2010	08/23/2011	33,928.	31,745.	2,183.
30,000 US TREASURY NOTE 4.5%	03/24/2010	08/23/2011	34,730.	32,207.	2,523.
17.384 FAIRHOLME FUND	06/10/2009	09/16/2011	467.	440.	27.
841.184 FAIRHOLME FUND	12/16/2009	09/16/2011	22,603.	25,000.	-2,397.
9,375.632 VANGUARD INTERMED TEM INVEST GR AD	02/24/2009	09/23/2011	95,444.	80,349.	15,095.
10 SPDR S&P UNIT	05/20/2010	11/03/2011	1,263.	1,089.	174.
140 SPDR S&P UNIT	08/13/2010	11/03/2011	17,682.	15,180.	2,502.
1,200 KRAFT FOODS INC	02/19/2008	11/28/2011	41,550.	37,477.	4,073.
300 KRAFT FOODS INC	06/10/2008	11/28/2011	10,388.	9,414.	974.
1,800 US BANCORP	03/22/2007	11/28/2011	44,295.	64,841.	-20,546.
50,000 US TREASURY NOTE 3.625%	02/01/2011	04/16/2012	57,546.	51,693.	5,853.
50,000 US TREASURY NOTE 4.5%	03/24/2010	05/25/2012	56,731.	53,052.	3,679.
2,804.42266 US TREASURY NOTE INFL IDX 2.625%	05/18/2009	05/11/2012	3,380.	2,804.	576.
52,253.07734 US TREASURY NOTE INFL IDX 2.625%	05/18/2009	05/11/2012	62,972.	56,244.	6,728.
58,109.15 US TREASURY NOTE INFL SECURITY 1.375%	12/10/2010	05/04/2012	67,130.	61,672.	5,458.
50,000 US TREASURY NOTE 4%	08/16/2010	05/11/2012	58,885.	55,156.	3,729.
496 BERKSHIRE HATHAWAY INC DEL CL B NEW	11/02/2005	05/30/2012	39,357.	28,210.	11,147.
304 BERKSHIRE HATHAWAY INC DEL CL B NEW	02/10/2009	05/30/2012	24,122.	17,588.	6,534.
100 BERKSHIRE HATHAWAY INC DEL CL B NEW	11/02/2005	06/14/2012	8,107.	5,687.	2,420.
450 CONOCO PHILLIPS	05/06/2003	05/30/2012	23,306.	9,008.	14,298.
200 EXXON MOBIL	06/17/2003	06/14/2012	16,215.	7,544.	8,671.
30 EXXON MOBIL	07/15/2010	06/14/2012	2,432.	1,767.	665.
375 PHILLIPS 66	05/06/2003	05/30/2012	11,550.	4,461.	7,089.
900 SELECT SECTOR SPDR SPDR TR	06/09/2009	05/30/2012	25,019.	16,641.	8,378.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,885.	
26,381.		1,608.579 OAKMARK INTL PROPERTY TYPE: SECURITIES 30,000.				P	03/16/2011	08/11/2011
		30,000 US TREASURY NOTE 4.25% PROPERTY TYPE: SECURITIES 31,210.				P	06/09/2009	08/23/2011
33,647.		30,000 US TREASURY NOTE 4.125% PROPERTY TYPE: SECURITIES 31,745.				P	03/25/2010	08/23/2011
33,928.		30,000 US TREASURY NOTE 4.5% PROPERTY TYPE: SECURITIES 32,207.				P	03/24/2010	08/23/2011
34,730.		160 MCDONALDS CORP PROPERTY TYPE: SECURITIES 11,769.				P	03/16/2011	09/16/2011
13,772.		17.384 FAIRHOLME FUND PROPERTY TYPE: SECURITIES 440.				P	06/10/2009	09/16/2011
467.		120.219 FAIRHOLME FUND PROPERTY TYPE: SECURITIES 4,092.				P	12/15/2010	09/16/2011
3,230.		841.184 FAIRHOLME FUND PROPERTY TYPE: SECURITIES 25,000.				P	12/16/2009	09/16/2011
22,603.		3,220 BYD CO LTD PROPERTY TYPE: SECURITIES 23,086.				P	09/22/2010	09/21/2011
5,837.		307.885 VANGUARD INTERMED TEM INVEST GR PROPERTY TYPE: SECURITIES 3,042.				P	12/30/2010	09/23/2011
3,134.		3.286 VANGUARD INTERMED TEM INVEST GR AD PROPERTY TYPE: SECURITIES 32.				P	03/23/2011	09/23/2011
33.		9,375.632 VANGUARD INTERMED TEM INVEST G PROPERTY TYPE: SECURITIES				P	02/24/2009	09/23/2011

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
95,444.		PROPERTY TYPE: SECURITIES 80,349.					15,095.	
		136.38 VANGUARD INTERMED TEM INVEST GR A PROPERTY TYPE: SECURITIES				P	03/23/2011	09/23/2011
1,388.		1,347.					41.	
		500 SPDR S&P UNIT PROPERTY TYPE: SECURITIES				P	09/22/2011	11/03/2011
112,407.		100,679.					11,728.	
		10 SPDR S&P UNIT PROPERTY TYPE: SECURITIES				P	05/20/2010	11/03/2011
1,263.		1,089.					174.	
		140 SPDR S&P UNIT PROPERTY TYPE: SECURITIES				P	08/13/2010	11/03/2011
17,682.		15,180.					2,502.	
		1,200 KRAFT FOODS INC PROPERTY TYPE: SECURITIES				P	02/19/2008	11/28/2011
41,550.		37,477.					4,073.	
		300 KRAFT FOODS INC PROPERTY TYPE: SECURITIES				P	06/10/2008	11/28/2011
10,388.		9,414.					974.	
		1,800 US BANCORP PROPERTY TYPE: SECURITIES				P	03/22/2007	11/28/2011
44,295.		64,841.					-20,546.	
		183 WPX ENERGY INC PROPERTY TYPE: SECURITIES				P	10/06/2011	01/10/2012
3,213.		2,538.					675.	
		0.337 WPX ENERGY INC PROPERTY TYPE: SECURITIES				P	10/06/2011	01/23/2012
6.		5.					1.	
		350 VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	03/16/2011	01/25/2012
13,581.		12,021.					1,560.	
		50,000 US TREASURY NOTE 3.625% PROPERTY TYPE: SECURITIES				P	08/19/2011	02/02/2012
58,141.		57,099.					1,042.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
16,287.		550 WILLIAMS COS INC PROPERTY TYPE: SECURITIES 11,407.				P	10/06/2011	02/08/2012 4,880.
57,546.		50,000 US TREASURY NOTE 3.625% PROPERTY TYPE: SECURITIES 51,693.				P	02/01/2011	04/16/2012 5,853.
57,572.		50,000 US TREASURY NOTE 3.625% PROPERTY TYPE: SECURITIES 57,973.				P	02/15/2012	04/16/2012 -401.
51,333.		50,000 US TREASURY NOTE 2% PROPERTY TYPE: SECURITIES 51,333.				P	10/31/2011	05/03/2012
54,851.		50,000 US TREASURY NOTE 3% PROPERTY TYPE: SECURITIES 53,996.				P	08/19/2011	05/04/2012 855.
44,484.		40,000 US TREASURY NOTE 3.25% PROPERTY TYPE: SECURITIES 44,198.				P	12/07/2011	05/04/2012 286.
20,471.		105 IBM CORP PROPERTY TYPE: SECURITIES 19,082.				P	11/22/2011	06/14/2012 1,389.
14,731.		470 WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 11,405.				P	11/22/2011	05/30/2012 3,326.
29,378.		2,737.908 VANGUARD SHORT TERM CORP ADMIR PROPERTY TYPE: SECURITIES 29,296.				P	11/02/2011	06/12/2012 82.
56,731.		50,000 US TREASURY NOTE 4.5% PROPERTY TYPE: SECURITIES 53,052.				P	03/24/2010	05/25/2012 3,679.
3,380.		2,804.42266 US TREASURY NOTE INFL IDX 2. PROPERTY TYPE: SECURITIES 2,804.				P	05/18/2009	05/11/2012 576.
62,972.		52,253.07734 US TREASURY NOTE INFL IDX 2 PROPERTY TYPE: SECURITIES 56,244.				P	05/18/2009	05/11/2012 6,728.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
67,130.		58,109.15				P	12/10/2010	05/04/2012
		61,672.					5,458.	
58,885.		50,000				P	08/16/2010	05/11/2012
		55,156.					3,729.	
39,357.		496				P	11/02/2005	05/30/2012
		28,210.					11,147.	
24,122.		304				P	02/10/2009	05/30/2012
		17,588.					6,534.	
8,107.		100				P	11/02/2005	06/14/2012
		5,687.					2,420.	
23,306.		450				P	05/06/2003	05/30/2012
		9,008.					14,298.	
16,215.		200				P	06/17/2003	06/14/2012
		7,544.					8,671.	
2,432.		30				P	07/15/2010	06/14/2012
		1,767.					665.	
11,550.		375				P	05/06/2003	05/30/2012
		4,461.					7,089.	
25,019.		900				P	06/09/2009	05/30/2012
		16,641.					8,378.	
9,898.		350				P	06/09/2009	06/14/2012
		6,471.					3,427.	
34,690.		3,232.978				P	09/29/2009	05/21/2012
		34,076.					614.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
45,000.		4,197.761				P	09/29/2009	05/29/2012	
		44,244.					756.		
30,622.		2,853.891				P	09/29/2009	06/12/2012	
		30,080.					542.		
4,821.		208.092				P	12/30/2008	05/11/2012	
		3,325.					1,496.		
3,709.		160.079				P	02/13/2009	05/11/2012	
		2,380.					1,329.		
62.		5.735				P	12/30/2010	05/21/2012	
		62.							
39,704.		3,700.278				P	03/16/2011	05/21/2012	
		40,000.					-296.		
140.		13.015				P	03/23/2011	05/21/2012	
		140.							
405.		37.742				P	03/23/2011	05/21/2012	
		406.					-1.		
38,358.		3,321.067				P	07/28/2009	05/04/2012	
		44,237.					-5,879.		
1,469.		63.422				P	06/10/2008	05/11/2012	
		1,704.					-235.		
TOTAL GAIN (LOSS)								<u>102,738.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIRST REPUBLIC BANK	28.	28.
TOTAL	<u>28.</u>	<u>28.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	35,711.	35,711.
TIPS INFLATION ADJUSTMENTS	1,569.	1,569.
INTEREST ON U.S. OBLIGATIONS	30,024.	30,024.
LESS: ACCRUED INTEREST PAID	-838.	-838.
LESS: BOND PREMIUM AMORTIZATION	-11,398.	-11,398.
TOTAL	<u>55,068.</u>	<u>55,068.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,050.	2,050.		
TOTALS	<u>2,050.</u>	<u>2,050.</u>		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	12,654.	12,654.	
TOTALS	<u>12,654.</u>	<u>12,654.</u>	

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAX ON NET INV. INC.	3,838.		
FOREIGN TAXES WITHHELD	152.	152.	
TOTALS	<u>3,990.</u>	<u>152.</u>	

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE FILING FEES	10.	10.	
CUSTODY FEES	914.	914.	
REGISTRY OF CHARITABLE TRUSTS	50.	50.	
DIVIDEND CHARGE	3.	3.	
TOTALS	<u>977.</u>	<u>977.</u>	

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 14	278,763.	286,415.
US OBLIGATIONS TOTAL	<u>278,763.</u>	<u>286,415.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 14	1,384,656.	1,568,552.
TOTALS	<u>1,384,656.</u>	<u>1,568,552.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SHE ATTACHMENT 14	316,404.	328,191.
TOTALS	<u>316,404.</u>	<u>328,191.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SHE ATTACHMENT 14	40,250.	40,364.
TOTALS	<u>40,250.</u>	<u>40,364.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INTEREST PAID/DEFERRED	44.	44.
ACCRUED DIVIDEND	897.	897.
TOTALS	<u>941.</u>	<u>941.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BETSY H. GEIGER P.O. BOX 50802 SANTA BARBARA, CA 93150	VICE PRESIDENT 1.00	0	0	0
WILLIAM D. GEIGER, III P.O. BOX 50802 SANTA BARBARA, CA 93150	VICE PRESIDENT 1.00	0	0	0
DEBRA P. GEIGER P.O. BOX 50802 SANTA BARBARA, CA 93150	VICE PRESIDENT 1.00	0	0	0
DEVON G. NIELSEN P.O. BOX 50802 SANTA BARBARA, CA 93150	CHAIRMAN 1.00	0	0	0
ELIZABETH GEIGER P.O. BOX 50802 SANTA BARBARA, CA 93150	PRESIDENT 1.00	0	0	0
ELIOT CROWLEY P.O. BOX 50802 SANTA BARBARA, CA 93150	VICE PRESIDENT 1.00	0	0	0

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

ATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MELANIE ALLEN P.O. BOX 50802 SANTA BARBARA, CA 93150	CHIEF FINANCIAL OFFICER 1.00	0	0	0
BARBARA HODGSON P.O. BOX 50802 SANTA BARBARA, CA 93150	SECRETARY 1.00	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

WILLIAM & BETTY GEIGER
WILLIAM GEIGER, III & ELIZABETH GEIGER
DEBRA P. GEIGER & ELIOT CROWLEY
DEVON G. NIELSEN

ATTACHMENT 14FORM 990PF, PART II - INVESTMENTS

		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>U.S. OBLIGATIONS</u>			
70,000.00	US TREASURY NOTE	71,141.17	70,992.60
50,000.00	US TREASURY NOTE	52,804.68	54,117.00
50,000.00	US TREASURY NOTE	51,578.00	54,570.50
50,000.00	US TREASURY NOTE	52,360.33	55,254.00
50,000.00	US TREASURY NOTE	50,879.29	51,480.50
	TOTALS	<u>278,763.47</u>	<u>286,414.60</u>
<u>CORPORATE STOCKS</u>			
200	AFLAC	8,844.40	8,518.00
420	AT&T INC	11,518.50	14,977.20
250	ABBOTT LABORATORIES	11,695.57	16,117.50
900.00	BERKSHIRE HATHAWAY INC DEL	50,186.14	74,997.00
470	CHEVRON CORPORATION	33,332.40	49,585.00
2530	CISCO SYSTEMS	40,335.03	43,440.10
800	COCA COLA ENTERPRISE NEW	21,827.18	22,432.00
125	COLGATE PALMOLIVE CO	12,552.13	13,012.50
300.00	CONOCOPHILLIPS	6,005.24	16,764.00
125.00	DIGITAL RLTY T INC COM	8,965.00	9,383.75
500.00	EMC CORP MASS	12,598.30	12,815.00
450.00	EMERSON ELEC CO	21,940.84	20,961.00
550.00	EXELON	20,962.55	20,691.00
175.00	EXPEDITORS INTL WASH INC	8,244.90	6,781.25
500	EXXON MOBIL CORP	18,860.00	42,785.00
750.00	GENERAL ELEC CO	14,341.35	15,630.00
175.00	I B M	31,803.52	34,226.50
200.00	JACOBS ENGR GRP INC	8,740.78	7,572.00
800	JOHNSON & JOHNSON	48,808.00	54,048.00
400.00	LINEAR TECHNOLOGY CORP	12,616.20	12,532.00
650.00	LOWES CO	17,532.84	18,486.00
200.00	MCDONALDS CORP COM	18,365.70	17,706.00
50.00	METTLER TOLEDO INTL	8,137.10	7,792.50
850.00	MICROSOFT CORP	21,405.45	26,001.50
300.00	PEPSICO INC	20,629.39	21,198.00
200.00	PROCTOR & GAMBLE	11,987.36	12,250.00
750.00	PROGRESSIVE CORP	16,048.92	15,622.50
300.00	QUALCOMM	17,131.84	16,704.00
350.00	REPUBLIC SERVICES	10,389.50	9,261.00
150.00	ROCKWELL COLLINS	8,588.55	7,402.50
200.00	SCHLUMBERGER LTD	13,109.54	12,982.00
2,100.00	STAPLES	31,366.44	27,405.00
350.00	STATE STREET CORP	14,998.80	15,624.00

ATTACHMENT 14FORM 990PF, PART II - INVESTMENTS

		BOOK VALUE	FAIR MARKET VALUE
275.00	UNITED PARCEL SERVICE	20,727.16	21,659.00
1,350.00	WELLS FARGO & CO	32,760.18	45,144.00
750.00	WESTERN UNION CO	12,708.43	12,630.00
150.00	COVIDIEN PLC	8,060.70	8,025.00
600.00	SANOFI SPONSORED ADR	23,174.40	22,668.00
800.00	VODAFONE GRP	21,836.65	22,544.00
750.00	SELECT SECTOR SPDR SPDR TR	13,867.35	21,543.75
990.00	VANGUARD TOTAL STK MKT ETF	42,958.08	69,003.00
1,530.00	ISHARES MSCI EMERGING MRKT	36,515.45	59,876.55
1,562.40	FAIRHOLME FUND	39,559.84	45,106.34
2,241.51	GATEWAY FUND CLASS Y	60,000.00	60,520.82
4,789.27	LEUTHOLD ASSET ALLOCATION FUND	50,000.00	48,371.65
5,051.68	ROYCE PREMEIR FUND INVESTMENT CLASS	95,000.00	96,032.40
5,856.76	TURNER SPECTRUM FUND INSTL CLASS	65,000.00	64,190.10
3,193.01	MATTHEWS ASIA PACIFIC EQUITY	44,328.21	42,690.57
1,226.49	TEMPLETON CHINA WORLD FUND ADV	45,000.00	42,694.19
2,606.59	TWEEDY BROWNE	39,289.91	61,098.47
9,929.144	PIMCO ALL ASSET	120,000.00	119,050.44
	TOTALS	<u>1,384,655.82</u>	<u>1,568,552.08</u>
<u>CORPORATE BONDS</u>			
6,668.290	VANGUARD INTERMED TRM INVST GR	57,315.67	68,083.24
9,537.793	VANGUARD SHORT TERM INVT	102,054.38	102,531.27
12,566.237	T ROWE PRICE HIGH YIELD BOND	85,000.00	84,193.79
70,000.000	BERKSHIRE HATHAWAY INC	72,033.50	73,383.10
	TOTALS	<u>316,403.55</u>	<u>328,191.40</u>
<u>INVESTMENTS OTHER</u>			
400	ENERGY TRANSFER PARTNERS	17,457.84	17,676.00
800.00	GREENHAVEN CONT CMDTY INDEX FD	22,792.00	22,688.00
	TOTALS	<u>40,249.84</u>	<u>40,364.00</u>

ATTACHMENT 15

FROM 990PF, PART XV - GRANTS & CONTRIBUTIONS PAID DURING THE YEAR

	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
Adventures in Caring Foundation	N/A	PUBLIC	CHARITABLE	250
Alzheimer Association-Central Coast	N/A	PUBLIC	MEDICAL	1,000
American Cancer Society-SB Unit	N/A	PUBLIC	MEDICAL	1,000
American Red Cross-SB County	N/A	PUBLIC	MEDICAL	3,500
Boys & Girls Club of Santa Barbara	N/A	PUBLIC	CHARITABLE	500
CALM	N/A	PUBLIC	CHARITABLE	1,100
Cancer Center of Santa Barbara	N/A	PUBLIC	MEDICAL	3,000
Carpinteria Education Foundation	N/A	PUBLIC	EDUCATIONAL	5,000
Casa Serena	N/A	PUBLIC	CHARITABLE	750
Cate School	N/A	PUBLIC	EDUCATIONAL	4,500
Catholic Charities-CSC Toy Fund	N/A	PUBLIC	CHARITABLE	500
Center for Study of Macular Degeneration-UCSB	N/A	PUBLIC	EDUCATIONAL	1,000
Colorado College	N/A	PUBLIC	EDUCATIONAL	500
Community Environmental Council, Inc.	N/A	PUBLIC	CHARITABLE	1,850
Concern America	N/A	PUBLIC	CHARITABLE	500
Crane Country Day School	N/A	PUBLIC	EDUCATIONAL	3,000
Dani's Foundation	N/A	PUBLIC	MEDICAL	2,000
DAWG	N/A	PUBLIC	CHARITABLE	500
Direct Relief International	N/A	PUBLIC	CHARITABLE	10,800
Disabled American Veterans	N/A	PUBLIC	CHARITABLE	1,250
Doheny Eye Institute (The Luminaires)	N/A	PUBLIC	MEDICAL	1,500
Domestic Violence Solutions	N/A	PUBLIC	CHARITABLE	750
Dream Foundation	N/A	PUBLIC	CHARITABLE	1,250
Everybody Dance Now'	N/A	PUBLIC	CHARITABLE	250
Family Service Agency of Santa Barbara	N/A	PUBLIC	CHARITABLE	250
Fisher House Foundation	N/A	PUBLIC	CHARITABLE	750
Fix Nation	N/A	PUBLIC	CHARITABLE	250
Food From The Heart	N/A	PUBLIC	CHARITABLE	2,000
Foodbank of Santa Barbara County	N/A	PUBLIC	CHARITABLE	2,000
Foundation for Lake Chapala Charities	N/A	PUBLIC	CHARITABLE	1,500
Foundation for the Junior Blind	N/A	PUBLIC	MEDICAL	1,000
Friends of CASA	N/A	PUBLIC	CHARITABLE	500
Girls Incorporated of Carpinteria	N/A	PUBLIC	CHARITABLE	1,600
Habitat for Humanity-SB County	N/A	PUBLIC	CHARITABLE	500
Heal the Ocean	N/A	PUBLIC	CHARITABLE	750
Hearts Adaptive Riding Program	N/A	PUBLIC	CHARITABLE	250
Henry's Fork Foundation	N/A	PUBLIC	CHARITABLE	1,000
Hospice of Santa Barbara, Inc.	N/A	PUBLIC	MEDICAL	1,000
Huntington Memorial Hospital	N/A	PUBLIC	MEDICAL	800
KCET	N/A	PUBLIC	CHARITABLE	500

ATTACHMENT 15

FROM 990PF, PART XV - GRANTS & CONTRIBUTIONS PAID DURING THE YEAR

	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
LA Times Summer Camp	N/A	PUBLIC	CHARITABLE	1,000
Legal Aid Foundation	N/A	PUBLIC	CHARITABLE	500
Lobero Theatre Foundation	N/A	PUBLIC	CHARITABLE	1,500
Lou Grant Parent Child Workshop	N/A	PUBLIC	EDUCATIONAL	750
Make-A-Wish Tri-Counties	N/A	PUBLIC	CHARITABLE	1,000
Marine Mammal Center	N/A	PUBLIC	CHARITABLE	500
Montecito Family YMCA	N/A	PUBLIC	CHARITABLE	900
Noah's Anchorage	N/A	PUBLIC	CHARITABLE	500
Ocean Conservancy	N/A	PUBLIC	CHARITABLE	500
Operation Smile	N/A	PUBLIC	MEDICAL	500
Pasadena Guild of Children's Hospital	N/A	PUBLIC	MEDICAL	1,000
Pasadena Planned Parenthood	N/A	PUBLIC	MEDICAL	1,500
Polytechnic School	N/A	PUBLIC	EDUCATIONAL	500
Recording for the Blind & Dyslexic	N/A	PUBLIC	CHARITABLE	250
S.B. Neighborhood Clinics	N/A	PUBLIC	MEDICAL	1,500
Salvation Army-SB	N/A	PUBLIC	CHARITABLE	500
Santa Barbara Bowl Foundation	N/A	PUBLIC	CHARITABLE	250
Santa Barbara Dance Alliance	N/A	PUBLIC	CHARITABLE	250
Santa Barbara Educational Foundation	N/A	PUBLIC	EDUCATIONAL	5,000
Santa Barbara Museum of Art	N/A	PUBLIC	CHARITABLE	250
Santa Barbara Museum of Natural History	N/A	PUBLIC	CHARITABLE	250
Santa Barbara Planned Parenthood	N/A	PUBLIC	MEDICAL	500
Santa Barbara Rape Crisis Center	N/A	PUBLIC	CHARITABLE	1,500
Sarah House	N/A	PUBLIC	CHARITABLE	250
Save the Children	N/A	PUBLIC	CHARITABLE	240
SBHS Education Foundation	N/A	PUBLIC	EDUCATIONAL	1,000
Scholarship Foundation of Santa Barbara	N/A	PUBLIC	EDUCATIONAL	5,000
Search Dog Foundation	N/A	PUBLIC	CHARITABLE	6,300
Solvang Friendship House	N/A	PUBLIC	CHARITABLE	500
Special Love Inc.	N/A	PUBLIC	CHARITABLE	500
Special Olympics	N/A	PUBLIC	CHARITABLE	250
Storytellers Children's Center	N/A	PUBLIC	CHARITABLE	1,300
SusanLove MD Breast Cancer Research Fndtn	N/A	PUBLIC	MEDICAL	500
Teddy Bear Cancer Foundation	N/A	PUBLIC	MEDICAL	3,000
The Elephant Umbrella Fund	N/A	PUBLIC	CHARITABLE	250
The Painted Turtle	N/A	PUBLIC	CHARITABLE	250
Thrive (formerly Prevent Child Abuse)	N/A	PUBLIC	CHARITABLE	500

ATTACHMENT 15FROM 990PF, PART XV - GRANTS & CONTRIBUTIONS PAID DURING THE YEAR

	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
Transition House	N/A	PUBLIC	CHARITABLE	500
UCSB Arts & Lecture	N/A	PUBLIC	EDUCATIONAL	1,500
United Way of Los Angeles	N/A	PUBLIC	CHARITABLE	1,000
United Way of Santa Barbara	N/A	PUBLIC	CHARITABLE	4,000
Unity Shop	N/A	PUBLIC	CHARITABLE	1,250
USC Annual Fund	N/A	PUBLIC	EDUCATIONAL	250
Visiting Nurse and Hospice Care of S.B.	N/A	PUBLIC	MEDICAL	2,500
Water for People	N/A	PUBLIC	CHARITABLE	1,000
Westridge School for Girls	N/A	PUBLIC	EDUCATIONAL	1,400
Women for Women International	N/A	PUBLIC	CHARITABLE	500
World Wildlife Fund	N/A	PUBLIC	CHARITABLE	1,000
				<u>116,540</u>