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

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.

Open to public inspection

<b>For calendar year 2012 or tax year beginning</b>		<b>RECEIVED</b> MAR 25 2013 OGDEN, UT	Pending
Name of foundation <b>THE ATTIYEH FOUNDATION</b>		A Employer identification number <b>95-4624172</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>210 S CANYON VIEW DR</b>		B Telephone number <b>(310) 394-2610</b>	
City or town, state, and ZIP code <b>LOS ANGELES, CA 90049-3810</b>		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <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		D 1. Foreign organizations, check here <input type="checkbox"/>	
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		D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>12,378,613.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	312,130.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	146.	146.	146.	STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents	21,215.		21,215.	STATEMENT 2
	b Net rental income or (loss)	21,215.			
	6a Net gain or (loss) from sale of assets not on line 10	-35,449.			STATEMENT 3
	b Gross sales price for all assets on line 6a	134,919.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances	37,469.			STATEMENT 4
b Less Cost of goods sold	42,860.				
c Gross profit or (loss)	-5,391.		-5,391.		
11 Other income	661,412.	0.	661,412.	STATEMENT 5	
12 Total. Add lines 1 through 11	954,063.	146.	677,382.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	401,469.	0.	401,469.	0.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 6 17,056.	0.	9,089.	0.
	c Other professional fees				
	17 Interest	147.	0.	147.	0.
	18 Taxes	STMT 7 47,085.	0.	47,085.	0.
	19 Depreciation and depletion	35,899.	0.	35,899.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 8 341,099.	250.	183,693.	157,156.
	24 Total operating and administrative expenses Add lines 13 through 23	842,755.	250.	677,382.	157,156.
	25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	842,755.	250.	677,382.	157,156.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	111,308.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			0.		

P 1 6

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	56,822.	42,464.	42,462.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 10</b>	0.	3,000.	73,185.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ <b>6,532,782.</b>				
Less accumulated depreciation <b>STMT 11</b> ▶ <b>707,385.</b>	5,798,306.	5,825,397.	12,262,966.	
15 Other assets (describe ▶ <b>STATEMENT 12</b> )	9,548.	9,548.	0.	
<b>16 Total assets (to be completed by all filers)</b>	<b>5,864,676.</b>	<b>5,880,409.</b>	<b>12,378,613.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	20,000.	60,000.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <b>STATEMENT 13</b> )	50,904.	63,459.	
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>70,904.</b>	<b>123,459.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	5,793,772.	5,756,950.		
<b>30 Total net assets or fund balances</b>	<b>5,793,772.</b>	<b>5,756,950.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>5,864,676.</b>	<b>5,880,409.</b>		

**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	5,793,772.
2 Enter amount from Part I, line 27a	2	111,308.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,905,080.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	5	148,130.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,756,950.

**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.)
<b>1a</b>			
<b>b</b>	<b>NONE</b>		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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	84,928.	51,370.	1.653261
2010	79,916.	50,132.	1.594112
2009	52,591.	73,099.	.719449
2008	40,155.	81,982.	.489803
2007	35,056.	85,105.	.411915

<b>2</b> Total of line 1, column (d)	<b>2</b>	4.868540
<b>3</b> 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	<b>3</b>	.973708
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	84,941.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	82,708.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	0.
<b>7</b> Add lines 5 and 6	<b>7</b>	82,708.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	157,156.

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)**

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

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

**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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ ROBERT S ATTIYEH Telephone no. ▶ (310) 394-2610 Located at ▶ 210 S. CANYON VIEW DRIVE, LOS ANGELES, CA ZIP+4 ▶ 90049			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		16	Yes No 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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		
	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
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		
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?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT S. ATTIYEH 210 S. CANYON VIEW DRIVE LOS ANGELES, CA 90049	PRESIDENT 0.00	0.	0.	0.
LINDA H. ATTIYEH 210 S. CANYON VIEW DRIVE LOS ANGELES, CA 90049	VICE-PRESIDENT, CFO 0.00	0.	0.	0.
ROBERT J. S. ATTIYEH 2012 BENEDICT CANYON DRIVE BEVERLY HILLS, CA 90210	SECRETARY 0.00	0.	0.	0.
JENNY L. ATTIYEH 66 CHARLES STREET #132 BOSTON, MA 02114	TREASURER 0.00	0.	0.	0.

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

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

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

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

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

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

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

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	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	1a	36,593.
b	Average of monthly cash balances	1b	49,642.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	86,235.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	86,235.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,294.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	84,941.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	4,247.

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

**Part XII** Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	157,156.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	157,156.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	157,156.

**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)

N/A

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

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

**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 ▶ 10/30/97  
**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.	0.	2,507.	0.	2,507.
<b>b</b> 85% of line 2a	0.	0.	2,131.	0.	2,131.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	157,156.	84,928.	79,916.	52,591.	374,591.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	157,156.	84,928.	79,916.	52,591.	374,591.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					0.
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,831.	1,713.	1,671.	2,437.	8,652.
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
<b>(3)</b> Largest amount of support from an exempt organization					0.
<b>(4)</b> Gross investment income					0.

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**SEE STATEMENT 14**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

**c** Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  NONE				
<b>Total</b>			▶ 3a	0.
b <i>Approved for future payment</i>  NONE				
<b>Total</b>			▶ 3b	0.





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

**THE ATTIYEH FOUNDATION****95-4624172**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization <b>THE ATTIYEH FOUNDATION</b>	Employer identification number <b>95-4624172</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT S & LINDA ATTIYEH 210 S. CANYON VIEW DRIVE LOS ANGELES, CA 90049	\$ 41,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ROBERT S & LINDA ATTIYEH 210 S. CANYON VIEW DRIVE LOS ANGELES, CA 90049	\$ 135,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ROBERT S & LINDA ATTIYEH 210 S. CANYON VIEW DRIVE LOS ANGELES, CA 90049	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ROBERT S & LINDA ATTIYEH 210 S. CANYON VIEW DRIVE LOS ANGELES, CA 90049	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	ROBERT S & LINDA ATTIYEH 210 S. CANYON VIEW DRIVE LOS ANGELES, CA 90049	\$ 76,130.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>THE ATTIYEH FOUNDATION</b>	Employer identification number <b>95-4624172</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	5.8 ACRES OF LAND AT 3704 EAST HILL ROAD, ANDOVER, VERMONT	\$ 135,000.	10/10/12
3	17.71 ACRES OF LAND IN ANDOVER, VERMONT	\$ 40,000.	10/10/12
4	UNDIVIDED 75% INTEREST IN 11.6 ACRES OF LAND IN ANDOVER, VERMONT	\$ 20,000.	10/10/12
5	500 SHARES BIOGEN IDEC INC.	\$ 76,130.	12/13/12
		\$ _____	_____
		\$ _____	_____

Name of organization <b>THE ATTIYEH FOUNDATION</b>	Employer identification number <b>95-4624172</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

<b>(e) Transfer of gift</b>	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

<b>(e) Transfer of gift</b>	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

<b>(e) Transfer of gift</b>	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

<b>(e) Transfer of gift</b>	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction in Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	LAND														
1	LAND - 160 ACRES - LAKE NACIMIENTO RANCH LAND	12/20/96	L				50,400.				50,400.			0.	
2	LAND - 160 ACRES - LAKE NACIMIENTO RANCH LAND	12/20/96	L				96,000.				96,000.			0.	
3	LAND - 240 ACRES - LAKE NACIMIENTO RANCH LAND	12/20/96	L				144,000.				144,000.			0.	
4	LAND - 80 ACRES - LAKE NACIMIENTO RANCH LAND	12/17/97	L				36,000.				36,000.			0.	
5	LAND - 160 ACRES - LAKE NACIMIENTO RANCH LAND	12/17/97	L				72,000.				72,000.			0.	
6	LAND - 265 ACRES - LAKE NACIMIENTO RANCH LAND	12/17/97	L				119,250.				119,250.			0.	
7	LAND - 80 ACRES - LAKE NACIMIENTO RANCH LAND	12/17/97	L				36,000.				36,000.			0.	
8	LAND - 400 ACRES - LAKE NACIMIENTO RANCH LAND	12/17/97	L				194,400.				194,400.			0.	
9	LAND - WOLF, GRAFTON UTAH	09/25/98	L				49,326.				49,326.			0.	
10	LAND - COX, GRAFTON UTAH	09/25/98	L				135,900.				135,900.			0.	
11	LAND - 500 ACRES - ANSELMING, LAKE NACIMIENTO	11/19/98	L				225,000.				225,000.			0.	
12	LAND - GRIZZLEY BEND, LAKE NACIMIENTO RANCH LAND	11/19/98	L				276,000.				276,000.			0.	
13	TACS RANCH, EL PRADO NEW MEXICO - 60 ACRES AFTER EASE	12/17/98	L				837,725.				837,725.			0.	
14	GRAFTON UTAH RANCH LAND & WOOD HOUSE	12/30/98	L				5,000.				5,000.			0.	
15	LAND - BOAM, GRAFTON UTAH	04/13/99	L				50,195.				50,195.			0.	
16	LAND - IMPROVEMENTS, GRAFTON UTAH BARN & FENCE	06/30/99	L				32,074.				32,074.			0.	
17	LAND - HIRSCHI	10/25/99	L				5,000.				5,000.			0.	

228111 05-01-12

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
18	LAND - HIRSCHI GRAFTON	12/15/99	L				173,159.				173,159.			0.	0.
19	LAND - MOLINA NATURE PRESERVE	04/13/00	L				450,923.				450,923.			0.	0.
20	LAND - PARRY GRAFTON	04/13/00	L				30,105.				30,105.			0.	0.
21	LAND - PUMA VALLEY	09/07/00	L				424,369.				424,369.			0.	0.
22	LAND - 160 ACR - SAN LUIS OBISPO COUNTY, CA	12/11/99	L				43,478.				43,478.			0.	0.
23	LAND - 200 ACR - SAN LUIS OBISPO COUNTY, CA	12/11/99	L				54,348.				54,348.			0.	0.
24	LAND - 80 ACR - SAN LUIS OBISPO COUNTY, CA	12/11/99	L				43,478.				43,478.			0.	0.
25	LAND - 110 ACR - SAN LUIS OBISPO COUNTY, CA	12/11/99	L				53,805.				53,805.			0.	0.
26	LAND - 10 ACR - SAN LUIS OBISPO COUNTY, CA	12/11/99	L				4,891.				4,891.			0.	0.
30	LAND - 50 ACR - HIRSCHI GRAFTON, UT	04/19/01	L				126,348.				126,348.			0.	0.
31	LAND - 8 ACR - COX FIELDS	11/30/01	L				115,683.				115,683.			0.	0.
33	LAND - 144 ACR - SAN LUIS OBISPO COUNTY	12/26/02	L				100,000.				100,000.			0.	0.
34	AUNTIE'S HOUSE - TAOS, NM - LAND	06/18/01	L				50,000.				50,000.			0.	0.
35	51% UNDIVIDED INTEREST IN MDLH - LAND	12/28/01	L				280,500.				280,500.			0.	0.
53	LAND - GRAFTON UTAH - 2 ACRES	11/21/03	L				5,000.				5,000.			0.	0.
63	LAND - GRAFTON UTAH - 50 ACRES	12/07/04	L				10,000.				10,000.			0.	0.
64	LAND - GRAFTON UTAH - 2 ACRES	02/01/04	L				35,000.				35,000.			0.	0.
65	LAND - GRAFTON UTAH - 50 ACRES	01/15/05	L				93,350.				93,350.			0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
68	LAND - 6 PARCELS - ROCKVILLE UTAH	01/15/10	L				18,700.				18,700.			0.	
69	LAND - 30 ACRES - SAN LUIS OBISPO COUNTY, CA	01/15/10	L				148,000.				148,000.			0.	
70	LAND - 80 ACRES - SAN LUIS OBISPO COUNTY, CA	11/20/10	L				130,000.				130,000.			0.	
71	19% UNDIVIDED INTEREST IN MDLH - 5.367 ACRES	12/27/10	L				389,500.				389,500.			0.	
72	LAND - 5.8 ACRES - ANDOVER, VT	10/10/12	L				150,000.				150,000.			0.	
73	LAND - 17.71 ACRES - ANDOVER, VT	10/10/12	L				15,000.				15,000.			0.	
74	75% UNDIVIDED INTEREST IN 11.6 ACRES - ANDOVER, VT	10/10/12	L				5,000.				5,000.			0.	
75	LAND - 27 ACRES - ANDOVER, VT	12/01/12	L				63,360.				63,360.			0.	
	* 990-PF PG 1 TOTAL LAND						5,378,267.				5,378,267.	0.		0.	0.
	OTHER														
27	FURNITURE, RUGS, ART	12/12/00	SL	5.00		16	95,000.				95,000.	95,000.		0.	95,000.
28	APPLIANCES	12/12/00	SL	5.00		16	9,500.				9,500.	9,500.		0.	9,500.
29	AUNTIE'S HOUSE - TAOS, NM	06/18/01	SL	39.00	MM	16	51,287.				51,287.	13,260.	1,315.	1,315.	14,575.
32	PIANO	01/25/02	SL	5.00		16	4,000.				4,000.	4,000.		0.	4,000.
36	51% UNDIVIDED INTEREST IN MDLH - LUJAN HOUSE	09/10/96	SL	27.50	MM	16	752,250.				752,250.	393,217.	27,355.	27,355.	420,572.
37	51% UNDIVIDED INTEREST IN MDLH - FURNITURE	09/01/96	SL	7.00		16	12,750.				12,750.	12,412.		0.	12,412.
38	51% UNDIVIDED INTEREST IN MDLH - GATE & FENCE	06/30/97	SL	15.00		16	10,122.				10,122.	9,874.	248.	248.	10,122.
39	51% UNDIVIDED INTEREST IN MDLH - IMPROVEMENTS	06/30/97	SL	27.50	MM	16	18,102.				18,102.	8,966.	658.	658.	9,624.

228111 05-01-12

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
40	51% UNDIVIDED INTEREST IN MDLH - LAUNDRY ROOM	06/30/98	SL	27.50	MM	16	3,400.				3,400.	1,565.		124.	1,689.
41	51% UNDIVIDED INTEREST IN MDLH - KITCHEN	06/30/98	SL	27.50	MM	16	8,964.				8,964.	4,117.		326.	4,443.
42	51% UNDIVIDED INTEREST IN MDLH - APPLIANCES	06/30/98	SL	7.00	16		1,909.				1,909.	1,909.		0.	1,909.
43	51% UNDIVIDED INTEREST IN MDLH - BATHROOM	06/30/98	SL	27.50	MM	16	17,267.				17,267.	7,926.		628.	8,554.
44	51% UNDIVIDED INTEREST IN MDLH - JEFFERS ROOM	06/30/98	SL	27.50	MM	16	18,428.				18,428.	8,459.		670.	9,129.
45	51% UNDIVIDED INTEREST IN MDLH - BATHROOM	06/30/98	SL	27.50	MM	16	1,600.				1,600.	732.		58.	790.
46	51% UNDIVIDED INTEREST IN MDLH - IMPROVEMENTS	06/30/99	SL	27.50	MM	16	49,518.				49,518.	20,932.		1,801.	22,733.
47	51% UNDIVIDED INTEREST IN MDLH - APPLIANCES	06/30/99	SL	5.00	16		3,825.				3,825.	3,641.		0.	3,641.
48	51% UNDIVIDED INTEREST IN MDLH -MEETING ROOM	06/30/00	SL	27.50	MM	16	16,832.				16,832.	6,503.		612.	7,115.
49	51% UNDIVIDED INTEREST IN MDLH - BATHROOM	06/30/00	SL	27.50	MM	16	8,240.				8,240.	3,183.		300.	3,483.
50	51% UNDIVIDED INTEREST IN MDLH - FENCE	06/30/00	SL	15.00	16		3,074.				3,074.	2,281.		205.	2,486.
51	51% UNDIVIDED INTEREST IN MDLH - PATIO	06/30/00	SL	15.00	16		8,918.				8,918.	6,613.		595.	7,208.
52	51% UNDIVIDED INTEREST IN MDLH - APPLIANCES	06/30/00	SL	10.00	16		2,406.				2,406.	2,406.		0.	2,406.
54	MDLH - OLD FURNITURE	03/01/96	SL	5.00	16		7,530.				7,530.	7,530.		0.	7,530.
55	MDLH - FURNITURE	02/13/97	SL	5.00	16		4,000.				4,000.	4,000.		0.	4,000.
56	MDLH - FURNITURE	06/30/98	SL	5.00	16		12,017.				12,017.	12,017.		0.	12,017.
57	MDLH - EQUIPMENT	06/09/99	SL	7.00	16		600.				600.	600.		0.	600.
58	MDLH - SOFTWARE	12/15/99	SL	3.00	16		327.				327.	327.		0.	327.

228111  
05-01-12

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
59	MDLH - FURNITURE	08/04/99	SL	7.00		16	1,632.				1,632.	1,632.		0.	1,632.
60	MDLH - FURNITURE	06/15/00	SL	7.00		16	11,226.				11,226.	11,226.		0.	11,226.
61	MDLH - FURNITURE	07/01/03	SL	7.00		16	4,629.				4,629.	4,629.		0.	4,629.
62	MDLH - FURNITURE	07/01/04	SL	7.00		16	6,359.				6,359.	6,356.		0.	6,356.
66	FURNITURE	07/15/05	SL	7.00		16	3,541.				3,541.	3,289.		252.	3,541.
67	FURNITURE	06/30/07	SL	7.00	HM17		5,262.				5,262.	3,384.		752.	4,136.
	* 990-PF PG 1 TOTAL OTHER						1,154,515.				1,154,515.	671,486.		35,899.	707,385.
	* GRAND TOTAL 990-PF PG 1 DEPR						6,532,782.				6,532,782.	671,486.		35,899.	707,385.

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

SOURCE	AMOUNT
MABEL DODGE LUJAN HOUSE, LLC	75.
U.S. TRUST	71.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	146.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND LEASE	1	21,215.
TOTAL TO FORM 990-PF, PART I, LINE 5A		21,215.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8.1 ACRES TAOS RANCH LAND - CONSERVATION EASEMENT	134,919.	170,368.	0.	0.	-35,449.
NET GAIN OR LOSS FROM SALE OF ASSETS					-35,449.
CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					-35,449.

FORM 990-PF

INCOME AND COST OF GOODS SOLD  
INCLUDED ON PART I, LINE 10

STATEMENT 4

INCOME

1. GROSS RECEIPTS . . . . .	37,469	
2. RETURNS AND ALLOWANCES . . . . .		
3. LINE 1 LESS LINE 2 . . . . .		37,469
4. COST OF GOODS SOLD (LINE 15) . . . . .	42,860	
5. GROSS PROFIT (LINE 3 LESS LINE 4) . . . . .		-5,391
6. OTHER INCOME . . . . .		
7. GROSS INCOME (ADD LINES 5 AND 6) . . . . .		-5,391

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR . . . . .		
9. MERCHANDISE PURCHASED . . . . .	22,787	
10. COST OF LABOR . . . . .	20,073	
11. MATERIALS AND SUPPLIES . . . . .		
12. OTHER COSTS . . . . .		
13. ADD LINES 8 THROUGH 12 . . . . .		42,860
14. INVENTORY AT END OF YEAR . . . . .		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14) . . . . .		42,860

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CONFERENCE/WORKSHOP FEES	477,677.	0.	477,677.
LODGING INCOME	182,583.	0.	182,583.
BOOK SALE	1,052.	0.	1,052.
MISC. INCOME	100.	0.	100.
TOTAL TO FORM 990-PF, PART I, LINE 11	661,412.	0.	661,412.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL, APPRAISAL, & TAX PREPARATION FEE	7,967.	0.	0.	0.
ACCOUNTING	9,089.	0.	9,089.	0.
TO FORM 990-PF, PG 1, LN 16B	17,056.	0.	9,089.	0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	37,251.	0.	37,251.	0.
PROPERTY TAXES	9,834.	0.	9,834.	0.
TO FORM 990-PF, PG 1, LN 18	47,085.	0.	47,085.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS	43,195.	0.	43,195.	0.
FEES & LICENSES	10,146.	0.	10,146.	0.
INSURANCE	38,976.	0.	38,976.	0.
ADVERTISING	9,542.	0.	9,542.	0.
BANK FEES	27,207.	250.	26,957.	0.
EQUIPMENT LEASE	1,880.	0.	1,880.	0.
SUPPLIES	38,714.	0.	38,714.	0.
OFFICE SUPPLIES	6,513.	0.	6,513.	0.
POSTAGE & DELIVERY	610.	0.	610.	0.
STORAGE UNIT	600.	0.	600.	0.
TELEPHONE	7,336.	0.	7,336.	0.
UTILITIES	20,413.	0.	20,413.	0.
CONSULTING	6,000.	0.	6,000.	0.
CONTRIBUTIONS	500.	0.	500.	0.
ADJUSTMENT FOR EXCESS EXPENSES -MDLH	0.	0.	-157,156.	157,156.
OUTSIDE SERVICES	121,931.	0.	121,931.	0.
STAFF EXPENSES	4,658.	0.	4,658.	0.
WAGES ALLOCABLE TO COST OF SALES	-20,073.	0.	-20,073.	0.
REPLACEMENTS	8,936.	0.	8,936.	0.
EASEMENT FEES	13,615.	0.	13,615.	0.
MISCELLANEOUS EXPENSES	400.	0.	400.	0.
TO FORM 990-PF, PG 1, LN 23	341,099.	250.	183,693.	157,156.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION	AMOUNT	
NONDEDUCTIBLE LIFE INSURANCE PREMIUM	50,000.	
FAIR MARKET VALUE IN EXCESS OF DONOR'S COST	98,130.	
TOTAL TO FORM 990-PF, PART III, LINE 5	148,130.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
500 SHARES BIOGEN IDEC INC COM	3,000.	73,185.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,000.	73,185.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND - 160 ACRES - LAKE NACIMIENTO RANCH LAND	50,400.	0.	50,400.
LAND - 160 ACRES - LAKE NACIMIENTO RANCH LAND	96,000.	0.	96,000.
LAND - 240 ACRES - LAKE NACIMIENTO RANCH LAND	144,000.	0.	144,000.
LAND - 80 ACRES - LAKE NACIMIENTO RANCH LAND	36,000.	0.	36,000.
LAND - 160 ACRES - LAKE NACIMIENTO RANCH LAND	72,000.	0.	72,000.
LAND - 265 ACRES - LAKE NACIMIENTO RANCH LAND	119,250.	0.	119,250.
LAND - 80 ACRES - LAKE NACIMIENTO RANCH LAND	36,000.	0.	36,000.
LAND - 400 ACRES - LAKE NACIMIENTO RANCH LAND	194,400.	0.	194,400.
LAND - WOLF, GRAFTON UTAH	49,326.	0.	49,326.
LAND - COX, GRAFTON UTAH	135,900.	0.	135,900.
LAND - 500 ACRES - ANSELMINO, LAKE NACIMIENTO	225,000.	0.	225,000.
LAND - GRIZZLEY BEND, LAKE NACIMIENTO RANCH LAND	276,000.	0.	276,000.
TAOS RANCH, EL PRADO NEW MEXICO - 60 ACRES AFTER EASEMENT	837,725.	0.	837,725.
GRAFTON UTAH RANCH LAND & WOOD HOUSE	5,000.	0.	5,000.
LAND - BOAM, GRAFTON UTAH	50,195.	0.	50,195.
LAND - IMPROVEMENTS, GRAFTON UTAH BARN & FENCE	32,074.	0.	32,074.
LAND - HIRSCHI	5,000.	0.	5,000.
LAND - HIRSCHI GRAFTON	173,159.	0.	173,159.
LAND - MOLINA NATURE PRESERVE	450,923.	0.	450,923.
LAND - PARRY GRAFTON	30,105.	0.	30,105.
LAND - PUMA VALLEY	424,369.	0.	424,369.

THE ATTIYEH FOUNDATION

95-4624172

LAND - 160 ACR - SAN LUIS OBISPO COUNTY, CA	43,478.	0.	43,478.
LAND - 200 ACR - SAN LUIS OBISPO COUNTY, CA	54,348.	0.	54,348.
LAND - 80 ACR - SAN LUIS OBISPO COUNTY, CA	43,478.	0.	43,478.
LAND - 110 ACR - SAN LUIS OBISPO COUNTY, CA	53,805.	0.	53,805.
LAND - 10 ACR - SAN LUIS OBISPO COUNTY, CA	4,891.	0.	4,891.
FURNITURE, RUGS, ART APPLIANCES	95,000. 9,500.	95,000. 9,500.	0. 0.
AUNTIE'S HOUSE - TAOS, NM LAND - 50 ACR - HIRSCHI GRAFTON, UT	51,287. 126,348.	14,575. 0.	36,712. 126,348.
LAND - 8 ACR - COX FIELDS PIANO	115,683. 4,000.	0. 4,000.	115,683. 0.
LAND - 144 ACR - SAN LUIS OBISPO COUNTY	100,000.	0.	100,000.
AUNTIE'S HOUSE - TAOS, NM - LAND	50,000.	0.	50,000.
51% UNDIVIDED INTEREST IN MDLH - LAND	280,500.	0.	280,500.
51% UNDIVIDED INTEREST IN MDLH - LUJAN HOUSE	752,250.	420,572.	331,678.
51% UNDIVIDED INTEREST IN MDLH - FURNITURE	12,750.	12,412.	338.
51% UNDIVIDED INTEREST IN MDLH - GATE & FENCE	10,122.	10,122.	0.
51% UNDIVIDED INTEREST IN MDLH - IMPROVEMENTS	18,102.	9,624.	8,478.
51% UNDIVIDED INTEREST IN MDLH - LAUNDRY ROOM	3,400.	1,689.	1,711.
51% UNDIVIDED INTEREST IN MDLH - KITCHEN	8,964.	4,443.	4,521.
51% UNDIVIDED INTEREST IN MDLH - APPLIANCES	1,909.	1,909.	0.
51% UNDIVIDED INTEREST IN MDLH - BATHROOM	17,267.	8,554.	8,713.
51% UNDIVIDED INTEREST IN MDLH - JEFFERS ROOM	18,428.	9,129.	9,299.
51% UNDIVIDED INTEREST IN MDLH - BATHROOM	1,600.	790.	810.
51% UNDIVIDED INTEREST IN MDLH - IMPROVEMENTS	49,518.	22,733.	26,785.
51% UNDIVIDED INTEREST IN MDLH - APPLIANCES	3,825.	3,641.	184.
51% UNDIVIDED INTEREST IN MDLH - MEETING ROOM	16,832.	7,115.	9,717.
51% UNDIVIDED INTEREST IN MDLH - BATHROOM	8,240.	3,483.	4,757.
51% UNDIVIDED INTEREST IN MDLH - FENCE	3,074.	2,486.	588.
51% UNDIVIDED INTEREST IN MDLH - PATIO	8,918.	7,208.	1,710.

51% UNDIVIDED INTEREST IN MDLH			
- APPLIANCES	2,406.	2,406.	0.
LAND - GRAFTON UTAH - 2 ACRES	5,000.	0.	5,000.
MDLH - OLD FURNITURE	7,530.	7,530.	0.
MDLH - FURNITURE	4,000.	4,000.	0.
MDLH - FURNITURE	12,017.	12,017.	0.
MDLH - EQUIPMENT	600.	600.	0.
MDLH - SOFTWARE	327.	327.	0.
MDLH - FURNITURE	1,632.	1,632.	0.
MDLH - FURNITURE	11,226.	11,226.	0.
MDLH - FURNITURE	4,629.	4,629.	0.
MDLH - FURNITURE	6,359.	6,356.	3.
LAND - GRAFTON UTAH - 50 ACRES	10,000.	0.	10,000.
LAND - GRAFTON UTAH - 2 ACRES	35,000.	0.	35,000.
LAND - GRAFTON UTAH - 50 ACRES	93,350.	0.	93,350.
FURNITURE	3,541.	3,541.	0.
FURNITURE	5,262.	4,136.	1,126.
LAND - 6 PARCELS - ROCKVILLE			
UTAH	18,700.	0.	18,700.
LAND - 30 ACRES - SAN LUIS			
OBISPO COUNTY, CA	148,000.	0.	148,000.
LAND - 80 ACRES - SAN LUIS			
OBISPO COUNTY, CA	130,000.	0.	130,000.
19% UNDIVIDED INTEREST IN MDLH			
- 5.367 ACRES	389,500.	0.	389,500.
LAND - 5.8 ACRES - ANDOVER, VT	150,000.	0.	150,000.
LAND - 17.71 ACRES - ANDOVER,			
VT	15,000.	0.	15,000.
75% UNDIVIDED INTEREST IN 11.6			
ACRES - ANDOVER, VT	5,000.	0.	5,000.
LAND - 27 ACRES - ANDOVER, VT	63,360.	0.	63,360.
<b>TOTAL TO FM 990-PF, PART II, LN 14</b>	<b>6,532,782.</b>	<b>707,385.</b>	<b>5,825,397.</b>

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LEGAL FEES RE: LAND CONTRIBUTION	9,548.	9,548.	0.
TO FORM 990-PF, PART II, LINE 15	9,548.	9,548.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEPOSITS - MABEL DODGE LUJAN HOUSE	43,701.	53,769.
PAYROLL PAYABLE - MABEL DODGE LUJAN HOUSE	6,052.	8,544.
TAOS LODGER TAX PAYABLE - MABEL DODGE LUJAN HOUSE	1,151.	1,146.
TOTAL TO FORM 990-PF, PART II, LINE 22	50,904.	63,459.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 14

NAME OF MANAGER

ROBERT S. ATTIYEH  
LINDA H. ATTIYEH