Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 11/01 **, 2011, and ending** 10/31 **, 2012**

THE DAVIDSON FAMILY FOUNDATION
255 W. JULIAN STREET #200
SAN JOSE, CA 95110-2406

A **Employer identification number** 77-0325599

B Telephone number (see the instructions) 408-292-3524

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 12,259,894.

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

	Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments	46,610.	46,610.	46,610.	
4	Dividends and interest from securities	121,851.	121,851.	121,851.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	76,530.			
b	Gross sales price for all assets on line 6a 226,038.				
7	Capital gain net income (from Part IV, line 2)		76,530.		
8	Net short-term capital gain			4,771.	
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) See Statement 1	2,421.	2,421.	2,421.	
12	**Total.** Add lines 1 through 11	247,412.	247,412.	175,653.	
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) See St 2	14,865.	14,865.	14,865.	14,865.
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 3	64,385.	75.	75.	75.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	3,676.	3,676.	3,676.	3,676.
24	**Total operating and administrative expenses.** Add lines 13 through 23	82,926.	18,616.	18,616.	18,616.
25	Contributions, gifts, grants paid Part XV	608,730.			608,730.
26	**Total expenses and disbursements.** Add lines 24 and 25	691,656.	18,616.	18,616.	627,346.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-444,244.			
b	**Net investment income** (if negative, enter -0-)		228,796.		
c	**Adjusted net income** (if negative, enter -0-)			157,037.	

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/05/11 Form **990-PF** (2011)

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Part II		**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	52,929.	3,784.	3,784.
	2	Savings and temporary cash investments	238,078.	3,899,292.	3,899,292.
	3	Accounts receivable ► 1,300.			
		Less: allowance for doubtful accounts ►		1,300.	1,300.
	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) ► 101,494.	Statement 5		
		Less: allowance for doubtful accounts ►	4,367,259.	101,494.	101,494.
	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) Statement 6	6,580,579.	6,784,279.	7,054,024.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ► 2,058,267.			
		Less: accumulated depreciation (attach schedule) See Stmt 7 ►	2,058,170.	2,058,267.	1,200,000.
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► See Statement 8)	9.	4.	
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	13,297,024.	12,848,420.	12,259,894.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue	4,360.		
	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)	4,360.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,292,664.	12,848,420.	
	30	**Total net assets or fund balances** (see instructions)	13,292,664.	12,848,420.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,297,024.	12,848,420.	

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	13,292,664.
2	Enter amount from Part I, line 27a	2	-444,244.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	12,848,420.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	12,848,420.

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	See Statement 9			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 — **2** 76,530.

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** 4,771.

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

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

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

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

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

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

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

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

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,576.
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	4,576.
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	4,576.
6 Credits/Payments				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	44,576.		
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	44,576.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	40,000.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 4,576. **Refunded** ▶			11	35,424.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes.*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		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?	13	X	

Website address ► N/A

14 The books are in care of ► Gloria K. Chiang Telephone no. ►

Located at ► 255 W. Julian Street, Ste 200 San Jose CA ZIP + 4 ► 95110-2406

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to.			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☒ **No**			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☒ **No**			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☒ **No**			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☒ **No**			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☒ **No**			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ **Yes** ☐ **No** *If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☒ **No**			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If 'Yes' to 6b, file Form 8870*	**6b**		X
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? N/A	**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 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
Gloria K Chiang 22999 Standing Oak Court Cupertino, CA 95014	President 0	0.	0.	0.
Sandra Davidson 1717 Whispering Willow Place San Jose, CA 95125	Vice Preside 0	0.	0.	0.
Patricia J. Propolanis 1164 Doralee Way San Jose, CA 95125	Secretary 0	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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TEEA0307L 09/01/11

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	6,826,591.
b Average of monthly cash balances		1b	1,569,736.
c Fair market value of all other assets (see instructions)		1c	4,144,670.
d **Total** (add lines 1a, b, and c)		1d	12,540,997.
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	12,540,997.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	188,115.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	12,352,882.
6 **Minimum investment return.** Enter 5% of line 5		6	617,644.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	617,644.
2a Tax on investment income for 2011 from Part VI, line 5	2a 4,576.		
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	4,576.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	613,068.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	613,068.
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	613,068.

Part XII **Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	627,346.
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	627,346.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	627,346.

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					613,068.
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	8,546.				
c From 2008	3,957.				
d From 2009					
e From 2010	32,984.				
f Total of lines 3a through e		45,487.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 627,346.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2011 distributable amount					613,068.
e Remaining amount distributed out of corpus		14,278.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		59,765.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		59,765.			
10 Analysis of line 9:					
a Excess from 2007	8,546.				
b Excess from 2008	3,957.				
c Excess from 2009					
d Excess from 2010	32,984.				
e Excess from 2011	14,278.				

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)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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					
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).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 10				
Total ► **3a**				608,730.
b *Approved for future payment*				
Total ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					46,610.
4 Dividends and interest from securities					121,851.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					76,530.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Annuity Income					2,000.
b Misc Income					421.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					247,412.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 247,412.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date: 3-13-13

Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [redacted] if self-employed	PTIN
[redacted]	Non-Paid Preparer			[redacted]

Firm's name ▶ [redacted] Firm's EIN ▶ [redacted]

Firm's address ▶ [redacted]

Phone no [redacted]

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Annuity Income	$ 2,000.	$ 2,000.	$ 2,000.
Misc Income	421.	421.	421.
Total	$ 2,421.	$ 2,421.	$ 2,421.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CONTRACT SERVICES	$ 10,780.	$ 10,780.	$ 10,780.	$ 10,780.
INVESTMENT EXPENSE	4,085.	4,085.	4,085.	4,085.
Total	$ 14,865.	$ 14,865.	$ 14,865.	$ 14,865.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CA STATE TAX	$ 10.			
FEDERAL TAXES	64,300.			
FOREIGN TAX PAID	75.	$ 75.	$ 75.	$ 75.
Total	$ 64,385.	$ 75.	$ 75.	$ 75.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	$ 150.	$ 150.	$ 150.	$ 150.
INSURANCE	3,456.	3,456.	3,456.	3,456.
OFFICE EXPENSE	65.	65.	65.	65.
ROUNDING	5.	5.	5.	5.
Total	$ 3,676.	$ 3,676.	$ 3,676.	$ 3,676.

Statement 5
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
SAN JOSE STAGE	$ 0.	$ 0.	$ 0.
SPARTAN FOUNDATION	0.	0.	0.
SELIGMAN FAMILY FOUNDAT	0.	0.	0.
LIVING FAITH CHRISTIAN CHURCH	101,494.	101,494.	0.
DAVIDSON CLAT	0.	0.	0.
CHARLES W DAVIDSON	0.	0.	0.
DAVIDSON CLAT	0.	0.	0.
Total	$ 101,494.	$ 101,494.	

Allowance for Doubtful Accounts	$ 0.
Net Other Notes/Loans Rec. - Book Value	$ 101,494.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
5000 Shares Amylin Pharmaceuticals	Cost	$ 0.	$ 0.
1,200 Shares American Electric Power Co.	Cost	49,187.	53,328.
1400 Shares Delta Petroleum	Cost	74,931.	0.
45,000 Shares Comerica	Cost	2,039,452.	1,341,450.
1,797 Shares Halliburton Co. Hldg Co.	Cost	34,437.	58,025.
40 Shares KB Homes	Cost	559.	639.
10,000 Shares PG&E Coporation	Cost	245,975.	425,200.
2050 Shares Pico Holding	Cost	61,623.	45,387.
2,500 Shares Schlumberger Ltd.	Cost	103,198.	173,825.
24,000 Shares SVB Fncl	Cost	485,471.	1,358,160.
13,307 Shares Wells Fargo & Co	Cost	184,706.	448,313.
7,000 Shares St. Mary & Exploration Co.	Cost	173,753.	377,440.
60 Shares American International GP (NEW	Cost	3,974.	2,096.
1,127 Shares U.S. Bancorp Com NEW	Cost	36,223.	37,428.
9,000 Shares USEC Inc.	Cost	77,502.	6,120.
1,778 Shares USG Corporation NEW 5/93	Cost	60,230.	47,473.
1,889 Shares Proxim Corp CLA New.	Cost	251,090.	1.
3,000 Shares Southwest Airlines	Cost	35,506.	26,460.
4,032 Shares LSI Logic	Cost	111,557.	27,619.
0 Shares Novellus Systems	Cost	0.	0.
767 Shares Transocean Inc	Cost	31,584.	35,044.
20,000 Shares Vertical Comp Systems	Cost	35,811.	420.
4,000 Shares GT Atlntc & Pac Tea	Cost	86,879.	0.
1,000 Shares Intel Corp.	Cost	41,404.	21,630.
70 Shares AXA ADS	Cost	1,708.	1,115.
3,000 Shares SMTC Corp.	Cost	15,975.	8,400.
33,000 Shares Centerpoint Energy Inc.	Cost	493,928.	715,110.
3,000 Shares Ford Motor Co. NEW	Cost	30,007.	33,480.
2,000 Shares Heritage Commerce CP	Cost	15,910.	13,180.
1,000 Shares Altria Group Inc.	Cost	8,778.	31,800.
4,000 Shares Reynolds American	Cost	46,498.	166,560.
0 Shares Ford Cap Trst II	Cost	0.	0.
9,000 Shares Bridge Bank Natl Assoc SV	Cost	150,435.	134,550.

Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1,948 Shares AT&T Inc.	Cost	$ 49,366.	$ 67,381.
283 Shares Leucadia Corp	Cost	0.	6,424.
11 Shares Piper Jaffray	Cost	726.	295.
347 SHS Avid Technology Inc.	Cost	13,583.	2,037.
2,000 Shares Bank of America	Cost	58,839.	18,640.
1,000 SHS Merck & Co	Cost	27,779.	45,630.
4,000 GMAC	Cost	100,000.	99,440.
145 SHARES HEALTHWAYS INC.	Cost	6,157.	1,411.
80 SHARES AMERIGROUP CORP	Cost	2,607.	7,307.
324 SHARES ASTORIA FINANCIAL CORP	Cost	5,573.	3,250.
0 SHARES CABOT OIL & GAS CORP A	Cost	0.	0.
187 CHECKPOINT SYS INCORPORATED	Cost	3,142.	1,518.
87 SHARES COVANCE INC	Cost	4,307.	4,238.
0 SHARES DELPHI FINL GP A	Cost	0.	0.
151 SHARES EATON VANCE CP	Cost	3,857.	4,249.
255 SHARES FLIR SYSTEMS INC.	Cost	3,689.	4,955.
133 SHARES GLOBAL PAYMENT INC.	Cost	4,787.	5,686.
178 SHARES HARSCO CORP	Cost	4,791.	3,558.
331 SHARES JEFFRIES GROUP INC NEW	Cost	5,545.	4,713.
165 SHARES MERITAGE HOME CORPORATION	Cost	8,657.	6,102.
115 SHARES MOOG INC CL A	Cost	3,604.	4,256.
176 SHARES ONEOK INC NEW	Cost	2,961.	8,325.
1395 SHARES Pacific Capital Bancorp NEW	Cost	99,926.	64,044.
0 SHARES PHARMACEUTICAL PROD DEV INC	Cost	0.	0.
114 SHARES PVH CORP	Cost	3,579.	12,539.
217 SHARES PROTECTIVE LIFE CP	Cost	4,591.	5,924.
186 SHARES RAYMOND JAMES FINCL INC.	Cost	4,050.	7,094.
107 SHARES SNAP-ON INC.	Cost	4,224.	8,274.
252 SHARES SWIFT ENERGY	Cost	6,514.	4,211.
96 SHARES THE SCOTTS MIRACLE-GRO COMPANY	Cost	4,160.	4,110.
141 SHARES TIMKEN CO.	Cost	4,075.	5,568.
114 SHARES UNITED GROUP	Cost	3,340.	2,710.
157 SHARES VALSPAR CORP	Cost	3,926.	8,797.
15,667 Shares Silicon Graphics Intl Corp	Cost	408,757.	120,793.
199 SHARES AARON RENTS INC	Cost	3,583.	6,135.
328 SHARES HEXCEL CORP NEW	Cost	7,086.	8,384.
121 SHARES STATE AUTO FINL CP	Cost	3,681.	1,953.
93 SHARES URS CORP NEW	Cost	3,794.	3,114.
1000 Shares Guggenheim S&P Global Water	Cost	25,453.	21,380.
3868 Shares Conocophillips	Cost	244,300.	223,764.
5000 Shares Focus Business BK	Cost	50,299.	36,000.
1000 Shares Talisman Energy Inc.	Cost	16,229.	11,400.
133 AAR CORP	Cost	4,144.	2,007.
152 AMEDISYS INC	Cost	4,770.	1,678.
0 ARRIS GROUP INC.	Cost	0.	0.
130 CASH AMER. INT'L INC.	Cost	5,075.	5,082.
125 ITRON INC.	Cost	5,660.	5,133.
84 TELEDYNE INC	Cost	3,724.	5,379.
199 SHARES DIGITAL RIVER	Cost	5,980.	2,854.
163 SHARES LIFETIME FITNESS	Cost	4,742.	7,317.
224 SHARES TRUSTMARK CP	Cost	4,329.	5,257.
133 SHARES WGL HLDGS INC	Cost	3,666.	5,289.
6,000 Shares Carroll Shelby Intl Inc.	Cost	3,701.	900.
1,000 Shares Phillip Morris Intl Inc.	Cost	20,167.	88,560.
5,000 Shares Standard Pacific CP New	Cost	15,457.	34,500.

Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1,000 Shares Morgan Stanley IV	Cost	$ 8,155.	$ 25,070.
98 SHARES CORE LABORATORIES	Cost	3,146.	10,159.
229 SHARES FIRST POTOMAC REALTY TRUST	Cost	2,837.	2,727.
437 MEDICAL PROPERTIES TRUST	Cost	2,957.	5,017.
90 SHARES MEDNAX INC	Cost	5,146.	6,208.
98 SHARES REINSURANCE GROUP OF AMERICA	Cost	3,171.	5,186.
92 SHARES SBA COMMUNICATIONS CORP	Cost	1,782.	6,105.
162 SHARES UNITED BANKSHARES INC W VA	Cost	4,709.	3,856.
81 SHARES CANTEL MEDICAL CORP	Cost	1,572.	3,407.
94 SHARES LUFKIN IND	Cost	3,862.	4,701.
112 SHARES SOUTH JERSEY IND INC.	Cost	4,513.	5,666.
171 BRISTOW GROUP INC	Cost	6,232.	8,536.
106 SHARES CABOT MICROELECTRONICS	Cost	4,753.	3,159.
163 SHARES ENERSYS	Cost	3,762.	5,620.
115 SHARES FRANKLIN ELECTRONICS	Cost	5,016.	6,663.
173 SHARES HELEN OF TROY	Cost	5,139.	5,228.
128 Shares Motorola Solutions, Inc	Cost	8,476.	6,615.
0 Shares Motorola Mobility Hldgs	Cost	0.	0.
645 Shares General Motors Co Wts (GMA)	Cost	55,559.	10,610.
645 Shares General Motors Wts (GMB)	Cost	43,104.	6,611.
710 Shares General Motors Co	Cost	82,407.	18,105.
165 SHARES AMCOL INTL CORP	Cost	5,773.	5,211.
414 SHARES ENTEGRIS INC	Cost	3,736.	3,395.
256 SHARES AMERICAN EQ INVT LIFE HLDG C	Cost	3,089.	2,947.
79 SHARES LITTLEFUSE INC	Cost	4,181.	4,234.
458 SHARES NEWPARK RES NEW	Cost	2,865.	3,110.
12,000 Shares Alerian MLP ETF	Cost	195,847.	199,200.
1,000 Shares Solazyme, Inc.	Cost	10,658.	8,100.
585 Shares LAM Research	Cost	18,469.	20,709.
178 Shares Motors Liq Co GUC TR UBI	Cost	0.	3,551.
934 Shares Phillips 66 Com	Cost	0.	44,047.
32 SHS AMERICAN INTL GRP INC WT 11921	Cost	2,120.	453.
	Total	$ 6,784,279.	$ 7,054,024.

Statement 7
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Land	$ 2,058,267.		$ 2,058,267.	$ 1,200,000.
Total	$ 2,058,267.	$ 0.	$ 2,058,267.	$ 1,200,000.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Rounding	$ 4.	
Total	$ 4.	$ 0.

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	10 EXPIRED OPTIONS-SM	Purchased	3/30/2011	11/19/2011
2	1000 SVB FINCL GRP	Donated	5/15/2000	3/21/2012
3	1000 AMYLIN PHARMACEUTICALS INC	Donated	6/04/2003	4/02/2012
4	0 CASH IN LIEU OF FR SHARES-MOTORS LIQ	Purchased	6/12/2012	6/12/2012
5	112 MOTOROLA MOBILITY HLDGS INC	Purchased	1/14/2011	5/22/2012
6	1000 AMYLIN PHARMACEUTICALS INC	Donated	8/20/2003	4/02/2012
7	1000 AMYLIN PHARMACEUTICALS INC	Donated	8/20/2003	4/02/2012
8	2000 AMYLIN PHARMACEUTICALS INC	Purchased	3/02/2005	4/02/2012
9	186 PHARMACEUTICAL PROD DEV INC	Purchased	9/15/2005	12/06/2011
10	154 CABOT OIL & GAS CORP	Purchased	9/15/2005	1/04/2012
11	0 CASH IN LIEU OF FRACTIONAL SHARES -CANTE	Purchased	2/01/2012	2/01/2012
12	86 CHCKPOINT SYS INCORPORATED	Purchased	9/15/2005	3/22/2012
13	74 DELPHI FINL GP A	Purchased	9/15/2005	5/16/2012
14	203 ARRIS GROUP	Purchased	9/25/2007	9/06/2012
15	49 AMERIGROUP CORP	Purchased	9/15/2005	9/17/2012
16	6 CABOT OIL & GAS CORP	Purchased	4/01/2010	1/04/2012
17	85 DELPHI FINL GP A	Purchased	1/20/2009	5/16/2012
18	6 DELPHI FINL GP A	Purchased	10/07/2011	5/16/2012
19	99 ARRIS GROUP	Purchased	1/19/2012	9/06/2012
20	105 ARRIS GROUP	Purchased	12/07/2007	9/06/2012
21	105 ARRIS GROUP	Purchased	1/20/2009	9/06/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	4,360.		0.	4,360.				$ 4,360.
2	65,543.		10,031.	55,512.				55,512.
3	22,584.		20,700.	1,884.				1,884.
4	8.		0.	8.				8.
5	4,480.		6,243.	-1,763.				-1,763.
6	22,584.		25,090.	-2,506.				-2,506.
7	22,584.		25,090.	-2,506.				-2,506.
8	45,167.		40,670.	4,497.				4,497.
9	6,185.		5,210.	975.				975.
10	12,307.		3,534.	8,773.				8,773.
11	11.		6.	5.				5.
12	958.		1,991.	-1,033.				-1,033.
13	3,247.		2,360.	887.				887.
14	2,812.		2,368.	444.				444.
15	4,457.		1,722.	2,735.				2,735.
16	480.		227.	253.				253.
17	3,729.		1,212.	2,517.				2,517.
18	263.		132.	131.				131.

Statement 9 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
19	1,371.		1,104.	267.				$ 267.
20	1,454.		1,098.	356.				356.
21	1,454.		720.	734.				734.
							Total	$ 76,530.

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
YMCA 1717 THE ALAMEDA SAN JOSE, CA 95126,	NONE	PUBLIC	COMMUNITY SERVICE	$ 5,000.
SJSU- SPARTAN FOUNDATION ONE WASHINGTON SQUARE SAN JOSE, CA 95192-0256,	NONE	PUBLIC	EDUCATION	46,600.
UNITED FINNISH BROTHER & SISTE 1970 CHESTNUT STREET BERKELEY, CA 94702,	NONE	PUBLIC	COMMUNITY SERVICE	1,000.
HUMANE SOCIETY 2530 LAFAYETTE STREET SANTA CLARA, CA. 95050,	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
DOWNTOWN COLLEGE PREP P.O. BOX 90307 SAN JOSE, CA. 95109,	NONE	PUBLIC	EDUCATION	25,000.
BOYS AND GIRLS CLUBS 1229 NAGLEE AVE SAN JOSE, CA. 95126,	NONE	PUBLIC	COMMUNITY SERVICE	25,000.
SAN JOSE CONSERVATION CORPS 2650A SENTER RD. SAN JOSE, CA 95111,	NONE	PUBLIC	EDUCATION	25,000.
VIA REHABILITATION SERVICES 2851 PARK AVE SANTA CLARA, CA. 95050,	NONE	PUBLIC	COMMUNITY SERVICE	25,000.
AVENAL HISTORICAL MUSEAM 600 FRESNO ST. AVENAL, CA 93204,	NONE	PUBLIC	COMMUNITY SERVICE	1,000.

Statement 10 (continued)
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Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
KQED, INC. 2601 MARIPOSA ST. SAN FRANSISCO, CA 94110,	NONE	PUBLIC	COMMUNITY SERVICE	$ 100.
PETA 501 FRONT ST. NORFOLK, VA 23510,	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
PRECIOUS PAWS 18 CRAFTS AVE. NORTHAMPTON, MA 01060,	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
THE SMILE TRAIN 245 5TH AVE. #2201 NEW YORK, NY 10016,	NONE	PUBLIC	COMMUNITY SERVICE	2,000.
PAWS(PERFORMING ANIMAL WELFARE P.O. BOX 849 GALT, CA 95632,	NONE	PUBLIC	COMMUNITY SERVICE	4,000.
VMC FOUNDATION 2220 MOORPARK AVE 4M H-1 SAN JOSE, CA. 95128,	NONE	PUBLIC	MEDICAL RESEARCH	2,500.
AMERICAN CANCER SOCIETY 1710 WEBSTER STREET OAKLAND, CA. 94612,	NONE	PUBLIC	RESEARCH	250.
NXT DOOR SOL. TO DOMESTIC VIOL 1181 N. FOURTH STREET SAN JOSE, CA 95112,	NONE	PUBLIC	COMMUNITY SERVICE	5,000.
COMMON SENSE CHILDBIRTH 1150 E. PLANT ST., STE F WINTER GARDEN, FL. 34787,	NONE	PUBLIC	COMMUNITY SERVICE	5,000.
NATIONAL MS SOCIETY 150 GRAND AVE. OAKLAND, CA. 94612,	NONE	PUBLIC	MEDICAL RESEARCH	500.
HILLEL OF SILICON VALLEY 336 E. WILLIAM ST. SAN JOSE, CA. 95112,	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
SAN JOSE CHRISTIAN SCHOOL 1300 SHEFFIELD AVE. CAMPBELL, CA. 95008,	NONE	PUBLIC	EDUCATIONAL	200.

Statement 10 (continued)
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Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
WILDLIFE CTR OF SILICON VALLEY 3027 PENITENCIA CREED RD. SAN JOSE, CA. 95132,	NONE	PUBLIC	COMMUNITY SERVICE	$ 4,000.
HOPE 4351 LAFAYETTE STREET SANTA CLARA, CA 95054,	NONE	PUBLIC	MEDICAL RESEARCH	5,000.
YWCA 385 SO. 3RD. STREET SAN JOSE, CA 95112,	NONE	PUBLIC	BUILDING FUND/COMMUNITY	200,000.
OPERA SAN JOSE 2149 PARAGON DRIVE SAN JOSE, CA 95131	NONE	PUBLIC	ARTS	5,000.
E.OKLAHOMA STATE COLLEGE 1301 WEST MAIN WILBURTON, OK 74578	NONE	PUBLIC	EDUCATION	5,000.
CALIFORNIA LINE DANCE ASSOC 262 E. GISH ROAD SAN JOSE, CA 95112	NONE	PUBLIC	COMMUNITY SERVICE	10,000.
JUNIOR LEAGUE OF SAN JOSE 1615 DRY CREEK ROAD SAN JOSE, CA 95125	NONE	PUBLIC	COMMUNITY SERVICE	1,080.
RYLEE'S TOMORROW 2381 MADRID WAY SPARKS, NV 89436	NONE	PUBLIC	RESEARCH	500.
LIVE OAK ADULT DAY CARE 1147 MINNESOTA AVE SAN JOSE, CA 95125	NONE	PUBLIC	COMMUNITY SERVICE	5,000.
BRISTOL HISTORICAL & PRESERVATION 48 COURT ST, PO BOX 356 BRISTOL, RI 02809	NONE	PUBLIC	COMMUNITY SERVICE	1,000.
MEALS ON WHEELS 333 W JULIAN ST, SAN JOSE, CA 95110	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
ABRAZOS & BOOKS 255 W JULIAN ST, #503A SAN JOSE, CA 95110	NONE	PUBLIC	COMMUNITY SERVICE	2,500.

Statement 10 (continued)
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Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
BERRYESSA PAL YOUTH FOOTBALL 1765 LANDESS #134 MILPITAS, CA 95035	NONE	PUBLIC	COMMUNITY SERVICE	$ 3,600.
TOWN CATS PO BOX 1828 MORGAN HILL, CA 95035	NONE	PUBLIC	COMMUNITY SERVICE	1,000.
SAN JOSE PUBLIC LIBRARY 150 E SAN FERNANDO, 4TH FLOOR SAN JOSE, CA 95112	NONE	PUBLIC	COMMUNITY SERVICE	1,000.
CREATV 255 W JULIAN ST, STE 100 SAN JOSE, CA 95110	NONE	PUBLIC	COMMUNITY SERVICE	7,500.
EMQ AUXILARY 14510 BIG BASIN WAY SARATOGA, CA 95070	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
NCASHA 115 GREY ST GRATON, CA 95444	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
ST. ANDREWS EPISCOPAL SCHOOL 13601 SARATOGA AVENUE SARATOGA, CA 95070	NONE	PUBLIC	EDUCATION	1,000.
TERRELL ELEMENTARY SCHOOL PTA 3925 PEARL AVE SAN JOSE, CA 95136	NONE	PUBLIC	EDUCATION	200.
UNIVERSITY OF SAN FRANCISCO 2130 FULTON ST SAN FRANCISCO, CA 94117	NONE	PUBLIC	EDUCATION	2,500.
FOUNDATION OF THE AMERICAN SHOW HORSE 425 LAMBERT RD CARPINTERIA, CA 93013	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
TOWER FOUNDATION OF SJSU ONE WASHINGTON SQUARE SAN JOSE, CA 95192	NONE	PUBLIC	EDUCATION	136,000.

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Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
CALIFORNIA HOMEBUILDERS ASSOCIATION 1215 K STERRE, STE 1201 SACRAMENTO, CA 95814	NONE	PUBLIC	COMMUNITY SERVICE	$ 5,000.
GREENPEACE 75 ARKANSAS ST SAN FRANCISCO, CA 94107	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
O'CONNOR HOSPITAL 2105 FOREST AVE SAN JOSE, CA 95128	NONE	PUBLIC	MEDICAL RESEARCH	100.
PALM LAKE ELEMENTARY SCHOOL 8000 PIN OAK DRIVE ORLANDO, FL 32819	NONE	PUBLIC	EDUCATION	5,000.
ACE CHARTER SCHOOLS 625 SUNSET AVE SAN JOSE, CA 95116	NONE	PUBLIC	EDUCATION	5,000.
AMERICAN SADDLEBRED ASSOC OF ARIZONA PO BOX 27257 SCOTTSDALE, AZ 85255	NONE	PUBLIC	COMMUNITY SERVICE	1,000.
BAY AREA ASSOC OF DISABLED SAILORS PIER 40, THE EMBARCADERO SAN FRANCISCO, CA 94107	NONE	PUBLIC	COMMUNITY SERVICE	1,000.
COMPUTERS FOR EVERYONE 3723 HAVEN AVE, #300 MENLO PARK, CA 94025	NONE	PUBLIC	COMMUNITY SERVICE	500.
RAINFOREST ACTION NETWORK 425 BUSH ST, STE 300 SAN FRANCISCO, CA 94108	NONE	PUBLIC	COMMUNITY SERVICE	2,500.
SADDLEBRED IN HAND FOUNDATION 16136 LIVE OAK SPRINGS CANYON CANYON COUNTRY, CA 91387	NONE	PUBLIC	COMMUNITY SERVICE	1,000.
SCOTTISH RITE FOUNDATION 2455 MASONIC DRIVE SAN JOSE, CA 95125	NONE	PUBLIC	COMMUNITY SERVICE	100.
			Total	$ 608,730.