



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

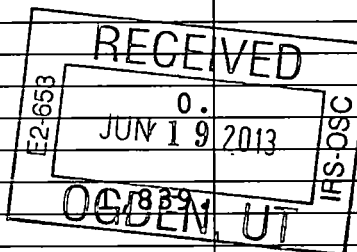
2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**

Name of foundation THE ROBERT LEMELSON AND SUSAN MORSE LEMELSON FAMILY FOUNDATION		A Employer identification number 95-4774899
Number and street (or P.O. box number if mail is not delivered to street address) 17411 REVELLO DR		B Telephone number (310) 454-5904
City or town, state, and ZIP code PACIFIC PALISADES, CA 90272		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 564,908.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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	400.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	36.	36.		STATEMENT 1
	4 Dividends and interest from securities	13,241.	13,241.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,821.			
	b Gross sales price for all assets on line 6a	108,190.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	10,856.	13,277.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	9,225.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	1,839.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	5,443.	5,443.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		16,507.	7,282.	0.
	25 Contributions, gifts, grants paid		15,500.		15,500.
26 Total expenses and disbursements. Add lines 24 and 25		32,007.	7,282.	15,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-21,151.			
b Net investment income (if negative, enter -0-)			5,995.		
c Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	41,406.	27,948.	27,948.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	467,869.	460,576.	536,960.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)	400.	0.	0.	
16 Total assets (to be completed by all filers)	509,675.	488,524.	564,908.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	509,675.	488,524.		
30 Total net assets or fund balances	509,675.	488,524.		
31 Total liabilities and net assets/fund balances	509,675.	488,524.		

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	509,675.
2 Enter amount from Part I, line 27a	2	-21,151.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	488,524.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	488,524.

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 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 22,496.		28,386.	-5,890.
b 83,927.		82,625.	1,302.
c 1,767.			1,767.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) 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			-5,890.
b			1,302.
c			1,767.
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	-2,821.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	22,900.	588,078.	.038940
2009	211,932.	681,475.	.310990
2008	140,336.	706,243.	.198708
2007	178,508.	1,078,898.	.165454
2006	150,394.	1,334,230.	.112720

2 Total of line 1, column (d)	2	.826812
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	.165362
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	535,630.
5 Multiply line 4 by line 3	5	88,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60.
7 Add lines 5 and 6	7	88,633.
8 Enter qualifying distributions from Part XII, line 4	8	15,500.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	120.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	120.
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	120.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	256.	
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	256.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	136.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 136. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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	
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, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ROBERT LEMELSON & SUSAN MORSE Telephone no. ► (310) 454-5904 Located at ► 17411 REVELLO DR, PACIFIC PALISADES, CA ZIP+4 ► 90272			
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	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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 ►		
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. ►		
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	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

Form 990-PF (2011)

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)?

☐ 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)?

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.

(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
ROBERT LEMELSON, PH.D. 736 EL MEDIO AVENUE PACIFIC PALISADES, CA 90272	PRESIDENT	0.00	0.	0.
SUSAN MORSE LEMELSON 17411 REVELLO DR PACIFIC PALISADES, CA 90272	SECRETARY & TREASURER/CFO	0.00	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2011)

Part VIII

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

(continued)

3

Five highest-paid independent contractors for professional services. 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

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.

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	517,143.
b	Average of monthly cash balances	1b	26,644.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	543,787.
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	543,787.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,157.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	535,630.
6	Minimum investment return. Enter 5% of line 5	6	26,782.

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	26,782.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	120.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	120.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,662.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	26,662.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	26,662.

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	15,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,500.

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				26,662.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	45,831.			
b From 2007	124,907.			
c From 2008	105,302.			
d From 2009	178,094.			
e From 2010				
f Total of lines 3a through e	454,134.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 15,500.				
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				15,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	11,162.			11,162.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	442,972.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	34,669.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	408,303.			
10 Analysis of line 9:				
a Excess from 2007	124,907.			
b Excess from 2008	105,302.			
c Excess from 2009	178,094.			
d Excess from 2010				
e Excess from 2011				

N/A

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

2011.05080 THE ROBERT LEMELSON AND SUS 44388_1

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				
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	2012 HURRICANES AND OTHER STORM RELIEF	1,000.
CROSSROADS SCHOOL FOR ARTS & SCIENCES 1714 21ST STREET SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	2010/2011 ANNUAL FUND	14,000.
GO CAMPAIGN 2461 SANTA MONICA BLVD, #437 SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	ANNUAL GIVING - GENERAL FUNDS	250.
THE MADISON PROJECT (DBA THE BROAD STAGE) 1900 PICO BLVD SANTA MONICA, CA 90405-1628	NONE	PUBLIC CHARITY	GENERAL FUNDS	250.
Total				15,500.
b Approved for future payment				
NONE				
Total				0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS #36624	35.
NORTHERN TRUST	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	36.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #11261	4,726.	1,767.	2,959.
GOLDMAN SACHS #36624	10,282.	0.	10,282.
TOTAL TO FM 990-PF, PART I, LN 4	15,008.	1,767.	13,241.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,225.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	9,225.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN EXISE TAXES	1,809.	1,809.		0.
ATTORNEY GENERAL REGISTRATION FEES	10.	10.		0.
STATE FILING FEES	20.	20.		0.
TO FORM 990-PF, PG 1, LN 18	1,839.	1,839.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	5,403.	5,403.			0.
BANK CHARGES	40.	40.			0.
TO FORM 990-PF, PG 1, LN 23	5,443.	5,443.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
GS #11261 -SCHEDULE ATTACHED	94,676.	96,147.		
GS #36624 -SCHEDULE ATTACHED	365,900.	440,813.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	460,576.	536,960.		

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
-------------	--	-----------	---

NAME OF MANAGER

ROBERT LEMELSON, PH.D.
SUSAN MORSE LEMELSON

LEMELSON FAMILY FOUNDATION GS. EQUITY
Holdings

Period Ended November 30, 2012

CASH, DEPOSITS & MONEY MARKET FUNDS

CASH	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U S DOLLAR	7,000.00	1.0000	7,000.00		7,000.00			

PUBLIC EQUITY

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U S EQUITY DIVIDEND AND PREMIUM FUND	9,472.650	10.1500	96,147.40	9.9946	94,675.52	1,471.88	2.2759	2,188.18
INSTITUTIONAL SHARES (GSPXX)			✓		✓	36,349.80		

TOTAL PORTFOLIO

			Market Value		Adjusted Cost / * Original Cost	Unrealized Gain (Loss)		Estimated Annual Income
			103,147.40		101,675.52	1,471.88		2,188.18

* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments. If applicable, Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



Statement Detail

LEMELSON FAMILY FOUNDATION - THORNBURG Holdings

Period Ended November 30, 2012

PUBLIC EQUITY

NON-US EQUITY

THORNBURG NON-US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U.S. DOLLAR	(288.89)	1 0000	(288.89)		(288.89)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDADDA)14	18,761.85	1 0000	18,761.85	1 0000	18,761.85		0.1579	29.62
18472.96								
CARNIVAL CORPORATION CMN (CCL)	278 00	38 6600	10,747.48	40.3823	11,226.28	(478.80)	2.5867	278.00
			69.50					
LAS VEGAS SANDS CORP. CMN (LVS)	160 00	46 6500	7,464.00	44.2661	7,082.58	381.42	2.1436	160.00
SCHLUMBERGER LTD CMN (SLB)	159.00	71 6200	11,387.58	58.1246	9,241.81	2,145.77	1.5359	174.90
			43.73					
SOUTHERN COPPER CORPORATION CMN (SCCO)	97 00	36 3000	3,521.10	32.3580	3,138.73	382.37	10.2204	359.87
YUM BRANDS, INC. CMN (YUM)	95 00	67 0800	6,372.60	66.8774	6,353.35	19.25	1.9976	127.30
ACCENTURE PLC CMN (ACN)	72.00	67.9200	4,890.24	56.1804	4,044.99	845.25	2.3852	116.64
ADIDAS AG ADR CMN (ADDYY)	220 00	43.9730	9,674.06	37.0475	8,150.46	1,523.60	1.0363	100.25
AIA GROUP LIMITED SPONSORED ADR CMN SERIES (AAGY)	436 00	15.5610	6,784.60	14.6586	6,391.17	393.43	0.9957	67.56
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (ARMH)	146 00	37 3200	5,448.72	6.4060	935.27	4,513.45	0.4208	22.93
ASML HOLDING N.V. ADR CMN (ASML)	49 00	62 5700	3,065.93			3,065.93		
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (ASAZY)	513 00	18 0740	9,271.96	13.5625	6,957.57	2,314.39	1.3930	129.16
BAIDU, INC. SPONSORED ADR CMN (BIDU)	47 00	96.3100	4,526.57	121.6221	5,716.24	(1,189.67)		
BG GROUP PLC SPON ADR CMN (BRGY)	336 00	17.1480	5,761.73	16.8788	5,671.27	90.46	1.4486	83.46
BURBERRY GROUP PLC SPONSORED ADR CMN (BURBY)	104.00	41.2520	4,290.21	39.0688	4,063.16	227.05	2.3742	101.86
CANADIAN NATIONAL RAILWAY CO. CMN (CNI)	99 00	89.8300	8,893.17	57.1402	5,656.88	3,236.29	1.6815	149.54
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (CHKP)	115 00	46 1700	5,309.55	55.3688	6,367.41	(1,057.86)		
CNOOC LIMITED SPONSORED ADR CMN (CEO)	43 00	213.1600	9,165.88	147.8530	6,357.68	2,808.20	2.3406	214.53
CREDIT SUISSE GROUP SPON ADR SPONSORED ADR CMN (CS)	243 00	23 6100	5,737.23	39.4201	9,579.08	(3,841.85)	3.3194	190.44
DASSAULT SYSTEMES SPONSORED ADR CMN (DASTY)	52.00	113 1520	5,883.90	51.8057	2,693.89	3,190.01	0.5395	31.74
DEUTSCHE BANK AG CMN (DB)	103 00	44 1300	4,545.39	43.4431	4,474.64	70.75	2.0947	95.21

14 This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value. Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit.

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Portfolio No XXX-XX624-1

**LEMELSON FAMILY FOUNDATION - THORNBURG**
Holdings (Continued)

Period Ended November 30, 2012

PUBLIC EQUITY (Continued)**NON-US EQUITY****THORNBURG- NON-US EQUITY**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
EMBRAER SA ADR CMN (ERJ)	329.00	24.9300	8,201.97	32.0320	10,538.52	(2,336.55)		
ESCROW/ASML HOLDING N.V. CMN	64.00	No Price	3,388.94 ³⁹	52.9522	3,388.94			
FANUC CORP UNSPONSORED ADR CMN (FANUY)	302.00	28.0910	8,483.48	12.4959	3,773.77	4,709.71	1.2171	103.25
FLSMIDTH & CO. A/S SPONSORED ADR CMN (FLIDY)	743.00	5.7250	4,253.68	6.0422	4,489.34	(235.66)	3.7902	161.22
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (FMS)	143.00	68.7000	9,824.10	40.4620	5,786.07	4,038.03	0.4562	44.82
HANG LUNG PTYS LTD SPONSORED ADR CMN (HLPPY)	322.00	18.3230	5,900.01	16.5336	5,323.81	576.20	3.4714	204.81
HENNES & MAURITZ AB ADR CMN (HNNIMY)	1,487.00	6.4850	9,643.20	5.3269	7,921.12	1,722.08	3.1884	307.46
HONG KONG EXCHANGES & CLEARING UNSPONSORED ADR CMN (HKXCV)	346.00	15.9740	5,527.00	8.2549	2,856.20	2,670.81	2.8783	159.08
HSBC HOLDINGS PLC SPONSORED ADR CMN (HBC)	156.00	51.1300	7,976.28	45.0753	7,031.74	944.54	4.8895	390.00
			70.20					
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (IDCBY)	565.00	13.4970	7,625.81	13.4812	7,616.86	8.95	3.9070	297.94
KDDI CORP UNSPONSORED ADR CMN (KDDIY)	296.00	18.4920	5,473.63	17.1369	5,072.53	401.10	2.3595	129.15
			63.94					
KINGFISHER PLC SPONSORED ADR CMN (KGFHY)	1,235.00	8.9110	11,005.09	9.0130	11,131.03	(125.94)	2.9750	327.40
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (KMTUY)	423.00	22.3960	9,473.51	18.8803	7,986.37	1,487.14	2.0782	196.88
LI & FUNG LIMITED UNSPONSORED ADR CMN (LFUGY)	1,651.00	3.2930	5,436.74	3.6584	6,040.06	(603.31)	3.0690	166.86
LVMH MOET HENNESSY LOUIS VUITTON S.A. ADR CMN (LVMUY)	399.00	35.0900	14,000.91	14.5863	5,819.94	8,180.97	1.5947	223.28
			67.60					
MERCADOLIBRE INC. CMN (MELI)	73.00	71.9500	5,252.35	64.7253	4,724.95	527.40	0.6060	31.83
MICHELIN COMPAGNIE GENERALE DE UNSPONSORED ADR CMN (MGDDY)	431.00	18.6010	8,017.03	14.4303	6,219.48	1,797.55	2.1051	168.77
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (MTU)	1,307.00	4.6100	6,025.27	6.0318	7,883.55	(1,858.28)	2.9883	180.05

³⁹Please be advised that since the price for this security is currently unavailable, we have replaced the market value with the cost you paid, which may not reflect the current value of the security. Accordingly, the market value is for informational purposes only and should not be relied upon.

Statement Detail
LEMELSON FAMILY FOUNDATION - THORNBURG
Holdings (Continued)

Period Ended November 30, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
THORNBURG NON-US EQUITY								
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	140.00	65.4690	9,165.66	37.8639	5,300.94	3,864.72	2.7065	248.07
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	161.00	62.0500	9,990.05	50.7769	8,175.08	1,814.97	3.3946	339.12
NOVO-NORDISK A/S ADR CMN (NVO)	77.00	158.6700	12,217.59	42.4425	3,268.08	8,949.51	1.1545	141.06
PEARSON PLC SPON ADR SPONSORED ADR CMN (PSO)	342.00	19.0400	6,511.68	18.8399	6,443.24	68.44	3.6495	237.64
POTASH CORP OF SASKATCHEWAN INC (POT)	184.00	38.5200	7,087.68	38.9854	7,173.32	(85.64)	2.1807	154.56
PUBLICIS GROUPE S A SPONSORED ADR CMN (PUBGY)	556.00	14.1420	7,862.95	10.9511	6,088.81	1,774.14	1.2141	95.46
RECKITT BENCKISER GROUP PLC SLOUGH UNSPONSORED ADR (UK) (RBGPV)	900.00	12.5810	11,322.90	9.1242	8,211.76	3,111.14	2.8394	321.50
SABMILLER PLC SPONSORED ADR (SBMRY)	115.00	45.3150	5,211.22	24.8100	2,853.16	2,358.07	1.9957	104.00
SAP AG (SPON ADR) (SAP)	145.00	77.9900	11,308.55	46.1356	6,689.67	4,618.88	0.8650	97.82
SBERBANK SPONSORED ADR CMN TRADEABLE ON LNSE & NASDAQ UK LINE SBNCYQ.I-US LINE SBRCY (SBRCY)	575.00	11.8300	6,802.25	10.8087	6,214.98	587.27	1.8724	127.36
SIEMENS AKTIENGESSELLSCHAFT SPONSORED ADR CMN (SI)	67.00	103.5000	6,934.50	114.3078	7,658.62	(724.12)	2.7665	191.84
SWATCH GROUP SA (THE) ADR CMN (SWGAY)	315.00	24.1580	7,609.77	19.3042	6,080.81	1,528.96	1.4544	110.68
SYNGENTA AG SPONSORED ADR CMN (SYT)	65.00	79.9700	5,198.05	66.9140	4,349.41	848.64	1.8069	93.92
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS SORDS (TSM)	302.00	17.2700	5,215.54	14.1669	4,278.41	937.13	2.3039	120.16
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (TCEHY)	311.00	32.6710	10,160.68	20.5533	6,392.08	3,768.60	0.2650	26.92
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	243.00	40.3500	9,805.05	39.4145	9,577.72	227.33	1.9924	185.35
			49.19					
TOYOTA MOTOR CORPORATION SPON ADR (TM)	130.00	86.0800	11,190.40	94.5654	12,293.50	(1,103.10)	1.5970	178.71
TURKIYE GARANTI BANKASI AS GDS CMN (TKGBY)	955.00	4.7480	4,534.34	4.5747	4,368.85	165.49	1.2004	54.43
VODAFONE GROUP PLC SPONSORED ADR CMN (VOD)	157.00	25.7950	4,049.82	26.8341	4,212.95	(163.13)	5.8154	235.51
			79.96					
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (WMMVY)	212.00	31.4120	6,659.34	10.7588	2,280.86	4,378.49	1.0238	68.18
YANDEX N.V CMN (YNDX)	205.00	21.8200	4,473.10	28.4692	5,836.18	(1,363.08)		

**LEMELSON FAMILY FOUNDATION - THORNBURG**
Holdings (Continued)

Period Ended November 30, 2012

PUBLIC EQUITY (Continued)

NON-US EQUITY								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
THORNBURG NON-US EQUITY								
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (ITUB)	581.00	15 1500	8,802 15 4 27	17.9772	10,444.75	(1,642.60)	0.5386	47 41
TOTAL THORNBURG NON-US EQUITY			458,837 13 448 39		384,372 88	74,464 29	2 0261	8,715 54
TOTAL PORTFOLIO								
			Market Value 459,285.52		Adjusted Cost / ⁶ Original Cost 384,372.88	Unrealized Gain (Loss) 74,464.29		Estimated Annual Income 8,715.54

Less Cash < 18472.96 >

Equity 440,812.56

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.