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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 _____

TARSADIA FOUNDATION
620 NEWPORT CENTER DRIVE 14TH FLOOR
NEWPORT BEACH, CA 92660

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method Cash Accrual
 Other (specify) **Part I, column (d) must be on cash basis**

► \$ 39,870,272.

| | |
|----------|--|
| A | Employer identification number 33-0879062 |
| B | Telephone number (see the instructions) (949) 610-8038 |
| C | If exemption application is pending, check here ► <input type="checkbox"/> |
| D | 1 Foreign organizations, check here ► <input type="checkbox"/> |
| | 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> |
| E | If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> |
| F | If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/> |

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) |
|---------------------------------|--|---|----------------------------------|--------------------------------|--|
| R E V E N U E | 1 Contributions, gifts, grants, etc, received (att sch) | 4,700,000. | | | |
| | 2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 81,091. | 81,091. | | |
| | 4 Dividends and interest from securities | 886,456. | 886,456. | | |
| | 5 a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6 a Net gain/(loss) from sale of assets not on line 10 | | | | |
| | b Gross sales price for all assets on line 6a | 13,063,855. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10 a Gross sales less returns and allowances | 1,659,977. | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit/(loss) (att sch) | | | | |
| | 11 Other income (attach schedule) SEE STATEMENT 1 | 21,742. | 21,742. | | |
| | 12 Total. Add lines 1 through 11 | 7,349,266. | 2,649,266. | 0. | 169,800. |
| | 13 Compensation of officers, directors, trustees, etc | 169,800. | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16 a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach sch) SEE ST 2 | 14,070. | | | 14,070. |
| | c Other prof fees (attach sch) SEE ST 3 | 12,495. | | | 12,495. |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see insrs) SEE STM 4 | 20,160. | 20,000. | | 160. |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 22,141. | | | 22,141. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) SEE STATEMENT 5 | 147,697. | 34,349. | | 113,026. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 386,363. | 54,349. | | 331,692. |
| | 25 Contributions, gifts, grants paid PART XV | 1,690,320. | | | 1,690,320. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 2,076,683. | 54,349. | 0. | 2,022,012. |
| | 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements | 5,272,583. | | | |
| | b Net investment income (if negative, enter -0-) | | 2,594,917. | | |
| | c Adjusted net income (if negative, enter -0-) | | | 0. | |

| 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 |
| A S S E T S | 1 | Cash – non-interest-bearing | -107,916. | 8,163. | 8,162. |
| | 2 | Savings and temporary cash investments | 16,014,718. | 16,856,122. | 16,856,122. |
| | 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 sch) | 339,220. | STATEMENT 6 | |
| | | Less allowance for doubtful accounts | | 400,000. | 339,220. |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments – U.S. and state government obligations (attach schedule) | | | |
| | b | Investments – corporate stock (attach schedule) | STATEMENT 7 | 850,000. | 850,000. |
| | c | Investments – corporate bonds (attach schedule) | | | 1,000,000. |
| | 11 | Investments – land, buildings, and equipment: basis | | | |
| | | Less accumulated depreciation (attach schedule) | | | |
| | 12 | Investments – mortgage loans | | | |
| | 13 | Investments – other (attach schedule) | STATEMENT 8 | 14,204,978. | 18,466,974. |
| | 14 | Land, buildings, and equipment, basis | | | 21,666,768. |
| | | 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) | 31,361,780. | 36,520,479. | 39,870,272. |
| L I A B I L I T I E S | 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 |) | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | |
| N F E U N D A S S E T S | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | | <input type="checkbox"/> | | |
| | 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, building, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | Total net assets or fund balances (see instructions) | 31,361,780. | 36,520,479. | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 31,361,780. | 36,520,479. | |

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 | 31,361,780. |
| 2 | Enter amount from Part I, line 27a | 2 | 5,272,583. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 36,634,363. |
| 5 | Decreases not included in line 2 (itemize) | 5 | 113,884. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 36,520,479. |

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 PUBLICLY TRADED SECURITIES | | | P | | |
| b CAPITAL GAIN DIVIDENDS | | | | | |
| 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 13,024,113. | | | 11,403,878. | 1,620,235. | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | | |
| (i) Fair Market Value as of 12/31/69 | | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h)) | |
| a | | | | 1,620,235. | |
| b | | | | 39,742. | |
| 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 | 1,659,977. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | | 3 | 0. |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | | | |

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 | 2,437,322. | 28,733,279. | 0.084826 |
| 2010 | 1,237,119. | 19,387,136. | 0.063811 |
| 2009 | 1,406,933. | 19,595,381. | 0.071799 |
| 2008 | 2,005,329. | 15,518,599. | 0.129221 |
| 2007 | 773,606. | 11,692,549. | 0.066162 |

- 2 Total of line 1, column (d) 2 0.415819
- 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 0.083164
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 35,789,069.
- 5 Multiply line 4 by line 3 5 2,976,362.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 25,949.
- 7 Add lines 5 and 6 7 3,002,311.
- 8 Enter qualifying distributions from Part XII, line 4 8 2,022,012.

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) | 1 | 51,898. |
| 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 | 2 | 0. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) | 3 | 51,898. |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0. |
| 3 | Add lines 1 and 2 | 5 | 51,898. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | |
| 6 | Credits/Payments | | |
| a | 2012 estimated tax pmts and 2011 overpayment credited to 2012 | 6 a | 22,127. |
| 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 | 100,000. |
| d | Backup withholding erroneously withheld | 6 d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 122,127. |
| 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 | 70,229. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ► 70,229. Refunded ► | 11 | 0. |

Part VII-A Statements Regarding Activities

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?

| | |
|-----|----|
| Yes | No |
| 1 a | X |

| | |
|-----|---|
| 1 b | X |
|-----|---|

| | |
|-----|---|
| 1 c | X |
|-----|---|

| | |
|---|---|
| 2 | X |
|---|---|

| | |
|---|---|
| 3 | X |
|---|---|

| | |
|-----|---|
| 4 a | X |
|-----|---|

| | |
|-----|-----|
| 4 b | N/A |
|-----|-----|

| | |
|---|---|
| 5 | X |
|---|---|

| | |
|---|---|
| 6 | X |
|---|---|

| | |
|---|---|
| 7 | X |
|---|---|

| | |
|-----|---|
| 8 b | X |
|-----|---|

| | |
|---|---|
| 9 | X |
|---|---|

| | |
|----|---|
| 10 | X |
|----|---|

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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

c Did the foundation file **Form 1120-POL** for this year?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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?

If 'Yes,' attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

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)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses SEE STATEMENT 10

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 | 13 | X | |
| 14 | The books are in care of ► <u>TUSHAR PATEL</u> Telephone no. ► <u>(949) 610-8038</u> Located at ► <u>620 NEWPORT CENTER DR, 14TH FLOOR NB, CA</u> ZIP + 4 ► <u>92660</u> | | | |
| 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 | ► <input type="checkbox"/> |
| 16 | At any time during calendar year 2012, 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 |

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 |
| 1 a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? | <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 |
| 1 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 ► <input type="checkbox"/> | N/A | |
| 1 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 2012? | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► <u>20 __ , 20 __ , 20 __ , 20 __</u> | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 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) | 2 b | 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. ► <u>20 __ , 20 __ , 20 __ , 20 __</u> | | |
| 3 a | 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 2012 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 2012.) | 3 b | N/A |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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 2012? | 4 b | 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)?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

 X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

 7b**Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| B.U. PATEL 620 NEWPORT CENTER DR, 14TH FL NEWPORT BEACH, CA 92660 | CEO 12.00 | 0. | 0. | 0. |
| TUSHAR PATEL 620 NEWPORT CENTER DR, 14TH FL NEWPORT BEACH, CA 92660 | SECRETARY 2.00 | 0. | 0. | 0. |
| SHIRISH DAYAL 620 NEWPORT CENTER DR, 14TH FL NEWPORT BEACH, CA 92660 | DIRECTOR 32.00 | 169,800. | 0. | 0. |
| ----- | | | | |
| ----- | | | | |

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

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

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

0

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
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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 | <u>N/A</u> | |
| 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 | <u>N/A</u> |
| 2 | |

All other program-related investments See instructions

Total Add lines 1 through 3. ▶ 0

Total. Add lines 1 through 3

0.

BAA

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 | 14,681,703. |
| b Average of monthly cash balances | 1b | 16,719,908. |
| c Fair market value of all other assets (see instructions) | 1c | 4,932,469. |
| d Total (add lines 1a, b, and c) | 1d | 36,334,080. |
| 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 | 36,334,080. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 545,011. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 35,789,069. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 1,789,453. |

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 | 1,789,453. |
| 2a Tax on investment income for 2012 from Part VI, line 5 | 2a | 51,898. |
| b Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 51,898. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,737,555. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 1,737,555. |
| 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 | 1,737,555. |

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 | 2,022,012. |
| 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 | 3a | |
| a Suitability test (prior IRS approval required) | 3b | |
| b Cash distribution test (attach the required schedule) | 4 | 2,022,012. |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 5 | |
| 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) | 6 | 2,022,012. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | | |

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 | | | | 1,737,555. |
| 2 Undistributed income, if any, as of the end of 2012 | | | 0. | |
| a Enter amount for 2011 only | | 0. | | |
| b Total for prior years. 20 ___, 20 ___, 20 ___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 198,475. | | | | |
| b From 2008 1,246,829. | | | | |
| c From 2009 440,756. | | | | |
| d From 2010 282,804. | | | | |
| e From 2011 1,017,089. | | | | |
| f Total of lines 3a through e 3,185,953. | | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,022,012. | | | 0. | |
| a Applied to 2011, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required – see instructions) 0. | | 0. | | |
| c Treated as distributions out of corpus (Election required – see instructions) 0. | | 0. | | |
| d Applied to 2012 distributable amount 284,457. | | | | 1,737,555. |
| e Remaining amount distributed out of corpus 0. | | | | 0. |
| 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 3,470,410. | | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b 0. | | 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. | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount – see instructions 0. | | 0. | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions 0. | | | 0. | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 0. | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0. | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 198,475. | | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 3,271,935. | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 1,246,829. | | | | |
| b Excess from 2009 440,756. | | | | |
| c Excess from 2010 282,804. | | | | |
| d Excess from 2011 1,017,089. | | | | |
| e Excess from 2012 284,457. | | | | |

BAA

Form 990-PF (2012)

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 | | | | <input type="checkbox"/> 4942(j)(3) or | <input type="checkbox"/> 4942(j)(5) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 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 | | | | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Tax year</th> <th colspan="3" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center; vertical-align: middle;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2012</th> <th style="text-align: center;">(b) 2011</th> <th style="text-align: center;">(c) 2010</th> <th style="text-align: center;">(d) 2009</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> </tbody> </table> | | Tax year | Prior 3 years | | | (e) Total | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | | | | | | | | | | | | | | | | | | | | |
| Tax year | Prior 3 years | | | (e) Total | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| 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: | | | | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="text-align: center;">(1) Value of all assets</td><td></td><td></td><td></td></tr> <tr><td style="text-align: center;">(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</td><td></td><td></td><td></td></tr> <tr><td style="text-align: center;">b</td><td style="text-align: center;">'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td><td></td><td></td></tr> <tr><td style="text-align: center;">c</td><td style="text-align: center;">'Support' alternative test – enter:</td><td></td><td></td></tr> </table> | | (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) 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) | (1) Value of all assets | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) | (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| b | b | 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c | c | 'Support' alternative test – enter: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (1) | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (3) | (3) Largest amount of support from an exempt organization | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (4) | (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).)

SEE STATEMENT 11

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:

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 |
|---|--|--------------------------------------|-------------------------------------|------------------------|
| <i>a Paid during the year</i> SEE STATEMENT 12 | | | | |
| Total | | | | ► 3a 1,690,320. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | ► 3b |

Part XVI-A Analysis of Income-Producing Activities

| | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 81,091. | |
| 4 Dividends and interest from securities | | | 14 | 886,456. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 1,659,977. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a BEP LP-CAPITAL GAIN INC | | | 18 | 8,642. | |
| b NOTE RECEIVABLE INTEREST | | | 14 | 13,100. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 2,649,266. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 13 2,649,266. |

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.) |
|---------------|---|
| N/A | |
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Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2012

Name of the organization

TARSADIA FOUNDATION

Employer identification number

33-0879062

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990 EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

TARSADIA FOUNDATION

Employer identification number

33-0879062

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---------------|-----------------------------------|-------------------------------|--|
| 1 | KRISHAN TARSADIA TRUST | \$ 2,500,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | 620 NEWPORT CENTER DR, 14TH FL | | (Complete Part II if there is a noncash contribution.) |
| | NEWPORT BEACH, CA 92660 | | |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| 2 | T-TWELVE LEGACY TRUST | \$ 2,200,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | 620 NEWPORT CENTER DR, 14TH FL | | (Complete Part II if there is a noncash contribution.) |
| | NEWPORT BEACH, CA 92660 | | |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II if there is a noncash contribution.) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II if there is a noncash contribution.) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II if there is a noncash contribution.) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> |
| | | | (Complete Part II if there is a noncash contribution.) |

Name of organization

TARSADIA FOUNDATION

Employer identification number

33-0879062

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| N/A | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| (a) No. from Part I | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| (a) No. from Part I | | \$ | |
| | | \$ | |
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| (a) No. from Part I | | \$ | |
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| | | \$ | |
| | | \$ | |
| (a) No. from Part I | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

BAA

Name of organization

TARSADIA FOUNDATION

Employer identification number

33-0879062

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|--|-------------------------|--|--|
| N/A | | | |
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| (e) Transferee's name, address, and ZIP + 4 | (e) Transfer of gift | Relationship of transferor to transferee | |
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| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
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| (e) Transferee's name, address, and ZIP + 4 | (e) Transfer of gift | Relationship of transferor to transferee | |
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| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
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| (e) Transferee's name, address, and ZIP + 4 | (e) Transfer of gift | Relationship of transferor to transferee | |
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| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
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| (e) Transferee's name, address, and ZIP + 4 | (e) Transfer of gift | Relationship of transferor to transferee | |
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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

| | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|---------------------------------|-------------------------------|
| BEP LP-CAPITAL GAIN INC NOTE RECEIVABLE INTEREST | \$ 8,642. 13,100. | 8,642. 13,100. | |
| TOTAL | <u>\$ 21,742.</u> | <u>\$ 21,742.</u> | 0. |

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | \$ 14,070. | | | |
| TOTAL | <u>\$ 14,070.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> | <u>\$ 14,070.</u> |

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| OTHER PROFESSIONAL FEES | \$ 12,495. | | | |
| TOTAL | <u>\$ 12,495.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> | <u>\$ 12,495.</u> |

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FRANCHISE TAX BOARD REGISTRY OF CHARITABLE TRUST US TREASURY | \$ 10. 150. 20,000. | | | \$ 10. 150. |
| TOTAL | <u>\$ 20,160.</u> | <u>\$ 20,000.</u> | <u>\$ 0.</u> | <u>\$ 160.</u> |

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| BANK CHARGES | \$ 237. | | | \$ 237. |
| DUES & SUBSCRIPTIONS | 3,549. | | | 3,549. |
| MANAGEMENT FEES | 27,980. | \$ 27,980. | | |
| MISCELLANEOUS | 587. | | | 587. |
| OFFICE EXPENSE | 3,771. | | | 3,771. |
| OFFICE SUPPLIES | 5,001. | | | 5,001. |
| ORGANIZATIONAL EXPENSE | 2,527. | 2,527. | | |
| PASSTHRU INVESTMENT INTEREST EXP | 37. | 37. | | |
| PASSTHRU OTHER EXPENSES | 322. | | | |
| PASSTHRU PORTFOLIO DEDUCTIONS | 3,805. | 3,805. | | |
| POSTAGE | 31. | | | 31. |
| PROFESSIONAL DEVELOPMENT | 85,327. | | | 85,327. |
| PROGRAM & GRANT MAKING EXPENSE | 2,885. | | | 2,885. |
| WEB HOSTING FEES | 11,638. | | | 11,638. |
| TOTAL | \$ 147,697. | \$ 34,349. | \$ 0. | \$ 113,026. |

STATEMENT 6
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

| <u>OTHER NOTES AND LOANS</u> | BOOK VALUE | FAIR MARKET VALUE | DOUBTFUL ACCOUNTS ALLOWANCE |
|---|--------------------|----------------------|-----------------------------------|
| RON ADELHELM | \$ 339,220. | \$ 339,220. | \$ 0. |
| TOTAL | \$ 339,220. | \$ 339,220. | |
| ALLOWANCE FOR DOUBTFUL ACCOUNTS | | \$ 0. | |
| NET OTHER NOTES/LOANS REC. - BOOK VALUE | | <u>\$ 339,220.</u> | |

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

| <u>CORPORATE STOCKS</u> | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|-------------------------|---------------------|--------------------|----------------------|
| FIRST CHOICE BANK | COST | \$ 850,000. | \$ 1,000,000. |
| | TOTAL | \$ 850,000. | \$ 1,000,000. |

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STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

| | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|--|-----------------------------|-----------------------|
| OTHER INVESTMENTS | | | |
| BLACKSTONE RETAIL PRINCIPAL TRANS PTR LP | COST | \$ 1,814,351. | \$ 3,117,194. |
| BLACKSTONE ENERGY PARTNERS LP | COST | 680,392. | 1,476,055. |
| | TOTAL OTHER INVESTMENTS | <u>\$ 2,494,743.</u> | <u>\$ 4,593,249.</u> |
| OTHER PUBLICLY TRADED SECURITIES | | | |
| TD AMERITRADE | COST | 15,972,231. | 17,073,519. |
| | TOTAL OTHER PUBLICLY TRADED SECURITIES | <u>\$ 15,972,231.</u> | <u>\$ 17,073,519.</u> |
| | | TOTAL <u>\$ 18,466,974.</u> | <u>\$ 21,666,768.</u> |

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

| | |
|---|--------------------------|
| BLACKSTONE ENERGY PARTNERS LP BOOK/TAX DIFF | \$ 113,884. |
| | TOTAL <u>\$ 113,884.</u> |

STATEMENT 10
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

| NAME OF SUBSTANTIAL CONTRIBUTOR | ADDRESS OF SUBSTANTIAL CONTRIBUTOR |
|---------------------------------|--|
| KRISHAN TARSADIA TRUST | 620 NEWPORT CENTER DRIVE 14TH FLOOR NEWPORT BEACH, CA 92660 |
| T-TWELVE LEGACY TRUST | 620 NEWPORT CENTER DRIVE 14TH FLOOR NEWPORT BEACH, CA 92660 |

STATEMENT 11
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

B.U. PATEL
TUSHAR PATEL

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TARSADIA FOUNDATION

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STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|---|--------------------|---------------------------|---------------------|-------------|
| AMERICAN INDIA FOUNDATION 216 EAST 45TH STREET NEW YORK, NY 10037 | | PUBLIC | PROGRAM SUPPORT | \$ 125,000. |
| HMPS FOUNDATION 15311 PIONEER BLVD NORWALK, CA 90650 | | PUBLIC | PROGRAM SUPPORT | 25,000. |
| CHINMAYA MISSION LOS ANGELES 14451 FRANKLIN AVENUE TUSTIN, CA 92780 | | PUBLIC | PROGRAM SUPPORT | 70,000. |
| SOUTH ASIAN NETWORK 18173 PIONEER BLVD, STE 260 ARTESIA, CA 90701 | | PUBLIC | PROGRAM SUPPORT | 1,000. |
| JAIN CENTER OF SOUTHERN CALIF 8072 COMMONWEALTH AVE. BUENA PARK, CA 90621 | | PUBLIC | PROGRAM SUPPORT | 5,000. |
| ST. MARGARET'S EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO, CA 92675 | | PUBLIC | PROGRAM SUPPORT | 2,500. |
| SOUTH ASIAN HELP & REFERRAL AGENCY 17100 PIONEER BLVD., SUITE 260 ARTESIA, CA 90701 | | PUBLIC | PROGRAM SUPPORT | 40,000. |
| ANEKANT COMMUNITY CENTER P.O. BOX 167 BUENA PARK, CA 90621 | | PUBLIC | PROGRAM SUPPORT | 21,500. |
| BOYS AND GIRLS CLUB OF SANTA ANA INC. 250 N. GOLDEN CIRCLE SANTA ANA, CA 92705 | | PUBLIC | PROGRAM SUPPORT | 67,908. |
| COURT APPOINTED SPECIAL ADVOCATES 1615 E. 17TH ST., STE. 100 SANTA ANA, CA 92705 | | PUBLIC | PROGRAM SUPPORT | 5,000. |

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TARSADIA FOUNDATION

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| <u>NAME AND ADDRESS</u> | <u>DONEE RELATIONSHIP</u> | <u>FOUND- ATION STATUS</u> | <u>PURPOSE OF GRANT</u> | <u>AMOUNT</u> |
|--|-------------------------------|------------------------------------|-----------------------------|---------------|
| BLIND CHILDREN'S CENTER INC. 18542 VANDERLIP AVENUE, SUITE B SANTA ANA, CA 92705 | | PUBLIC | PROGRAM SUPPORT | \$ 30,000. |
| CHILDREN'S HEARTLINK 5075 ARCADIA AVENUE MINNEAPOLIS, MN 55436 | | PUBLIC | PROGRAM SUPPORT | 40,000. |
| FOUNDATION FOR WOMEN 4747 MORENA BLVD., STE 375 LA JOLLA, CA 92038 | | PUBLIC | PROGRAM SUPPORT | 18,000. |
| HUMAN OPTIONS, INC. P.O. BOX 53745 IRVINE, CA 92619 | | PUBLIC | PROGRAM SUPPORT | 20,000. |
| INTERNATIONAL PRINCESS PROJECT 1954 PLACENTIA AVENUE, SUITE 108 COSTA MESA, CA 92627 | | PUBLIC | PROGRAM SUPPORT | 25,500. |
| LITERACY PROJECT FOUNDATION 3334 EAST COAST HIGHWAY, #177 CORONA DEL MAR, CA 92625 | | PUBLIC | PROGRAM SUPPORT | 1,000. |
| MATIYA WORLD, INC. 14115 SWEET GRASS LANE CHINO HILLS, CA 91709 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| MIND RESEARCH INSTITUTE 111 ACADEMY, STE 100 IRVINE, CA 92617 | | PUBLIC | PROGRAM SUPPORT | 25,000. |
| PROJECT CONCERN INTERNATIONAL 5151 MURPHY CANYON ROAD, #320 SAN DIEGO, CA 92123 | | PUBLIC | PROGRAM SUPPORT | 50,000. |
| PROJECT DIGNITY 12020 CHAPMAN AVE., PMB 257 GARDEN GROVE, CA 92840 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| PROJECT HOPE SCHOOL FOUNDATION 343 EAST GROVE AVENUE ORANGE, CA 92865 | | PUBLIC | PROGRAM SUPPORT | 25,000. |

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|---|-----------------------|---------------------------|---------------------|------------|
| SOUTH COUNTY OUTREACH 26776 VISTA TERRACE LAKE FOREST, CA 92630 | | PUBLIC | PROGRAM SUPPORT | \$ 31,827. |
| T.E.N. CHARITIES, INC. 807 E. RED HOUSE BRANCH RD ST. AUGUSTINE, FL 32084 | | PUBLIC | PROGRAM SUPPORT | 25,000. |
| THINK TOGETHER 2100 EAST 4TH STREET, #200 SANTA ANA, CA 92705 | | PUBLIC | PROGRAM SUPPORT | 25,000. |
| ACRES OF LOVE, INC. P.O. BOX 7656 LAGUNA NIGUEL, CA 92607 | | PUBLIC | PROGRAM SUPPORT | 30,000. |
| ASSOCIATION OF SMALL FOUNDATIONS 1720 N. STREET, NW WASHINGTON, DC 20036 | | PUBLIC | PROGRAM SUPPORT | 15,000. |
| BRAILLE INSTITUTE OF AMERICA, INC. 527 NORTH DALE AVENUE ANAHEIM, CA 92801 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| ECHOES OF HOPE 1750 14TH STREET, SUITE D SANTA MONICA, CA 90404 | | PUBLIC | PROGRAM SUPPORT | 15,000. |
| FREE WHEELCHAIR MISSION 9341 IRVINE BOULEVARD IRVINE, CA 92618 | | PUBLIC | PROGRAM SUPPORT | 35,167. |
| KIDS' POTENTIAL 33 CREEK ROAD, SUITE C-340 IRVINE, CA 92604 | | PUBLIC | PROGRAM SUPPORT | 5,280. |
| KIDWORKS COMMUNITY DEVELOPMENT CORP. 1902 WEST CHESTNUT AVENUE SANTA ANA, CA 92703 | | PUBLIC | PROGRAM SUPPORT | 30,000. |
| LOTUS OUTREACH 2801 B STREET, #3 SAN DIEGO, CA 92102 | | PUBLIC | PROGRAM SUPPORT | 20,000. |
| MERCY HOUSE TRANSITIONAL LIVING CENTERS P.O. BOX 1905 SANTA ANA, CA 92702 | | PUBLIC | PROGRAM SUPPORT | 51,000. |

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| <u>NAME AND ADDRESS</u> | <u>DONEE RELATIONSHIP</u> | <u>FOUND- ATION STATUS</u> | <u>PURPOSE OF GRANT</u> | <u>AMOUNT</u> |
|--|-------------------------------|------------------------------------|-----------------------------|---------------|
| PROVIDENCE TRINITYCARE HOSPICE FOUND. 2601 AIRPORT DRIVE, SUITE 230 TORRANCE, CA 90505 | | PUBLIC | PROGRAM SUPPORT | \$ 30,000. |
| SAMASOURCE, INC. 455 VALENCIA STREET SAN FRANCISCO, CA 94103 | | PUBLIC | PROGRAM SUPPORT | 95,620. |
| THESE NUMBERS HAVE FACES, INC. 17 SE 3RD AVENUE, STE 507 PORTLAND, OR 97214 | | PUBLIC | PROGRAM SUPPORT | 25,000. |
| WOMEN HELPING WOMEN 1800 EAST MCFADDEN AVENUE, SUITE 1A SANTA ANA, CA 92705 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| AKSHAYA PATRA FOUNDATION USA 92 MONTVALE AVENUE, SUITE 2500 STONEHAM, MA 02180 | | PUBLIC | PROGRAM SUPPORT | 2,500. |
| BAPS CHARITIES 81 SUTTON LANE, SUITE 201 PISCATAWAY, NJ 08854 | | PUBLIC | PROGRAM SUPPORT | 10,001. |
| HOMEAID ORANGE COUNTY, INC 17744 SKY PARK CIRCLE, SUITE 170 IRVINE, CA 92614 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| LOS ANGELES LAKERS YOUTH FOUNDATION 555 N. NASH STREET EL SEGUNDO, CA 90245 | | PUBLIC | PROGRAM SUPPORT | 11,500. |
| NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVE, NW, SUITE 220 WASHINGTON, DC 20036 | | PUBLIC | PROGRAM SUPPORT | 1,000. |
| PHOENIX MULTISPORT 4735 WALNUT STREET, SUITE C BOULDER, CO 80301 | | PUBLIC | PROGRAM SUPPORT | 20,000. |

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|---|-----------------------|---------------------------|---------------------|-----------|
| SAGE HILL SCHOOL 20402 NEWPORT COAST DRIVE NEWPORT COAST, CA 92657 | | PUBLIC | PROGRAM SUPPORT | \$ 2,000. |
| RUSTIC PATHWAYS FOUNDATION P.O. BOX 445 WILLOUGHBY, OH 44096 | | PUBLIC | PROGRAM SUPPORT | 550. |
| CASITA MARIA 928 SIMPSON STREET BRONX, NY 10459 | | PUBLIC | PROGRAM SUPPORT | 5,000. |
| CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866 | | PUBLIC | PROGRAM SUPPORT | 25,000. |
| DESIGN IMPACT P.O. BOX 9844 CINCINNATI, OH 45209 | | PUBLIC | PROGRAM SUPPORT | 17,000. |
| DHARMA CIVILIZATION FOUNDATION 19010 TRIBUNE STREET PORTER RANCH, CA 91326 | | PUBLIC | PROGRAM SUPPORT | 25,000. |
| EKTAA CENTER P.O. BOX 55102 IRVINE, CA 92619 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| EL MAESTRO EN CASA, INC. 2999 WHEELER ROAD BRANDON, VT 05733 | | PUBLIC | PROGRAM SUPPORT | 16,645. |
| EMBRACE 201 SPEAR STREET, STE 1100 SAN FRANCISCO, CA 94105 | | PUBLIC | PROGRAM SUPPORT | 50,000. |
| ENOVANT P.O. BOX 8176 NEWPORT BEACH, CA 92658 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| ENVIRONMENTAL NATURE CENTER 1601 SIXTEENTH STREET NEWPORT BEACH, CA 92663 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| HARVEST HAVEN 11812 SOUTH STREET, #200 CERRITOS, CA 90703 | | PUBLIC | PROGRAM SUPPORT | 1,000. |

TARSADIA FOUNDATION

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| <u>NAME AND ADDRESS</u> | <u>DONEE RELATIONSHIP</u> | <u>FOUND- ATION STATUS</u> | <u>PURPOSE OF GRANT</u> | <u>AMOUNT</u> |
|--|-------------------------------|------------------------------------|-----------------------------|---------------|
| HARMONY THROUGH EDUCATION, INC. 5272 RIVER ROAD, STE 340 BETHESDA, MD 20816 | | PUBLIC | PROGRAM SUPPORT | \$ 15,000. |
| HELPEVER FOUNDATION 6201 LEESBURG PIKE, STE 405 FALLS CHURCH, VA 22044 | | PUBLIC | PROGRAM SUPPORT | 25,000. |
| INDIAN AMERICAN HERITAGE FOUNDATION 18021 NORWALK BLVD., STE 206 ARTESIA, CA 90701 | | PUBLIC | PROGRAM SUPPORT | 1,500. |
| INDIAN FILM FESTIVAL OF LOS ANGELES 5225 WILSHIRE BLVD., STE 417 LOS ANGELES, CA 90036 | | PUBLIC | PROGRAM SUPPORT | 1,100. |
| INDO AMERICAN SENIOR HERITAGE 11428 ARTESIA BLVD., STE 12 ARTESIA, CA 90701 | | PUBLIC | PROGRAM SUPPORT | 1,000. |
| JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BLVD. LOS ANGELES, CA 90043 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| LESTONNAC FREE CLINIC 1215 E. CHAPMAN AVENUE ORANGE, CA 92866 | | PUBLIC | PROGRAM SUPPORT | 5,000. |
| LEUKEMIA & LYMPHOMA SOCIETY 3345 WILSHIRE BLVD., #1000 LOS ANGELES, CA 90010 | | PUBLIC | PROGRAM SUPPORT | 500. |
| MAKE A WISH FOUNDATION 14232 RED HILL AVENUE TUSTIN, CA 92780 | | PUBLIC | PROGRAM SUPPORT | 5,000. |
| MONA FOUNDATION 218 MAIN STREET, STE 404 KIRKLAND, WA 98033 | | PUBLIC | PROGRAM SUPPORT | 85,000. |
| NEW DIRECTIONS FOR WOMEN 2607 WILLO LANE COSTA MESA, CA 92627 | | PUBLIC | PROGRAM SUPPORT | 6,500. |

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|---|-----------------------|---------------------------|---------------------|------------|
| ONE HEART WORLD-WIDE 1818 PACHECO STREET SAN FRANCISCO, CA 94116 | | PUBLIC | PROGRAM SUPPORT | \$ 45,722. |
| PKD FOUNDATION 13837 MAGNOLIA AVENUE CHINO HILLS, CA 91710 | | PUBLIC | PROGRAM SUPPORT | 2,000. |
| SOUTH ASIAN BAR ASSOCIATION P.O. BOX 4587 CERRITOS, CA 90703 | | PUBLIC | PROGRAM SUPPORT | 1,000. |
| SIKSHA FOUNDATION, INC. 14035 SWEETGRASS LANE CHINO HILLS, CA 91709 | | PUBLIC | PROGRAM SUPPORT | 56,500. |
| SPEECH & LANGUAGE DEVELOPMENT CTR., INC. 8699 HOLDER STREET BUENA PARK, CA 90620 | | PUBLIC | PROGRAM SUPPORT | 15,000. |
| STAND UP FOR KIDS P.O. BOX 14398 IRVINE, CA 92623 | | PUBLIC | PROGRAM SUPPORT | 10,000. |
| VIDHYABHARTI TRUST AT & PO: UMRAKH BARDOLI, SURAT, GUJARAT 394345 INDIA | | PUBLIC | PROGRAM SUPPORT | 100,000. |
| YOU ARE SPECIAL COMMUNITY OUTREACH 2815 EAST RUTH PLACE ORANGE, CA 92869 | | PUBLIC | PROGRAM SUPPORT | 5,000. |
| AVON FOUNDATION P.O. BOX 1073 RYE, NY 10680 | | PUBLIC | PROGRAM SUPPORT | 1,000. |

TOTAL \$ 1,690,320.