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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
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 09-30-2012

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

Name of foundation BOUDJAKDJI FOUNDATION		A Employer identification number 95-4664672
Number and street (or P O box number if mail is not delivered to street address) Room/suite 3029 WILSHIRE BLVD NO 200		B Telephone number (see page 10 of the instructions) (310) 828-7547
City or town, state, and ZIP code SANTA MONICA, CA 90403		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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, col. (c), line 16) \$ 1,799,209	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	26,292	26,292		
	4 Dividends and interest from securities.	34,039	34,039		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-10,642			
	b Gross sales price for all assets on line 6a _____ 42,957				
	7 Capital gain net income (from Part IV, line 2)		0		
	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 or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	49,689	60,331			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	4,939	2,840		2,099
	c Other professional fees (attach schedule)	12,509	12,509		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	982	0		25
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	62	42		20
	24 Total operating and administrative expenses. Add lines 13 through 23	18,492	15,391		2,144
	25 Contributions, gifts, grants paid.	84,500			84,500
26 Total expenses and disbursements. Add lines 24 and 25	102,992	15,391		86,644	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-53,303				
b Net investment income (if negative, enter -0-)		44,940			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	8,609	5,116	5,116	
	2 Savings and temporary cash investments	9,594	8,866	8,866	
	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 page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	493,769 <input type="checkbox"/>	478,607	653,288	
	c Investments—corporate bonds (attach schedule)	457,741 <input type="checkbox"/>	457,741	466,177	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	563,729 <input type="checkbox"/>	529,809	665,762	
	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)	1,533,442	1,480,139	1,799,209		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶ _____)	<input type="checkbox"/> 50 <input type="checkbox"/>	<input type="checkbox"/> 50			
23 Total liabilities (add lines 17 through 22)	50	50			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29 Retained earnings, accumulated income, endowment, or other funds	1,533,392	1,480,089			
30 Total net assets or fund balances (see page 17 of the instructions)	1,533,392	1,480,089			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,533,442	1,480,139			

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	1,533,392
2	Enter amount from Part I, line 27a	2	-53,303
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,480,089
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,480,089

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	-10,642
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 pages 13 and 17 of the 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)

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	85,628	1,737,984	0.049269
2009	79,846	1,599,213	0.049928
2008	64,364	1,359,222	0.047354
2007	96,531	1,873,361	0.051528
2006	100,274	2,078,878	0.048235
2	Total of line 1, column (d).		2 0.246314
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 0.049263
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 1,712,813
5	Multiply line 4 by line 3.		5 84,378
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 449
7	Add lines 5 and 6.		7 84,827
8	Enter qualifying distributions from Part XII, line 4.		8 86,644

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	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 instructions)		
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	449
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	449
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	449
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	760
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	760
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	311
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 311 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0</u> (2) On foundation managers ▶ \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0</u>		
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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of ROBERT H GIVEN Telephone no (310) 828-7547 Located at 3029 WILSHIRE BLVD 200 SANTA MONICA CA ZIP+4 90403			
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.	15		<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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 20___, 20___, 20___, 20___			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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 page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3. **0**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,707,712
b	Average of monthly cash balances.	1b	31,184
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,738,896
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,738,896
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	26,083
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,712,813
6	Minimum investment return. Enter 5% of line 5.	6	85,641

Part XI Distributable Amount (see page 25 of the 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	85,641
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	449
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	449
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	85,192
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	85,192
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	85,192

Part XII Qualifying Distributions (see page 25 of the 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	86,644
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	86,644
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 page 26 of the instructions).	5	449
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	86,195

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				85,192
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.	1,199			
c From 2008.				
d From 2009.	723			
e From 2010.	185			
f Total of lines 3a through e.	2,107			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>86,644</u>				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				85,192
e Remaining amount distributed out of corpus	1,452			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,559			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,559			
10 Analysis of line 9				
a Excess from 2007.	1,199			
b Excess from 2008.				
c Excess from 2009.	723			
d Excess from 2010.	185			
e Excess from 2011.	1,452			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

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 page 27 of the 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))

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

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 page 28 of the 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
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 84,500
b <i>Approved for future payment</i>				
Total				3b 0

Additional Data

Software ID:

Software Version:

EIN: 95-4664672

Name: BOUDJAKDJI FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
328SHS AT & T INC	P	2000-07-10	2012-08-29
410SHS INTLE CORP	P	2002-03-01	2011-10-24
6460SHS SCHLUMBERGER LTD	P	2002-09-30	2012-08-30
01SHS SCHLUMBERGER LTD	P	2011-06-30	2012-08-30
0760SHS SCHLUMBERGER LTD	P	2012-07-15	2012-08-30
772 627SHS DODGE & COX INTL STOCK FUND	P	2008-05-21	2012-08-30
92 966SHS DODGE & COX INTL STOCK FUND	P	2008-12-22	2012-08-30
12 069SHS DODGE & COX INTL STOCK FUND	P	2009-12-21	2012-08-30
12 283SHS DODGE & COX INTL STOCK FUND	P	2010-12-20	2012-08-30
23 348SHS DODGE & COX INTL STOCK FUND	P	2011-12-20	2012-08-30
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,137		15,125	-2,988
1		1	0
42		36	6
1		1	0
1		1	0
24,319		35,000	-10,681
2,926		1,949	977
380		377	3
386		434	-48
735		675	60
2,029			2,029

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,988
			0
			6
			0
			0
			-10,681
			977
			3
			-48
			60
			2,029

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
RAOUF BOUDJAKDJI 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	PRESIDENT 0 10	0	0	0
CHERIF BOUDJAKDJI 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0 10	0	0	0
SAMIA STAEHLE 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0 10	0	0	0
ANISSA BALSON 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0 10	0	0	0
EDDY JO BERNAL 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	SECRETARY 0 10	0	0	0
ROBERT H GIVEN 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	TREASURER 0 10	0	0	0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ALZHEIMER'S ASSOC225 N MICHIGAN AVE FL 17 CHICAGO,IL 606017633		PUBLIC	RESEARCH	1,000
AMERICAN CANCER SOCIETY250 WILLIAMS STREET ATLANTA,GA 30303		PUBLIC	RESEARCH	2,000
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS,TX 75231		PUBLIC	MEDICAL	2,000
AMERICAN RED CROSSPO BOX 37243 WASHINGTON,DC 20013		PUBLIC	MEDICAL	3,000
ARTHRITIS FOUNDATION4311 WILSHIRE BLVD STE 530 LOS ANGELES,CA 900103775		PUBLIC	RESEARCH	3,000
CALIFORNIA ONCOLOGY RESEARCH INSTITUTE1158 26TH STREET 106 SANTA MONICA,CA 90403		PUBLIC	RESEARCH	2,000
CASCADES-SISKIYOU NATIONAL MONUMENT3040 BIDDLE ROAD MEDFORD,OR 97504		PUBLIC	EDUCATIONAL/ENVIRONMENTAL	500
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD STE 2416 LOS ANGELES,CA 90048		PUBLIC	MEDICAL	2,000
CHILDRENS HOSPITAL - LA4650 SUNSET BLVD MAIL STOP 29 LOS ANGELES,CA 90027		PUBLIC	RESEARCH	3,500
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE FL 2 NEW YORK,NY 100015004		PUBLIC	SOCIAL SERVICE	3,000
HABITAT FOR HUMANITY INC121 HABITAT ST AMERICUS,GA 317093498		PUBLIC	COMMUNITY SERVICE	3,000
JOHN WAYNE CANCER INST2200 SANTA MONICA BLVD SANTA MONICA,CA 90404		PUBLIC	RESEARCH	5,000
LIBRARY FOUNDATION630 W FIFTH ST LOS ANGELES,CA 90071		PUBLIC	EDUCATIONAL	10,000
LOS ANGELES COUNTY ART MUSEUM5905 WILSHIRE BLVD LOS ANGELES,CA 90036		PUBLIC	ART	5,000
MARYMOUNT HIGH SCHOOL 10643 SUNSET BLVD LOS ANGELES,CA 90077		PUBLIC	EDUCATIONAL	3,000
MCCLOUD HEALTHCARE CLINIC INCPO BOX 1143 MCCLOUD,CA 96057		PUBLIC	MEDICAL	2,500
NATURAL HISTORY MUSEUM900 EXPOSITION BLVD LOS ANGELES,CA 90007		PUBLIC	MUSEUM PROGRAMS	5,000
NATUREBRIDGE28 GEARY ST STE 650 SAN FRANCISCO,CA 94108		PUBLIC	EDUCATIONAL	1,000
ST JOHN'S HEALTH CENTER1328 TWENTY SECOND ST SANTA MONICA,CA 904042091		PUBLIC	MEDICAL	25,000
UNICEF333 EAST 38TH ST NEW YORK,NY 10016		PUBLIC	COMMUNITY SERVICE	3,000
Total				84,500

TY 2011 Accounting Fees Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,939	2,840		2,099

TY 2011 General Explanation Attachment

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Identifier	Return Reference	Explanation
REPORTABLE SERVICES PROVIDED TO THE FOUNDATION	PART VII-B, PAGE 5, LINE 1A (3)(4)	FORM 990PF PART VII-B, PAGE 5, LINE 1A (3)(4) REPORTABLE SERVICES PROVIDED TO THE FOUNDATION THE FOUNDATION PAID GIVEN & COMPANY, AN ACCOUNTANCY CORPORATION, THE SUM OF \$4,939 FOR VARIOUS MANAGEMENT SERVICES PERFORMED BY ITS EMPLOYEES THESE SERVICES INCLUDED TAX PREPARATION, BOOKKEEPING, FINANCIAL SERVICES AND GENERAL FOUNDATION MANAGEMENT ROBERT GIVEN, AN OFFICER AND DIRECTOR OF THE FOUNDATION, IS AN EMPLOYEE OF GIVEN & COMPANY AND AS AN EMPLOYEE RECEIVED COMPENSATION FOR HIS SERVICES ON FOUNDATION MATTERS THE FOUNDATION PAID BALSON CAPITAL MANAGEMENT, A REGISTERED INVESTMENT ADVISOR, THE SUM OF \$12,509 FOR INVESTMENT SERVICES THESE SERVICES INCLUDED MANAGEMENT OF FOUNDATION FUNDS PAUL BALSON, THE PRICIPAL OF BALSON CAPITAL MANAGEMENT, IS THE SPOUSE OF A FOUNDATION DIRECTOR NO COMPENSATION WAS PAID BY THE FOUNDATION TO ITS OFFICERS OR DIRECTORS

**TY 2011 Investments Corporate
Bonds Schedule**

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC CO NT 5.00%	105,268	101,524
JP MORGAN CHASE & CO	52,197	50,651
BANK OF AMERICA CORP 5.25%	100,534	107,522
GENERAL MTRS ACCEP CORP 7.00%	100,000	99,704
ALLY FINANCIAL INC 6.75%	99,742	106,776

**TY 2011 Investments Corporate
Stock Schedule****Name:** BOUDJAKDJI FOUNDATION**EIN:** 95-4664672

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DISNEY WALT CO	41,990	79,200
EXXONMOBIL CORP	28,951	74,195
GENERAL ELECTRIC	46,990	34,556
INTEL CORP	0	0
MICROSOFT CORP	13,750	29,760
PEPSICO INC	31,689	49,826
PFIZER INC	53,362	52,812
AT&T INC COM	43,356	37,730
SCHLUMBERGER LTD	10,136	31,825
VERIZON COMMUNICATIONS	44,764	42,049
WALMART STORES INC	18,537	37,180
WELLS FARGO & CO NEW	39,709	69,651
PLUM CREEK TIMBER CO INC	22,628	26,304
BERKSHIRE HATHAWAY INC DEL CL B	82,745	88,200

TY 2011 Investments - Other Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SPDR DOW JONES INDUST AV	AT COST	32,305	53,620
ISHARES TR COHEN & STEERS REALTY	AT COST	32,400	62,280
ISHARES IBOXX 4 INVESTOP	AT COST	37,562	42,620
ISHARES MSCI EAFE INDEX FD	AT COST	22,267	31,800
ISHARES TR RUSSELL 2000 INDEX FD	AT COST	36,019	67,018
POWERSHARES QQQ TR UNIT SER 1	AT COST	23,125	41,142
LONGLEAF INTERNATIONAL	AT COST	46,453	45,126
PIMCO HIGH YIELD ADMINISTRATIVE	AT COST	40,642	48,288
PIMCO TOTAL RETURN CL D	AT COST	53,819	59,080
ISHARES DOW JONES SELECT	AT COST	29,870	28,840
DODGE & COX INTERNATL STOCK FUND	AT COST	0	0
FAIRHOLME FUND	AT COST	39,143	35,762
POWERSHARES EXCHANGE TRADED FD	AT COST	18,214	33,036
ISHARES TR DOW JONES US UTILS	AT COST	7,126	8,950
ISHARES MSCI EMERGING	AT COST	20,037	16,530
SPDR S P DIVID ETF	AT COST	21,741	23,240
VANGUARD DIVIDEND	AT COST	22,397	23,872
WINTERGREEN FUND	AT COST	22,500	22,617
ROYCE PREMIER FD	AT COST	24,189	21,941

TY 2011 Other Expenses Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECRETARY OF STATE	20	0		20
BANK CHARGES	42	42		0

TY 2011 Other Liabilities Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYABLE - TRUSTEE	50	50

TY 2011 Other Professional Fees Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	12,509	12,509		0

TY 2011 Taxes Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	10	0		0
UNITED STATES TREASURY	947	0		0
REGISTRY OF CHARITY	25	0		25