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

2011

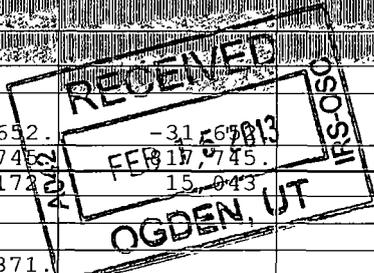
Department of the Treasury
Internal Revenue Service

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

For calendar year **2011**, or tax year beginning **Oct 1**, 2011, and ending **Sep 30**, 2012

Name of foundation THE CAROL AND JAMES COLLINS FOUNDATION		A Employer identification number 30-0100019
Number and street (or P.O. box number if mail is not delivered to street address) 6101 W. CENTINELA AVE		B Telephone number (see the instructions) (310) 645-0113
City or town CULVER CITY	State ZIP code CA 90230-6318	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1 Foreign organizations, check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 12,864,377.		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)
		(Part I, column (d) must be on cash basis)

Part III Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundation is not req to att Sch B				
	3 Interest on savings and temporary cash investments	12.	12.		
	4 Dividends and interest from securities	484,263.	484,263.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	365,122.			
	b Gross sales price for all assets on line 6a	5,848,692.			
	7 Capital gain net income (from Part IV, line 2)		365,122.		
	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)					
PARTNERSHIP INCOME		-31,652.	-31,652.		
12 Total Add lines 1 through 11		817,745.	817,745.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc.	60,172.	15,043.		45,129.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	371.			371.
	b Accounting fees (attach sch) L-16b Stmt	3,335.	1,667.		1,668.
	c Other prof fees (attach sch) L-16c Stmt	44,855.	26,855.		18,000.
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	3,326.	1,663.		1,663.
	21 Travel, conferences, and meetings	8,196.	1,639.		6,557.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	3,362.			3,350.
	24 Total operating and administrative expenses. Add lines 13 through 23	123,617.	46,867.		76,738.
	25 Contributions, gifts, grants paid	607,795.			670,295.
26 Total expenses and disbursements Add lines 24 and 25	731,412.	46,867.		747,033.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	86,333.				
b Net investment income (if negative, enter 0)		770,878.			
c Adjusted net income (if negative, enter 0)					



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Part III Balance Sheets		Attached schedules and amounts in the description column should be .or 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		129,463.	147,558.	147,558.
	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				
	10a	Investments – U.S. and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule) L-10b Stmt		4,802,759.	5,152,725.	5,152,725.
		c Investments – corporate bonds (attach schedule) L-10c Stmt		6,151,432.	6,994,542.	6,994,542.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt		569,204.	569,552.	569,552.	
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)		11,652,858.	12,864,377.	12,864,377.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable		95,000.	30,000	
	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)		95,000.	30,000.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		11,557,858.	12,834,377.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		11,557,858.	12,834,377.		
31	Total liabilities and net assets/fund balances (see instructions)		11,652,858.	12,864,377.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,557,858.
2	Enter amount from Part I, line 27a	2	86,333.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Other Increases Stmt	3	1,205,186.
4	Add lines 1, 2, and 3	4	12,849,377.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> EXCISE TAX PAYMENTS	5	15,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	12,834,377.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2 story brick warehouse, or common stock 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month day year)	(d) Date sold (month day year)
1a SCHEDULE ATTACHED	P	Various	Various
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 5,848,692.	0.	5,483,570.	365,122.
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 0.	0.	0.	365,122.
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	365,122.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	- [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter 0 in Part I, line 8] -	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	704,114.	12,463,559.	0.056494
2009	595,917.	11,730,993.	0.050799
2008	609,635.	10,553,829.	0.057764
2007	779,654.	13,313,061.	0.058563
2006	699,501.	12,500,665.	0.055957

2 Total of line 1, column (d)	2	0.279577
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055915
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,292,858.
5 Multiply line 4 by line 3	5	687,355.
6 Enter 1% of net investment income (1% of Part I line 27b)	6	7,709.
7 Add lines 5 and 6	7	695,064
8 Enter qualifying distributions from Part XII line 4	8	747,033.

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 VIII 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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I line 27b		1	7,709.
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	7,709.
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	7,709.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	16,726.	
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	16,726.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	7.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,010.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	9,010.	

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)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
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 \$ _____ (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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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>CAROL & JAMES COLLINS FOUNDATION</u> Telephone no. <u>(310) 645-0113</u> Located at <u>6101 W. CENTINELA AVE, SUITE 100, CULVER CITY, CA</u> ZIP + 4 <u>90230-6318</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
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>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3 b	
4a 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

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)?

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) Yes No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
CATHLEEN C. HESSION 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	PRES, SEC, TREAS. 40.00	54,393.	0.	0.
JAMES COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	CHARIMAN 2.00	0.	0.	0.
CAROL L. COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				
0				
0				
0				
0				

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 ----- ----- -----		N/A
----- ----- -----		

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 ----- ----- -----	
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 ----- ----- -----	
2 ----- ----- -----	
All other program-related investments. See instructions 3 ----- ----- -----	
Total. Add lines 1 through 3	

BAA

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	12,329,244.
b	Average of monthly cash balances	1b	150,815.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	12,480,059.
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	12,480,059.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	187,201.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,292,858.
6	Minimum investment return. Enter 5% of line 5	6	614,643.

Part XIII 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	614,643.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,709.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,709.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	606,934.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	606,934.
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	606,934.

Part XIV 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	747,033.
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	747,033.
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	7,709.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	739,324.

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				606,934.
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__				
3 Excess distributions carryover, if any, to 2011.				
a From 2006	153,210.			
b From 2007	125,365.			
c From 2008	89,208.			
d From 2009	25,502.			
e From 2010	96,210.			
f Total of lines 3a through e	489,495.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 747,033.				
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				606,934.
e Remaining amount distributed out of corpus	140,099.			
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	629,594.			
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				
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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	153,210.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	476,384.			
10 Analysis of line 9				
a Excess from 2007	125,365.			
b Excess from 2008	89,208.			
c Excess from 2009	25,502.			
d Excess from 2010	96,210.			
e Excess from 2011	140,099.			

BAA

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

JAMES AND CAROL COLLINS

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 XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> SCHEDULE ATTACHED SCHEDULE ATTACHED SCHEDULE ATTACHED</p>	<p>N/A</p>	<p>PUBLIC</p>	<p>SCHEDULE ATTACHED</p>	<p>670,295.</p>
<p>Total ▶ 3a</p>				<p>670,295.</p>
<p><i>b Approved for future payment</i> SCHEDULE ATTACHED SCHEDULE ATTACHED SCHEDULE ATTACHED</p>	<p>N/A</p>	<p>PUBLIC</p>	<p>SCHEDULE ATTACHED</p>	<p>30,000.</p>
<p>Total ▶ 3b</p>				<p>30,000.</p>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SERVICE FEES	3,235.			3,235.
FILING FEES	115.			115.
MISCELLANEOUS	12.			
Total	<u>3,362.</u>			<u>3,350.</u>

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

UNREALIZED GAINS	1,204,550.
ULD	636.
Total	<u>1,205,186.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input type="checkbox"/> Business <input type="checkbox"/> KELLY L. COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR	1.00	0.	0.
Person <input type="checkbox"/> Business <input type="checkbox"/> MELISSA COLLINS GUDIM 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR	1.00	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CORPORATION SERVICE	AGENCY	371.			371.

Total

371. 371.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EUGENE LEWIS & ASSOC	TAX PREPARATION	3,335.	1,667.		1,668.
Total		<u>3,335.</u>	<u>1,667.</u>		<u>1,668.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILANTHROPIC ADMINI	ADMINISTRATIVE SERVIC	36,000.	18,000.		18,000.
PAYDEN & RYGEL	INVESTMENT MANAGEMENT	8,855.	8,855.		
Total		<u>44,855.</u>	<u>26,855.</u>		<u>18,000</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
PAYDEN VALUE LEADERS	1,708,517.	1,708,517.
MID-CAP SPYDERS	1,427,305.	1,427,305.
VANGUARD SMALL CAP	294,595.	294,595.
SCHWAB S&P 500 INDEX FUND	1,430,688.	1,430,688.
ENERGY SELECT SPDR	147,678.	147,678.
FINANCIAL SELECT SPDR	143,942.	143,942.
Total	<u>5,152,725.</u>	<u>5,152,725.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
PAYDEN GNMA BOND FUND	906,546.	906,546.
PAYDEN HIGH INCOME FUND	2,849,034.	2,849,034.
PAYDEN EMERGING MARKET BOND FUND	273,433.	273,433.
PAYDEN CORE BOND FUND	2,175,611.	2,175,611.
1SHARES TRUST BARCLAY BOND FUND	243,167.	243,167.
PAYDEN LIMITED TERM MATURITY FUND	546,751.	546,751.
Total	<u>6,994,542.</u>	<u>6,994,542.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
INVESTMENT IN CB MINERALS COMPANY LLC	569,552.	569,552.
Total	<u>569,552.</u>	<u>569,552.</u>

The Carol and James Collins Foundation

Realized Gains and Losses

Fiscal Year Ended 9/30/2012

<i>Date</i>	<i>Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
10/7/2011	Sell	-6314.438	Core Bond Fund	35	\$10.46	\$66,049.02	817 \$10.30	\$65,038.71	(\$1,010.31)
10/7/2011	Sell	-4784.690	Core Bond Fund	33	\$10.45	\$50,000.01	818 \$10.30	\$49,282.31	(\$717.70)
10/7/2011	Sell	-10758.886	Core Bond Fund	34	\$10.41	\$112,000.00	819 \$10.30	\$110,816.53	(\$1,183.48)
10/7/2011	Sell	-20860.436	Core Bond Fund	31	\$10.31	\$215,071.10	820 \$10.30	\$214,862.49	(\$208.60)
11/7/2011	Sell	-124.000	SPDR S&P Midcap 400 ETF	6	\$172.88	\$21,436.79	822 \$162.89	\$20,198.09	(\$1,238.70)
11/7/2011	Sell	-285.000	Vanguard Small Cap	1	\$39.41	\$11,231.85	823 \$71.07	\$20,256.26	\$9,024.41
11/7/2011	Sell	-2327.202	Payden Global Equity Fund	5	\$5.86	\$13,683.95	824 \$6.93	\$16,127.51	\$2,443.56
11/7/2011	Sell	-558.798	Payden Global Equity Fund	4	\$5.52	\$3,084.56	825 \$6.93	\$3,872.47	\$787.91
11/7/2011	Sell	-3880.355	Core Bond Fund	31	\$10.31	\$40,006.46	826 \$10.56	\$40,976.55	\$970.09
11/7/2011	Sell	-1801.465	Core Bond Fund	30	\$10.28	\$18,519.06	827 \$10.56	\$19,023.47	\$504.41
11/30/2011	Sell	-127889.000	Schwab US Treasury Money Fund	1	\$1.00	\$127,889.00	829 \$1.00	\$127,889.00	\$0.00
12/16/2011	Sell	-35673.086	Payden Global Equity Fund	4	\$5.52	\$196,915.43	830 \$6.56	\$234,015.44	\$37,100.01
12/23/2011	Sell	-1.000	High Income Fund	1	\$0.00	\$0.00	877 \$34,838.94	\$34,838.94	\$34,838.94
12/23/2011	Sell	-1.000	Emerging Markets Bond Fund	1	\$0.00	\$0.00	879 \$6,298.80	\$6,298.80	\$6,298.80
12/31/2011	Sell	-234015.420	Schwab US Treasury Money Fund	1	\$1.00	\$234,015.42	833 \$1.00	\$234,015.42	\$0.00

<i>Date Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
2/1/2012 Sell	-2886 000	Schwab US Treasury Money Fund	1	\$1 00	\$2,886 00	835 \$1 00	\$2,886 00	\$0 00
3/14/2012 Sell	-332 000	SPDR S&P Midcap 400 ETF	6	\$172 88	\$57,395 28	836 \$180 51	\$59,929 25	\$2,533 99
3/31/2012 Sell	-100000 000	Schwab US Treasury Money Fund	1	\$1 00	\$100,000 00	838 \$1 00	\$100 000 00	\$0 00
5/11/2012 Sell	-14967 000	iShares S&P US Preferred Fund	1	\$39 47	\$590,708 58	842 \$38 67	\$578,767 90	(\$11,940 67)
5/15/2012 Sell	-140 000	iShares Russell 1000 Growth Index	6	\$38 34	\$5,367 60	844 \$62 99	\$8,818 54	\$3,450 94
5/15/2012 Sell	-178 000	iShares Russell 1000 Growth Index	6	\$38 34	\$6,824 52	845 \$62 98	\$11,210 19	\$4,385 67
5/15/2012 Sell	-100 000	iShares Russell 1000 Growth Index	5	\$38 33	\$3,833 00	846 \$62 98	\$6,297 86	\$2,464 86
5/15/2012 Sell	-517 000	iShares Russell 1000 Growth Index	4	\$36 03	\$18,626 48	847 \$62 98	\$32,559 94	\$13,933 46
5/15/2012 Sell	-2100 000	iShares Russell 1000 Growth Index	3	\$36 02	\$75,637 80	848 \$62 98	\$132,255 06	\$56,617 26
5/22/2012 Sell	-2051 984	Emerging Markets Bond Fund	17	\$14 62	\$30,000 01	849 \$14 22	\$29 179 21	(\$820 79)
5/22/2012 Sell	-1815 808	Emerging Markets Bond Fund	16	\$13 74	\$24,949 20	850 \$14 22	\$25,820 79	\$871 59
5/22/2012 Sell	-183 000	iShares TR Barclays Bond	4	\$109 35	\$20,010 89	854 \$120 40	\$22,033 15	\$2,022 26
5/22/2012 Sell	-2860 000	iShares TR Barclays Bond	3	\$107 05	\$306,163 00	855 \$120 40	\$344 343 14	\$38,180 14
5/31/2012 Sell	1182663 380	Schwab US Treasury Money Fund	1	\$1 00	\$1,162,663 38	857 \$1 00	\$1,162,663 38	\$0 00
6/5/2012 Sell	-5633 800	Core Bond Fund	30	\$10 28	\$57,915 46	858 \$10 65	\$59,999 97	\$2,084 51
6/5/2012 Sell	-2395 783	Schwab S&P 500 Index Fund	13	\$20 87	\$49,999 99	859 \$20 19	\$48,370 86	(\$1,629 13)
6/5/2012 Sell	-74 767	Schwab S&P 500 Index Fund	5	\$17 85	\$1,334 59	860 \$20 19	\$1,509 55	\$174 95
6/5/2012 Sell	-501 220	Schwab S&P 500 Index Fund	9	\$17 71	\$8,876 61	861 \$20 19	\$10,119 63	\$1,243 03

Wednesday, December 19, 2012

Page 2 of 3

<i>Date Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
7/17/2012 Sell	-10961 230	Schwab S&P 500 Index Fund	9	\$17 71	\$194,123 38	865 \$21 46	\$235,228 00	\$41,104 61
7/17/2012 Sell	-1713 510	Schwab S&P 500 Index Fund	7	\$17 68	\$30,294 86	866 \$21 46	\$36,771 92	\$6 477 07
7/20/2012 Sell	-1452 000	iShares TR Barclays Bond (20+ yea	1	\$122 29	\$177,563 63	867 \$130 02	\$188,789 19	\$11,225 56
7/27/2012 Sell	-9598 710	Schwab S&P 500 Index Fund	7	\$17 68	\$169,705 19	870 \$21 82	\$209,443 85	\$39,738 66
7/27/2012 Sell	-11350 740	Schwab S&P 500 Index Fund	4	\$17 62	\$200,000 04	871 \$21 82	\$247,673 15	\$47,673 11
7/27/2012 Sell	-4027 640	Schwab S&P 500 Index Fund	3	\$17 42	\$70,161 49	872 \$21 82	\$87,883 10	\$17,721 62
7/31/2012 Sell	1008626 330	Schwab US Treasury Money Fund	1	\$1 00	\$1,008,626 33	875 \$1 00	\$1,008,626 33	\$0 00
					5,483,569 93		5,848,691 95	365,122 02

The Carol and James Collins Foundation
Average Net Asset Calculation
For the period ended September 30, 2012

	Cash	Securities	Total
9/30/2011	129,468	11,552,672	11,682,140
10/31/2011	153,989	12,206,193	12,360,181
11/30/2011	93,348	11,949,559	12,042,907
12/31/2011	173,369	11,984,105	12,157,474
1/31/2012	189,310	12,325,409	12,514,719
2/28/2012	205,108	12,587,389	12,792,497
3/31/2012	238,325	12,595,486	12,833,811
4/30/2012	116,846	12,626,095	12,742,941
5/31/2012	152,286	12,220,222	12,372,509
6/30/2012	95,424	12,333,719	12,429,143
7/31/2012	125,062	12,523,652	12,648,714
8/31/2012	140,509	12,627,205	12,767,714
9/30/2011	147,558	12,748,470	12,896,028
	1,960,601	160,280,177	162,240,778
Average	150,815	12,329,244	12,480,060

The Carol and James Collins Foundation

30-0100019

Form 990-PF

Year Ended September 30, 2012

Part XV - Grants and Contributions

3a Paid during the year

The Carol and James Collins Foundation 990PF

9/30/10

826LA

1714 W. Sunset Blvd.

Los Angeles

CA 90026

To support general operations

Public Charity

\$10,000.00

A Better LA

1150 S. Olive St., Suite 340

Los Angeles

CA 90015

To fund outreach in West Athens/Westmount area

Public Charity

\$10,000.00

A Place Called Home

2830 South Central Avenue

Los Angeles

CA 90011

To support general operations

Public Charity

\$10,000.00

A Window Between Worlds

710 4th Ave. #5

Venice

CA 90291

To support Children's Windows

Public Charity

\$10,000.00

Airport Marina Counseling Service

7891 South La Tijera Blvd.

Los Angeles

CA 90045

To support At-Risk Kids Program

Public Charity

\$5,000.00

Alexandria House

426 South Alexandria Ave.

Los Angeles

CA 90020

To support building equipment

Public Charity

\$2,100.00

Alliance College-Ready Public Schools

1949 S. Figueroa Street

Los Angeles

CA 90007

To support Smart Growth Plan

Public Charity

\$15,000.00

Association of Small Foundations

4905 Del Ray Ave., Suite 308

Bethesda

MD 20814

To support general operations

Public Charity

\$695.00

Boys & Girls Clubs of America - Los Angeles County Alliance

1230 W. Peachtree St., NW

Atlanta

GA 30309-3447

To support LA Alliance Youth of the Year Event

Public Charity

\$5,000.00

Boys & Girls Clubs of Santa Monica

1220 Lincoln Blvd.

Santa Monica

CA 90401

To support College Bound Program

Public Charity

\$10,000.00

Boys & Girls Clubs of the Foothills

600 S. Shamrock Ave.

Monrovia

CA 91016

To support general operations

Public Charity

\$10,000.00

Boys & Girls Clubs of the Los Angeles Harbor

1200 S. Cabrillo Ave.

San Pedro

CA 90731

To support College Bound Program

Public Charity

\$10,000.00

Bright Prospect

281 S. Thomas Street, Suite 302

Pomona

CA 91766

To support peer support college preparatory program

Public Charity

\$10,000.00

Bright Star Schools

2636 Mansfield Avenue

Los Angeles

CA 90016

To support The Connecting Program

Public Charity

\$10,000.00

California Restaurant Association Educational Foundation

621 Capitol Mall, Suite 2000

Sacramento

CA 95814

To support Enhanced ProStart Program

Public Charity

\$15,000.00

California YMCA Youth & Government

2000 Alameda, Suite 128

San Mateo

CA 94403

Director's Matching Grant

Public Charity

\$500.00

California YMCA Youth & Government

2000 Alameda, Suite 128

San Mateo

CA 94403

Director's Discretionary Grant

Public Charity

\$500.00

Casa De Amparo

325 Buena Creek Road

San Marcos

CA 92069

Director's Discretionary Grant

Public Charity

\$5,000.00

Central City Community Outreach

PO Box 13273

Los Angeles

CA 90013

To support S.A.Y. Yes! Center and Youth
Development Program

Public Charity

\$10,000.00

Child S.H.A.R.E. Program, Inc.

1544 West Glenoaks Blvd.

Glendale

CA 91201

To support recruitment

Public Charity

\$10,000.00

City Year

606 Olive Street, 2nd Floor

Los Angeles

CA 90014

To support corps members work in schools

Public Charity

\$10,000.00

Council on Foundations

2121 Crystal Drive, Suite 700

Arlington

VA 22202

To support general operations

Public Charity

\$1,400.00

Culver City Education Foundation

P.O. Box 4178

Culver City

CA 90231

To support Idea of America Interactive History Program

Public Charity

\$5,000.00

Culver City Education Foundation

P.O. Box 4178

Culver City

CA 90231

To support teacher grants

Public Charity

\$2,500.00

Culver City Education Foundation

P.O. Box 4178

Culver City

CA 90231

To support Front and center Theatre Project

Public Charity

\$15,000.00

EduCare Foundation

2060-D Ave Los Arboles, #544

Thousand Oaks

CA 91362

To support ACE Programs

Public Charity

\$10,000.00

FamiliesFirst, Inc. (dba Hollygrove)

4815 El Centro Avenue

Los Angeles

CA 90038

To support Endless Summer after-school program

Public Charity

\$10,000.00

Friends of Expo Center

3980 Bill Robertson Lane, Suite 203

Los Angeles	CA	90037		
To support EXPO's Summer Youth Job Corps			Public Charity	\$10,000.00

Fulfillment Fund

6100 Wilshire Blvd., Suite 600

Los Angeles	CA	90048		
To support the High School Program			Public Charity	\$10,000.00

Girls & Gangs

1000 N Alameda St., Suite 240

Los Angeles	CA	90012		
To support Re-Entry Services			Public Charity	\$10,000.00

GRYD Foundation

200 North Spring Street

Los Angeles	CA	90012		
To support Summer Night Lights			Public Charity	\$10,000.00

Hebrew Christian Witness

Box 2

San Bernardino	CA	92402		
Director's Discretionary Grant			Public Charity	\$5,000.00

Inner-City Arts

720 Kohler Street

Los Angeles	CA	90021		
To support Visual & Media Arts and Performing Arts Institutes			Public Charity	\$10,000.00

KIPP LA Schools

4545 Dozier Avenue

Los Angeles	CA	90022		
To support School Support Center			Public Charity	\$10,000.00

Long Beach Blast - Better Learning After School Today

737 Pine Ave., Suite 201

Long Beach CA 90813

To support Academic mentoring Program and Bridge to Public Charity \$10,000.00
College**Los Angeles County Education Foundation (LACEF)**

448 South Hill Street, Suite 1001

Los Angeles CA 90013

To support 163 children in outdoor science program at Public Charity \$10,000.00
Blue Sky Meadow**Los Angeles Education Partnership (formerly Urban Education Partnership)**

1055 West Seventh Street, Suite 200

Los Angeles CA 90017

To support Community Schools Public Charity \$15,000.00

Los Angeles Leadership Academy

2670 Griffin Avenue

Los Angeles CA 90031

To support school building renovation Public Charity \$35,000.00

Loyola Marymount University

1 LMU Drive

Los Angeles CA 90045

To support Restorative Justice Circle Training Program Public Charity \$10,000.00

Making The Right Connections, Inc.

3250 Wilshire Blvd., Suite 1010

Los Angeles CA 90010

To support summer program Public Charity \$5,000.00

Mark Twain Middle School World Languages Magnet and Arts Academy

2224 Walgrove Avenue

Los Angeles CA 90066

To support Mark Twain Bellringers trip to 2012 Olympic Games in London Public Charity \$10,000.00

Marlborough School

250 S. Rossmore Ave.

Los Angeles CA 90004

Director's Discretionary Grant - Cathleen C. Hession Public Charity \$5,000.00

MIND Research Institute

3631 South Harbor Blvd., Suite 200

Santa Ana CA 92704

To support Los Angeles Math Initiative Public Charity \$15,000.00

National Center for Family Philanthropy

1101 Connecticut Ave, NW, Suite 220

Washington DC 20036

To support Friends of the Family Public Charity \$1,000.00

New Teacher Center

725 Frant Street

Santa Cruz CA 95060

To support Los Angeles Mentor Academies Public Charity \$10,000.00

New Village Charter School, Inc.

147 N. Occidental Blvd.

Los Angeles CA 90026

To support Big Picture Learning Public Charity \$10,000.00

Our Lady of Soledad

52525 Oasis Palms Ave.

Coachella CA 92236

Director's Discretionary Grant - KLC Public Charity \$5,000.00

Para Los Ninos

500 South Lucas Ave.

Los Angeles

CA 90017

To support Charter School

Public Charity

\$15,000.00

Para Los Ninos

500 South Lucas Ave.

Los Angeles

CA 90017

Director's Discretionary Match

Public Charity

\$1,500.00

Para Los Ninos

500 South Lucas Ave.

Los Angeles

CA 90017

To support teacher development

Public Charity

\$2,000.00

Peace First

280 Summer Street, Mezzanine Level

Boston

MA 02210

To support Peace First Los Angeles

Public Charity

\$10,000.00

Providers Association for Home Health & Hospices Agencies

2695 Villa Creek Drive, Suite 147

Dallas

TX 75234

Director's Discretionary Grant - Kelly L. Collins

Public Charity

\$5,000.00

Resonate, Inc. dba Spark Program

251 Rhode Island Street, #2-5

San Francisco

CA 94103

To support Spark LA

Public Charity

\$10,000.00

RowLA

629 Alta Avenue

Santa Monica

CA 90402

To support capacity building efforts

Public Charity

\$10,000.00

Southern California Center for Nonprofit Management

1000 North Alameda St., #250

Los Angeles CA 90012

To support 2 Minute Answer Guide for Nonprofits Public Charity \$10,000.00
book and website

Southern California Grantmakers

1000 North Alameda Street, Suite 230

Los Angeles CA 90012

To support Family Foundation Conference Public Charity \$2,500.00

Southern California Grantmakers

1000 North Alameda Street, Suite 230

Los Angeles CA 90012

To support general operations Public Charity \$2,600.00

Southern California Grantmakers

1000 North Alameda Street, Suite 230

Los Angeles CA 90012

To support Annual Conference Public Charity \$2,500.00

Strive Foundation

9124 S. Main Street

Los Angeles CA 90003

To support daily after-school program Public Charity \$10,000.00

Student Voice Project

420 S. Lorraine

Los Angeles CA 90020

To support Scholastic Journalism Institute Public Charity \$10,000.00

Students Run America dba Students Run L.A.

5252 Crebs Avenue

Tarzana CA 91356

To support training of 40 students Public Charity \$10,000.00

Teach for America

606 South Olive Street, Suite 300

Los Angeles

CA 90014

To support Sponsor a Teacher

Public Charity

\$10,000.00

Tenderloin Neighborhood Development Corportion

201 Eddy St.

San Francisco

CA 94102

Director's Discretionary Grant

Public Charity

\$5,000.00

The Boys & Girls Clubs of Venice

2232 Lincoln Blvd.

Venice

CA 90291

Director's Discretionary Grant - CCH

Public Charity

\$500.00

The Boys & Girls Clubs of Venice

2232 Lincoln Blvd.

Venice

CA 90291

Director's Discretionary Grant

Public Charity

\$5,000.00

The Boys & Girls Clubs of Venice

2232 Lincoln Blvd.

Venice

CA 90291

To support staff training

Public Charity

\$2,500.00

The Boys & Girls Clubs of Venice

2232 Lincoln Blvd.

Venice

CA 90291

To support holiday activities

Public Charity

\$500.00

The Boys & Girls Clubs of Venice

2232 Lincoln Blvd.

Venice

CA 90291

To support youth programs

Public Charity

\$10,000.00

The Campanile Foundation

5500 Campanile Drive

San Diego

CA 92182-1154

To support the Literacy Center Reading Clinic Public Charity \$2,500.00

The Center on Philanthropy and Public Policy, University of Southern California

Lewis Hall, Room 210

Los Angeles

CA 90089-0626

To support Philanthropic Partners Program Public Charity \$10,000.00

The Unusual Suspects Theatre Company

617 S. Olive St., Suite 812

Los Angeles

CA 90014

To support general operations Public Charity \$10,000.00

Union Rescue Mission

545 S. San Pedro St.

Los Angeles

CA 90013

To support Hope Gardens Family Center Public Charity \$10,000.00

UNITE-LA

350 South Bixel Street, Suite 160

Los Angeles

CA 90017

To support transformative programs in LAUSD Public Charity \$15,000.00

Venice Family Clinic

604 Rose Avenue

Venice

CA 90291

To support operations at Irma Colen Health Center Public Charity \$15,000.00

Watts/Willowbrook Boys & Girls Club

1339 East 120th St.

Los Angeles

CA 90043

To support the College Access Preparation Program Public Charity \$10,000.00

West Bay Pilipino Multi-Service, Inc.

175 7th Street

San Francisco

CA 94103

Director's Discretionary Grant

Public Charity

\$2,500.00

West Valley Boys & Girls Club

7245 Remmet Ave.

Canoga Park

CA 91304

To support programs at Tierra del Sol

Public Charity

\$10,000.00

Westside Family YMCA

11311 La Grange Ave.

Los Angeles

CA 90025

Director's Matching Grant - Cathleen C. Hession

Public Charity

\$3,000.00

Westside Family YMCA

11311 La Grange Ave.

Los Angeles

CA 90025

Director's Discretionary Grant - Cathleen C. Hession

Public Charity

\$4,000.00

YMCA of Metropolitan Los Angeles - Westside Branch

11311 La Grange Avenue

Los Angeles

CA 90025

To support new Westside YMCA building

Public Charity

\$15,000.00

Young Musicians Foundation

195 South Beverly Drive, Suite 414

Beverly Hills

CA 90212

To support Music Mentors Program

Public Charity

\$10,000.00

\$670,295.00

The Carol and James Collins Foundation

30-0100019

Year Ended September 30, 2012

Form 990-PF

Grants and Contributions

Payable in Future Years

California Restaurant Association Educational Foundation

621 Capitol Mall, Suite 2000

Sacramento

CA

95814

12/8/2012 \$15,000.00

Venice Family Clinic

604 Rose Avenue

Venice

CA

90291

12/8/2012 \$15,000.00