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

2012

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

, and ending

Name of foundation

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

Number and street (or P O box number if mail is not delivered to street address)

603 W. OJAI AVE. SUITE B

A Employer identification number

77-0518326

City or town, state, and ZIP code

OJAI, CA 93023

B Telephone number

(805) 646-6864

G Check all that apply.

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeC If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 10,681,846. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		153,687.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		289.	289.		STATEMENT 1
5a Gross rents		203,939.	203,939.		STATEMENT 2
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	128,097.	80,811.			
7 Capital gain net income (from Part IV, line 2)			80,811.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns					
10a and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		438,726.	285,039.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	4,395.	0.		4,395.
c Other professional fees	STMT 4	7,501.	7,501.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	85.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		11,981.	7,501.		4,395.
25 Contributions, gifts, grants paid		469,000.			469,000.
26 Total expenses and disbursements. Add lines 24 and 25		480,981.	7,501.		473,395.
27 Subtract line 26 from line 12:		-42,255.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative enter -0-)			277,538.		
c Adjusted net income (if negative enter -0-)				N/A	

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		695,510.	499,471.	499,471.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 6	5,877,924.	6,031,585.	10,182,375.
c	Investments - corporate bonds				
11	Investments - land buildings and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		6,573,434.	6,531,056.	10,681,846.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,573,434.	6,531,056.	
	30	Total net assets or fund balances	6,573,434.	6,531,056.	
	31	Total liabilities and net assets/fund balances	6,573,434.	6,531,056.	

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	6,573,434.
2	Enter amount from Part I, line 27a	2	-42,255.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	6,531,179.
5	Decreases not included in line 2 (itemize) ► ASSET VALUE ADJUSTMENT	5	123.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,531,056.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

(b) How acquired
 P - Purchase
 D - Donation

(c) Date acquired
 (mo., day, yr.)

(d) Date sold
 (mo., day, yr.)

1a

SEE ATTACHED STATEMENT

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

128,097.

47,286.

80,811.

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

(I) Gains (Col. (h) gain minus
 col. (k), but not less than -0-) or
 Losses (from col. (h))

(i) F.M.V. as of 12/31/69

(j) Adjusted basis
 as of 12/31/69

(k) Excess of col. (i)
 over col. (j), if any

a

b

c

d

80,811.

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

80,811.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter -0- in Part I, line 8

3

N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	464,567.	10,120,326.	.045904
2010	429,195.	9,465,488.	.045343
2009	388,983.	8,554,231.	.045473
2008	277,460.	10,289,525.	.026965
2007	428,201.	10,863,517.	.039416

2 Total of line 1, column (d)

2 .203101

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 .040620

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 10,278,582.

5 Multiply line 4 by line 3

5 417,516.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,775.

7 Add lines 5 and 6

7 420,291.

8 Enter qualifying distributions from Part XII, line 4

8 473,395.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	2,775.
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			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	2,775.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	2,775.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		4,425.
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	4,425.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,650.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	1,650.	Refunded	11 0.

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	X	
	<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>		
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1)	On the foundation. ► \$ _____ 0. (2) On foundation managers. ► \$ _____ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
	<i>If "Yes," attach a detailed description of the activities</i>		
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>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
	<i>If "Yes," attach the statement required by General Instruction T</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
●	By language in the governing instrument, or	6	X
●	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	X
7	Did the foundation have at least \$5,000 in assets at any time during the year?		
	<i>If "Yes," complete Part II, col. (c), and Part XV.</i>		
8a	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 <i>General Instruction G?</i> If "No," attach explanation	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A | Statements Regarding Activities (continued)

11	11	X
12	12	X
13	13	X
Website address ► N/A		
14	14	Telephone no. ► (805) 646-6864
Located at ► 603 W. OJAI AVE., OJAI, CA ZIP+4 ► 93023		
15	15	► <input type="checkbox"/>
16	16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A ► <input type="checkbox"/>	
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c X	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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.	2b	
► _____, _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
	4b X	

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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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			N/A	5b
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM J. SHANBROM 603 W. OJAI AVE. SUITE B OJAI, CA 93023	PRESIDENT 3.00	0.	0.	0.
SUSAN F. KRABBE 603 W. OJAI AVE. SUITE B OJAI, CA 93023	SECRETARY 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions

3		

Total. Add lines 1 through 3 ► 0.

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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	1a 9,815,456.
b	Average of monthly cash balances	1b 619,653.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 10,435,109.
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 10,435,109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 156,527.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5 10,278,582.
6	Minimum investment return Enter 5% of line 5	6 513,929.

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	1 513,929.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,775.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,775.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 511,154.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 511,154.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 511,154.

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 473,395.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 473,395.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 2,775.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6 470,620.

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.

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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				511,154.
2 Undistributed income, if any, as of the end of 2012			406,052.	
a Enter amount for 2011 only				
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 473,395.			406,052.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				67,343.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d) the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f 4c. and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				443,811.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

THE SHANBROM FAMILY FOUNDATION

Form 990-PF (2012)

C/O WILLIAM J. SHANBROM

77-0518326

Page 10

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 ►

 4942(j)(3) or 4942(j)(5)

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
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:

WILLIAM J. SHANBROM, (805) 646-6864603 W. OJAI AVE. SUITE B, OJAI, CA 93023

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

LETTER

c Any submission deadlines:

NONE

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

NONE

THE SHANBROM FAMILY FOUNDATION

Form 990-PF (2012)

C/O WILLIAM J. SHANBROM

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Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
PACIFIC CHORALE 3621 S HARBOR BLVD #220 SANTA ANA, CA 92704		501C3	FUNDING OF 2012 CHORAL FESTIVAL	20,000.
ANAHEIM BALLET 280 E LINCOLN AVE ANAHEIM, CA 92805		501C3	EDUCATION AND OUTREACH	5,000.
PACIFIC SYMPHONY 3631 SOUTH HARBOR BLVD #100 SANTA ANA, CA 92704		501C3	FUNDING OF MOZART CONCERTS	56,000.
LOS PADRES FORESTWATCH INC PO BOX 831 SANTA BARBARA, CA 93102		501C3	CONSERVATION PROGRAMS	8,000.
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DR #100 IRVINE, CA 92612		501C3	HONORARY SPONSORSHIP OF 2012 - 2013 SEASON	55,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 469,000.
b Approved for future payment				
NONE				
Total				► 3b 0

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Form 990-PF (2012)

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

Form 990-PF (2012)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

4 Dividends and interest from securities

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

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue:

a _____
b _____
c _____
d _____
e _____

12 Subtotal. Add columns (b), (d), and (e)

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

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

	Unrelated business income		Excluded by section 512, 513 or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		285,039.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	285,039.

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).
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THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

77-0518326

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
SAN LUIS OBISPO COMMUNITY FOUNDATION PO BOX 1580 <u>SAN LUIS OBISPO, CA 93406</u>		501C3	STUDENT SERVICES	15,000.
PACIFIC NORTHWEST BALLET FOUNDATION 301 MERCER ST SEATTLE, WA 98109		501C3	AUDIENCE DEVELOPMENT AND ALEXIS PHELPS DANCERS' SUPPORT ENDOWED FUND	10,000.
SEATTLE SYMPHONY ORCHESTRA INC PO BOX 21906 <u>SEATTLE, WA 98111</u>		501C3	AUDIENCE DEVELOPMENT	5,000.
TREEHOUSE FUND INC 2100 24TH AVE SOUTH #220 <u>SEATTLE, WA 98144</u>		501C3	FOSTER CARE	5,000.
CAMP KOREY 28901 NE CARNATION FARM ROAD <u>CARNATION, WA 98014</u>		501C3	CAMPER PROGRAM	5,000.
PLYMOUTH HOUSING GROUP 2113 3RD AVE <u>SEATTLE, WA 98121</u>		501C3	HOUSING FOR HOMELESS	5,000.
ANAHEIM BALLET 280 E LINCOLN AVE <u>ANAHEIM, CA 92805</u>		501C3	ANAHEIM INTERNATIONAL DANCE FESTIVAL SPONSORSHIP	5,000.
THE CIVIC BALLET OF SAN LUIS OBISPO, INC 3422 MIGUELITO CT <u>SAN LUIS OBISPO, CA 93401</u>		501C3	FUNDING OF BALLET PERFORMANCES	5,000.
TEACH FOUNDATION 214 NORTH FIFTH STREET <u>HARTSVILLE, SC 29550</u>		501C3	PUBLIC SCHOOL EDUCATION	10,000.
THE OLSON FOUNDATION 1722 MEADOW HILLS DR <u>RICHLAND, WA 99352</u>		501C3	EDUCATIONAL SCHOLARSHIP FUND	2,500.
Total from continuation sheets				325,000.

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

77-0518326

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
OJAI VALLEY LAND CONSERVANCY PO BOX 1092 OJAI, CA 93024		501C3	EDUCATION AND CONSERVATION	10,000.
RWANDA GIRLS INITIATIVE PO BOX 325 MEDINA, WA 98039		501C3	EDUCATION FUND	25,000.
THE WILDERNESS SOCIETY 1615 M ST NW WASHINGTON, DC 20036		501C3	CONSERVATION OF WILDERNESS	15,000.
VENTANA WILDLIFE SOCIETY 19045 PORTOLA DRIVE SALINAS, CA 93908		501C3	BIRD BANDING PROJECT/EDUCATION	7,500.
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON, AZ 85702		501C3	CONSERVATION OF ENDANGERED SPECIES	10,000.
OJAI FESTIVALS, LTD PO BOX 185 OJAI, CA 93023		501C3	AUDIENCE DEVELOPMENT	10,000.
DIRECT RELIEF FOUNDATION 27 SOUTH LA PATERA LN GOLETA, CA 93117		501C3	DISASTER RELIEF	20,000.
UNIVERSITY OF BUFFALO BOX 900 BUFFALO, NY 14226		501C3	MEDICAL ALUMNI ENDOWED SCHOLARSHIP	20,000.
ALLEGHENY COLLEGE 520 N MAIN ST MEADVILLE, PA 16335		501C3	FUNDING OF RESEARCH GRANTS	50,000.
REGENTS OF THE UNIVERSITY OF CA 1111 FRANKLIN ST., 12TH FLOOR OAKLAND, CA 94607		501C3	FUNDING OF HIRSCH RESEARCH GRANT	15,000.
Total from continuation sheets				

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

77-0518326

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
OJAI RAPTOR CENTER PO BOX 182 OAK VIEW, CA 93022		501C3	EDUCATION AND CONSERVATION	10,000.
ANAHEIM BALLET 280 E LINCOLN AVE ANAHEIM, CA 92805		501C3	FUNDING OF BALLET PERFORMANCES	5,000.
OJAI VALLEY LAND CONSERVANCY PO BOX 1092 OJAI, CA 93024		501C3	LAND ACQUISITION	10,000.
THE LIBBEY BOWL FOUNDATION 603 W OJAI AVE STE D OJAI, CA 93023		501C3	SUPPORT OF PERFORMING ARTS VENUE	5,000.
MORRO COAST AUDUBON SOCIETY P.O. BOX 1507 MORRO BAY, CA 93443		501C3	COASTAL HABITAT RESTORATION	10,000.
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DRIVE SUITE 100 IRVINE, CA 92612		501C3	HONORARY SPONSORSHIP OF THE 2012-2013 SEASON	25,000.
COMMITTEE OF TEN THOUSAND INC 236 MASSACHUSETTS AVE NE SUITE 609 WASHINGTON, DC 20002		501C3	SUPPORT OF WORK IN BLOOD SAFETY	10,000.
Total from continuation sheets				

223631
05-01-12

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012**Name of the organization****THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM****Employer identification number****77-0518326****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 the greater 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)**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

Employer identification number

77-0518326

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF EDWARD SHANBROM 603 W. OJAI AVE., SUITE B OJAI, CA 93023-3732	\$ 153,687.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
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		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash 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

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

Employer identification number

77-0518326

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

Name of organization

THE SHANBROM FAMILY FOUNDATION
C/O WILLIAM J. SHANBROM

Employer identification number

77-0518326

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 the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year. (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

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

SOURCE	AMOUNT
COUNTY COMMERCE BANK	252.
WELLS FARGO	6.
WEST COAST ASSET MANAGEMENT	31.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	289.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VANGUARD	113,331.	0.	113,331.
WELLS FARGO	63,455.	0.	63,455.
WEST COAST ASSET MANAGEMENT	27,153.	0.	27,153.
TOTAL TO FM 990-PF, PART I, LN 4	203,939.	0.	203,939.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	4,395.	0.		4,395.
TO FORM 990-PF, PG 1, LN 16B	4,395.	0.		4,395.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	7,501.	7,501.		0.
TO FORM 990-PF, PG 1, LN 16C	7,501.	7,501.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	FILING FEES	85.	0.	0.
TO FORM 990-PF, PG 1, LN 23	85.	0.	0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
		ALCATEL-LUCENT TECHNOLOGIES INC.
ALPHA NATURAL RESOURCES INC	6,626.	4,987.
ARCHER DANIELS MIDLAND CO.	64,454.	154,973.
AT&T CORP	3,281.	3,910.
AUTOMATIC DATA PROCESSING INC	32,613.	42,811.
BAXTER INTERNATIONAL INC	279,778.	680,532.
BP AMOCO	44,000.	27,316.
BRISTOL MYERS SQUIBB CO	4,993.	12,026.
BROADRIDGE FINANCIAL	3,483.	4,301.
CARDINAL HEALTH INC.	36,646.	142,853.
CAREFUSION CORP	14,517.	49,558.
CITIGROUP INC NEW	11,070.	1,820.
COMCAST CORP NEW C1 A	5,480.	13,562.
CVS CAREMARK CORP	31,429.	227,438.
DIRECTV GROUP INC.	6,615.	32,654.
EDWARDS LIFESCIENCES CORP.	0.	335,072.
EXPRESS SCRIPTS HLDG CO.	2,032.	14,310.
FLUOR CORP	16,817.	58,740.
JP MORGAN CHASE & CO.	6,093.	41,155.
KINDER MORGAN WTS	227.	450.
KINDER MORGAN INC. DEL	2,505.	2,756.
LSI CORP	798.	255.
MEAD JOHNSON NUTRITION	5,830.	17,922.
MERCK & CO.	36,062.	55,678.
PROCTOR & GAMBLE CO.	473,215.	715,832.
TEXAS INSTRUMENTS INC.	6,245.	67,958.
TRAVELERS COS INC	1,930.	5,243.
TYSON FOODS INC.	8,250.	46,191.
WAL MART STORES INC	12,525.	163,752.
ZIMMER HOLDINGS INC.	575.	5,333.
VANGUARD WINDSOR II FUND	1,354,793.	1,790,910.
VANGUARD INTERNATIONAL GROWTH FD	805,425.	1,056,785.
VANGUARD PRIMECAP FUND	1,878,686.	3,435,912.
AUTOMATIC DATA PROCESSING INC	52,430.	71,162.

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BROADRIDGE FINANCIAL SOLUTIONS	37,895.	44,387.
CLOROX CO	49,357.	70,291.
DIAMOND FOODS, INC.	43,542.	28,707.
EXELON CORP.	45,187.	43,123.
JOHNSON & JOHNSON	95,208.	109,356.
KIMBERLY CLARK	82,301.	128,334.
KRAFT FOODS GROUP INC.	51,260.	63,658.
LIVE NATION, INC.	62,335.	69,080.
MCCORMICK & CO INC	27,708.	54,318.
MICROSOFT CORP	75,335.	78,127.
MOLSON COORS CLASS B	107,507.	101,626.
MONDELEZ INTL INC.	66,660.	82,722.
SONDE RESOURCES CORP	74,350.	24,314.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 6,031,585.	 10,182,375.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1 SH EXELON CORP			P	11/17/10	03/09/12
b 1265 SHS MCCORMICK & CO INC.			P	VARIOUS	VARIOUS
c KRAFT FOODS GROUP INC COM NPV			P	02/12/10	10/05/12
d .68 SHS EXPRESS SCRIPTS HLDG CO.			P	01/06/92	04/03/12
e .6966 SHS KINDER MORGAN INC. DEL			P	03/04/93	05/31/12
f 328 SHS MEDCO HEALTH SOLUTIONS, INC.			P	01/06/92	04/03/12
g 186 SHS EL PASO ENERGY CORP.			P	01/01/00	05/31/12
h PRIMECAP FUND ADMIRAL - LONG-TERM			P	VARIOUS	VARIOUS
i					
j					
k					
l					
m					
n					
o					
(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 31.		25.			6.
b 76,263.		41,452.			34,811.
c 16.		10.			6.
d 39.		5.			34.
e 23.		22.			1.
f 11,483.		2,037.			9,446.
g 5,458.		3,735.			1,723.
h 34,784.					34,784.
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					6.
b					34,811.
c					6.
d					34.
e					1.
f					9,446.
g					1,723.
h					34,784.
i					
j					
k					
l					
m					
n					
o					

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	80,811.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A