

Form **990-PF**

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

OMB No. 1545-0052

2011

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 2011 or tax year beginning _____, **and ending** _____

Name of foundation: **LEICHTAG FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **5800 ARMADA DRIVE** Room/suite: **100**

City or town, state, and ZIP code: **CARLSBAD, CA 92008**

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 140,852,256.**

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number: **33-0466189**

B Telephone number: **760-929-1090**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
 Foreign organizations meeting the 85% test, 2. check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	24,462,800.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,426,230.	3,426,230.		STATEMENT 1
	5a Gross rents	30,289.	30,289.		STATEMENT 2
	b Net rental income or (loss)	-36,607.			STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	5,705,963.			
	b Gross sales price for all assets on line 6a	17,700,524.			
	7 Capital gain net income (from Part IV, line 2)		5,705,963.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	10,200.	0.		STATEMENT 4	
12 Total. Add lines 1 through 11	33,635,482.	9,162,482.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	392,849.	109,055.		196,425.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	10,231.	3,069.		5,116.
	16a Legal fees	STMT 5 28,632.	5,727.		0.
	b Accounting fees	STMT 6 23,147.	6,944.		6,944.
	c Other professional fees	STMT 7 175,212.	76,973.		95,517.
	17 Interest				
	18 Taxes	STMT 8 103,575.	5,251.		6,395.
	19 Depreciation and depletion	14,652.	14,652.		
	20 Occupancy	3,260.	0.		0.
	21 Travel, conferences, and meetings	100,929.	0.		0.
	22 Printing and publications				
	23 Other expenses	STMT 9 841,507.	68,452.		728,306.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,693,994.	290,123.		1,038,703.
	25 Contributions, gifts, grants paid	11,930,450.			11,930,450.
26 Total expenses and disbursements. Add lines 24 and 25	13,624,444.	290,123.		12,969,153.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	20,011,038.				
b Net investment income (if negative, enter -0-)		8,872,359.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.				
		Beginning of year	End of year			
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	5,975,372.	4,700,085.	4,700,085.	
	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		10,851.	10,851.	
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds	STMT 12	30,539,257.	33,977,201.	33,977,201.
	11	Investments - land, buildings, and equipment: basis	STMT 11	4,385,000.		
	Less: accumulated depreciation		14,652.	4,370,348.	4,370,348.	
12	Investments - mortgage loans					
13	Investments - other	STMT 13	94,014,097.	97,793,771.	97,793,771.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		130,528,726.	140,852,256.	140,852,256.	
Liabilities	17	Accounts payable and accrued expenses	16,273.	24,732.		
	18	Grants payable	26,492,735.	26,946,724.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		26,509,008.	26,971,456.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	104,019,718.	113,880,800.		
	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		104,019,718.	113,880,800.		
31	Total liabilities and net assets/fund balances		130,528,726.	140,852,256.		

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	104,019,718.
2	Enter amount from Part I, line 27a	2	20,011,038.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	1,028,269.
4	Add lines 1, 2, and 3	4	125,059,025.
5	Decreases not included in line 2 (itemize) UNREALIZED LOSS ON INVESTMENTS	5	11,178,225.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	113,880,800.

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	D	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 17,349,958.		11,994,561.	5,355,397.
b 350,566.			350,566.
c			
d			
e			

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	
a			5,355,397.
b			350,566.
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	5,705,963.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	12,148,352.	37,890,989.	.320613
2009	4,144,850.	30,093,760.	.137731
2008	1,962,768.	19,202,953.	.102212
2007	635,955.	10,836,449.	.058687
2006	645,014.	10,571,794.	.061013

2 Total of line 1, column (d)	2	.680256
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	.136051
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	129,007,311.
5 Multiply line 4 by line 3	5	17,551,574.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	88,724.
7 Add lines 5 and 6	7	17,640,298.
8 Enter qualifying distributions from Part XII, line 4	8	12,969,153.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	177,447.
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	177,447.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	177,447.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		69,500.
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		120,500.
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	190,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	2,641.
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	9,912.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 9,912. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> STMT 14	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	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.LEICHTAG.ORG	13	X	
14	The books are in care of ▶ LEICHTAG FOUNDATION Telephone no. ▶ 760-929-1090 Located at ▶ 5800 ARMADA DRIVE, CARLSBAD, CA ZIP+4 ▶ 92008			
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 2011, 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 ▶ CAYMAN ISLANDS	16	X	No

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

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

		Yes	No
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 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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 2011 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 2011.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2011?	4b	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
SEE STATEMENT 15		392,849.	10,231.	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
JEWISH COMMUNITY FOUNDATION - 4950 MURPHY CANYON ROAD #100 , SAN DIEGO, CA 92123	CONSULTING	720,211.
WURTS & ASSOCIATES, INC. - 2321 ROSECRANS AVENUE SUITE 2250, EL SEGUNDO, CA 90245	INVESTMENT CONSULTING	76,973.
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 THE FOUNDATION MAKES CONTRIBUTIONS TO PRE-SELECTED CHARITIES TO ALLEVIATE HUMAN HARDSHIP, ADVANCE SELF SUFFICIENCY AND PROMOTE TOLERANCE AND UNDERSTANDING.	12,969,153.
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		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		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	127,575,190.
b	Average of monthly cash balances	1b	2,259,211.
c	Fair market value of all other assets	1c	1,137,488.
d	Total (add lines 1a, b, and c)	1d	130,971,889.
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	130,971,889.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,964,578.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	129,007,311.
6	Minimum investment return. Enter 5% of line 5	6	6,450,366.

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	6,450,366.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	177,447.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	177,447.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,272,919.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,272,919.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,272,919.

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	12,969,153.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,969,153.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,969,153.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				6,272,919.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	2,049,048.			
e From 2010	12,176,518.			
f Total of lines 3a through e	14,225,566.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	12,969,153.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	12,969,153.			
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,272,919.			6,272,919.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,921,800.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	20,921,800.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	7,952,647.			
e Excess from 2011	12,969,153.			

** SEE STATEMENT 16

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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		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					
2-1-1 SAN DIEGO		NONE	PUBLIC CHARITY	CHARITABLE	16,869.
AGENCY FOR JEWISH EDUCATION		NONE	PUBLIC CHARITY	CHARITABLE	26,850.
AGUA HEDIONDA LAGOON FOUNDATION		NONE	PUBLIC CHARITY	CHARITABLE	10,170.
AMERICA ISRAEL CULTURAL FOUNDATION		NONE	PUBLIC CHARITY	CHARITABLE	40,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION		NONE	PUBLIC CHARITY	CHARITABLE	2,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a					11,930,450.
b Approved for future payment					
NONE					
Total ▶ 3b					0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
AMERICAN FRIENDS OF MAGEN DAVID ADOM	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
AMERICAN FRIENDS OF SHALOM HARTMAN INSTIT	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
AMERICAN FRIENDS OF THE ONE FAMILY FUND	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
AMERICAN JEWISH JOINT DIST. COMMITTEE	NONE	PUBLIC CHARITY	CHARITABLE	650,740.
AMERICAN JEWISH WORLD SERVICE	NONE	PUBLIC CHARITY	CHARITABLE	36,000.
AMINO VENICE CHARTER HIGH SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	2,567.
ARTS	NONE	PUBLIC CHARITY	CHARITABLE	28,000.
ARTSPASH	NONE	PUBLIC CHARITY	CHARITABLE	2,500.
ASHREINU/JEWISH AWARENESS MOVEMENT	NONE	PUBLIC CHARITY	CHARITABLE	3,000.
ASSOCIATION OF FUNDRAISING PROFESSIONALS	NONE	PUBLIC CHARITY	CHARITABLE	6,700.
Total from continuation sheets				11,834,061.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BIG BROTHERS BIG SISTERS OF SAN DIEGO COUNTY	NONE	PUBLIC CHARITY	CHARITABLE	20,000.
BLUE STAR FAMILIES	NONE	PUBLIC CHARITY	CHARITABLE	70,000.
CAJON VALLEY MIDDLE SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	1,584.
CALAVERA HILLS MIDDLE SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	5,275.
CALIFORNIA STATE UNIVERSITY SAN MARCOS	NONE	PUBLIC CHARITY	CHARITABLE	22,927.
CAMP MOUNTAIN CHAI	NONE	PUBLIC CHARITY	CHARITABLE	45,000.
CARLSBAD EDUCATIONAL FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	25,250.
CARLSBAD UNIFIED SCHOOL DISTRICT	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
CASA DE AMPARO	NONE	PUBLIC CHARITY	CHARITABLE	327,853.
CBDIO	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CENTER FOR JEWISH CULTURE AND CREATIVITY	NONE	PUBLIC CHARITY	CHARITABLE	4,800.
CENTER FOR POLICY INITIATIVES	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
CHICANO FEDERATION	NONE	PUBLIC CHARITY	CHARITABLE	30,000.
CITY OF CARLSBAD	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
CITY OF CARLSBAD, PARKS & REC DEPT.	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
CITY OF OCEANSIDE	NONE	PUBLIC CHARITY	CHARITABLE	1,800.
COASTAL COMMUNITY FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	9,500.
COMMUNITY HOUSINGWORKS	NONE	PUBLIC CHARITY	CHARITABLE	237,426.
COMMUNITY RESOURCE CENTER	NONE	PUBLIC CHARITY	CHARITABLE	256,000.
CORE EDUCATIONAL SERVICES	NONE	PUBLIC CHARITY	CHARITABLE	26,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CORPORATION FOR SUPPORTIVE HOUSING	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
COUNCIL ON FOUNDATIONS	NONE	PUBLIC CHARITY	CHARITABLE	2,215.
CSU SAN MARCOS	NONE	PUBLIC CHARITY	CHARITABLE	20,500.
CSUSM FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	8,550.
DON DIEGO FUND	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
DREAMS FOR CHANGE	NONE	PUBLIC CHARITY	CHARITABLE	22,555.
DUARTE HIGH SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	1,385.
EDUCATIONAL ENRICHMENT SYSTEMS	NONE	PUBLIC CHARITY	CHARITABLE	14,334.
ELDER LAW & ADVOCACY	NONE	PUBLIC CHARITY	CHARITABLE	46,783.
EMBRACE	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EQUALITY ALLIANCE OF SAN DIEGO COUNTY	NONE	PUBLIC CHARITY	CHARITABLE	21,800.
EQUINOX CENTER	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
ESCONDIDO UNIFIED SCHOOL DISTRICT	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
FEEDING AMERICA SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	28,950.
FOUNDATION FOR JEWISH CULTURE	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
FREEDOM WRITERS FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
FRIENDS OF IKAMVA LABANTU	NONE	PUBLIC CHARITY	CHARITABLE	18,000.
FRIENDS OF ISRAEL DEFENSE FORCES	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
FRIENDSHIP CIRCLE	NONE	PUBLIC CHARITY	CHARITABLE	2,419.
G'MACH	NONE	PUBLIC CHARITY	CHARITABLE	24,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GOMPERS PREPARATORY ACADEMY	NONE	PUBLIC CHARITY	CHARITABLE	6,268.
GRANTMAKERS FOR EDUCATION	NONE	PUBLIC CHARITY	CHARITABLE	4,000.
GRANTMAKERS FOR FILM AND ELECTRONIC MEDIA	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
GRANTS MANAGERS NETWORK	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
GRAUER SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	1,982.
HADASSAH, THE WOMEN'S ZIONIST ORGANIZATIO	NONE	PUBLIC CHARITY	CHARITABLE	2,000,000.
HASBARA FELLOWSHIPS	NONE	PUBLIC CHARITY	CHARITABLE	8,100.
HILLEL OF SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	462,517.
HOSPICE OF THE NORTH COAST	NONE	PUBLIC CHARITY	CHARITABLE	8,100.
INTERFAITH COMMUNITY SERVICES	NONE	PUBLIC CHARITY	CHARITABLE	4,637.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ISRAEL CHILDREN'S CENTERS	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
ISRAEL VENTURE NETWORK	NONE	PUBLIC CHARITY	CHARITABLE	171,500.
JEFFERSON MIDDLE SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	2,580.
JERUSALEM FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	300,000.
JEWISH COMMUNITY FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	749,479.
JEWISH FAMILY SERVICE	NONE	PUBLIC CHARITY	CHARITABLE	1,067,395.
JEWISH FEDERATION OF GREATER KANSAS CITY	NONE	PUBLIC CHARITY	CHARITABLE	7,500.
JEWISH FEDERATION OF SAN DIEGO COUNTY	NONE	PUBLIC CHARITY	CHARITABLE	549,865.
JEWISH FUNDERS NETWORK	NONE	PUBLIC CHARITY	CHARITABLE	185,000.
JUST IN TIME	NONE	PUBLIC CHARITY	CHARITABLE	5,550.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KIDS FOR PEACE	NONE	PUBLIC CHARITY	CHARITABLE	6,725.
KIDS' TURN SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
LAWRENCE FAMILY JCC	NONE	PUBLIC CHARITY	CHARITABLE	293,388.
LUX ART INSTITUTE	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
MANO A MANO FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
MARLBOROUGH SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	1,895.
MEALS-ON-WHEELS SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
MEDIA ARTS CENTER OF SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	45,000.
MIRA COSTA COLLEGE FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	30,342.
MOISHE HOUSE	NONE	PUBLIC CHARITY	CHARITABLE	90,700.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MOONLIGHT CULTURAL FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
MUSEUM OF TOLERANCE	NONE	PUBLIC CHARITY	CHARITABLE	407,000.
NATIONAL CONFLICT RESOLUTION CENTER	NONE	PUBLIC CHARITY	CHARITABLE	40,000.
NATIONAL VETERANS TRANSITION SERVICES INC	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
NONPROFIT MANAGEMENT SOLUTIONS	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
NORTH COUNTY COMMUNITY SERVICES	NONE	PUBLIC CHARITY	CHARITABLE	84,740.
NORTH COUNTY LIFELINE	NONE	PUBLIC CHARITY	CHARITABLE	71,699.
NORTH COUNTY PHILANTHROPY COUNCIL	NONE	PUBLIC CHARITY	CHARITABLE	500.
NORTH COUNTY SOLUTIONS FOR CHANGE	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
NORTH COUNTY TRADE TECH HIGH SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OCEANSIDE UNIFIED SCHOOL DISTRICT	NONE	PUBLIC CHARITY	CHARITABLE	2,921.
ORANGE COUNTY AFFILIATE OF SUSAN G. KOMEN	NONE	PUBLIC CHARITY	CHARITABLE	500.
P.E.F. ENDOWMENT FUNDS	NONE	PUBLIC CHARITY	CHARITABLE	832,000.
PALOMA ELEMENTARY SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
PALOMAR COLLEGE FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	27,400.
PAUMA SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	3,984.
PROMISES 2 KIDS	NONE	PUBLIC CHARITY	CHARITABLE	21,200.
RAMONA UNIFIED SCHOOL DISTRICT	NONE	PUBLIC CHARITY	CHARITABLE	4,406.
RANCHO MINERVA MIDDLE SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	4,583.
REALTY CHANGERS	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
REGIONAL TASK FORCE ON THE HOMELESS	NONE	PUBLIC CHARITY	CHARITABLE	10,600.
SAINT PATRICK CATHOLIC SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	5,150.
SAN DIEGO BOTANIC GARDEN	NONE	PUBLIC CHARITY	CHARITABLE	13,308.
SAN DIEGO CHILDREN'S DISCOVERY MUSEUM	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
SAN DIEGO COUNCIL ON LITERACY	NONE	PUBLIC CHARITY	CHARITABLE	3,000.
SAN DIEGO COUNTY OFFICE OF EDUCATION	NONE	PUBLIC CHARITY	CHARITABLE	13,676.
SAN DIEGO FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	211,660.
SAN DIEGO GRANTMAKERS	NONE	PUBLIC CHARITY	CHARITABLE	46,200.
SAN DIEGO HOSPICE FOR PALLIATIVE CARE	NONE	PUBLIC CHARITY	CHARITABLE	28,650.
SAN DIEGO HUNGER COALITION	NONE	PUBLIC CHARITY	CHARITABLE	9,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SAN DIEGO JEWISH ACADEMY	NONE	PUBLIC CHARITY	CHARITABLE	18,793.
SAN DIEGO OPERA	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
SAN DIEGO REPERTORY THEATER	NONE	PUBLIC CHARITY	CHARITABLE	30,000.
SAN DIEGO STATE UNIVERSITY FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	60,000.
SAN DIEGO STATE UNIVERSITY RESEARCH FOUND	NONE	PUBLIC CHARITY	CHARITABLE	21,500.
SCRIPPS HEALTH FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
SECOND CHANCE	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
SENIOR COMMUNITY CENTERS	NONE	PUBLIC CHARITY	CHARITABLE	429,421.
SKIRBALL CULTURAL CENTER	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
SOILLE SAN DIEGO HEBREW DAY SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	14,437.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
STAND WITH US	NONE	PUBLIC CHARITY	CHARITABLE	52,000.
STAR/PAL	NONE	PUBLIC CHARITY	CHARITABLE	3,910.
STONY KNOLL YOUTH SERVICES	NONE	PUBLIC CHARITY	CHARITABLE	1,750.
TARBUTON	NONE	PUBLIC CHARITY	CHARITABLE	8,000.
TARIQ KHAMISA FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	17,222.
TEAM	NONE	PUBLIC CHARITY	CHARITABLE	30,000.
TEDXSANDIEGO	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
TENDER LOVING CANINES ASSISTANCE DOGS, IN	NONE	PUBLIC CHARITY	CHARITABLE	8,000.
THE ANGEL'S DEPOT	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
THE AVI SCHAEFER FUND	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE DO GOOD ADVENTURE FUND OF JCF	NONE	PUBLIC CHARITY	CHARITABLE	3,600.
THE JEWISH FEDERATION OF ST. LOUIS	NONE	PUBLIC CHARITY	CHARITABLE	7,500.
THE MINNEAPOLIS JEWISH FEDERATION	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
THE NORTH COUNTY PHILANTHROPY COUNCIL	NONE	PUBLIC CHARITY	CHARITABLE	250.
THE TARBUTON	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
THE YITZCHAK SHAVIT FUND OF THE JFNA	NONE	PUBLIC CHARITY	CHARITABLE	3,600.
TOLERANCE EDUCATION CENTER	NONE	PUBLIC CHARITY	CHARITABLE	18,047.
TSDF LEICHTAG FAMILY FOUNDATION FUND	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
UC SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
UC SAN DIEGO FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	60,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UJF OF SAN DIEGO COUNTY	NONE	PUBLIC CHARITY	CHARITABLE	7,100.
UNIVERSITY AUXILIARY & RESEARCH SERVICES	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
UNIVERSITY OF SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
USC SHOAH FOUNDATION INSTITUTE	NONE	PUBLIC CHARITY	CHARITABLE	488,373.
VALLEY CENTER PAUMA UNIFIED SCHOOL DISTRI	NONE	PUBLIC CHARITY	CHARITABLE	1,510.
VISTA MURRIETA HIGH SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	4,435.
VOICES FOR CHILDREN INC.	NONE	PUBLIC CHARITY	CHARITABLE	30,500.
VOLUNTEER SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	18,500.
WORDS ALIVE	NONE	PUBLIC CHARITY	CHARITABLE	7,500.
Total from continuation sheets				

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

2011

Name of the organization

Employer identification number

LEICHTAG FOUNDATION

33-0466189

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 foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization LEICHTAG FOUNDATION	Employer identification number 33-0466189
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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	SURVIVOR'S TRUST OF LEE & TONI LEICHTAG FAMILY TRUST DATED 7-29-91 C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	\$ 20,077,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
2	SURVIVOR'S TRUST OF LEE & TONI LEICHTAG FAMILY TRUST DATED 7-29-91 C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	\$ 935,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
3	SURVIVOR'S TRUST OF LEE & TONI LEICHTAG FAMILY TRUST DATED 7-29-91 C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	\$ 505,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
4	SURVIVOR'S TRUST OF LEE & TONI LEICHTAG FAMILY TRUST DATED 7-29-91 C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	\$ 505,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
5	SURVIVOR'S TRUST OF LEE & TONI LEICHTAG FAMILY TRUST DATED 7-29-91 C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	\$ 2,440,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization LEICHTAG FOUNDATION	Employer identification number 33-0466189
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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	REAL PROPERTY-RES. CONDO., 7319 ESTRELLA DEL MAR #11, CARLSBAD, CA	\$ 935,000.	09/27/11
3	REAL PROPERTY-RES. CONDO., 7323 ESTRELLA DEL MAR #28, CARLSBAD, CA	\$ 505,000.	09/27/11
4	REAL PROPERTY-RES. CONDO., 7323 ESTRELLA DEL MAR #29, CARLSBAD, CA	\$ 505,000.	09/27/11
5	REAL PROPERTY-COMMERCIAL BLDG., 3501 W. GARRY AVE., SANTA ANA, CA	\$ 2,440,000.	09/27/11
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization LEICHTAG FOUNDATION	Employer identification number 33-0466189
---	--

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

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
SALE OF FURNITURE	10,200.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	10,200.	0.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	28,632.	5,727.		0.
TO FM 990-PF, PG 1, LN 16A	28,632.	5,727.		0.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	23,147.	6,944.		6,944.
TO FORM 990-PF, PG 1, LN 16B	23,147.	6,944.		6,944.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT CONSULTING	76,973.	76,973.		0.
MARKETING CONSULTING	30,192.	0.		30,192.
OTHER CONSULTING	68,047.	0.		65,325.
TO FORM 990-PF, PG 1, LN 16C	175,212.	76,973.		95,517.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	89,495.	0.		0.
PAYROLL TAXES	12,170.	3,651.		6,085.
STATE TAXES	310.	0.		310.
LLC FEES RENTAL	1,600.	1,600.		0.
TO FORM 990-PF, PG 1, LN 18	103,575.	5,251.		6,395.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEES	720,211.	0.		720,211.
COMMUNITY EVENTS & SPONSORSHIPS	8,095.	0.		8,095.
MISCELLANEOUS EXPENSE	4,978.	0.		0.
INSURANCE	9,835.	0.		0.
MEMBERSHIP DUES	6,859.	0.		0.
OFFICE EXPENSES	17,141.	0.		0.
BANK FEES & ACCOUNT FEES	23,744.	17,808.		0.
RENTAL PROPERTY EXPENSES	50,644.	50,644.		0.
TO FORM 990-PF, PG 1, LN 23	841,507.	68,452.		728,306.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
DESCRIPTION		AMOUNT
PRESENT VALUE OF CONTRIBUTIONS ADJ. PER BOOK - NOT ON TAX		1,028,269.
TOTAL TO FORM 990-PF, PART III, LINE 3		1,028,269.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LAND - GARRY PROPERTY	488,000.	0.	488,000.	488,000.
LF VILLAS LLC LAND #11	233,750.	0.	233,750.	233,750.
LF VILLAS LLC LAND #28	101,000.	0.	101,000.	101,000.
LF VILLAS LLC LAND #29	101,000.	0.	101,000.	101,000.
3501 W. GARRY AVENUE	1,952,000.	0.	1,952,000.	1,952,000.
LF VILLAS LLC #11	701,250.	6,808.	694,442.	694,442.
LF VILLAS LLC #28	404,000.	3,922.	400,078.	400,078.
LF VILLAS LLC #29	404,000.	3,922.	400,078.	400,078.
TOTAL TO FORM 990-PF, PART II, LN 11	4,385,000.	14,652.	4,370,348.	4,370,348.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS	33,977,201.	33,977,201.
TOTAL TO FORM 990-PF, PART II, LINE 10C	33,977,201.	33,977,201.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENT	FMV	9,667,208.	9,667,208.
EQUITY SECURITIES	FMV	88,126,563.	88,126,563.
TOTAL TO FORM 990-PF, PART II, LINE 13		97,793,771.	97,793,771.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 14

NAME OF CONTRIBUTOR

ADDRESS

SURVIVOR'S TRUST OF THE LEE & TONI 5800 ARMADA DRIVE, SUITE 100
LEICHTAG FAMILY TRUST DATED 7-29-91
CARLSBAD, CA 92008

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RABBI LENORE BOHM C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	VICE PRESIDENT 2.00	9,000.	0.	0.
ROBERT BRUNST, M.D. C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	CFO 2.00	9,000.	0.	0.
MURRAY GALINSON C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	VICE CHAIRMAN 2.00	9,000.	0.	0.
BERNARD REITER C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	CHAIRMAN 2.00	9,000.	0.	0.
SHELDON S. SCHARLIN C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	CHAIR, AUDIT COMMITTEE 2.00	8,000.	0.	0.
JAMES S. FARLEY C/O 5500 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	PRESIDENT & CEO 40.00	348,849.	10,231.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		392,849.	10,231.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 16

PURSUANT TO IRC SEC.4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE
LEICHTAG FAMILY FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR
QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX
YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED: _____

NAME AND TITLE: _____

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. LEICHTAG FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 33-0466189
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 5800 ARMADA DRIVE, NO. 100	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CARLSBAD, CA 92008	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LEICHTAG FOUNDATION

- The books are in the care of ▶ **5800 ARMADA DRIVE, NO. 100 - CARLSBAD, CA 92008**
 Telephone No. ▶ **760-929-1090** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2011** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 190,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 69,500.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 120,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.