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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

12/01, 2011, and ending

11/30, 2012

Name of foundation **GUERIN FOUNDATION**
C/O J.P. GUERIN JR.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
355 SOUTH GRAND AVENUE, SUITE 1710

City or town, state, and ZIP code
LOS ANGELES, CA 90071

A Employer identification number
95-2504545

B Telephone number (see instructions)
~~(213) 683-9574~~
818/841-8236

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
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 5,537,238.**

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	6,035.	6,035.	6,035.	ATCH 1
4	Dividends and interest from securities	1,032.	1,032.	1,032.	ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	525,326.			
b	Gross sales price for all assets on line 6a	1,433,318.			
7	Capital gain net income (from Part IV, line 2)		525,326.		
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	532,393.	532,393.	7,067.	
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,600.	1,600.	1,600.	
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	15,200.	15,200.	15,200.	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	75.	75.	75.	ATCH 5
24	Total operating and administrative expenses. Add lines 13 through 23	16,875.	16,875.	16,875.	
25	Contributions, gifts, grants paid	149,482.			149,482.
26	Total expenses and disbursements. Add lines 24 and 25	166,357.	16,875.	16,875.	149,482.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	366,036.			
b	Net investment income (if negative, enter -0-)		515,518.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	1,211,956.	1,748,992.	1,748,992.	
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 6	1,505,784.	1,334,784.	3,788,246.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	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)	2,717,740.	3,083,776.	5,537,238.		
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)				
23	Total liabilities (add lines 17 through 22)		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. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	2,717,740.	3,083,776.		
	30	Total net assets or fund balances (see instructions)	2,717,740.	3,083,776.		
31	Total liabilities and net assets/fund balances (see instructions)	2,717,740.	3,083,776.			

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	2,717,740.
2	Enter amount from Part I, line 27a	2	366,036.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,083,776.
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	3,083,776.

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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (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			
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	525,326.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	130,211.	4,492,550.	0.028984
2009	275,511.	4,831,084.	0.057029
2008	155,268.	4,145,315.	0.037456
2007	277,274.	4,243,650.	0.065339
2006	292,509.	4,408,456.	0.066352
2 Total of line 1, column (d)			2 0.255160
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 0.051032
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,299,006.
5 Multiply line 4 by line 3			5 219,387.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,155.
7 Add lines 5 and 6			7 224,542.
8 Enter qualifying distributions from Part XII, line 4 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			8 149,482.

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 710.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and asset reporting. Includes 'Yes' and 'No' columns.

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
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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 J. P. GUERIN Telephone no 2136839574
 Located at 355 S. GRAND AVE. 34TH FL LA, ZIP + 4 90071

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

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?

	Yes	No
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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input checked="" type="checkbox"/>	1b		X
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		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>			
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		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b		
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)

- 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)? Yes No
 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? 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? Yes No
 If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		X

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
J.P. GUERIN 355 SOUTH GRAND AVENUE, SUITE 1710	PRES & CHAIRMAN	0	0	0
CHARLES E. RICKERSHAUSER 355 SOUTH GRAND AVENUE, SUITE 1710	SECRETARY	0	0	0
FABIENNE GUERIN 355 SOUTH GRAND AVENUE, SUITE 1710	VP/TREASURER	0	0	0
KELLY G. DAY 355 SOUTH GRAND AVENUE, SUITE 1710	TRUSTEE	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

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
NO COMPENSATION PAID- NOT APPLICABLE		0

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

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 NONE ----- -----		
2 ----- -----		
All other program-related investments See instructions 3 NONE ----- -----		
Total. Add lines 1 through 3 ▶		

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	3,395,835.
b	Average of monthly cash balances	1b	968,638.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,364,473.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,364,473.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,467.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,299,006.
6	Minimum investment return. Enter 5% of line 5	6	214,950.

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	214,950.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,310.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,310.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,640.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	204,640.
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	204,640.

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	149,482.
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	149,482.
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	149,482.

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				204,640.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	12,501.			
b From 2007	69,409.			
c From 2008				
d From 2009	37,943.			
e From 2010				
f Total of lines 3a through e	119,853.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 149,482.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				149,482.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	55,158.			55,158.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,695.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	64,695.			
10 Analysis of line 9				
a Excess from 2007	26,752.			
b Excess from 2008				
c Excess from 2009	37,943.			
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

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)

Table with 5 columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

N/A

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 [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

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> ATTACHMENT 7				
Total ▶ 3a				149,482.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and 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.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

here 3 Signature of officer or trustee: J. Guerin Date: 14 JUN 13 Title: PRESIDENT

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

Paid Preparer Use Only section containing fields for Preparer's name (BARBARA L. EDMONDS), Signature, Date (6/4/13), Firm's name (DREYER, EDMONDS & ROBBINS), Firm's address (355 S. GRAND AVENUE, SUITE 1710 LOS ANGELES, CA), Firm's EIN (95-3683517), and Phone no (213-683-8790).

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions GUERIN FOUNDATION C/O J.P. GUERIN JR.	Enter filer's identifying number, see instructions Employer identification number (EIN) or <input checked="" type="checkbox"/> 95-2504545
	Number, street, and room or suite no. If a P O box, see instructions 355 SOUTH GRAND AVENUE, 34TH FLOOR Suite 1710	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOS ANGELES, CA 90071	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ J.P. GUERIN

Telephone No. ▶ 213 ~~839574~~ 683-8793 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20____ or

▶ tax year beginning 12/01, 2011, and ending 11/30, 2012

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	9,600.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	9,600.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
531,676.		5600 SHS DAILY JOURNAL CORP 171,000.					VAR 360,676.	VAR
857,483.		100,000 SHARES BANK OF AMERICA 696,500.					VAR 160,983.	VAR
44,159.		2000 SHS FACEBOOK 40,492.					08/08/2012 3,667.	10/02/2012
TOTAL GAIN (LOSS)							<u>525,326.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST INCOME	6,035.	6,035.	6,035.
TOTAL	<u>6,035.</u>	<u>6,035.</u>	<u>6,035.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
OIL & GAS ROYALTY DIVIDENDS	22. 1,010.	22. 1,010.	22. 1,010.
TOTAL	<u>1,032.</u>	<u>1,032.</u>	<u>1,032.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DREYER, EDMONDS & ROBBINS	1,600.	1,600.	1,600.	
TOTALS	<u>1,600.</u>	<u>1,600.</u>	<u>1,600.</u>	

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
STATE OF CALIFORNIA FEDERAL INCOME TAX	10. 15,190.	10. 15,190.	10. 15,190.
TOTALS	<u>15,200.</u>	<u>15,200.</u>	<u>15,200.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
STATE REGISTRATION FEE	75.	75.	75.
TOTALS	75.	75.	75.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

6 SHS BERKSHIRE HATHAWAY	184,200.	791,496.
38,726 SHS DAILY JOURNAL CORP.	1,148,958.	2,992,816.
MISCELLANEOUS SECURITIES	1,626.	3,934.

TOTALS

1,334,784.

3,788,246.

**Guerin Foundation
Contributions Paid
December 2011 through November 2012**

Type	Date	Num	Name	Paid Amou...
Abraham Path Initiative				
Check	3/12/2012	2603	Abraham Path Initiative	5,000.00
Total Abraham Path Initiative				5,000.00
Advancement Project				
Check	10/3/2012	2645	Advancement Project	10,000.00
Total Advancement Project				10,000.00
American Red Cross				
Check	4/21/2012	2608	American Red Cross	2,500.00
Total American Red Cross				2,500.00
Assist League of So Calif				
Check	4/21/2012	2605	Assist League of So Calif	300.00
Total Assist League of So Calif				300.00
Big Brothers of LA				
Check	4/26/2012	2622	Big Brothers of LA	1,000.00
Total Big Brothers of LA				1,000.00
Boys & Girls Club				
Check	3/14/2012	2604	Boys & Girls Club	10,000.00
Total Boys & Girls Club				10,000.00
Broad Stage				
Check	6/19/2012	2615	Broad Stage	2,500.00
Total Broad Stage				2,500.00
Constitutional Rights Foundation				
Check	4/26/2012	2623	Constitutional Rights Foundation	1,000.00
Total Constitutional Rights Foundation				1,000.00
Foundation For Plastic Surgery				
Check	5/16/2012	2612	Foundation For Plastic Surgery	10,000.00
Total Foundation For Plastic Surgery				10,000.00
Friends of Robinson Gardens				
Check	4/2/2012	2454	Friends of Robinson Gardens	1,300.00
Total Friends of Robinson Gardens				1,300.00
Fulfillment Fund				
Check	5/1/2012	2610	Fulfillment Fund	600.00
Total Fulfillment Fund				600.00
Geffen Playhouse				
Check	4/26/2012	2624	Geffen Playhouse	1,000.00
Total Geffen Playhouse				1,000.00
Gil Econbaros				
Check	9/10/2012	2617	Gil Econbaros	500.00
Total Gil Econbaros				500.00
Girls and Gangs				
Check	4/26/2012	2625	Girls and Gangs	5,000.00
Total Girls and Gangs				5,000.00
Greater Los Angeles Zoo				
Check	4/26/2012	2626	Greater Los Angeles Zoo	1,000.00
Total Greater Los Angeles Zoo				1,000.00
Hershe Group Foundation				
Check	6/19/2012	2614	Hershe Group Foundation	10,000.00
Total Hershe Group Foundation				10,000.00
Hilltoppers Auxiliary				
Check	1/23/2012	2601	Hilltoppers Auxiliary	1,000.00
Total Hilltoppers Auxiliary				1,000.00

**Guerin Foundation
Contributions Paid
December 2011 through November 2012**

Type	Date	Num	Name	Paid Amou...
Human Rights Watch				
Check	4/21/2012	2607	Human Rights Watch	300.00
Check	7/13/2012	2618	Human Rights Watch	1,000.00
Check	9/8/2012	2620	Human Rights Watch	10,000.00
Total Human Rights Watch				11,300.00
Junipero Serra High School				
Check	4/26/2012	2629	Junipero Serra High School	1,000.00
Total Junipero Serra High School				1,000.00
KCET				
Check	4/26/2012	2627	KCET	500.00
Total KCET				500.00
KCRW				
Check	4/26/2012	2628	KCRW	500.00
Total KCRW				500.00
LA Police Department				
Deposit	12/8/2011	2553	LA Police Department	-500.00
Check	12/8/2011	2600	LA Police Department	500.00
Total LA Police Department				0.00
LA Sheriff Department				
Check	3/2/2012	2556	LA Sheriff Department	3,442.50
Total LA Sheriff Department				3,442.50
LA Sheriff Reserve Forces				
Check	8/28/2012	2619	LA Sheriff Reserve Forces	1,000.00
Total LA Sheriff Reserve Forces				1,000.00
Los Angeles Times Family Fund				
Check	4/26/2012	2630	Los Angeles Times Family Fund	1,000.00
Total Los Angeles Times Family Fund				1,000.00
Loyola Development Fund				
Check	4/26/2012	2631	Loyola Development Fund	1,000.00
Total Loyola Development Fund				1,000.00
Marlborough School				
Check	4/26/2012	2632	Marlborough School	20,000.00
Check	6/16/2012	2613	Marlborough School	15,739.85
Total Marlborough School				35,739.85
Marycrest Guild of Marycrest Manor				
Check	4/25/2012	2609	Marycrest Guild of Marycrest Ma...	500.00
Check	4/26/2012	2633	Marycrest Guild of Marycrest Ma...	1,000.00
Total Marycrest Guild of Marycrest Manor				1,500.00
Mental Health Advocacy Services, Inc.				
Check	4/26/2012	2634	Mental Health Advocacy Service...	2,500.00
Total Mental Health Advocacy Services, Inc.				2,500.00
Monarch School				
Check	4/26/2012	2635	Monarch School	5,000.00
Total Monarch School				5,000.00
New Village Charter School				
Check	4/26/2012	2636	New Village Charter School	2,500.00
Total New Village Charter School				2,500.00
Ojai Valley Service Foundation				
Check	4/26/2012	2621	Ojai Valley Service Foundation	2,500.00
Total Ojai Valley Service Foundation				2,500.00
Ride 2 Recovery				
Check	3/8/2012	2602	Ride 2 Recovery	1,500.00

**Guerin Foundation
Contributions Paid
December 2011 through November 2012**

<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Paid Amou...</u>
Total Ride 2 Recovery				1,500.00
Saint Joseph School				
Check	4/26/2012	2638	Saint Joseph School	1,000.00
Total Saint Joseph School				1,000.00
Salvation Army				
Check	4/26/2012	2639	Salvation Army	1,000.00
Total Salvation Army				1,000.00
Sheriffs Youth Foundation				
Check	5/16/2012	2611	Sheriffs Youth Foundation	500.00
Total Sheriffs Youth Foundation				500.00
St Francis de Sales				
Check	4/26/2012	2637	St Francis de Sales	1,000.00
Total St Francis de Sales				1,000.00
The Huntington				
Check	9/8/2012	2616	The Huntington	300.00
Total The Huntington				300.00
Unicef				
Check	12/5/2011	2596	Unicef	10,000.00
Total Unicef				10,000.00
Verbum Dei High School				
Check	4/26/2012	2640	Verbum Dei High School	1,000.00
Total Verbum Dei High School				1,000.00
Wildlife Waystation				
Check	3/20/2012	2606	Wildlife Waystation	1,000.00
Total Wildlife Waystation				1,000.00
TOTAL				<u>149,482.35</u>

SCHEDULE D (Form 1041)

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury Internal Revenue Service

Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

2011

Name of estate or trust GUERIN FOUNDATION C/O J.P. GUERIN JR.

Employer identification number 95-2504545

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss) for the entire year. Includes row 1a.

Summary rows for Part I: 1b (164,650), 2, 3, 4, 5 (164,650)

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss) for the entire year. Includes row 6a.

Summary rows for Part II: 6b (360,676), 7, 8, 9, 10, 11, 12 (360,676)

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)			164,650.
14	Net long-term gain or (loss):			
a	Total for year			360,676.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)			
c	28% rate gain			
15	Total net gain or (loss). Combine lines 13 and 14			525,326.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
a	The loss on line 15, column (3) or b \$3,000	16 ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)		
20	Add lines 18 and 19		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-		
22	Subtract line 21 from line 20 If zero or less, enter -0-		
23	Subtract line 22 from line 17 If zero or less, enter -0-		
24	Enter the smaller of the amount on line 17 or \$2,300		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.		
26	Subtract line 25 from line 24		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		
29	Subtract line 28 from line 27		
30	Multiply line 29 by 15% (15)		
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		
32	Add lines 30 and 31		
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		

