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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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 10/01, 2011, and ending 9/30, 2012

HENRY T. NICHOLAS EDUCATION
FOUNDATION INC
412 W. 4TH STREET
SANTA ANA, CA 92701**A** Employer identification number
26-1212858**B** Telephone number (see the instructions)
714 834-0521**C** If exemption application is pending, check here. ☐**D 1** Foreign organizations, check here. ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here. ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	1,611,124.			
2 Ck ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	44.	44.	44.	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10.				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,611,168.	44.	44.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc.	130,500.			127,615.
14 Other employee salaries and wages	416,454.			399,724.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St. 1	2,330.			2,330.
b Accounting fees (attach sch) See St. 2	7,990.			7,990.
c Other prof fees (attach sch) See St. 3	51,217.			50,063.
17 Interest				
18 Taxes (attach schedule) (see instrs.) See Stm. 4	64,960.			63,055.
19 Depreciation (attach sch) and depletion	57,819.			
20 Occupancy	100,596.			100,596.
21 Travel, conferences, and meetings	4,292.			4,292.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	445,195.			475,108.
24 Total operating and administrative expenses. Add lines 13 through 23	1,281,353.			1,230,773.
25 Contributions, gifts, grants paid Part. XV.	301,744.			301,744.
26 Total expenses and disbursements. Add lines 24 and 25	1,583,097.	0.	-0.	1,532,517.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	28,071.			
b Net investment income (if negative, enter -0-)		44.		
c Adjusted net income (if negative, enter -0-)			44.	

Q 5

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	44,514.	98,989.	
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,768.	11,224.	
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis	353,287.			
Less: accumulated depreciation (attach schedule)	See Stmt. 6	245,362.	140,685.	107,925.
15 Other assets (describe	See Statement 7	7,975.	7,975.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		198,942.	226,113.	0.
LIABILITIES	17 Accounts payable and accrued expenses	29,944.	29,044.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe			
	23 Total liabilities (add lines 17 through 22)	29,944.	29,044.	
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	162,283.	191,625.	
	25 Temporarily restricted	6,715.	5,444.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here	☐		
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	168,998.	197,069.		
31 Total liabilities and net assets/fund balances (see instructions)	198,942.	226,113.		

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	168,998.
2 Enter amount from Part I, line 27a	2	28,071.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	197,069.
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	197,069.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A				
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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

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

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.)

N/A

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

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

☐ Yes☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d) ..

2

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

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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.

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

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

Part VII A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions).....	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).....	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?..... Website address..... <u>N/A</u>	13	X	
14	The books are in care of <u>HUGO GUTIERREZ</u> Telephone no. <u>714 834-0336</u> Located at <u>412 W. 4TH STREET SANTA ANA CA</u> ZIP + 4 <u>92701</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here..... <u>N/A</u> ☐ and enter the amount of tax-exempt interest received or accrued during the year..... <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?.....	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u>▶</u>				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?..... ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?..... ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?..... ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?..... ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?..... ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)..... ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?.....	1 b	X
Organizations relying on a current notice regarding disaster assistance check here..... ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?.....	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?..... ☐ Yes ☒ No If 'Yes,' list the years <u>▶ 20__ , 20__ , 20__ , 20__</u>		
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.).....	2 b	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. <u>▶ 20__ , 20__ , 20__ , 20__</u>		
3 a 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.).....	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?.....	4 a	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?.....	4 b	X

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Part VII 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 ☒ Nob 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 ☒ NoOrganizations 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).

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		127,615.	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
ROSA E DIAZ RODRIGUEZ 412 W. 4TH ST. SANTA ANA, CA 92701	DIR OF OPERAT 40	60,000.	0.	0.
CAROLINA TERCERO 412 W. 4TH ST. SANTA ANA, CA 92701	DIR OF ACDMC 40	60,000.	0.	0.
JANAE S. DIMICK 412 W. 4TH ST. SANTA ANA, CA 92701	DIR OF HIGHR 40	60,000.	0.	0.
FERNANDO MARTINEZ 412 W. 4TH ST. SANTA ANA, CA 92701	DIR OF ACADEM 40	60,000.	0.	0.

Total number of other employees paid over \$50,000. ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 See Statement 9	
2	
3	
4	

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

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

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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	
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	0.
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	
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6 Minimum investment return. Enter 5% of line 5	6	0.

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

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	1,532,517.
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	1,532,517.
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	1,532,517.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7.....				
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only.....				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006.....				
b From 2007.....				
c From 2008.....				
d From 2009.....				
e From 2010.....				
f Total of lines 3a through e.....				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$_____				
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.....				
e Remaining amount distributed out of corpus.....				
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.....				
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).....				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.....				
10 Analysis of line 9:				
a Excess from 2007.....				
b Excess from 2008.....				
c Excess from 2009.....				
d Excess from 2010.....				
e Excess from 2011.....				

BAA

Form 990-PF (2011)

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

- 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. 6/16/08
- 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	
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.	0.	362.	1,116.	1,657.	3,135.
b 85% of line 2a		308.	949.	1,408.	2,665.
c Qualifying distributions from Part XII, line 4 for each year listed.	1,532,517.	1,353,237.	1,154,891.	1,101,599.	5,142,244.
d Amounts included in line 2c not used directly for active conduct of exempt activities.					0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.	1,532,517.	1,353,237.	1,154,891.	1,101,599.	5,142,244.
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.		5,918.	744.	1,104.	7,766.
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
None

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year 141 HIGH SCHOOL STUDENTS & ALUMNI FROM SANTA ANA, CA		PUBLIC	SCHOLARSHIPS	301,744.
Total			3a	301,744.
b Approved for future payment				
Total			3b	

(e)
Related or exempt
function income
(See instructions)

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No. 1545-0047

2011

Name of the organization **HENRY T. NICHOLAS EDUCATION
FOUNDATION INC**

Employer identification number
26-1212858

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

HENRY T. NICHOLAS EDUCATION

26-1212858

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HENRY T. NICHOLAS III FOUNDATION 15 ENTERPRISE, STE 550 ALISO VIEJO, CA 92656	\$ 1,603,149.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

HENRY T. NICHOLAS EDUCATION

Employer identification number

26-1212858

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

Use duplicate copies of Part III if additional space is needed.

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

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
.....	\$ 2,330.			\$ 2,330.
Total	<u>\$ 2,330.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 2,330.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
.....	\$ 7,990.			\$ 7,990.
Total	<u>\$ 7,990.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 7,990.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OUTSIDE SERVICES.....	\$ 29,100.			\$ 29,100.
PROFESSIONAL SERVICES.....	22,117.			20,963.
Total	<u>\$ 51,217.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 50,063.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EMPLOYER PAYROLL TAXES.....	\$ 61,441.			\$ 59,536.
TAXES.....	3,519.			3,519.
Total	<u>\$ 64,960.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 63,055.</u>

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES.....	\$ 614.			\$ 614.
DUES & SUBSCRIPTIONS.....	2,703.			2,703.
EMPLOYEE BENEFIT.....	24,921.			28,280.
EQUIPMENT EXPENSE.....	7,870.			32,929.
FIELD TRIPS.....	5,094.			5,094.
FOOD.....	12,290.			12,237.
INSURANCE.....	26,641.			34,506.
JANITORIAL SERVICES.....	8,000.			7,700.
OFFICE SUPPLIES.....	25,420.			25,420.
OTHER EXPENSES.....	5,428.			5,428.
PAYROLL SERVICES.....	2,567.			2,475.
PERMITS, LICENSES, FEES.....	80.			80.
POSTAGE.....	562.			562.
PROFESSIONAL DEVT.....	5,276.			5,276.
PROGRAM EVENTS.....	76,463.			76,347.
PROGRAM SUPPLIES.....	7,246.			7,246.
PROMOTIONS & ADVERTISING.....	26,672.			26,606.
REPAIR & MAINTENANCE.....	9,956.			9,956.
STUDENT GIFTS.....	3,956.			3,956.
TELEPHONE & COMMUNICATION.....	6,847.			6,847.
TRANSPORTATION.....	67,747.			66,397.
TUTORING EXPENSES.....	114,510.			110,117.
UTILITIES.....	4,332.			4,332.
Total	\$ 445,195.	\$ 0.	\$ 0.	\$ 475,108.

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 58,217.	\$ 35,262.	\$ 22,955.	\$ 0.
Machinery and Equipment	87,002.	55,321.	31,681.	0.
Improvements	208,068.	154,779.	53,289.	0.
Total	\$ 353,287.	\$ 245,362.	\$ 107,925.	\$ 0.

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
DEPOSIT.....	\$ 7,975.	
Total	\$ 7,975.	\$ 0.

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
DANIEL SALCEDO 412 W 4TH STREET SANTA ANA, CA 92701	Director 0.75	\$ 0.	\$ 0.	\$ 0.
JAMES JACKMAN 412 W 4TH STREET SANTA ANA, CA 92701	Director 0.75	0.	0.	0.
EARL FULLER 412 W 4TH STREET SANTA ANA, CA 92701	Director 0.75	0.	0.	0.
BENNETTE KWONG 412 W 4TH STREET SANTA ANA, CA 92701	Director 0.75	0.	0.	0.
JACK K MANDEL 412 W 4TH STREET SANTA ANA, CA 92701	Chairman 25.00	52,615.	0.	0.
HUGO GUTIERREZ 412 W 4TH STREET SANTA ANA, CA 92701	Executive Dir. 45.00	75,000.	0.	0.
JAMES P. GRAY 412 W 4TH STREET SANTA ANA, CA 92701	Director 0.75	0.	0.	0.
KEITH MEYERS 412 W 4TH STREET SANTA ANA, CA 92701	Director 0.75	0.	0.	0.
Total		\$ 127,615.	\$ 0.	\$ 0.

Statement 9
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
THE FOUNDATION CURRENTLY OPERATES TWO FACILITIES IN SANTA ANA THAT PROVIDE TUTORIAL AND MENTOR SERVICES TO ADOLESCENTS, TYPICALLY AGES 14-19 THAT ATTEND HIGH SCHOOL IN THE SANTA ANA UNIFIED SCHOOL DISTRICT. THE PROGRAM ASSISTS PARTICIPANTS IN DEVELOPING NECESSARY SKILLS TO INCREASE THE QUALITY OF THEIR ACADEMIC PERFORMANCE, SEEK HIGHER EDUCATION, SCHOLARSHIPS AND GRANTS, AND TO LEAD ACTIVE AND SUCCESSFUL LIVES IN PURSUIT OF THEIR CHOSEN FIELDS OR PROFESSIONS. ACTIVITIES INCLUDE TUTORING IN HIGH SCHOOL CURRICULUM AND JOB INTERESTS, COUNSELING TO HELP RESOLVE FAMILY AND COMMUNITY ISSUES AND CONFLICTS, PREPARATORY TRAINING FOR PART-TIME JOBS, COLLEGE APPLICATION AND ENTRANCE EXAMS, WITH A FOCUS ON KEEPING THESE	

Statement 9 (continued)
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

Direct Charitable ActivitiesExpenses

TEENAGERS INTERESTED AND ACTIVE IN A COLLEGE EDUCATIONS AND
CURRICULUM. THE CENTERS CURRENTLY COUNSEL APPROXIMATELY 180 STUDENTS
PER DAY MONDAY THROUGH FRIDAY.

Federal Worksheets

HENRY T. NICHOLAS EDUCATION
FOUNDATION INC

Depreciation Worksheet Form 990-PF, Part I Allocated Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depr	Method	Rate	Life	Current Year Depr	Net Invest Income	Adjusted Net Income
COMPUTER NAC I	12/18/07	22,822	19,398	S/L		5	3,424	0	0
FURNITURE NAC I	1/02/08	24,572	14,216	S/L		7	3,510	0	0
FURNITURES NAC II	9/30/08	24,475	10,488	S/L		7	3,496	0	0
FURNITURES NAC II	1/11/09	2,789	1,095	S/L		7	398	0	0
LSEHOLD IMPROVMNT NAC II	9/30/08	12,312	7,386	S/L		5	2,462	0	0
LSEHOLD IMPROVMNT NAC II	2/17/09	158,610	81,949	S/L		5	31,722	0	0
COMPUTER NAC II	1/09/09	19,313	10,623	S/L		5	3,863	0	0
TABLE	11/16/09	205	75	S/L		5	41	0	0
LAPTOP	12/16/09	468	164	S/L		5	94	0	0
IBM SERVER	9/30/10	617	123	S/L		5	123	0	0
TILT ADJUSTABLE CART MOUN	10/02/09	896	256	S/L		7	128	0	0
8 DESKTOP COMPUTERS	10/13/09	3,713	1,486	S/L		5	743	0	0
SAFARI MONTAGE SOFTWARE	10/23/09	8,160	3,128	S/L		5	1,632	0	0
SAFARI MONTAGE SOFTWARE	10/15/09	8,160	3,264	S/L		5	1,632	0	0
WEB FILTER	11/18/09	1,778	652	S/L		5	356	0	0
SMARTBOARD	10/30/09	1,267	347	S/L		7	181	0	0
4 DELL LAPTOPS	10/01/09	2,435	974	S/L		5	487	0	0
WALL OF HONOR LETTERING	9/30/10	2,992	427	S/L		7	427	0	0
WALL OF HONOR SIGNAGE	10/01/09	1,160	332	S/L		7	166	0	0
FURNITURE	9/30/11	323		S/L		7	46	0	0
2 IMAC COMPUTERS	12/19/11	6,037		S/L		5	906	0	0
COMPUTER (ROSA)	12/19/11	978		S/L		5	147	0	0
COMPUTER (CHANDRA)	2/29/12	795		S/L		5	93	0	0
COMPUTER (JANAE)	2/29/12	795		S/L		5	93	0	0
DESKTOP (E.D.)	4/30/12	1,038		S/L		5	87	0	0
TELEPHONES	10/10/11	914		S/L		5	183	0	0
CAMERAS	11/10/11	5,120		S/L		5	939	0	0
SLR CAMERA	1/26/12	2,423		S/L		5	323	0	0
MEDIA DESKS	12/19/11	162		S/L		7	17	0	0
CARPETING	8/20/12	5,986		S/L		5	100	0	0

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing the return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	HENRY T. NICHOLAS EDUCATION FOUNDATION INC	☒ 26-1212858
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	Guzman & Gray, Certified Public Accountants 4510 E. Pacific Coast Highway, Suite 270	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Long Beach, CA 90804	

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

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

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

- The books are in care of HUGO GUTIERREZ
Telephone No. 714 834-0336 FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 8/15, 20 13.
- 5 For calendar year , or other tax year beginning 10/01, 20 11, and ending 9/30, 20 12.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension. INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.

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

Signature and Verification must be completed for Part II only.

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

Signature Antes G Title CPA Date 5-7-13