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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

| | | | | | | | | | | | | | | |
|--|--|---|----------------|--------------------------|--------------|--------------------------|----------------|--------------------------|---|--------------------------|----------------|--------------------------|-------------|---|
| ORO GRANDE FOUNDATION 17671 BEAR VALLEY ROAD HESPERIA, CA 92345 | | A Employer identification number 95-2106478 | | | | | | | | | | | | |
| | | B Telephone number (see the instructions) 760-242-2815 | | | | | | | | | | | | |
| G Check all that apply: <table style="display: inline-table; vertical-align: top; margin-right: 20px;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table> | | <input type="checkbox"/> | Initial return | <input type="checkbox"/> | Final return | <input type="checkbox"/> | Address change | <input type="checkbox"/> | Initial return of a former public charity | <input type="checkbox"/> | Amended return | <input type="checkbox"/> | Name change | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <input type="checkbox"/> | Initial return | | | | | | | | | | | | | |
| <input type="checkbox"/> | Final return | | | | | | | | | | | | | |
| <input type="checkbox"/> | Address change | | | | | | | | | | | | | |
| <input type="checkbox"/> | Initial return of a former public charity | | | | | | | | | | | | | |
| <input type="checkbox"/> | Amended return | | | | | | | | | | | | | |
| <input type="checkbox"/> | Name change | | | | | | | | | | | | | |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | | | | | | | | | | | | |
| I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i> | | | | | | | | | | | | | |

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i> | | | | |
| 1 Contributions, gifts, grants, etc, received (att sch) | | | | |
| 2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 4,212. | 4,212. | 4,212. | |
| 5a Gross rents | 14,415. | 14,415. | 14,415. | |
| b Net rental income or (loss) | 11,076. | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | -9,868. | | | |
| b Gross sales price for all assets on line 6a | 513,999. | | | |
| 7 Capital gain/loss (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | 0. | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | 8,759. | 18,627. | 18,627. | |
| 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach sch) | 1,069. | 535. | | 534. |
| c Other prof fees (attach sch) | 4,589. | 4,589. | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule)(see instrs) | 590. | 585. | | 5. |
| 19 Depreciation (attach sch) and depletion | 1,962. | 1,962. | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | 306. | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | 1,798. | 1,507. | | 301. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 10,314. | 9,178. | | 840. |
| 25 Contributions, gifts, grants paid Part. XV | 23,000. | | | 23,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 33,314. | 9,178. | 0. | 23,840. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -24,555. | | | |
| b Net investment income (if negative, enter -0-) | | 9,449. | | |
| c Adjusted net income (if negative, enter -0-) | | | 18,627. | |

SCANNED MAY 30 2013
 ADMINISTRATIVE EXPENSES

P 2

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | |
|--|--|--|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 Cash – non-interest-bearing | 11,635. | 8,241. | |
| | 2 Savings and temporary cash investments | 440,575. | 228,439. | |
| | 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.) ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10 a Investments – U.S. and state government obligations (attach schedule) | | | |
| | b Investments – corporate stock (attach schedule) | 23,813. | 216,704. | |
| | c Investments – corporate bonds (attach schedule) | | | |
| | 11 Investments – land, buildings, and equipment basis ▶ | | | |
| Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 12 Investments – mortgage loans | | | | |
| 13 Investments – other (attach schedule) | | | | |
| 14 Land, buildings, and equipment: basis ▶ 28,830. | | | | |
| Less: accumulated depreciation (attach schedule) See Stmt. 5 ▶ 10,865. | 19,927. | 17,965. | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I) | 495,950. | 471,349. | 0. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | 46. | | |
| | 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) | 46. | 0. | |
| NET ASSETS OR FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> | | | |
| | 24 Unrestricted | 495,904. | 471,349. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input 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) | 495,904. | 471,349. | | |
| 31 Total liabilities and net assets/fund balances (see instructions) | 495,950. | 471,349. | | |

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 | 495,904. |
| 2 Enter amount from Part I, line 27a | 2 | -24,555. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 471,349. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 471,349. |

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 See Statement 6 | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | |
|---|---|---------|
| 2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7] | 2 | -9,868. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8] | 3 | -9,868. |

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 | 22,832. | 492,491. | 0.046360 |
| 2010 | 19,922. | 489,989. | 0.040658 |
| 2009 | 28,635. | 465,166. | 0.061559 |
| 2008 | 38,605. | 607,810. | 0.063515 |
| 2007 | 44,049. | 835,920. | 0.052695 |
| 2 Total of line 1, column (d) | | | 0.264787 |
| 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 | | | 0.052957 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 448,983. |
| 5 Multiply line 4 by line 3 | | | 23,777. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 94. |
| 7 Add lines 5 and 6 | | | 23,871. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 23,840. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

| | | | |
|--|-----|---|------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 189. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 189. |
| 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 | 189. |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax pmts and 2011 overpayment credited to 2012 | 6 a | | |
| b Exempt foreign organizations – tax withheld at source | 6 b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c | | |
| d Backup withholding erroneously withheld | 6 d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | | 0. |
| 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 | | 189. |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? | | 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> | | |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i> | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | N/A | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | | X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A | | |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i> | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | X |

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

5 a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

| | | |
|--|--|--|
| | | |
| | | |
| | | |
| | | |
| | | |

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

5 b N/A

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

N/A

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

6 b X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

N/A

7 b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| See Statement 7 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | |
|---|------------|----------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes: | | |
| a Average monthly fair market value of securities | 1 a | 455,820. |
| b Average of monthly cash balances | 1 b | |
| c Fair market value of all other assets (see instructions) | 1 c | |
| d Total (add lines 1a, b, and c) | 1 d | 455,820. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | 0. |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 455,820. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 6,837. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 448,983. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 22,449. |

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 | 22,449. |
| 2 a Tax on investment income for 2012 from Part VI, line 5 | 2 a | 189. |
| b Income tax for 2012. (This does not include the tax from Part VI.) | 2 b | |
| c Add lines 2a and 2b | 2 c | 189. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 22,260. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 22,260. |
| 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 | 22,260. |

Part XII Qualifying Distributions (see instructions)

| | | |
|---|------------|---------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: | | |
| a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26 | 1 a | 23,840. |
| b Program-related investments – total from Part IX-B | 1 b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | |
| a Suitability test (prior IRS approval required) | 3 a | |
| b Cash distribution test (attach the required schedule) | 3 b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 23,840. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 23,840. |

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 | | | | 22,260. |
| 2 Undistributed income, if any, as of the end of 2012: | | | | |
| a Enter amount for 2011 only | | | 15,105. | |
| b Total for prior years: 20__, 20__, 20__ | | 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: \$ 23,840. | | | | |
| a Applied to 2011, but not more than line 2a | | | 15,105. | |
| 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 | | | | 8,735. |
| 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 instructions | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 13,525. |
| 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) | 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 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

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.

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 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.

See Statement 8

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|----------------------|
| a Paid during the year See Statement 9 | | | | |
| Total | | | | ▶ 3 a 23,000. |
| b Approved for future payment | | | | |
| Total | | | | ▶ 3 b |

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ORO GRANDE FOUNDATION

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| TAX PREP/FINANCIAL STATEMENTS | \$ 1,069. | \$ 535. | | \$ 534. |
| Total | <u>\$ 1,069.</u> | <u>\$ 535.</u> | <u>\$ 0.</u> | <u>\$ 534.</u> |

Statement 2
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 |
|----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MGMT FEES | \$ 4,589. | \$ 4,589. | | |
| Total | <u>\$ 4,589.</u> | <u>\$ 4,589.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

Statement 3
Form 990-PF, Part I, Line 18
Taxes

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX | \$ 580. | \$ 580. | | |
| PAYROLL TAXES..... | 10. | 5. | | \$ 5. |
| Total | <u>\$ 590.</u> | <u>\$ 585.</u> | <u>\$ 0.</u> | <u>\$ 5.</u> |

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| MISCELLANEOUS EXPENSE | \$ 14. | | | \$ 24. |
| OFFICE EXPENSES | 112. | | | 112. |
| PO BOX RENT | 260. | \$ 130. | | 130. |
| Rental Expenses.. | 1,377. | 1,377. | | |
| STATE FEES | 35. | | | 35. |
| Total | <u>\$ 1,798.</u> | <u>\$ 1,507.</u> | <u>\$ 0.</u> | <u>\$ 301.</u> |

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Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

| Name and Address | Title and Average Hours Per Week Devoted | Compen- sation | Contri- bution to EBP & DC | Expense Account/ Other |
|---|--|-------------------|----------------------------------|------------------------------|
| JON HOVE 17671 BEAR VALLEY ROAD HESPERIA, CA 92345 | President 0 | \$ 0. | \$ 0. | \$ 0. |
| SUSAN WELLS-MASSENGALE 16209 RIMROCK DRIVE APPLE VALLEY, CA 92307 | Vice President 0 | | 0. | 0. |
| JON GOODWILL 16980 MOLINOP DRIVE VICTORVILLE, CA 92392 | Chairman 0 | | 0. | 0. |
| DENISE EDGE 16727 MENAHKA ROAD APPLE VALLEY, CA 92307 | Secretary 0 | | 0. | 0. |
| JON GOODWILL 16980 MOLINO DRIVE VICTORVILLE, CA 92395 | Chairman 0 | | 0. | 0. |
| JULIAN WEAVER 21540 STANDING ROCK ROAD APPLE VALLEY, CA 92307 | Treasurer 0 | | 0. | 0. |
| DON CONDE 16312 AVALON VICTORVILLE, CA 92395 | Chairman 0 | | 0. | 0. |
| LAURA CAMPBELL 10 KEMPER CAMPBELL RANCH #5 VICTORVILLE, CA 92395 | Chairman 0 | | 0. | 0. |
| BOB SYLVIA % RIVERSIDE CEMENT PO BOX 158 ORO GRANDE, CA 92368 | Director 0 | | 0. | 0. |
| Total | | \$ 0. | \$ 0. | \$ 0. |

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: ORO GRANDE FOUNDATION SCHOLARSHIP
Name: SCHOLARSHIP COMMITTEE
Care Of:
Street Address: PO BOX 3523
City, State, Zip Code: APPLE VALLEY, CA 92307
Telephone:
E-Mail Address:
Form and Content: AN ORO GRANDE FOUNDATION SCHOLARSHIP APPLICATION ALONG WITH THE APPLICANT'S TRANSCRIPTS SHOULD BE SENT TO THE

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Statement 8 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

ATTENTION OF THE SCHOLARSHIP COMMITTEE FOR CONSIDERATION.

Submission Deadlines:
Restrictions on Awards:

Statement 9
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> |
|--|---------------------------|------------------------------------|-----------------------------|---------------|
| SETH BLACK 16322 CAJON STREET HESPERIA, CA 92345 | NONE | | SCHOLARSHIP | \$ 1,500. |
| SARAH DAVIS 22019 GOSHUTE AVE APPLE VALLEY, CA 92307 | NONE | | SCHOLARSHIP | 2,000. |
| ERICA MADRIGAL 14631 NANTICOKE APPLE VALLEY, CA 92307 | NONE | | SCHOLARSHIP | 2,000. |
| ROSA MANZO 290 MASS AVE CAMBRIDGE, MA 02139 | NONE | | SCHOLARSHIP | 2,000. |
| JULIA RODRIGUEZ 11595 WHITE AVE #1 ADELANTO, CA 92301 | NONE | | SCHOLARSHIP | 2,000. |
| TIARA ROLLAND 11455 GOLDEN ST ADELANTO, CA 92301 | NONE | | SCHOLARSHIP | 2,000. |
| GAGE SANTOS 15291 CHAPPAREL ST HESPERIA, CA 92345 | NONE | | SCHOLARSHIP | 2,000. |
| NATHANAEL SCHAGER 8393 SVL BOX VICTORVILLE, CA 92395 | NONE | | SCHOLARSHIP | 2,000. |
| ALLISON WOODS 13816 COACHELLA RD APPLE VALLEY, CA 92307 | NONE | | SCHOLARSHIP | 2,000. |
| IVANIA BARREDA 15135 KIMBERLY D APT H101 VICTORVILLE, CA 92394 | NONE | | SCHOLARSHIP | 1,000. |

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Statement 9 (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> |
|---|-------------------------------|------------------------------------|-----------------------------|-------------------|
| LAUREN HAWKINSON 16421 VALLEJO ST VICTORVILLE, CA 92395 | NONE | | SCHOLARSHIP | \$ 1,000. |
| DANIELLE LLAMAS 16405 SPRUCE ST #B HESPERIA, CA 92345 | NONE | | SCHOLARSHIP | 1,000. |
| CHEYENNE REAMS 21944 ESAWS APPLE VALLEY, CA 92307 | NONE | | SCHOLARSHIP | 1,000. |
| DESERY MONTENEGRO 33 BEAR PAW #36D IRVINE, CA 92604 | NONE | | SCHOLARSHIP | 1,500. |
| | | | Total | \$ <u>23,000.</u> |

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| No. | Description | Date Acquired | Date Sold | Cost/ Basis | Bus. Pct. | Cur 179/ Bonus | Special Depr. Allow. | Prior 179/ Bonus/ Sp. Depr. | Prior Dec. Bal. Depr. | Salvage /Basis Reductn. | Depr. Basis | Prior Depr. | Method | Life | Rate | Current Depr. |
|----------------------------------|------------------------------|---------------|-----------|----------------|--------------|----------------------|----------------------------|--------------------------------------|-----------------------------|-------------------------------|----------------|----------------|--------|------|------|------------------|
| Form 990/990-PF | | | | | | | | | | | | | | | | |
| | Land | | | | | | | | | | | | | | | |
| 3 | LAND | 1/01/62 | | 1,600 | | | | | | | 1,600 | 0 | | | | 0 |
| | Total Land | | | 1,600 | | 0 | 0 | 0 | 0 | 0 | 1,600 | 0 | | | | 0 |
| | Total Depreciation | | | 1,600 | | 0 | 0 | 0 | 0 | 0 | 1,600 | 0 | | | | 0 |
| Rental Activity - US POST OFFICE | | | | | | | | | | | | | | | | |
| Furniture and Fixtures | | | | | | | | | | | | | | | | |
| 1 | FURNITURE & FIXTURES | Various | | 255 | | | | | | | 255 | 255 | S/L | 10 | | 0 |
| 7 | CARPETING-POST OFFICE | 9/23/09 | | 2,562 | | | | | | | 2,562 | 824 | S/L | 7 | | 366 |
| | Total Furniture and Fixtures | | | 2,817 | | 0 | 0 | 0 | 0 | 0 | 2,817 | 1,079 | | | | 366 |
| Improvements | | | | | | | | | | | | | | | | |
| 2 | LAWN-POST OFFICE | 5/30/97 | | 471 | | | | | | | 471 | 471 | S/L | 15 | | 0 |
| 4 | ROOF-POST OFFICE | 6/05/06 | | 5,000 | | | | | | | 5,000 | 1,859 | S/L | 15 | | 333 |
| 5 | A/C HEATER-POST OFFICE | 9/20/07 | | 7,617 | | | | | | | 7,617 | 2,159 | S/L | 15 | | 508 |
| 6 | PARKING LOT-POST OFFICE | 7/27/07 | | 11,325 | | | | | | | 11,325 | 3,335 | S/L | 15 | | 755 |
| | Total Improvements | | | 24,413 | | 0 | 0 | 0 | 0 | 0 | 24,413 | 7,824 | | | | 1,596 |
| | Total Depreciation | | | 27,230 | | 0 | 0 | 0 | 0 | 0 | 27,230 | 8,903 | | | | 1,962 |

12/31/12

2012 Federal Book Depreciation Schedule

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ORO GRANDE FOUNDATION

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| No. | Description | Date Acquired | Date Sold | Cost/ Basis | Bus Pct. | Cur 179 Bonus | Special Depr Allow. | Prior 179/ Bonus/ Sp. Depr. | Prior Dec. Bal. Depr. | Salvage /Basis Reductn. | Depr. Basis | Prior Depr. | Method | Life | Rate | Current Depr. |
|-----|-------------|---------------|-----------|----------------|-------------|---------------------|---------------------------|--------------------------------------|-----------------------------|-------------------------------|----------------|----------------|--------|------|------|------------------|
|-----|-------------|---------------|-----------|----------------|-------------|---------------------|---------------------------|--------------------------------------|-----------------------------|-------------------------------|----------------|----------------|--------|------|------|------------------|

| | | | | | | | | | | | | | | | | |
|--------------------------|--------|---|---|---|---|---|---|---|---|---|--------|-------|--|--|--|-------|
| Grand Total Depreciation | 28,830 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 28,830 | 8,903 | | | | 1,962 |
|--------------------------|--------|---|---|---|---|---|---|---|---|---|--------|-------|--|--|--|-------|