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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , **2012, and ending**

Name of foundation Berneice U. Lynn Foundation		A Employer identification number 33-0555611
Number and street (or P O box number if mail is not delivered to street address) 1901 Camino Vida Roble		B Telephone number (see the instructions) (760) 242-3241
City or town Carlsbad		C If exemption application is pending, check here. <input type="checkbox"/>
State ZIP code CA 92998		
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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		
H Check type of organization		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,862,873.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	2,289.		
	4 Dividends and interest from securities	4,983.		
	5a Gross rents	135,180.		
	b Net rental income or (loss)	110,201.		
	6a Net gain/(loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)			
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Line 11 Stmt	-3,507.			
12 Total. Add lines 1 through 11.	138,945.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers directors, trustees, etc	39,750.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule). L-16a Stmt	2,700.		
	b Accounting fees (attach sch)	2,950.		
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	11,789.		
	19 Depreciation (attach sch) and depletion	33,434.		
	20 Occupancy			
	21 Travel, conferences, and meetings	1,458.		
	22 Printing and publications			
	23 Other expenses (attach schedule) See Line 23 Stmt	8,952.		
	24 Total operating and administrative expenses. Add lines 13 through 23	101,033.		
	25 Contributions, gifts, grants paid	79,158.		79,158.
26 Total expenses and disbursements. Add lines 24 and 25	180,191.		79,158.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-41,246.			
b Net Investment Income (if negative enter -0-)				
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				
	2	Savings and temporary cash investments		136,764.	183,881.	183,881.
	3	Accounts receivable ▶ 2,057.				
		Less allowance for doubtful accounts ▶ 0.		1,132.	2,057.	2,057.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) . ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule) L-10b Stmt		129,029.	19,100.	19,445.
		c Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶ 966,357.				
	Less accumulated depreciation (attach schedule) . . . L-11 Stmt . ▶ 613,064.		385,975.	353,293.	1,275,000.	
12	Investments – mortgage loans L-12 Stmt		53,241.	51,741.	51,741.	
13	Investments – other (attach schedule) . . L-13 Stmt		2,865.	8,572.	8,572.	
14	Land, buildings, and equipment basis ▶ 322,177.					
	Less accumulated depreciation (attach schedule) . . . L-14 Stmt . ▶ 0.		322,177.	322,177.	322,177.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		1,031,183.	940,821.	1,862,873.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ L-22 Stmt)		37,500.	17,500.	
	23	Total liabilities (add lines 17 through 22)		37,500.	17,500.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here X and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		993,683.	923,321.	
	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				
30	Total net assets or fund balances (see instructions)		993,683.	923,321.		
31	Total liabilities and net assets/fund balances (see instructions)		1,031,183.	940,821.		

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	993,683.
2	Enter amount from Part I, line 27a	2	-41,246.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	952,437.
5	Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	29,116.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	923,321.

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)
1 a			
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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
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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
	2011	56,082.	1,750,000.	0.032047
	2010	29,780.	1,666,820.	0.017866
	2009	87,541.	1,261,344.	0.069403
	2008	113,093.	1,417,064.	0.079808
	2007	104,279.	1,428,250.	0.073012

2 Total of line 1, column (d)	2	0.272136
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	0.054427
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	0.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6.	7	0.
8 Enter qualifying distributions from Part XII, line 4	8	79,158.

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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1
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
3 Add lines 1 and 2.		3 0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5 0.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d		7
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 0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10 0.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax		11
		Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation . . . ▶ \$ _____ (2) On foundation managers . . . ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

5 a 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 5 b

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)

6 a 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 6 b

If 'Yes' to 6b, file Form 8870

7 a 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 7 b

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
Michael G Perdue 1901 Camino Vida Roble Carlsbad CA 92008	Trustee 4.00	36,000.	0.	0.
Donald Bigler 1901 Camino Vida Roble Carlsbad CA 92008	Trust Cmtee 0.25	1,250.	0.	0.
Larry Skinner 1901 Camino Vida Roble Carlsbad CA 92008	Trust Cmtee 0.25	1,250.	0.	0.
William Newman 1901 Camino Vida Roble Carlsbad CA 92008	Trust Cmtee 0.25	1,250.	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 None

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

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

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

Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>Scholarships to Students at a variety of universities and colleges. Monies are paid directly to schools for the benefit of students.</u>	78,820.
2 <u>Assistance League, a 501 (c) (3) charity - provides clothing and school supplies to needy children.</u>	0.
3 <u>Other Misc</u>	338.
4 <u>Lucerne Valley Pool a 501 (c) (3) charity Provides activities and jobs for needy children in a needy community</u>	0.

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

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

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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	1 a	
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	0.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

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	0.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	0.
2 b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
2 c	Add lines 2a and 2b	2 c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0.
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	0.

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	1 a	79,158.
b	Program-related investments – total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	79,158.
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	79,158.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			87,500.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	105,090.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	56,082.			
f Total of lines 3a through e	161,172.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>79,158.</u>				
a Applied to 2011, 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 2012 distributable amount				
e Remaining amount distributed out of corpus	79,158.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	240,330.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			87,500.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	105,090.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	135,240.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	56,082.			
e Excess from 2012	79,158.			

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 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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) (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 or e-mail of the person to whom applications should be addressed
Michael G Perdue
1901 Camino Vida Roble
Carlsbad CA 92008 (760) 242-3241

b The form in which applications should be submitted and information and materials they should include
Forms and Instructions are found at www.LynnFoundation.net

c Any submission deadlines
Variable. See instructions at www.LynnFoundation.net

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
Resident or Student of or local to CA High Desert

Part V 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 Attached Schedule	None Known			
Various				
Various CA 00000		School	Scholarships	78,820.
Assistance League	None Known		Cloth & Supply	
P.O. Box			Needy	
Apple Valley CA 92392		501(c) (3)	Children	0.
Handicap Transport Co			Transport	
Unknown St			Handicap Person	
Vista CA 92		Bus		0.
Lucerne Valley Pool			Activities	
P.O. Box			Needy	
Lucern Valley CA 92000		501(c) (3)	Community	0.
Other Misc				
Unknown				
Na CA 92000		na	School Donation	338.
Total				3 a 79,158.
b Approved for future payment				
Total				3 b

10:53 AM
 July 1, 2013
 Cash Basis

Lynn Foundation Scholarship Detail Report January through December 2012

Date	Name	Memo	Paid Amount
1/17/2012	University of California-Irvine	Katie Jayn	175 00
1/17/2012	Point Loma Nazarene University	Alaina Bir	362 50
1/17/2012	Musicians Institute	Michael S	87 50
1/17/2012	University of California-Los Angeles	Vanessa F	475 00
1/17/2012	University of California-Los Angeles	Jessica F	362 50
1/17/2012	University of California-Los Angeles	Jesse Rol	387 50
1/17/2012	University of California-Los Angeles	Fatima Ur	412 50
1/17/2012	University of California-Los Angeles	Hannah V	175 00
1/17/2012	University of California-San Diego	Victoria W	175 00
1/17/2012	University of California-San Diego	Arpita Gop	362 50
1/17/2012	California State University-San Marc	Katelyn Bo	62 50
1/17/2012	University of Southern California	Alec Hutc	175 00
1/17/2012	California State University-San Bern	Lyla Bents	175 00
1/17/2012	California State University-San Bern	Cameron J	337 50
1/17/2012	California State University-San Bern	Celia Flore	175 00
1/17/2012	California State University-San Bern	Caitlin Ca	87 50
1/17/2012	California State University-San Bern	Erica Wal	387 50
1/17/2012	California State University-San Bern	Stephanie	387 50
1/17/2012	California State University-San Bern	Eddie Dua	175 00
1/17/2012	California State University-San Bern	Analina G	175 00
1/17/2012	California State University-San Bern	Jessica Ja	175 00
1/17/2012	California State University-San Bern	Alexandra	412 50
1/17/2012	California State University-San Bern	Averie Mo	87 50
1/17/2012	California State University-San Bern	Amanda C	362 50
1/17/2012	California State University-San Bern	Stephanie	87 50
1/17/2012	California State University-San Bern	Maria Val	175 00
1/17/2012	California State University-San Bern	Davina W	337 50
1/17/2012	Pasadena City College	Hongg Vo	362 50
1/17/2012	Azusa Pacific University	Stacy Her	337 50
1/17/2012	Azusa Pacific University	Katelyn A	362 50
1/17/2012	San Diego State University	Amber W	175 00
1/17/2012	San Diego State University	Kendra H	362 50
1/17/2012	San Diego State University	Lauren Br	87 50
1/17/2012	University of California-Riverside	Daniel Sil	387 50
1/17/2012	University of California-Riverside	Vanessa C	362 50
1/17/2012	University of California-Riverside	Kyle McK	362 50
1/17/2012	University of California-Riverside	Kimberly K	387 50
1/17/2012	California State Polytechnic Universi	Steven Se	87 50
1/17/2012	California State Polytechnic Universi	Maria Mec	412 50
1/17/2012	California State Polytechnic Universi	Celia Ben	175 00
1/17/2012	University of California-Riverside	Angelica F	87 50
1/17/2012	University of Redlands	Allison Br	387 50
1/17/2012	University of Redlands	Heather S	175 00
1/17/2012	University of Redlands	Samuel J	362 50
1/17/2012	Biola University	Samuel S	362 50
1/17/2012	Biola University	Hannah M	362 50
1/17/2012	Biola University	Adrienne	362 50
1/17/2012	Biola University	Nicole Be	362 50
1/17/2012	Biola University	Anthony L	337 50
1/17/2012	Biola University	Tyler Mas	87 50
1/17/2012	University of California-Berkeley	Sarah Sc	337 50
1/17/2012	University of California-Berkeley	Liane Kud	387 50
1/17/2012	University of California-Berkeley	Shelby Le	450 00
1/17/2012	University of Illinois - Urbana Cham	Colin Will	362 50
1/17/2012	California State University - Fullerton	Frank Gu	337 50
1/17/2012	California State University - Fullerton	Darcy Ma	175 00
1/17/2012	California State University - Fullerton	James W	62 50
1/17/2012	University of California - Santa Cruz	Alex Bor	87 50
1/17/2012	California State University-Northridge	Lauren C	87 50
1/17/2012	Cerritos College	Chelsea C	387 50
1/17/2012	University of La Verne	Gabnela B	87 50
1/17/2012	Cal State Polytechnic University	Heather F	412 50
1/17/2012	Cal State Polytechnic University	Evan Pet	412 50
1/17/2012	Cal State Polytechnic University	Katie Pet	362 50
1/17/2012	Fullerton College	Lizzette L	387 50
1/17/2012	San Jose State University	Rachel Le	362 50
1/17/2012	Brigham Young University - Hawaii	Jacquelin	362 50

10:53 AM
 July 1, 2013
 Cash Basis

Lynn Foundation Scholarship Detail Report January through December 2012

Date	Name	Memo	Paid Amount
1/17/2012	American University	Carlos Vera	337 50
1/17/2012	Humbolt State University	Niamh Mer	87 50
1/17/2012	The Masters College	Daniel Cha	387 50
1/17/2012	The Masters College	Brett Twig	387 50
1/17/2012	Victor Valley College	Lauren But	175 00
1/17/2012	Victor Valley College	Jeremy Esp	362 50
1/17/2012	Victor Valley College	Rachel Mc	62 50
1/17/2012	Victor Valley College	Megan Mod	175 00
1/17/2012	Victor Valley College	Debra New	175 00
1/17/2012	Victor Valley College	Kerry Strav	337 50
1/17/2012	Victor Valley College	Patncia Wi	412 50
1/17/2012	Victor Valley College	Omar Rodr	87 50
1/17/2012	Victor Valley College	Zachary Me	337 50
1/17/2012	Victor Valley College	Seth Johns	362 50
1/17/2012	California State University-Long Bea	Melissa Ca	387 50
1/17/2012	California State University-Long Bea	Tiffany Hod	450 00
1/17/2012	California State University-Long Bea	Victoria Lu	387 50
1/17/2012	California State University-Long Bea	Matthew R	412 50
1/17/2012	California State University-Long Bea	Gavin Sant	87 50
1/17/2012	Jodi Kaplan		1,250 00
1/20/2012	University of Florida	Scholarshi	1,175 00
8/29/2012	Stanford University	Nathanael	1,200 00
8/29/2012	Brigham Young University	Brian Brow	960 00
8/29/2012	Brigham Young University	Mikayla Pe	1,080 00
8/29/2012	Creighton University	Brittany Mo	1,020 00
8/29/2012	California Baptist University	Anthony Ba	1,080 00
8/29/2012	California State University-Northndge	Zachary M	900 00
8/29/2012	Massachusetts Institute of Technolo	Rosa Manz	1,440 00
8/29/2012	Point Loma Nazarene University	Alaina Bird	960 00
8/29/2012	Point Loma Nazarene University	Cassndra	840 00
8/29/2012	University of Oregon	Tracee Sp	900 00
8/29/2012	Victor Valley Union High School	Lauren But	780 00
8/29/2012	University of California-Los Angeles	Allison Wo	780 00
8/29/2012	Victor Valley Community College	Seth Johns	1,260 00
8/29/2012	Victor Valley Community College	Cheyenne	900 00
8/29/2012	Cal State Polytechnic University	Katie Petic	1,140 00
8/29/2012	University of California-San Diego	Robert Fol	1,080 00
8/29/2012	California State University-San Bern	Erica Walt	960 00
8/29/2012	California State University-San Bern	Alexandra	840 00
8/29/2012	California State University-San Bern	Averie Mor	1,020 00
8/29/2012	California State University-San Bern	Brittany Av	1,140 00
8/29/2012	California State University-San Bern	Ashleigh C	1,020 00
8/29/2012	California State University-San Bern	Tereneh K	1,020 00
8/29/2012	California State University-San Bern	Caleb Ming	900 00
8/29/2012	Azusa Pacific University	Parkar LaM	1,200 00
8/29/2012	Cuyamaca College	Eric Freed	1,080 00
8/29/2012	San Diego State University	Remi Finle	960 00
8/29/2012	University of California-Riverside	Kimberly A	1,080 00
8/29/2012	University of California-Riverside	Kyle McKe	840 00
8/29/2012	University of California-Riverside	Aliyah Bro	780 00
8/29/2012	Mount Saint Mary's College	Sarah Stok	1,080 00
8/29/2012	Vanguard University	Michelle A	1,020 00
8/29/2012	Vanguard University	Jacob Lan	1,140 00
8/29/2012	Cal State Polytechnic University - P	Andrew Ch	1,200 00
8/29/2012	Cal State Polytechnic University - P	Ryan Folk	780 00
8/29/2012	The Masters College	Daniel Cha	840 00
8/29/2012	The Masters College	Brett Twig	1,260 00
8/29/2012	National University	Cheryl Hal	1,020 00
8/29/2012	Biola University	Hannah M	1,200 00
8/29/2012	Biola University	Tyler Mas	960 00
8/29/2012	San Jose State University	Zhane Gay	1,140 00
8/29/2012	Brigham Young University - Hawaii	Jacqueline	1,020 00
8/29/2012	Johnson and Wales University	Jessica Bo	1,020 00
8/29/2012	Clark Atlanta University	Adreanna	1,080 00
8/29/2012	Humbolt State University	Estephanie	1,080 00
8/29/2012	California State University - Fullerton	Reema At	720 00
8/29/2012	California State University - Fullerton	Hayley Bar	840 00

10:53 AM
July 1, 2013
Cash Basis

Lynn Foundation
Scholarship Detail Report
January through December 2012

<u>Date</u>	<u>Name</u>	<u>Memo</u>	<u>Paid Amount</u>
8/29/2012	California State University - Fullerton	Nicholle Kna	1,080 00
8/29/2012	Simpson University	Jordan Varga	1,080 00
9/30/2012	BYU-Idaho	CMP	1,250 00
10/15/2012	Victor Valley Community College	Christopher S	840 00
10/18/2012	Cal State Fullerton	Zenia Barriga	960 00
11/1/2012	BYU-Idaho	CMP	650 00
TOTAL			78,820.00

SEE COMMENT IN GREEN BOX!

Lynn Foundation 2012
 Book Depreciation Schedule
 Forms IRS 990PF / CA199

Building	Acquired	Sold	Basis	Depreciation Basis	Prior Depreciation	Method	Life	Rate	Current Depr	Years in Service	Year End Acc Dep	Net Assets Begin/yr	Net Assets End/yr
1 Lynn Building	1992		\$ 950	\$ 950,000	\$ 573,088	S/L	31.5	0.03175	\$ 30,163	20	\$ 603,250	\$ #,572,138)	\$ #,602,300)
Capital Improvements													
2 Enter New Purch, Year, Cost	2013		\$ -	\$ -	\$ -	S/L	7	0.143	\$ -	0	\$ -	\$ -	\$ -
3 Enter New Purch, Year, Cost	2013		\$ -	\$ -	\$ -	S/L	7	0.143	\$ -	0	\$ -	\$ -	\$ -
4 Enter New Purch, Year, Cost	2013		\$ -	\$ -	\$ -	S/L	7	0.143	\$ -	0	\$ -	\$ -	\$ -
Total Building Improvements			\$ -	\$ -	\$ -				\$ -		\$ -	\$ -	\$ -
Furn, Fix., & Equipment													
5 Computer Building Controls	2009		\$ 5,357	\$ 5,357	\$ 2,143	S/L	5	0.2	\$ 1,071	3	\$ 3,214	\$ 3,214	\$ 2,143
6 Tenant Improvements	2009		\$ 11,000	\$ 11,000	\$ 4,400	S/L	5	0.2	\$ 2,200	3	\$ 6,600	\$ 957	\$ 4,400
Total FF&E			\$ 16,357	\$ 16,357	\$ 6,543				\$ 3,271		\$ 9,814	\$ 9,814	\$ 6,543
Total Depreciable Assets			\$ 17,307	\$ 966,357	\$ 579,630				\$ 33,434		\$ 613,064	\$ #,562,324)	\$ #,595,757)
Land													
7 Lynn Building	1992		\$ 250,000								\$ 250,000	\$ 250,000	
TOTAL			\$ 267,307		\$ 579,630				\$ 33,434		\$ 613,064	\$ #,312,324)	\$ #,345,757)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Gains (Losses) on Sales	-7,685.		
Unused Scholarships	4,178.		
Total	-3,507.		

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Real Property Taxes	11,629.			
Other Taxes	160.			
Total	11,789.			

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

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advertising	247.			
Bank Charges	33.			
Insurance	4,408.			
Office Misc	3,693.			
Rental Prop Exp				
Miscellaneous Expense	151.			
Contract Labor	420.			
Total	8,952.			

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Other Asset Value Losses	29,116.
Total	29,116.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
L&P Fees:Other	Litigation	2,700.			
Total		2,700.			

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

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Marketable Securities - Merrill Lynch	605.	605.
TD Ameritrade	18,495.	18,840.
Total	<u>19,100.</u>	<u>19,445.</u>

Form 990-PF, Page 2, Part II, Line 12
L-12 Stmt

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Notes Receivable (Feherty)	51,741.	51,741.
Total	<u>51,741.</u>	<u>51,741.</u>

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

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
PXP (Stocker)	2,865.	2,865.
Arizona Tax Liens	5,707.	5,707.
Total	<u>8,572.</u>	<u>8,572.</u>

Form 990-PF, Page 2, Part II, Line 11
L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Lynn Building AV CA (-Lot)	950,000.	603,250.	346,750.
Equipment	16,357.	9,814.	6,543.
Total	<u>966,357.</u>	<u>613,064.</u>	<u>353,293.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Lot Only - Lynn Building AV CA	250,000.	0.	250,000.
Lyle, WA Vacant Lots	72,177.	0.	72,177.
Total	<u>322,177.</u>	<u>0.</u>	<u>322,177.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Short Term Loan	35,000.	15,000.
Rent Deposits	2,500.	2,500.
Total	<u>37,500.</u>	<u>17,500.</u>

Supporting Statement of:

Form 990-PF, p1/Line 13(a)

Description	Amount
Trustee Fee	36,000.
Trust Comittee	3,750.
Total	<u>39,750.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Desert Community Bank	15,848.
TD Ameritrade	120,311.
Merill Lynch	605.
Total	<u>136,764.</u>

Supporting Statement of:

Form 990-PF, p2/Line 10b(a)

Description	Amount
TD Ameritrade Account	129,029.
Total	<u>129,029.</u>

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
Stocker PHP (Oil)	2,865.
Total	<u>2,865.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Desert Community Bank	5,493.
TD Ameritrade	177,783.
ML?	605.
Total	<u>183,881.</u>

Supporting Statement of:

Form 990-PF, p2/Line 11(c)

Description	Amount
Lynn Building - Apple Valley	1,250,000.
Lyle, WA Vacant Lot	25,000.
Total	<u>1,275,000.</u>

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-1

Description	Amount
Michael G Perdue	36,000.
Total	<u>36,000.</u>

Supporting Statement of:

Legal and Professional Fees/Line 16a Book Amount-1

Description	Amount
Legal Fees	2,700.
Total	<u>2,700.</u>

Supporting Statement of:

Investments/Line 10b Book-2

Description	Amount
Money Market	605.
Total	<u>605.</u>

Supporting Statement of:

Investments/Line 10b Book-3

Description	Amount
Stocks on Hand Year End	18,495.
Total	<u>18,495.</u>

Supporting Statement of:

Land, Buildings & Equipment/Ln 11 Cost/Other Basis-1

Description	Amount
Lynn Building	950,000.
Total	<u>950,000.</u>

Supporting Statement of:

Land, Buildings & Equipment/Ln 11 Accum Depr-1

Description	Amount
Year End Accumulated Depreciation	603,250.
Total	<u>603,250.</u>

Supporting Statement of:

Land, Buildings & Equipment/Ln 11 Accum Depr-2

Description	Amount
Furn, Fix, Equip	9,814.
Capital Improvements	0.

Continued

Supporting Statement of:

Land, Buildings & Equipment/Ln 11 Accum Depr-2

Description	Amount
Land	0.
Total	<u>9,814.</u>