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

2012

Open to Public Inspection

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

, and ending

<p>Name of foundation THE AUEN FOUNDATION Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 13390 City or town, state, and ZIP code PALM DESERT CA 92255-3390</p> <p>G Check all that apply</p> <table style="margin-left: 20px; border: none;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 37,814,758 J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)</p>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<p>A Employer identification number 95-4325051</p> <p>B Telephone number (see instructions) (760) 341-5293</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>																																																																																																																																																																																																																										
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14	Other employee salaries and wages	302,392			302,391																																																																																																																																																																																																																													
15	Pension plans, employee benefits	126,753			126,752																																																																																																																																																																																																																													
16 a	Legal fees (attach schedule) SEE SCH. (2)	120,995	119,545		1,450																																																																																																																																																																																																																													
16 b	Accounting fees (attach schedule) SEE SCH. (3)	33,045			33,045																																																																																																																																																																																																																													
16 c	Other professional fees (attach schedule)																																																																																																																																																																																																																																	
17	Interest																																																																																																																																																																																																																																	
18	Taxes (attach schedule) (see instructions) SEE SCH. (4)	103,527	68,027																																																																																																																																																																																																																															
19	Depreciation (attach schedule) and depletion SEE SCH. (5)	35,705	65																																																																																																																																																																																																																															
20	Occupancy OGDEN, UT	12,000	1,200		10,800																																																																																																																																																																																																																													
21	Travel, conferences, and meetings	6,644	30		5,673																																																																																																																																																																																																																													
22	Printing and publications																																																																																																																																																																																																																																	
23	Other expenses (attach schedule) SEE SCH. (6)	110,840	89,804		21,036																																																																																																																																																																																																																													
24	Total operating and administrative expenses.																																																																																																																																																																																																																																	
	Add lines 13 through 23	851,901	278,671		501,147																																																																																																																																																																																																																													
25	Contributions, gifts, grants paid SEE SCH. (15)	359,200			359,200																																																																																																																																																																																																																													
26	Total expenses and disbursements. Add lines 24 and 25.	1,211,101	278,671		860,347																																																																																																																																																																																																																													
27	Subtract line 26 from line 12	-2,777,994																																																																																																																																																																																																																																
	a Excess of revenue over expenses and disbursements																																																																																																																																																																																																																																	
	b Net investment income (if negative, enter -0-)		1,392,783																																																																																																																																																																																																																															
	c Adjusted net income (if negative, enter -0-)																																																																																																																																																																																																																																	

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	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		461,845	1,243,613	1,243,613
	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 schedule) ► 130,564				
	Less allowance for doubtful accounts ► SEE SCH (7)		9,431,523	130,564	130,564
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments—U.S. and state government obligations (attach schedule) SEE SCH. (8)		437,565	709,927	717,899
	b Investments—corporate stock (attach schedule) SEE SCH. (9)		8,206,444	10,629,828	11,122,312
	c Investments—corporate bonds (attach schedule) SEE SCH. (10)		14,674,189	10,899,624	10,575,405
	11 Investments—land, buildings, and equipment basis ► 5,555,000				
	Less accumulated depreciation (attach schedule) ► See Sch. (11)			5,555,000	5,555,000
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ► 220,022				
	Less accumulated depreciation (attach schedule) ► SEE SCH (11) 161,983		93,745	58,039	58,039
	15 Other assets (describe ► See Attached Statement SEE SCH (12))		7,105,424	8,411,926	8,411,926
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		40,410,735	37,638,521	37,814,758
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 (attach schedule)				
	22 Other liabilities (describe ► Due to related entities)		40,068	45,848	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		40,068	45,848	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		40,370,667	37,592,673	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		40,370,667	37,592,673	
	31 Total liabilities and net assets/fund balances (see instructions)		40,410,735	37,638,521	

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	40,370,667
2 Enter amount from Part I, line 27a	2	-2,777,994
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	37,592,673
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	37,592,673

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly Traded Securities - See Sch. (13)					
b Investment Loan (Defaulted and foreclosed)			P	1/10/2009	
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 27,212,892			27,931,762	-718,870	
b 6,755,000			9,300,000	-2,545,000	
c					
d					
e					
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))
(l) F.M.V. as of 12/31/69		(i) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (i), if any		
a				-718,870	
b				-2,545,000	
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-3,263,870
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	908,363	27,653,120	0.032848
2010	871,875	22,659,832	0.038477
2009	1,396,360	18,409,776	0.075849
2008	902,230	22,585,767	0.039947
2007	850,464	31,836,719	0.026713

2 Total of line 1, column (d)	2	0.213834
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	0.042767
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,618,977
5 Multiply line 4 by line 3	5	1,223,948
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,928
7 Add lines 5 and 6	7	1,237,876
8 Enter qualifying distributions from Part XII, line 4	8	860,347

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 ► and enter "N/A" on line 1.
 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► 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-)

3 Add lines 1 and 2

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 payments and 2011 overpayment credited to 2012 6a 34,374

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 34,374

8 Enter any penalty for underpayment of estimated tax. Check here 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 6,518

11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 6,518 Refunded ► 11

1	27,856
2	
3	27,856
4	
5	27,856

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? 1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b X

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? 1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
 (1) On the foundation ► \$ N/A (2) On foundation managers. ► \$ N/A

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ N/A

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 2 X

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 3 X

4 a 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 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 X

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? 6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. 7 X

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

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► N/A			
14	The books are in care of ► The Auen Foundation Located at ► 75-200 Classic Club Blvd., 2nd Floor, Palm Desert, CA USA	Telephone no ► (760) 341-5293 ZIP+4 ► 92211	
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	<input checked="" type="checkbox"/> N/A
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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	<input checked="" type="checkbox"/> X
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	<input checked="" type="checkbox"/> 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 ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2a	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	<input checked="" type="checkbox"/> 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. ► 20 , 20 , 20 , 20	2c	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3a	
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	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> 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?	4b	<input checked="" type="checkbox"/> X

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

6a	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)? (see instructions)	<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)? Organizations relying on a current notice regarding disaster assistance check here ►			5b	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
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			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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 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 (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
RONALD M. AUEN PO BOX 13390 PDESERT, CA 92255-3390	Trustee 1 HOUR	NONE	NONE	NONE
.....
.....
.....

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
SHERRIE AUEN PO BOX 13390, PALM DESERT, CA 92255-3390	Dir. of Programs 40+ Hours	164,396	27,566	NONE
CATHARINE REED PO BOX 13390, PALM DESERT, CA 92255-3390	Asst. Dir.-Programs 30+ Hours	122,003	17,098	NONE
.....
.....
.....
.....

Total number of other employees paid over \$50,000 ► NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		► NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
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 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

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	22,496,412
b	Average of monthly cash balances	1b	871,076
c	Fair market value of all other assets (see instructions)	1c	5,687,311
d	Total (add lines 1a, b, and c)	1d	29,054,799
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	29,054,799
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	435,822
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,618,977
6	Minimum investment return. Enter 5% of line 5	6	1,430,949

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	1,430,949
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,856
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	8,000
c	Add lines 2a and 2b	2c	35,856
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,395,093
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,395,093
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	1,395,093

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	860,347
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	860,347
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	860,347
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	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				1,395,093
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	505,121			
d From 2010				
e From 2011				
f Total of lines 3a through e	505,121			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 860,347				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				860,347
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	505,121			505,121
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				29,625
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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 ►

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 SEE SCHEDULE (14)				359,200
Total			► 3a	359,200
b Approved for future payment				NONE
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	167	
4 Dividends and interest from securities . . .			14	1,209,921	
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	-3,263,870	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue	a Other interest		14	445,713	
b Income from LLC, Debt-financed property	531120	25,523			
c Income from LLC, Not debt-financed property			16	15,653	
d					
e					
12 Subtotal. Add columns (b), (d), and (e) . . .		25,523		-1,592,416	
13 Total. Add line 12, columns (b), (d), and (e) . . .					13 -1,566,893
(See worksheet in line 13 instructions to verify calculations.)					

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(1)	X
(1)	Cash	1a(2)	X
(2)	Other assets		
b	Other transactions	1b(1)	X
(1)	Sales of assets to a noncharitable exempt organization	1b(2)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(3)	X
(3)	Rental of facilities, equipment, or other assets	1b(4)	X
(4)	Reimbursement arrangements	1b(5)	X
(5)	Loans or loan guarantees	1b(6)	X
(6)	Performance of services or membership or fundraising solicitations		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1b(4)	374,612	SEE SCHEDULE (15)	
		</td	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
The Fairfield Homes Title Holding Co., Inc.	501 (c)(2)	Payroll and overhead reimbursement
		arrangement. Fairfield Homes is the paymaster of the Auen Foundation

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

**Sign
Here**

~~Signature of officer or trustee~~

Dat

→
Title

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	PTIN
	Christopher Kearley		11/4/13	Check <input type="checkbox"/> if self-employed
	Firm's name ► DELOITTE TAX LLP			Firm's EIN ► 86-1065772
Firm's address ► 350 So. Grand Ave., Los Angeles, CA 90071			Phone no. (213) 688-0800	

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990 PF, Dec. 31, 2012
Schedule (1), Part 1, Line 11

<u>DESCRIPTION</u>	PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME:		
Interest - Notes	443,958	443,958
Income from LLC	41,176	15,653
Misc. Other Income	1,755	1,755
	<hr/> <u>486,889</u>	<hr/> <u>461.366</u>

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990 PF, Dec. 31, 2012
Schedule (2), Part 1, Line 16a

LEGAL FEES TYPE OF SERVICE	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Barton, Klugman, & Oetting 350 So. Grand Ave. Ste. 2200 L.A. 90071-3485 Service: Legal	110,809	110,809	-
Mitchell, Silberberg, & Knupp, LLC 11377 West Olympic Blvd. Los Angeles, CA 90064 Service: Legal	1,450		1,450
Rover Armstrong, A.P.C. 75100 Mediterranean Palm Desert, CA 92211 Service: Legal	8,736	8,736	
<hr/>	<hr/>	<hr/>	<hr/>
Totals	<hr/> <u>120,995</u>	<hr/> <u>119,545</u>	<hr/> <u>1,450</u>
<hr/>	<hr/>	<hr/>	<hr/>

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990 PF, Dec. 31, 2012
Schedule (3), Part 1, Line 16b

ACCOUNTING FEES TYPE OF SERVICE	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Deloitte & Touche LLP 350 South Grand Avenue, Suite 200 Los Angeles, Ca 90071-3462 Service: Financial Reports and Tax Returns	<u>33,045</u>	<u>-</u>	<u>33,045</u>

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990 PF, Dec. 31, 2012
Schedule (4), Part I, Line 18

<u>TAXES</u>	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Federal Excise Tax	27,500	-	-
Federal UBI Tax	8,000	-	-
Property Taxes	<u>68,027</u>	<u>68,027</u>	-
	<u>103,527</u>	<u>68,027</u>	-

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990 PF, Dec. 31, 2012
Schedule (5), Part 1, Line 19

<u>DESCRIPTION</u>	DEPRECIATION EXPENSE
Per Books	35,705
Less, depreciation not for investment purposes	<u>35,640</u>
Column (b) - Net investment income	<u>65</u>

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990 PF, Dec. 31, 2012
Schedule (6), Part I, Line 23

<u>DESCRIPTION</u>	PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSE
OTHER EXPENSES:			
Auto/Transportation Expenses	9,824	840	8,984
Employee Auto Reimbursement	(8,060)	-	(8,060)
Corporate Fees	160	-	160
Education	3,194	-	3,194
Insurance	7,536	810	6,726
Miscellaneous Charitable Expenses	3,930	-	3,930
Overhead Reimbursement	2,692	269	2,423
Office Supplies	1,907	10	1,897
Outside Services (Note a)	87,589	87,589	-
Subscription	617	198	419
Telephone	1,451	88	1,363
TOTALS	110,840	89,804	21,036

Note a - Foreclosure services

The Auen Foundation
P. O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (7), Part II, Line 7

OTHER NOTES AND LOANS RECEIVABLES

DESCRIPTION	Balance Due	Fair Market Value
Rusty Hamilton	<u>130,564</u>	<u>130,564</u>
TOTAL	<u>130,564</u>	<u>130,564</u>

The Auen Foundation
P. O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (8), Part II, Line 10a

PURCHASE DATE	DESCRIPTION	ENDING COST
<u>GOVERNMENT & AGENCY BONDS</u>		
06-22-12	AUSTRALIAN GOVT	53,683
12-03-12	FHLMC	121,571
03-14-11	FHLMC	114,035
03-10-11	FHLMC	111,114
04-13-10	FNMA	110,722
08-22-12	US TSY NOTE	<u>198.802</u>
TOTAL		<u>709,927</u>

The Auen Foundation
P. O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (9), Part II, Line 10b

DESCRIPTION	ENDING COST
<u>COMMON STOCKS</u>	
AT&T INC	165,081
BOARDWALK PIPELINE PTNRS LP	53,980
CALAMOS STRATEGIC TOTAL	144,813
CITIGROUP INC NEW	217,500
CLOUGH GLOBAL OPP FUND	111,281
COPANO ENERGY L.L.C.	92,591
EATON VANCE	347,288
FACEBOOK INC CL-A	171,000
FIFTH STREET FINANCE CORP COM	53,400
FIRST EAGLE GLOBAL	548,892
GENERAL MOTORS	165,000
GSAM REAL ESTATE SEC	74,953
INVESCO AIM	227,069
ML/BLACKROCK GLOBAL ALLOCATION A	217,434
ML/BLACKROCK GLOBAL ALLOCATION C	911,728
PETROLOGISTICS LP	42,500
PHILLIP MORRIS INTL INC.	129,323
ROTHSCHILD	400,754
SANDRIDGE PERMIAN TRUST	59,250
SOUTHERNSUN	90,642
SPROTT PLATINUM/PALLADIUM ETB	100,000
THORNBURG	202,810
WELLS FARGO ASSET ALLOCATION "A"	148,289
WELLS FARGO ASSET ALLOCATION "C"	700,536
 SUB-TOTAL	 <u>5,376,114</u>

The Aucn Foundation
P. O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (9), Part II, Line 10b

DESCRIPTION	ENDING COST
<u>PREFERRED STOCKS</u>	
AFFIL MANAG	100,000
ANNALY CAPITAL MGMT	100,000
BANK NEW YORK MELLON	125,000
BB&T CORPORATION	150,000
CAPITAL ONE FINANCIAL	200,000
DDR CORP	100,000
DISCOVER FINANCIAL SVS	125,000
EVERBANK FINANCIAL CORP	125,000
FIRST REPUBLIC BK/SF	100,000
GOLDMAN SACH GRP INC	125,000
ING GROEP NV	250,000
JPMORGAN CHASE & CO	250,000
KIMCO REALTY CORP	125,000
PNC FINL SERVICES	75,000
PS BUSINESS PARKS INC-S	200,000
REGIONS FINL CORP	150,000
RETAIL PROP OF AMERICA	100,000
ROYAL BK SCOTLAND GRP	100,000
STATE STREET	11,225
SUNTRUST BANKS INC	150,000
TCF FINANCIAL CORP	100,000
VORNADO REALTY	81,850
WELLS FARGO	125,000
WELLS FARGO	200,000
PITNEY BOWE	150,000
STIFEL FIN	75,000
PPLUS TR SERIES RRD-1 CLASS A	100,000
FOREST CY ENT	27,489
COMMONWEALTH REIT	125,000
SENIOR HSG TRST	100,000
AFLAC INC	125,000
GENERAL ELECTRIC	150,000
TELE DATA	125,000
ENTERGY INC	100,000
ENTERGY ARKANSAS	150,000

The Auen Foundation
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Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (9), Part II, Line 10b

DESCRIPTION	ENDING COST
<u>PREFERRED STOCKS (continued)</u>	
PRUDENTIAL	150,000
MERRILL CAP TR II	100,000
DTE ENER	125,000
M L CAP TR I	33,150
CITIGROUP CAP XVII	200,000
NEXTERA	150,000
AMER INTL GROUP	100,000
	<hr/> <u>5,253,714</u>
TOTAL	<hr/> <u>10,629,828</u>

The Auen Foundation
P. O. Box 13390
Palm Desert, California 92255-3390

EIN 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (10), Part II, Line 10c

DESCRIPTION	COST
<u>BOND MUTUAL FUND</u>	
ADVENT CLAYMORE ENHANCED G&I	259,420
GS LOCAL EMERGING MKTS DEBT FD	37,662
HIGH YIELD INSTL MUTUAL FUND	42,636
INVESCO VAN KAMP DYN CRDT OPP	100,000
MS EMERGING MKTS DOMESTIC DEBT	153,750
SUB-TOTAL	<u>593,468</u>

<u>CORPORATE BONDS</u>	
AMERICAN AXLE	206,500
ANHEUSER-BUSCH	101,726
ARCELORMITTAL	303,552
AXA	177,500
BBVA INTL	216,250
BE AEROSPACE INC	102,750
CAPITAL ONE	154,500
CENTENE CORP	151,875
CENTURYTEL INC	224,300
CHESAPEAKE ENERGY	193,069
CIT GROUP INC	204,000
CIT GROUP INC	253,388
CITIGROUP INC	206,500
COLGATE-PALMOLIVE	197,900
COMMERCIAL METALS	102,250
CONT'L AIRL 2006-1	232,895
DOMTAR CORP	200,476
E*TRADE FINANCIAL CORP	202,750
FIFTH THIRD CAP	246,875
FORD MOTOR CREDIT	102,625
GABELLI GAMCO	204,610
GECC	101,221
GENERAL ELECTRIC CAP	102,000
GENERAL ELECTRIC CO	204,344
GMAC	253,125
GMAC	178,006
GMAC	150,375
GMAC	151,079
GMAC	149,082
GMAC	143,612
HARRAHS OPERATING	399,506

The Auen Foundation
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Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (10), Part II, Line 10c

DESCRIPTION	COST
<u>CORPORATE BONDS (continued)</u>	
HEWLETT PACKARD	207,600
HEWLETT-PACKARD COMPANY	100,176
IBRD	176,105
ICAHN ENTERPRISES	202,375
ICAHN ENTERPRISES	210,569
ING CAP FDG TR	195,000
JEFFERIES GROUP	50,444
KRAFT FOODS INC.	111,293
LEAR CORPORATION	149,075
LIBERTY MEDIA	148,805
MORGAN STANLEY	54,772
MORGAN STANLEY	101,960
NORTHERN STATES POWER	202,500
OMNICARE INC	290,757
OWENS CORNING	102,250
PRUDENTIAL FINL	102,000
PRUDENTIAL FINL	100,986
REGIONS FINL CORP	150,750
RIO TINTO FIN USA	221,718
ROYAL BK SCOTLND	205,600
SLM CORP	95,506
STANLEY BLACK&DECKER	100,710
STONE ENERGY CORP	308,000
SUNTECH PWR HLDGS	231,362
SYNOVUS FINL CORP	197,507
WALMART STORES INC.	99,811
WALT DISNEY CO	105,393
WELLPOINT INC	154,256
WYETH	110,235
SUB-TOTAL	<u>10,306,156</u>
TOTAL	<u>10,899,624</u>

The Auen Foundation
P. O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (11), Part II, Line 14

DESCRIPTION	BOOK VALUE	ACCUM. DEPRECIATION	NET BOOK VALUE	TOTAL FAIR MARKET VALUE
<u>Real Properties</u>				
Vacant Land	5,555,000		5,555,000	5,555,000
<u>Fixed Assets:</u>				
Auto and Equipment	220,022	161,983	58,039	58,039
Total	5,775,022	161,983	5,613,039	5,613,039

Depreciation - The cost of property and equipment is depreciated using the alternative modified accelerated cost recovery system. The useful lives used in the computation of depreciation are as follows:

Equipment	5 - 10 years
Transportation equipment	5 years

The Auen Foundation
P. O. Box 13390
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EIN: 95-4325051
Form 990-PF, Dec. 31, 2012
Schedule (12), Part II, Line 15

DESCRIPTION	FAIR	
	<u>BALANCE DUE</u>	<u>MARKET VALUE</u>
OTHER ASSETS:		
Charitable Loan	7,100,000	7,100,000
Investment in LLC	1,301,603	1,301,603
Purchased Interest	10,323	10,323
TOTAL AMOUNT	<u>8,411,926</u>	<u>8,411,926</u>

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990PF, Dec. 31, 2012
Schedule (13), Part IV

	Sales Price	Adjusted Cost	Gain or (loss)
<u>ACQUIRED BY PURCHASE</u>			
GOVERNMENT & AGENCY - BONDS	851,025	847,566	3,459
CORPORATE BONDS	14,765,565	14,875,245	(109,680)
STOCKS	11,596,302	12,208,951	(612,649)
TOTAL	27,212,892	27,931,762	(718,870)

The Auen Foundation

EIN: 95-4325051, Form 990PF, December 2012

Schedule (14), Part XV Line 3a, Grants Paid During Year
30 September 2013

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
<u>January 2012</u>					
John F. Kennedy Memorial Foundation In partnership with Indian Wells Chamber of Commerce Health & Wellness Series	11-34	1/30/2012	\$10,000.00	330071613	3253 73-555 San Gorgonio Way Palm Desert, CA 92260
Desert Aids Project Healthcare for Homebound	12-02	1/17/2012	\$25,000.00	330068583	3250 1695 North Sunrise Way Palm Springs, CA 92262
Palm Springs International Film Festival Senior and Active Retirement Programs	12-01	1/17/2012	\$25,000.00	95-1641910	3251 1700 E. Tahquitz Canyon Way #3 Palm Springs, CA 92262
Child Help To underwrite your event for the ChildHelp Village	12-03	1/5/2012	\$5,000.00	952884608	3246 15757 North 78th Street Scottsdale, AZ 85260
St. Jude's Children's Hospital - American Lebanese Syrian Asso Char Inc Therapeutic Pharmaceuticals	12-09	1/26/2012	\$10,000.00	351044585	3252 12365 Lewis Street Garden Grove, CA 92840
Total January 2012 (5 items)				\$75,000.00	
<u>February 2012</u>					
Mizell Senior Center of Palm Springs Intergenerational Project	12-06	2/28/2012	\$25,000.00	953464835	3257 480 South Sunrise Way Palm Springs, CA 92262
American Heart Association, Inc. to provide CPR Equipment	12-04	2/29/2012	\$10,000.00	135613797	3258 74-020 Alessandro Suite A Palm Desert, CA 92260

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
Joslyn-Cove Communities Senior Association to underwrite expenses for luncheon for senior programs	12-07	2/28/2012	\$10,000.00	95-3622332	3256 73-750 Catalina Way Palm Desert, CA 92260
Virginia Waring International Piano Competition support for intergenerational programs with the piano competition	12-08	2/14/2012	\$5,000.00	3300025613	3255 73-710 Fred Waring Drive, # 201 Palm Desert, CA 92260
Total February 2012 (4 items)			\$50,000.00		
<u>March 2012</u>					
Friends Of Vista Hill Foundation senior programs and services at Stein Education Center	12-10	3/26/2012	\$5,000.00	330174451	3262 8910 Clairemont Mesa Blvd San Diego, CA 92123-1104
The Betty Ford Center At Eisenhower operational support for the Children's Center	12-15	3/27/2012	\$2,500.00	953863994	3260 39000 Bob Hope Rancho Mirage, CA 92270-3297
Pegasus Riding Academy for the Handicapped Programs for seniors	12-12	3/20/2012	\$2,000.00	953774003	3259 35-450 B Pegasus Court Palm Desert, CA 92211
Total/ March 2012 (3 items)			\$9,500.00		
<u>April 2012</u>					
The Humane Society of the Desert purchase of food for the animals	12-16	4/10/2012	\$1,000.00	952122004	3263 P.O. Box 580798 North Palm Springs, CA 92258
Habitat for Humanity of the Coachella Valley support for Brush for Kindness program and to renovate the historic American Legion hall in Indio	12-14	4/23/2012	\$5,000.00	330288930	3268 34500 Gateway Drive, Suite 100 PO Box 11738 Palm Desert, CA 92255
Opera Arts, Inc. support for intergenerational programs	12-13	4/11/2012	\$5,000.00	30054629	3266 PO Box 5433 Palm Springs, CA 92263

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
American Cancer Society for critical lifesaving services for cancer patients in Coachella Valley	12-11	4/16/2012	\$5,000.00	131788491	3267 C/O Suzan Holt 73-161 Fred Waring Drive Suite 100 Palm Desert, CA 92260
<i>Total April 2012 (4 items)</i>			<u>\$16,000.00</u>		
May 2012					
Spiritual Outreach Ministries, Inc. Senior Outreach Programs	12-22	5/16/2012	\$10,000.00	770028391	3270 75-153 Merle Drive, Suite B Palm Desert, CA 92211
Aids Assistance Program support for Food Voucher Program	12-19	5/29/2012	\$15,000.00	330566442	3272 1276 N. Palm Canyon Drive Suite 108 Palm Springs, CA 92262
DesertArc funding for Adult Day Center	12-21	5/29/2012	\$5,000.00	956006700	3271 73-255 Country Club Drive Palm Desert, CA 92260
Staples Center Foundation partnership for intergenerational programs	12-18	5/29/2012	\$25,000.00	954675402	3273 800 West Olympic Blvd. 3rd Floor Los Angeles, CA 90015
American Heart Association, Inc. support for operating expenses	12-17	5/1/2012	\$2,500.00	135613797	3269 74-020 Alessandro Suite A Palm Desert, CA 92260
<i>Total May 2012 (5 items)</i>			<u>\$57,500.00</u>		
June 2012					
Desert Mirage High School - Football Program support for uniforms, helmets, insurance, and other needed program supplies	12-23	6/6/2012	\$500.00		3274 86-150 Avenue 66 Thermal, CA 92274
<i>Total June 2012 (1 item)</i>			<u>\$500.00</u>		

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
July 2012					
Well in the Desert funding for Hot Meal and Food Disiribution programs and a portion set aside for the Christmas at the convention center	12-25	7/23/2012	\$15,000.00	330694580	3278 P.O. Box 5312 Palm Springs, CA 92263
ACT for Multiple Sclerosis to provide physical therapy for M.S. patients beyond their insurance coverage	12-24	7/23/2012	\$10,000.00		3277 73-710 Fred Waring Drive Suite 120A Palm Desert, CA 92260
Parade Charities, Inc. to fund the senior component of the Palm Desert Golf Cart Parade	12-20	7/23/2012	\$15,000.00	330206420	3279 72559 Hwy 111 Palm Desert, CA 92260
North Fork Community Church operating expenses	12-32	7/14/2012	\$500.00		3276 4 Odegaard Lane North Fork, ID 83466
Hospice of Salmon Valley operation expenses	12-31	7/13/2012	\$5,000.00	82-037429	3275 P.O. Box 96 Salmon, ID 83467
Total July 2012 (5 items)				\$45,500.00	
August 2012					
Coachella Valley Symphony funding for outreach programs and senior involvement as mentors and teachers	12-33	8/22/2012	\$5,000.00		3282 P.O. Box 10727 Palm Desert, CA 92255
Desert Community Foundation Support for Mecca Schools - Intergenerational Programs / Transportation	12-26	8/22/2012	\$10,000.00		3284 75-105 Merle Drive Suite 300 Palm Desert, CA 92211
Hidden Harvest, Inc. supporting senior program operating expenses	12-29	8/6/2012	\$5,000.00	330821743	3281 85-711 Peter Rabbit Lane PO Box 266 Coachella, CA 92236

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
Paws and Hearts to provide a new hard drive for business computer	12-49	8/22/2012	\$500.00		3283 74-854 Velle Way Suite 7 Palm Desert, CA 92260
DFDD - Desert Friends of the Developmentally Disabled dental services for seniors	12-28	8/2/2012	\$5,000.00		3280 6 Queen Court, Suite 200 Rancho Mirage, CA 92270
Total August 2012 (5 items)			\$25,500.00		
September 2012					
Joslyn-Cove Communities Senior Association Matching Grant for Computers and computer training classes for seniors	12-34	9/13/2012	\$1,200.00	95-3622332	3286 73-750 Catalina Way Palm Desert, CA 92260
Gilda's Club Desert Cities supporting groups for adults and seniors	12-30	9/10/2012	\$20,000.00		3285 67-625 E. Palm Canyon Dr. Suite 6A Cathedral City, CA 92234
Total September 2012 (2 items)			\$21,200.00		
October 2012					
International Classical Concerts of the Desert support for outreach program to senior centers	12-37	10/24/2012	\$2,000.00		3288 P.O. Box 1227 La Quinta, CA 92253
Pegasus Riding Academy for the Handicapped to underwrite the awards dinner for seniors	12-36	10/24/2012	\$2,000.00	953774003	3287 35-450 B Pegasus Court Palm Desert, CA 92211
CSUSB - California State University San Bernardino - Palm Desert scholarships	12-38	10/30/2012	\$2,500.00	45-2255077	3289 37500 Cook Street Palm Desert, CA 92211
Total October 2012 (3 items)			\$6,500.00		

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID #	Check Number Address
November 2012					
Opera Arts, Inc. operational support	12-41	11/26/2012	\$1,000.00	30054629	3290 PO Box 5433 Palm Springs, CA 92263
Total /November 2012 (1 item)					
December 2012					
William J. Clinton Foundation contribution to Health Matters to help improve awareness & healthcare for residents in the Coachella Valley	12-42	12/4/2012	\$25,000.00	311580204	3291 55 West 125th Street New York, NY 10027
Palm Springs International Film Festival supporting Senior & Active Program	12-43	12/19/2012	\$20,000.00	95-1641910	3293 1700 E. Tahquitz Caynon Way #3 Palm Springs, CA 92262
The Ranch Recovery Center Inc operating expenses	12-39	12/12/2012	\$6,000.00	3292	7885 Annandale Ave Desert Hot Springs, CA 92240
Total December 2012 (3 items)					
Grand Totals					
			\$359,200.00		
			\$51,000.00		

The Auen Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 95-4325051
Form 990 PF, Dec. 31, 2012
Schedule (15), Part XVII, Line 1b(4)

Information Regarding Transfers To and Transactions and Relationships With Noncharitable
Exempt Organizations

<u>Line No.</u>	<u>Amount Involved</u>	<u>Name of Non-Charitable Exempt Organization</u>	<u>Description</u>
b(4)	\$ 374,612	The Fairfield Homes Title Holding Co., Inc. {exempt IRC 501 (c)(2)}	Is the paymaster of the Foundation as authorized by Employment Tax Reg. 31.3121(s) - 1(a) and (b). Accounting services and other administrative expenses provided to the Foundation at allocated cost in accordance with an overhead sharing agreement.