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 01 JULY , 2011, and ending 30 JUNE , 20 12

Name of foundation The RICHARD F. DWYER-ELEANOR W. DWYER Fund For Excellence	A Employer identification number 95-6027788
Number and street (or P O box number if mail is not delivered to street address) 321 N. LAS CASAS AVE — Room/suite	B Telephone number (see instructions) 310-478-1213
City or town, state, and ZIP code PACIFIC PALISADES, CALIFORNIA 90272-3307	C If exemption application is pending, check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6541207

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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 ▶ ☐

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).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income NOT REQUIRED	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities # 2	123741	123741		
	5a	Gross rents	0	0		
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	169488			
	b	Gross sales price for all assets on line 6a 1774375				
	7	Capital gain net income (from Part IV, line 2)		169488		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule) # 4	38874	38874		
	12	**Total.** Add lines 1 through 11	332103	332103		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) # 4	700	700		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) # 6	29337	29337		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) # 4	7581	2297		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	150	150		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37768	32484		
	25	Contributions, gifts, grants paid	276081			276081
	26	**Total expenses and disbursements.** Add lines 24 and 25	313849	32484		276081
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	18254			
	b	**Net investment income** (if negative, enter -0-)		299619		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	449197	620807	620807
	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 TAX DEPOSIT	4972	6000	6000
	10a	Investments—U.S. and state government obligations (attach schedule)	177871	177871	182369
	b	Investments—corporate stock (attach schedule)	4053910	3943324	4867968
	c	Investments—corporate bonds (attach schedule)	285105	256433	264063
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans ROSCO			
	13	Investments—other (attach schedule) INDUST. LEASE	600000	600000	600000
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	5571055	5604435	6541207
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue ROSCO: EXCESS DISTRIBUTION	165291	180417	
	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)	165291	180417	
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			
	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, bldg., and equipment fund	31195	31195	
	29	Retained earnings, accumulated income, endowment, or other funds	5374569	5392823	
	30	**Total net assets or fund balances** (see instructions)	5405764	5424018	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5571055	5604435	

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	5405764
2	Enter amount from Part I, line 27a	2	18254
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5424018
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5424018

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	PUBLICLY TRADED SECURITIES			
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	SCHEDULE # 3			
b				
c				
d				
e	1774375		1604887	169488

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

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

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 169488

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 NOT REQUIRED

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	SCHEDULE # 9	SCHEDULE # 9	SCHEDULE # 9
2009	"	"	"
2008	"	"	"
2007	"	"	"
2006	"	"	"

2	**Total** of line 1, column (d) . . . SCHEDULE.#.9. ATTACHED.	2	.24924535
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 049849	3	.05000
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6198763
5	Multiply line 4 by line 3	5	309938
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2996
7	Add lines 5 and 6	7	312934
8	Enter qualifying distributions from Part XII, line 4	8	276081

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5992
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (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	5992
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	5992
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 6000		
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	6000
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	8
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 8 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA / CALIFORNIA			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

		Line	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		✓
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) . . . STATEMENT # 10	12	✓	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ NOT APPLICABLE

14 The books are in care of ▶ ALLAN LASHER Telephone no. ▶ 310-478-1213

Located at ▶ 10960 Wilshire Blvd, suite 960 ZIP+4 ▶ 90024-3712

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	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		✓
	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

		Line	Yes	No
	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 ☑ 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		N/A
	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		✓
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		✓
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		✓

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? NOT APPLICABLE ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ✓

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

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? **7b** N/A

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
SCHEDULE # 6 ATTACHED				
				SCHEDULE # 6

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 ▶ NONE

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: SCHEDULE # 6 ATTACHED INVESTMENT MANAGEMENT EXPENSE: NONE MORE THAN $50,000.		
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE / NOT APPLICABLE	
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 / NOT APPLICABLE	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ▶	NONE

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	5213392
b	Average of monthly cash balances	1b	635409
c	Fair market value of all other assets (see instructions)	1c	444359
d	**Total** (add lines 1a, b, and c)	1d	6293160
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	6293160
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	94397
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6198763
6	**Minimum investment return.** Enter 5% of line 5	6	309938

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	309938
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5992		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	5992
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	303946
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	303946
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	303946

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	276081
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	276081
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	276081

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				303946
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 . . . 23451				
b	From 2007 . . . 24493				
c	From 2008 . . . 0				
d	From 2009 . . . 20278				
e	From 2010 . . . 18246				
f	**Total** of lines 3a through e	86468			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 276081				
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				276081
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	27865			27865
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	58603			
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	58603			
10	Analysis of line 9:				
a	Excess from 2007 . . . 20079				
b	Excess from 2008 . . . 0				
c	Excess from 2009 . . . 20278				
d	Excess from 2010 . . . 18246				
e	Excess from 2011 . . . 0				

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

1a 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 . . . . . . ▶ **NOT APPLICABLE**

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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a 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	Not Applicable				
(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)					Not Applicable
(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 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).)

SCHEDULE # 7 ATTACHED

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:

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines:

NOT APPLICABLE

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

NOT APPLICABLE

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*				
SCHEDULE # 8 ATTACHED			SCHEDULE # 8 Attached	
Total ▶ 3a				276081
b *Approved for future payment*				
Total ▶ 3b				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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					
4 Dividends and interest from securities			14	123741	
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			14	38874	
8 Gain or (loss) from sales of assets other than inventory			18	169488	
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)		ZERO		332103	ZERO

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 332103

(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.)
	NONE / NOT APPLICABLE

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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
		NONE / NOT APPLICABLE	

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
NONE / NOT APPLICABLE		NONE / NOT APPLICABLE

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: [signature] ALLAN LASHER | Date: 9-30-12 | Title: Secretary / Vice-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

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

Statement # 1: Part I, Line 3:
Interest on Savings and Temporary Cash Investments:

Explanation: Money Fund proceeds are classified and reported by the payers as DIVIDENDS; and are included in Statement # 2 below.

TOTAL	**$ -0-**

Statement # 2: Part I, Line 4:
Dividends and Interest from Securities:

Fidelity	$ 14669	
Vanguard Group	21198	
Schwab	14541	
Merrill Lynch	73123	
Blackrock	210	
TOTAL		**$123,741**

THE RICHARD F. DWYER - ELEANOR W. DWYER FUND FOR EXCELLENCE 990-PF

95-6027788 **F/Y ended 06/30/12** Statement # 3
page 1 of 1

Statement # 3. Part I, Column (a), Line 6 (Net Gain or <loss> from Sale of Assets not on Line 10 -- and, Column (b), Line 7 (Capital Gain Net Income -- from Part IV, line 2).

ALSO = Part IV, Capital Gains and Losses; for Tax on Investment Income

DESCRIPTION: PUBLICLY TRADED SECURITIES (Instructions, page 18)

(a) DESCRIPTION	(e) SALES PRICE	(f) Depreciation Allowed (or Allowable)	(g) COST / BASIS	(h) GAIN or (LOSS)
PUBLICLY TRADED SECURITIES	**$1,774,375.00**	**0**	**$1,604,887.00**	**$169,488.00**

THE RICHARD F. DWYER - ELEANOR W. DWYER FUND FOR EXCELLENCE 990-PF
95-6027788 **F/Y ended 06/30/12** Statement # 3 page 1 of 1

Statement # 3: Part I, Column (a), Line 6 (Net Gain or <loss> from Sale of Assets not on Line 10 -- and, Column (b), Line 7 (Capital Gain Net Income -- from Part IV, line 2).

ALSO = Part IV, Capital Gains and Losses; for Tax on Investment Income

Statement # 4: Part I, Line 11:
OTHER INCOME:

Distributive Share: Rosco / Federal Express property	38,874	
TOTAL		**$38,874**

Statement # 4: Part I, Line 23:
OTHER EXPENSES:

State of California filing fees	85	
custodian and processing fees	65	
TOTAL		**$ 150**

Statement # 4: Part I, Line 16a:
LEGAL FEES: non-litigation consultation on investments **$ 700**

Statement # 4: Part I, Line 18:
TAXES:

Column (b): Taxes withheld on Dividend Income	$ 2,297	
Section 4940 Tax	$ 5,284	
Column(a)		$7,581

Statement # 4: Part II, Line 9:
PREPAID EXPENSES and DEFERRED CHARGES:

Tax Deposits	6000	
TOTAL		**$6,000**

Statement # 5: Part II, Line 10, INVESTMENTS:

(a) U.S. and State government obligations
(b) corporate stock
(c) corporate bonds

DESCRIPTION:		BOOK VALUE / COST:	MARKET VALUE END OF YEAR:
(a) U.S. Obligations:			
175000	US Treasury Note: 11-14	177871	182369
	TOTALS	**177871**	**182369**
(b) Corporate Stock (common):			
1600	Abbott	75925	103152
4750	AES Corp	57759	60943
4721	Banco Santander	60680	30970
7000	Bank America	92896	57260
1000	Baxter	34272	53150
890	Bunge Ltd	60537	55839
800	Deere	29254	64696
900	Diageo	51539	92763
2000	Dow Chemical	53144	63000
3200	EMC Corp	45451	82016
2500	EBAY	57625	105025
1900	First Repub Bk	61522	63840
3500	General Electric	71260	72940
1000	General Dynamics	58224	65960
2105	Halliburton	73559	59761
1200	Heinz	55607	65256
1300	Hershey	42826	93639
900	Hess	46057	39105
1900	Home Depot	68499	100681
1200	Hospira	44768	41976
380	IBM	19200	74320
Corporate Stock PAGE TOTALS		**1160604**	**1446292**

continued on page 2

Statement # 5. Part II, Line 10: INVESTMENTS:

(a) U.S. and State government obligations
(b) corporate stock
(c) corporate bonds

DESCRIPTION.		BOOK VALUE / COST:	MARKET VALUE END OF YEAR:
(b) Corporate Stock (common):	continued from page 1		
1800	J.C Penney	50076	41958
1700	JP Morgan	63252	60741
3200	Lennar	66125	98912
700	M & T bank	39362	57799
9800	Mitsubishi Tokyo Fin	67606	46550
2300	Oracle	29096	68310
695	Pioneer Nat Res	63244	61306
1810	Prgressive Ins	38702	37702
3300	Questar	53208	68838
1200	QEP	26971	35964
2790	Charles Schwab	37315	36075
900	SPX	48613	58788
2100	Suntrust	67688	50883
2000	TE Connectivity	74611	63820
1800	Texas Inst	42357	51642
2100	Time Warner	57700	80850
2400	Unilever	65765	80040
2400	Vodafone	51878	67632
Corporate Stock PAGE TOTALS		**943569**	**1067810**

continued on page 3

Statement # 5: Part II, Line 10: INVESTMENTS.

(a) U S and State government obligations
(b) corporate stock
(c) corporate bonds

DESCRIPTION:		BOOK VALUE / COST:	MARKET VALUE END OF YEAR:
(b) Corporate Stock (common):	continued from page 2		
1000	Corning	17027	12930
400	Deere	32306	32348
200	Exxon	14549	17114
160	Google	81233	92811
250	IBM	29788	48895
1000	Johnson & Johnson	54574	67560
4600	Microsoft	101144	140714
1000	McDonalds	68709	88530
500	Pepsico	31378	35330
1100	Qualcom	53449	61248
1500	Southwest Air	19626	13830
800	Starbucks	42154	42656
779.535	Loomis Sayles Growth	4500	4732
3000	IShares Gold	48768	46680
500	IShares Canada	13723	12920
120	IShares Dow Tech	7891	8548
Corporate Stock PAGE TOTALS		**620819**	**726846**

continued on page 4

Statement # 5: Part II, Line 10, INVESTMENTS:

(a) U.S and State government obligations
(b) corporate stock
(c) corporate bonds

DESCRIPTION:		BOOK VALUE / COST.	MARKET VALUE END OF YEAR:
(b) Corporate Stock (common):	continued from page 3		
1000	Anheuser Busch	56040	79650
1200	Brown Forman	51798	116220
700	CH Robinson	34606	40971
2300	Cenovus	71016	73140
2700	First American	45536	45792
3000	Gentex	79338	62610
1500	Graco	37858	69120
2200	Intel	61771	58630
2000	McMoran	32127	25340
1000	Rockwell	52207	49350
3000	Rollins	57612	67110
600	Techne	38103	44520
1600	Verisk	50871	78816
Corporate Stock PAGE TOTALS		**668883**	**811269**

continued on page 5

Statement # 5: Part II, Line 10: INVESTMENTS:

(a) U S. and State government obligations
(b) corporate stock
(c) corporate bonds

DESCRIPTION:		BOOK VALUE / COST:	MARKET VALUE END OF YEAR:
(b) Corporate Stock (common):	continued from page 4		
290	Apple	88970	169360
1000	Chevron	39979	105500
1800	Cisco	38984	30906
800	Exxon	20070	68456
500	Facebook	17345	15547
2200	Intel	43741	58630
1000	Pfizer	5029	23000
357	Prologis	19825	11863
600	Pulte	7550	6420
1500	Veolia	40269	18930
1800	Walmart	75610	125496
800	MMM	66233	71680
Corporate Stock PAGE TOTALS		**463605**	**705788**

continued on page 6

Statement # 5: Part II, Line 10: INVESTMENTS:

(a) U S. and State government obligations
(b) corporate stock
(c) corporate bonds

DESCRIPTION:						BOOK VALUE / COST:		MARKET VALUE END OF YEAR:
1852.164	Vanguard Health Care					85844		109963
Corporate Stock PAGE TOTALS						85844		109963
Corporate Stock ALL PAGES TOTALS						**3943324**		**4867968**
(c) Corporate Bonds								
pool	GNMA	676977				47968		50800
pool	GNMA	471631X				9109		10001
pool	GNMA	411539X				21763		23372
125000	Gen Elect	2013				126343		128196
50000	Merrill Lynch	2016				51250		51694
		TOTALS				**256433**		**264063**

XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX

SUMMARY: TOTALS								
	(a) U.S. and State government obligations					**177871**		**182369**
	(b) corporate stock					**3943324**		**4867968**
	(c) corporate bonds					**256433**		**264063**
			TOTALS			**4377628**		**5314400**

Statement # 6: Part VIII, lines 1, 2, 3:
Information About Officers, Directors, Trustees, Managers, Employees, Contractors:

Line 1: Officers, Directors, Trustees, Managers:

Name and Address:	Title / Hours Devoted:	Contributions to Benefit Plans:	Expense Account/ Other Allowances:	Compensation:
CAROLE GREENE # 15 1200 S. Orange Grove Pasadena, CA. 91105	President & Director Part Time / As Needed	-0-	-0-	-0-
ALLAN LASHER 321 N. Las Casas Pacific Palisades, CA. 90272	Secretary V.P./Director Part Time / As Needed	-0-	-0-	-0-
MICHAEL PARKER 1700 La Vereda Road Berkeley, CA. 94709	Treas./ Asst Sect./Director Part Time / As Needed	-0-	-0-	-0-
ANN L. PARKER 1700 La Vereda Road Berkeley, CA. 94709	Director Part Time / As Needed	-0-	-0-	-0-
WARREN E. GREENE 1200 S. Orange Grove Pasadena, CA. 91105	Director Part Time / As Needed	-0-	-0-	-0-

Lines 2 and 3: Paid Employees and Persons Paid for Professional Services:

There were NO Paid Employees and NO Persons Paid For Professional Services --- Except: (Part I, Line 16c)

Investment Management Fees in the amount of		
paid to:	Aristotle Capital Management 20 Pacifica, suite 1050; Irvine, CA 92618	**$20,337.**
paid to:	Llenroc Capital 781 Lincoln Ave; San Rafael, CA. 94901	**$ 9,000.**
	TOTAL	**$29,337.**

Statement # 7: Part XV, line 1: Information Regarding Foundation Managers:

line 1 (a): Allan Lasher 321 N. Las Casas, Pacific Palisades, California 90272

Statement # 8: Part XV, line 3 (a): GRANTS and CONTRIBUTIONS PAID DURING the YEAR:

RECIPIENT Name and Address:	Foundation Status Of Recipient: (No Recipient is an Individual)	Purpose of Grant Or Contribution:	AMOUNT:
Ocean Park Community Center 1453 16th Street Santa Monica, CA 90404	publicly supported charity: 501(c) (3)	shelter / services: homeless; mentally ill	$ 50,181.
ST. JOSEPH Center 204 Hampton Dr Venice, CA 90291-8633	publicly supported charity: 501(c) (3)	social services: indigent persons	$ 2,500.
UniCamp UCLA 65 Dodd Hall / Box 951377 405 Hilgard Ave Los Angeles, CA 90095-1377	publicly supported charity: 501(c) (3)	children's camping	$ 6,000.
Van Ness Recreation Center 5720 Second Ave Los Angeles, CA 90043	municipal government	children's sports programs	$ 1,000.
Monterrey Park Lions P.O. Box 1 Monterrey Park, CA 91754	publicly supported charity: 501(c) (3)	children's vision care	$ 1,000.
Westside Food Bank 1710 22nd Street Santa Monica, CA 90404	publicly supported charity: 501(c) (3)	community food distribution	$ 2,000.
Bet Tzedek 145 S. Fairfax Ave, # 200 Los Angeles, CA 90036	publicly supported charity: 501(c) (3)	legal services; indigents	$ 5,000.

Statement # 8: Part XV, line 3 (a): GRANTS and CONTRIBUTIONS PAID DURING the YEAR:

RECIPIENT Name and Address:	Foundation Status Of Recipient: (No Recipient is an Individual)	Purpose of Grant Or Contribution:	AMOUNT:
Juvenile Diabetes Foundation 120 Wall St. New York, NY 10005-4001	publicly supported charity: 501(c) (3)	medical research	$ 250.
Window Between Worlds 710 4th Avenue, # 5 Venice, CA 90291	publicly supported charity: 501(c) (3)	art therapy program	$ 2,500.
Pacific Palisades Chamber Commerce 15330 Antioch St Pacific Palisades, CA 90272	publicly supported charity: 501(c) (3)	community public service	$ 100.
Habitat For Humanity 121 Habitat Street Americus, GA 31709-3498	publicly supported charity: 501(c) (3)	low income housing	$ 100.
Palisades Village Green P.O. Box 14 Pacific Palisades, CA 90272	publicly supported charity: 501(c) (3)	public park	$ 50.
Human Rights Foundation 1640 Rhode Island Ave N.W. Washington, D.C. 20036	publicly supported charity: 501(c) (3)	civic education	$ 50.

Statement # 8: Part XV, line 3 (a): GRANTS and CONTRIBUTIONS PAID DURING the YEAR:

RECIPIENT Name and Address:	Foundation Status Of Recipient: (No Recipient is an Individual)	Purpose of Grant Or Contribution:	AMOUNT:
Planned Parenthood L.A. 400 West 30th St Los Angeles, CA 90007	publicly supported charity: 501(c) (3)	community health services	$ 10,000.
LAANE 464 Lucas Ave, suite 202 Los Angeles, CA 90017-2074	publicly supported charity: 501(c) (3)	civic education programs	$ 1,000.
Westside Family Health Center 1711 Ocean Park Blvd Santa Monica, CA 90405	publicly supported charity: 501(c) (3)	community health services	$ 12,000.
Angel City Chorale P.O. Box 642118 Los Angeles, CA 90064-2118	publicly supported charity: 501(c) (3)	community music benefits	$ 750.
FSH Society, Inc. 64 Grove Street Watertown, MA 02472	publicly supported charity: 501(c) (3)	medical research	$ 500.
Jonsson Cancer Center Factor Building, Box 951780 Los Angeles, CA 90095-1780	publicly supported charity: 501(c) (3)	medical research	$ 1,000.
Saint Matthews Outreach 1031 Bienveneda Pacific Palisades, CA 90272	publicly supported charity: 501(c) (3)	social services	$ 1,000.
Vista Del Mar 3200 Motor Ave Los Angeles, CA 90034	publicly supported charity: 501(c) (3)	youth activities	$ 100.

Statement # 8: Part XV, line 3 (a): GRANTS and CONTRIBUTIONS PAID DURING the YEAR:

RECIPIENT Name and Address:	Foundation Status Of Recipient: (No Recipient is an Individual)	Purpose of Grant Or Contribution:	AMOUNT:
Los Angeles Police Foundation P.O. Box 86011 Los Angeles, CA. 90086	publicly supported charity: 501(c) (3)	public law enforcement support	$ 500.
ST. JOHN's Hospital 1328 22nd St. Santa Monica, CA 90404	publicly supported charity: 501(c) (3)	community hospital	$ 2,000.
Venice Community Housing Corp 720 Rose Ave Venice, CA 90291	publicly supported charity: 501(c) (3)	community housing development	$ 15,000.
Venice Family Clinic 604 Rose Ave Venice, Ca 90291	publicly supported charity: 501(c) (3)	community health services	$ 16,000.
Marin Community Foundation 5 Hamilton Landing, suite 200 Novato, CA 94949	publicly supported charity: 501(c) (3)	community foundation	$ 135,000.
CHP 11-99 Foundation 2244 N. State College Blvd Fullerton, CA. 92831	publicly supported charity: 501(c) (3)	public law enforcement support	$ 500.

Statement # 8: Part XV, line 3 (a): GRANTS and CONTRIBUTIONS PAID DURING the YEAR:

RECIPIENT Name and Address:	Foundation Status Of Recipient: (No Recipient is an Individual)	Purpose of Grant Or Contribution:	AMOUNT:
CLARE Foundation 909 Pico Blvd Santa Monica, CA 90405	publicly supported charity: 501(c) (3)	health rehabilitation	$ 1,500.
Westside Shelter/Hunger Coalition 1000 N. Alameda St, suite 240 Los Angeles, CA 90012	publicly supported charity: 501(c) (3)	community housing/food services	$ 1,500.
New Directions VA Bldg # 116 11303 Wilshire Blvd Los Angeles, CA. 90073-10023	publicly supported charity: 501(c) (3)	veterans' services	$ 6,000.
Santa Monica Police League 333 Olympic Drive Santa Monica, CA 90401	publicly supported charity: 501(c) (3)	youth activities	$ 1,000.
TOTAL	**TOTAL**	**TOTAL**	**$ 276,081.**

The Richard F. Dwyer - Eleanor W Dwyer Fund For Excellence			990-PF	Part V
95-6027788	**F/Y ended 06/30/12**		Statement # 9	
Part V. Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income				
(a)	(b)	(c)	(d)	
Base period years	Adjusted	Net Value of	Distribution Ratio	
Tax Year	Qualifying	Noncharitable-Use	(col. (b) divided	
Beginning in	Distributions	Assets	by col. (c))	
	Part XII, line 6	Part X, line 5		
Line 1.				
2010 (06-30-11)	314716	6140758	0.051250351	
2009 (06-30-10)	298406	5614318	0.05315089	
2008 (06-30-09)	221800	5288450	0.041940455	
2007 (06-30-08)	375802	7320103	0.051338349	
2006 (06-30-07)	386897	7503049	0.051565304	
Line 2. TOTAL of Line 1, column (d)			0.249245348	
Line 3. Average distribution ratio for the 5-year base period			**0.04984907**	
Line 3. Average distribution ratio for the 5-year base period			**0.05000**	**Rounded UP**
The Richard F. Dwyer - Eleanor W. Dwyer Fund For Excellence			990-PF	Part V
95-6027788	**F/Y ended 06/30/12**		Statement # 9	

Part VII-A: Statements Regarding Activities: Item 12:

The foundation made distribution to a donor advised fund over which the foundation had advisory privileges; and treated such distribution as Qualifying Distribution.

The donor advised fund is a component part of:

The MARIN COMMUNITY FOUNDATION
5 Hamilton Landing, suite 200
Novato, California 94949

Distributions to The MARIN Community Foundation become irrevocably and solely owned by The MARIN Community Foundation; and the donor has no continuing control or ownership rights therein.

The donor advised fund is a component part of MARIN COMMUNITY FOUNDATION under Treasury Regulation Section 1.170A-9(e)(11).

Distributions from the donor advised fund within MARIN COMMUNITY FOUNDATION are irrevocably and exclusively for purposes described in IRC section 170 (c)(2)(B); and distributions to any individual for any purpose are prohibited.

By way of further explanation, not limitation, as to how purposes described in IRC Section 170(c)(2)(B) are accomplished and enabled:

1. distribution to the donor advised fund provides access to MARIN Community Foundation's philanthropic and grant-making services and expertise.

2. distribution to the donor advised fund provides access to MARIN Community Foundation's investment management services and expertise.

3. the donor advised fund @ MARIN Community Foundation, reduces certain costs of management and administration, and therefore increases funds available for charitable purposes.

4. utilization of the donor advised fund enables broader and more effective charitable activities, through MARIN Community Foundation's collaboration with other donors.

The RICHARD F. DWYER - ELEANOR W. DWYER FUND For EXCELLENCE 990-PF

95-6027788 F/Y ended **06/30/12**

Part VII-A: Statements Regarding Activities: Item 12: Statement # 10