

ROGERS, ANDERSON, MALODY & SCOTT, LLP CPAS
735 E. CARNEGIE DRIVE, SUITE 100
SAN BERNARDINO, CA 92408
(909) 889-0871

MAY 3, 2013

CSUSB PHILANTHROPIC FOUNDATION
5500 UNIVERSITY PARKWAY
SAN BERNARDINO, CA 92407

DEAR LISA:

ENCLOSED IS THE ORGANIZATION'S 2011 EXEMPT ORGANIZATION RETURN. THE STATE EXEMPT ORGANIZATION RETURN AND ANNUAL REPORT ARE ALSO ENCLOSED. THESE SHOULD BE SIGNED, DATED, AND MAILED, AS INDICATED.

SPECIFIC FILING INSTRUCTIONS ARE AS FOLLOWS.

FORM 990 RETURN:

THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU WISH TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE IRS, PLEASE SIGN, DATE, AND RETURN FORM 8879-EO TO OUR OFFICE. WE WILL THEN SUBMIT THE ELECTRONIC RETURN TO THE IRS. DO NOT MAIL A PAPER COPY OF THE RETURN TO THE IRS. RETURN FORM 8879-EO TO US BY MAY 15, 2013.

CALIFORNIA FORM 199 RETURN:

MAIL TO - FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0701

PLEASE SIGN AND MAIL FORM 199 ON OR BEFORE JUNE 17, 2013.

ENCLOSE A CHECK FOR \$10.

MAKE CHECK PAYABLE TO FRANCHISE TAX BOARD.

CALIFORNIA FORM RRF-1:

PLEASE SIGN AND MAIL FORM RRF-1 ON OR BEFORE MAY 15, 2013.

MAIL TO - REGISTRY OF CHARITABLE TRUSTS
P.O. BOX 903447
SACRAMENTO, CA 94203-4470

ENCLOSE A CHECK FOR \$150 MADE PAYABLE TO ATTORNEY GENERAL'S

REGISTRY OF CHARITABLE TRUSTS. INCLUDE "FORM RRF-1," THE REPORT YEAR AND THE ORGANIZATION'S STATE CHARITY REGISTRATION NUMBER AND/OR ORGANIZATION NUMBER ON THE REMITTANCE.

A COPY OF THE FEDERAL RETURN IS ALSO PROVIDED. IN CONJUNCTION WITH FORM RRF-1 THIS COMPRISES THE ANNUAL REPORT TO BE FILED WITH THE CALIFORNIA ATTORNEY GENERAL'S REGISTRY OF CHARITABLE TRUSTS.

COPIES OF ALL THE RETURNS ARE ENCLOSED FOR YOUR FILES. WE SUGGEST THAT YOU RETAIN THESE COPIES INDEFINITELY.

VERY TRULY YOURS,

TERRY SHEA

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2011

Open to Public Inspection

A For the **2011** calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CSUSB PHILANTHROPIC FOUNDATION Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 5500 UNIVERSITY PARKWAY City or town, state or country, and ZIP + 4 SAN BERNARDINO, CA 92407 F Name and address of principal officer: ROBERT GARDNER SAME AS C ABOVE	D Employer identification number 45-2255077 E Telephone number 909-537-5918 G Gross receipts \$ 23,790,369. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ HTTP://CSUSBFOUNDATION.CSUSB.EDU		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2011
M State of legal domicile: CA		

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: TO PROMOTE FUNDRAISING, ENCOURAGE DONATIONS FROM OUTSIDE PARTIES IN ORDER TO SUPPORT VARIOUS		
Activities & Governance	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	93
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	82
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)		3,525,250.
	9 Program service revenue (Part VIII, line 2g)		0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		-256,004.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		64,440.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		3,333,686.
Expenses			
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		2,954,407.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		2,954,407.
	19 Revenue less expenses. Subtract line 18 from line 12		379,279.
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)		29,546,705.
	21 Total liabilities (Part X, line 26)		224,715.
	22 Net assets or fund balances. Subtract line 21 from line 20		29,321,990.

Part II Signature Block

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

Sign Here	Signature of officer ROBERT GARDNER, TREASURER Type or print name and title	Date		
Paid Preparer Use Only	Print/Type preparer's name TERRY SHEA	Preparer's signature 	Date 	Check if self-employed <input type="checkbox"/> PTIN P00165007
	Firm's name ▶ ROGERS, ANDERSON, MALODY & SCOTT, LLP Firm's address ▶ 735 E. CARNEGIE DRIVE, SUITE 100 SAN BERNARDINO, CA 92408	Firm's EIN ▶ 95-2662063	Phone no. (909) 889-0871	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission: TO PROMOTE FUNDRAISING, ENCOURAGE DONATIONS FROM OUTSIDE PARTIES IN ORDER TO SUPPORT VARIOUS PROGRAMS AT CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 1,593,010. including grants of \$) (Revenue \$) SCHOLARSHIPS - COORDINATE SCHOLARSHIP DONATIONS WITH THE STUDENT AWARDED SCHOLARSHIPS. STUDENT AWARDS WERE 776.

4b (Code:) (Expenses \$ 1,251,236. including grants of \$) (Revenue \$) OTHER ACTIVITIES - DESIGNATED GIFT ADMINISTRATION.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 2,844,246.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Input box for Schedule O response

Main table with columns for question ID, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and 501(c)(7), (12), and (29) organizations.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, and 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, and 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: LISA IANNOLO - 909-537-3922
5500 UNIVERSITY PARKWAY, SAN BERNARDINO, CA 92407

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ALBERT KARNIG PRESIDENT	1.00	X		X				0.	354,191.	67,201.
(2) NEALE PERKINS CHAIR	1.00	X		X				0.	0.	0.
(3) EDWARD TEYBER VICE CHAIR	1.00	X		X				0.	98,147.	37,017.
(4) ROBERT GARDNER SECRETARY/TREASURER	1.00	X		X				0.	198,382.	54,233.
(5) LARRY SHARP EXECUTIVE DIRECTOR	1.00	X		X				0.	191,620.	61,596.
(6) SUSAN ADDINGTON DIRECTOR	1.00	X						0.	92,238.	35,479.
(7) ANDREW BODMAN DIRECTOR	1.00	X						0.	207,950.	54,036.
(8) DOROTHY CHEN-MAYNARD DIRECTOR	1.00	X						0.	93,898.	22,819.
(9) LORRAINE FROST DIRECTOR	1.00	X						0.	157,804.	42,726.
(10) AARON JIMENEZ DIRECTOR	1.00	X						0.	0.	0.
(11) FRANK RINCON DIRECTOR	1.00	X						0.	150,200.	43,577.
(12) LOUIE RODRIGUEZ DIRECTOR	1.00	X						0.	89,483.	33,235.
(13) AMRO ALBANNA DIRECTOR	1.00	X						0.	0.	0.
(14) MARIE ALONZO DIRECTOR	1.00	X						0.	0.	0.
(15) WILLIAM ANTHONY DIRECTOR	1.00	X						0.	0.	0.
(16) DONALD AVERILL DIRECTOR	1.00	X						0.	0.	0.
(17) RICHARD BARKER DIRECTOR	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) GLENDA BAYLESS DIRECTOR	1.00	X						0.	0.	0.
(19) VIRGINIA BLUMENTHAL DIRECTOR	1.00	X						0.	0.	0.
(20) RUSSELL BOGH DIRECTOR	1.00	X						0.	0.	0.
(21) MICHAEL BRACKEN DIRECTOR	1.00	X						0.	0.	0.
(22) JACK BROWN DIRECTOR	1.00	X						0.	0.	0.
(23) BOB BURLINGAME DIRECTOR	1.00	X						0.	0.	0.
(24) ARTHUR BUTLER DIRECTOR	1.00	X						0.	0.	0.
(25) TONI CALLICOTT DIRECTOR	1.00	X						0.	15,505.	2,829.
(26) LOIS CARSON DIRECTOR	1.00	X						0.	0.	0.
1b Sub-total								0.	1,649,418.	454,748.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	1,649,418.	454,748.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) ALI CAYIR DIRECTOR	1.00	X					0.	0.	0.	
(28) STEVE CHIANG DIRECTOR	1.00	X					0.	0.	0.	
(29) GREG CHRISTIAN DIRECTOR	1.00	X					0.	0.	0.	
(30) HENRY COIL DIRECTOR	1.00	X					0.	0.	0.	
(31) BENJAMIN COOK DIRECTOR	1.00	X					0.	0.	0.	
(32) NICHOLAS COUSSOULIS DIRECTOR	1.00	X					0.	0.	0.	
(33) JIM CUEVAS DIRECTOR	1.00	X					0.	0.	0.	
(34) SUNDIP DOSHI DIRECTOR	1.00	X					0.	0.	0.	
(35) WILLIAM EASLEY DIRECTOR	1.00	X					0.	0.	0.	
(36) MARK EDWARDS DIRECTOR	1.00	X					0.	0.	0.	
(37) JAMES EGAN DIRECTOR	1.00	X					0.	0.	0.	
(38) JAMES ERICKSON DIRECTOR	1.00	X					0.	0.	0.	
(39) GERALD FAWCETT DIRECTOR	1.00	X					0.	0.	0.	
(40) JAMES FERGUSON DIRECTOR	1.00	X					0.	0.	0.	
(41) HOWARD FRIEDMAN DIRECTOR	1.00	X					0.	0.	0.	
(42) MICHAEL GALLO DIRECTOR	1.00	X					0.	0.	0.	
(43) GRACIANO GOMEZ DIRECTOR	1.00	X					0.	0.	0.	
(44) APPANNAGARI GNANDEV DIRECTOR	1.00	X					0.	0.	0.	
(45) PAUL GRANILLO DIRECTOR	1.00	X					0.	0.	0.	
(46) FRED HAMILTON DIRECTOR	1.00	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) W. BENSON HARER, JR. DIRECTOR	1.00	X						0.	0.	0.
(48) GARNER HOLT DIRECTOR	1.00	X						0.	0.	0.
(49) JIM IMBIORSKI DIRECTOR	1.00	X						0.	0.	0.
(50) COLE JACKSON DIRECTOR	1.00	X						0.	0.	0.
(51) MARK KAENAL DIRECTOR	1.00	X						0.	0.	0.
(52) ROBERT KAIN DIRECTOR	1.00	X						0.	0.	0.
(53) AARON KNOX DIRECTOR	1.00	X						0.	0.	0.
(54) WILFRID LEMANN DIRECTOR	1.00	X						0.	0.	0.
(55) DOBBIN LO DIRECTOR	1.00	X						0.	0.	0.
(56) PAUL MATA DIRECTOR	1.00	X						0.	0.	0.
(57) BARBARA MCGEE DIRECTOR	1.00	X						0.	0.	0.
(58) CHARLES MCNEELY DIRECTOR	1.00	X						0.	0.	0.
(59) MICHAEL MILLER DIRECTOR	1.00	X						0.	0.	0.
(60) LOUIS MONVILLE, III DIRECTOR	1.00	X						0.	0.	0.
(61) YOLANDA MOSES DIRECTOR	1.00	X						0.	0.	0.
(62) MICHAEL NAPOLI, JR. DIRECTOR	1.00	X						0.	0.	0.
(63) JOHN NOLAN DIRECTOR	1.00	X						0.	0.	0.
(64) CHARLES OBERSHAW DIRECTOR	1.00	X						0.	0.	0.
(65) SHELBY OBERSHAW DIRECTOR	1.00	X						0.	0.	0.
(66) RICHARD OLIPHANT DIRECTOR	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(67) PATRICK O'REILLY DIRECTOR	1.00	X						0.	0.	0.
(68) MICHAEL PAGE DIRECTOR	1.00	X						0.	0.	0.
(69) MADELAINE PFAU DIRECTOR	1.00	X						0.	0.	0.
(70) STEVE PONTELL DIRECTOR	1.00	X						0.	0.	0.
(71) THE HONORABLE RAY R. QUINTO DIRECTOR	1.00	X						0.	0.	0.
(72) JAMES RAMOS, JR. DIRECTOR	1.00	X						0.	0.	0.
(73) ALI RAZI DIRECTOR	1.00	X						0.	0.	0.
(74) D. BRIAN REIDER DIRECTOR	1.00	X						0.	0.	0.
(75) GEORGE REYES DIRECTOR	1.00	X						0.	0.	0.
(76) DONOVAN RINKER-MORRIS DIRECTOR	1.00	X						0.	0.	0.
(77) CARLOS RODRIGUEZ DIRECTOR	1.00	X						0.	0.	0.
(78) DONALD ROGERS DIRECTOR	1.00	X						0.	0.	0.
(79) CINDY ROTH DIRECTOR	1.00	X						0.	0.	0.
(80) ALI SAHABI DIRECTOR	1.00	X						0.	0.	0.
(81) PHILLIP SAVAGE, IV DIRECTOR	1.00	X						0.	0.	0.
(82) GEORGE SCHNARRE DIRECTOR	1.00	X						0.	0.	0.
(83) PAUL SHIMOFF DIRECTOR	1.00	X						0.	0.	0.
(84) JEFFREY SHOCKEY DIRECTOR	1.00	X						0.	0.	0.
(85) BARBARA SIMMONS DIRECTOR	1.00	X						0.	0.	0.
(86) ERNEST SIVA DIRECTOR	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e 397,786.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3,127,464.					
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		3,525,250.				
	Program Service Revenue			Business Code			
2 a							
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		606,828.			606,828.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	19593851				
		(ii) Other					
		b Less: cost or other basis and sales expenses	20456683				
		c Gain or (loss)	-862832.				
	d Net gain or (loss)		-862,832.			-862,832.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS INCOME	611310	64,440.	64,440.				
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		64,440.					
12 Total revenue. See instructions.		3,333,686.	64,440.	0.	-256,004.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	90,809.		90,809.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	83,201.	83,201.		
g Other	339,692.	339,692.		
12 Advertising and promotion				
13 Office expenses	659,051.	651,356.	7,695.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	53,446.	53,446.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	112,965.	112,965.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	9,573.	9,573.		
23 Insurance	12,660.	1,003.	11,657.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SCHOLARSHIPS	1,593,010.	1,593,010.		
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	2,954,407.	2,844,246.	110,161.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year		
Assets	1 Cash - non-interest-bearing		1		1,476,616.	
	2 Savings and temporary cash investments		2		4,500,574.	
	3 Pledges and grants receivable, net		3		953,640.	
	4 Accounts receivable, net		4		251,835.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5			
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6			
	7 Notes and loans receivable, net		7			
	8 Inventories for sale or use		8			
	9 Prepaid expenses and deferred charges		9			
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	65,743.			
	b Less: accumulated depreciation	10b	9,573.	0.	10c	56,170.
	11 Investments - publicly traded securities			11		19,170,823.
	12 Investments - other securities. See Part IV, line 11			12		
	13 Investments - program-related. See Part IV, line 11			13		
	14 Intangible assets			14		
	15 Other assets. See Part IV, line 11			0.	15	3,137,047.
16 Total assets. Add lines 1 through 15 (must equal line 34)			0.	16	29,546,705.	
Liabilities	17 Accounts payable and accrued expenses			17	224,715.	
	18 Grants payable			18		
	19 Deferred revenue			19		
	20 Tax-exempt bond liabilities			20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D			21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22		
	23 Secured mortgages and notes payable to unrelated third parties			23		
	24 Unsecured notes and loans payable to unrelated third parties			24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			0.	25	
	26 Total liabilities. Add lines 17 through 25			0.	26	224,715.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27 Unrestricted net assets			27	350,739.	
	28 Temporarily restricted net assets			28	11,789,223.	
	29 Permanently restricted net assets			29	17,182,028.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.					
	30 Capital stock or trust principal, or current funds			30		
	31 Paid-in or capital surplus, or land, building, or equipment fund			31		
	32 Retained earnings, endowment, accumulated income, or other funds			32		
	33 Total net assets or fund balances			0.	33	29,321,990.
34 Total liabilities and net assets/fund balances			0.	34	29,546,705.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,333,686.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,954,407.
3	Revenue less expenses. Subtract line 2 from line 1	3	379,279.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	28,942,711.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	29,321,990.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization CSUSB PHILANTHROPIC FOUNDATION	Employer identification number 45-2255077
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")					3525250.	3525250.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3					3525250.	3525250.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						251,490.
6 Public support. Subtract line 5 from line 4.						3273760.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4					3525250.	3525250.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					606,828.	606,828.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)					64,440.	64,440.
11 Total support. Add lines 7 through 10						4196518.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	78.01	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15		%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

PART II, LINE 10 - OTHER INCOME:

NATURE AND SOURCE 2011

MISCELLANEOUS 64,440

TOTAL \$64,440

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

CSUSB PHILANTHROPIC FOUNDATION

45-2255077

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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 CSUSB PHILANTHROPIC FOUNDATION	Employer identification number 45-2255077
---	---

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	BOEING COMPANY 100 N. RIVERSIDE PLAZA CHICAGO, IL 60606	\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CALIFORNIA WELLNESS FOUNDATION 6320 CANOGA AVE., STE. 1700 WOODLAND HILLS, CA 91367	\$ 150,116.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	DR. ALBERT K. KARNIG 3284 PARKSIDE DR. SAN BERNARDINO, CA 92404	\$ 102,795.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	DESERT HEALTHCARE DISTRICT 1140 NORTH INDIAN CANYON DR. PALM SPRINGS, CA 92262	\$ 104,955.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	KAISER PERMANENTE 393 E. WALNUT ST. PASADENA, CA 91188-0001	\$ 110,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	TENET HEALTHCARE CORP. 1445 ROSS AVE., NO. 1400 DALLAS, TX 75202	\$ 224,299.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization CSUSB PHILANTHROPIC FOUNDATION	Employer identification number 45-2255077
---	---

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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization CSUSB PHILANTHROPIC FOUNDATION	Employer identification number 45-2255077
--	--

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	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

CSUSB PHILANTHROPIC FOUNDATION

Employer identification number

45-2255077

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	0.				
b Contributions	20,535,257.				
c Net investment earnings, gains, and losses	-685,376.				
d Grants or scholarships	595,857.				
e Other expenditures for facilities and programs					
f Administrative expenses	83,201.				
g End of year balance	19,170,823.				

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 89.63 %
- c Temporarily restricted endowment 10.37 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		65,743.	9,573.	56,170.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				56,170.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) ART COLLECTION	3,137,047.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	3,137,047.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,333,686.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,954,407.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	379,279.
4	Net unrealized gains (losses) on investments	4	-422,454.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	29,365,165.
9	Total adjustments (net). Add lines 4 through 8	9	28,942,711.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	29,321,990.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	32,276,397.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-422,454.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	29,365,165.
e	Add lines 2a through 2d	2e	28,942,711.
3	Subtract line 2e from line 1	3	3,333,686.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,333,686.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	2,954,407.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	2,954,407.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	2,954,407.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART III, LINE 4: THE FOUNDATION'S ART COLLECTION AIDS IN THE EDUCATIONAL MISSION OF THE CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO. IT IS USED AS A STUDY AID FOR ART STUDENTS AS WELL AS AN EDUCATIONAL OPPORTUNITY FOR LOCAL ELEMENTARY AND HIGH SCHOOL STUDENTS AND THE COMMUNITY.

PART V, LINE 4: ENDOWMENT FUNDS ARE USED PRIMARILY FOR DESIGNATED SCHOLARSHIPS. THERE ARE SOME FUNDS THAT ARE DESIGNATED TO SUPPORT PROGRAM

Part XIV Supplemental Information (continued)

FUNCTIONS.

PART X, LINE 2: THE ORGANIZATION HAS EVALUATED ITS TAX POSITIONS AND THE CERTAINTY AS TO WHETHER THOSE TAX POSITIONS WILL BE SUSTAINED IN THE EVENT OF AN AUDIT BY TAXING AUTHORITIES AT THE FEDERAL AND STATE LEVELS. THE PRIMARY TAX POSITIONS EVALUATED ARE RELATED TO THE FOUNDATION'S QUALIFICATION AS A TAX-EXEMPT ORGANIZATION AND WHETHER THERE IS UNRELATED BUSINESS INCOME ACTIVITIES CONDUCTED THAT WOULD BE TAXABLE. MANAGEMENT HAS DETERMINED THAT ALL INCOME TAX POSITIONS ARE MORE LIKELY THAN NOT (>50%) OF BEING SUSTAINED UPON POTENTIAL AUDIT OR EXAMINATION; THEREFORE, NO DISCLOSURES OF UNCERTAIN TAX POSITIONS ARE REQUIRED.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

NET ASSETS TRANSFERRED FROM UNIVERSITY ENTERPRISES CORPORATION AT CSUSB 29,365,165.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

NET ASSETS TRANSFERRED FROM UNIVERSITY ENTERPRISES CORPORATION AT CSUSB 29,365,165.

ON JULY 1, 2011, ALL ENDOWMENT AND GIFT ASSETS WERE TRANSFERRED FROM THE UNIVERSITY ENTERPRISES CORPORATION AT CSUSB (THE TRANSFEROR) TO THE ORGANIZATION, WITH THE EXCEPTION OF CHARITABLE REMAINDER TRUSTS SET UP WITH THE TRANSFEROR ACTING AS TRUSTEE.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

CSUSB PHILANTHROPIC FOUNDATION

Employer identification number

45-2255077

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	X								
	4b	X								
	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	X								
	5b	X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	X								
	6b	X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ALBERT KARNIG	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	289,143.	0.	65,048.	52,192.	15,009.	421,392.	0.
2 ROBERT GARDNER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	197,952.	0.	430.	35,094.	19,139.	252,615.	0.
3 LARRY SHARP	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	190,858.	0.	762.	36,404.	25,192.	253,216.	0.
4 ANDREW BODMAN	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	207,554.	0.	396.	37,794.	16,242.	261,986.	0.
5 LORRAINE FROST	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	157,376.	290.	138.	28,382.	14,344.	200,530.	0.
6 FRANK RINCON	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	149,438.	0.	762.	27,335.	16,242.	193,777.	0.
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

Name of the organization **CSUSB PHILANTHROPIC FOUNDATION** Employer identification number **45-2255077**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	<input checked="" type="checkbox"/>	85	0.	
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **7**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		<input checked="" type="checkbox"/>
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	<input checked="" type="checkbox"/>	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	<input checked="" type="checkbox"/>	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2011)

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B): THE ORGANIZATION PROCESSED SEVEN IN-KIND GIFTS WITH A DETERMINED VALUE OF \$5,001 OR GREATER DURING THE CURRENT YEAR.

SCHEDULE M, LINE 32B: DURING THE CURRENT YEAR, THE ORGANIZATION USED THE SERVICES OF A THIRD PARTY, ACTIVE NETWORK, INC., TO COLLECT REGISTRATIONS FOR ATHLETIC EVENTS WHICH HAD A GIFT COMPONENT IN THE REGISTRATION.

SCHEDULE M, LINE 33: THE FOUNDATION IS ELECTING, AS ALLOWED UNDER SFAS 116, TO REPORT ON FORM 990, PART X, LINE 15 WORKS OF ART, HISTORICAL TREASURES, AND OTHER SIMILAR ASSETS HELD FOR PUBLIC EXHIBITION, EDUCATION, AND RESEARCH IN FURTHERANCE OF ITS DEFINED MISSION.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

CSUSB PHILANTHROPIC FOUNDATION

Employer identification number

45-2255077

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PROGRAMS AT CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO.

FORM 990, PART VI, SECTION A, LINE 2: CHARLES AND SHELBY OBERSHAW ARE
HUSBAND AND WIFE.

FORM 990, PART VI, SECTION B, LINE 11: A COPY OF FORM 990 IS PROVIDED TO
AND REVIEWED BY MANAGEMENT AND THE BOARD OF DIRECTORS BEFORE IT IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: EACH MEMBER OF THE BOARD SHALL
RECEIVE ANNUALLY A COPY OF THE APPLICABLE SECTIONS OF THE CALIFORNIA
EDUCATION CODE WITH INTERPRETATION OF THE LAW BY THE FOUNDATION'S COUNSEL
AND WILL CERTIFY, BY SIGNATURE, HIS OR HER COMPLIANCE.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS
GOVERNING DOCUMENTS, POLICIES AND FINANCIAL STATEMENTS AVAILABLE TO THE
PUBLIC THROUGH ITS WEBSITE AND ALSO UPON REQUEST OF THE PUBLIC AT THE
ORGANIZATION'S ADMINISTRATIVE OFFICE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: -422,454.

NET ASSETS TRANSFERRED FROM UNIVERSITY ENTERPRISES

CORPORATION AT CSUSB 29,365,165.

TOTAL TO FORM 990, PART XI, LINE 5 28,942,711.

FORM 990, PART XI, LINE 2C:

Name of the organization
CSUSB PHILANTHROPIC FOUNDATION

Employer identification number
45-2255077

THE CSUSB PHILANTHROPIC FOUNDATION AUDIT COMMITTEE WAS ESTABLISHED IN COMPLIANCE WITH THE NONPROFIT INTEGRITY ACT ("ACT"). THE COMMITTEE IS RESPONSIBLE FOR ASSURING COMPLIANCE WITH THE ACT REGARDING MATTERS CONCERNING FINANCIAL STATEMENT AUDITS, INCLUDING BUT NOT LIMITED TO, RECOMMENDING TO THE BOARD OF DIRECTORS THE RETENTION AND TERMINATION OF INDEPENDENT AUDITORS AND REVIEWING AND DETERMINING WHETHER TO ACCEPT THE AUDIT.

Multiple horizontal lines for additional text entry.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **CSUSB PHILANTHROPIC FOUNDATION** Employer identification number **45-2255077**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO - 33-0644150, 5500 UNIVERSITY PARKWAY, SAN BERNARDINO, CA 92407	PUBLIC UNIVERSITY - STATE OF CALIFORNIA	CALIFORNIA	115 (1)	STATE INSTITUTION			X
UNIVERSITY ENTERPRISES CORPORATION AT CSUSB - 95-6067343, 5500 UNIVERSITY PARKWAY, SAN BERNARDINO, CA 92407	EDUCATION, ADMINISTRATION, AND RELATED SERVICES	CALIFORNIA	501 (C)	LINE 1			X

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses	X	
p Reimbursement paid by related organization(s) for expenses	X	
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO	O	669,643.FMV	
(2) CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO	P	479,217.FMV	
(3) UNIVERSITY ENTERPRISES CORPORATION AT CSUSB	R	29,365,165.FMV	
(4)			
(5)			
(6)			

**IRS e-file Signature Authorization
for an Exempt Organization**

For calendar year 2011, or fiscal year beginning JUL 1, 2011, and ending JUN 30, 2012

2011

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**
▶ **See instructions.**

Name of exempt organization

Employer identification number

CSUSB PHILANTHROPIC FOUNDATION

45-2255077

Name and title of officer

**ROBERT GARDNER
TREASURER**

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a, or 5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, or 5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b <u>3333686</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize ROGERS, ANDERSON, MALODY & SCOTT, LLP to enter my PIN 26100
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

33117916500
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

2011

California Exempt Organization Annual Information Return

199

Calendar Year 2011 or fiscal year beginning month **JULY** day **1** year **2011**, and ending month **JUNE** day **30** year **2012**.

Corporation/Organization name CSUSB PHILANTHROPIC FOUNDATION			California corporation number 3360972
Address (suite, room, or PMB no.) 5500 UNIVERSITY PARKWAY			FEIN 45-2255077
City SAN BERNARDINO	State CA	ZIP Code 92407	

<p>A First Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>B Amended Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C IRC Section 4947(a)(1) trust <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>D Final Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>• <input type="checkbox"/> Dissolved • <input type="checkbox"/> Surrendered (Withdrawn)</p> <p>• <input type="checkbox"/> Merged/Reorganized Enter date: _____</p> <p>E Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other</p> <p>F Federal return filed? (1) • <input type="checkbox"/> 990T (2) • <input type="checkbox"/> 990(PF) (3) • <input type="checkbox"/> Sch H (990)</p> <p>G Is this a group filing for the subordinates/affiliates? ... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach a roster. See instructions</p> <p>H Is this organization in a group exemption? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," what is the parent's name? _____</p> <p>I Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," explain, and attach copies of revised documents.</p>	<p>J If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign, or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," complete and attach form FTB 3509.</p> <p>K Is the organization exempt under R&TC Section 23701g? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter the gross receipts from nonmember sources \$ _____</p> <p>L If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. No filing fee is required. <input type="checkbox"/></p> <p>M Is the organization a Limited Liability Company? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N Did the organization file Form 100 or Form 109 to report taxable income? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>O Is the organization under audit by the IRS or has the IRS audited in a prior year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
--	--

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1 Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	20,265,119.00
	2 Gross dues and assessments from members and affiliates	2	00
	3 Gross contributions, gifts, grants, and similar amounts received STMT 1	3	3,525,250.00
	4 Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$25,000, see General Instruction B	4	23,790,369.00
	5 Cost of goods sold	5	00
	6 Cost or other basis, and sales expenses of assets sold	6	20,456,683.00
	7 Total costs. Add line 5 and line 6	7	20,456,683.00
	8 Total gross income. Subtract line 7 from line 4	8	3,333,686.00
Expenses	9 Total expenses and disbursements. From Side 2, Part II, line 18	9	2,954,407.00
	10 Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	379,279.00
Filing Fee	11 Filing fee \$10 or \$25. See General Instruction F	11	10.00
	12 Total payments	12	00
	13 Penalties and Interest. See General Instruction J	13	00
	14 Use tax. See General Instruction K	14	00
	15 Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result	15	10.00

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

<p>Sign Here</p> <p>Signature of officer _____</p>	<p>Title TREASURER</p>	<p>Date</p>	<p>• Telephone</p>
<p>Paid Preparer's Use Only</p> <p>Preparer's signature _____</p> <p>Firm's name (or yours, if self-employed) and address ROGERS, ANDERSON, MALODY & SCOTT, LLP 735 E. CARNEGIE DRIVE, SUITE 100 SAN BERNARDINO, CA 92408</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>• PTIN P00165007</p> <p>• FEIN 95-2662063</p> <p>• Telephone (909) 889-0871</p>
<p>May the FTB discuss this return with the preparer shown above? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>			

Part II Organizations with gross receipts of more than \$25,000 and private foundations regardless of amount of gross receipts - complete
 Part II or furnish substitute information. See Specific Line Instructions.

128951 12-08-11

Receipts from Other Sources Expenses and Disbursements	1	Gross sales or receipts from all business activities. See instructions	•	1	00
	2	Interest	•	2	6,344.00
	3	Dividends	•	3	600,484.00
	4	Gross rents	•	4	00
	5	Gross royalties	•	5	00
	6	Gross amount received from sale of assets (See Instructions)	•	6	19,593,851.00
	7	Other income	•	7	64,440.00
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1		8	20,265,119.00
	9	Contributions, gifts, grants, and similar amounts paid	•	9	00
	10	Disbursements to or for members	•	10	00
	11	Compensation of officers, directors, and trustees	•	11	00
	12	Other salaries and wages	•	12	00
	13	Interest	•	13	00
	14	Taxes	•	14	00
	15	Rents	•	15	00
	16	Depreciation and depletion (See instructions)	•	16	9,573.00
	17	Other Expenses and Disbursements	•	17	2,944,834.00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9		18	2,954,407.00

Schedule L Balance Sheets

Beginning of taxable year

End of taxable year

Assets	(a)	(b)	(c)	(d)
1 Cash				• 5,977,190.
2 Net accounts receivable				• 251,835.
3 Net notes receivable				•
4 Inventories				•
5 Federal and state government obligations				•
6 Investments in other bonds				•
7 Investments in stock STMT 6				• 19,170,823.
8 Mortgage loans				•
9 Other investments				•
10 a Depreciable assets			65,743.	
b Less accumulated depreciation	()		(9,573.)	56,170.
11 Land				•
12 Other assets STMT 7				• 4,090,687.
13 Total assets		0.		29,546,705.
Liabilities and net worth				
14 Accounts payable				• 224,715.
15 Contributions, gifts, or grants payable				•
16 Bonds and notes payable				•
17 Mortgages payable				•
18 Other liabilities				•
19 Capital stock or principle fund				•
20 Paid-in or capital surplus. Attach reconciliation				•
21 Retained earnings or income fund				• 29,321,990.
22 Total liabilities and net worth		0.		29,546,705.

Schedule M-1 Reconciliation of income per books with income per return

Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$25,000

1 Net income per books	• 29,321,990.	7 Income recorded on books this year not included in this return STMT 9	• 29,365,165.
2 Federal income tax	•	8 Deductions in this return not charged against book income this year	•
3 Excess of capital losses over capital gains	•	9 Total. Add line 7 and line 8	29,365,165.
4 Income not recorded on books this year	•	10 Net income per return.	
5 Expenses recorded on books this year not deducted in this return STMT 8	• 422,454.	Subtract line 9 from line 6	379,279.
6 Total. Add line 1 through line 5	29,744,444.		

CASH CONTRIBUTIONS OF \$5,000 OR MORE
INCLUDED ON PART I, LINE 3

FORM 199

STATEMENT 1

<u>CONTRIBUTOR'S NAME</u>	<u>AMOUNT</u>
Arrowhead Foundation	19,396.34
Baker's Burgers, Inc.	7,260.00
Banamex USA	5,000.00
Ms. Betty Barker	14,740.00
Mrs. Glenda Bayless	5,797.00
BNSF Foundation	7,500.00
Boeing Company	80,000.00
Mr. Jack H. Brown	56,400.00
Mr. Jeffrey S. Burum	5,000.00
Mr. Edward C. Bustamante	5,000.00
By the Book	12,600.00
California Mortgage Bankers Assoc.	5,000.00
California Portland Cement	40,496.00
California Teacher's Association	5,000.00
California Wellness Foundation	150,116.00
Cardenas Markets	14,760.00
Catholic Charities	17,220.00
Citigroup Foundation	25,000.00
Citizens Business Bank	7,685.00
The Community Foundation	65,800.50
Mr. Nicholas J. Coussoulis	27,900.00
D.R. Horton Inc. America's Builder	5,685.00
Desert Oasis Healthcare	7,625.00
Mr. Alan G. Dyer	7,350.00
E & J Gallo Winery	10,000.00
East Valley Water District	15,000.00
Eisenhower Medical Center	10,000.00
Esperanza Scholarship Foundation	9,933.00
Evelyn "Pinky" Brier Estate	5,000.00
Eventbrite	6,654.85
Dr. Louis A. Fernandez	5,715.00
Mrs. Lorraine M. Frost	5,333.09
Ms. Susan A. Fullerton	25,000.00
Mr. Tom Fullerton	25,000.00
Mr. Frederick Garcia	23,000.00
Gresham, Savage, Nolan & Tilden, LLP	5,925.00
Ms. Betty Lou Gross	10,000.00
H.N. & Frances C. Berger Foundation	31,900.00
Inland Empire United Way	10,000.00
James Previti Family Foundation	7,500.00
Jim and Judy Watson Foundation	24,000.00
Kaiser Permanente	110,000.00
Dr. Albert K. Karnig	102,795.00
Dr. Michael R. Lewin	6,200.00
Lipp Family Foundation	10,500.00
Mr. Norman Lofthus	10,500.00
Mr. John Marconi	5,000.00
Mr. Noel Massie	5,000.00

CASH CONTRIBUTIONS OF \$5,000 OR MORE
INCLUDED ON PART I, LINE 3

FORM 199

STATEMENT 1

<u>CONTRIBUTOR'S NAME</u>	<u>AMOUNT</u>
Ms. Alaina Mathews	5,000.00
Mrs. Evelyn Matich	29,800.00
Dr. David F. Maynard	9,210.04
Dr. Connie McReynolds	10,000.00
Mr. Harris Meyers	5,076.40
Molina Healthcare of California	22,228.20
Neoteric Entertainment, Inc.	10,000.00
Mrs. Joan H. Nordman	9,680.94
OppenheimerFunds Legacy Program	10,000.00
Palm Desert Woman's Club	6,500.00
Mr. Neale A. Perkins	35,248.47
Ms. Madelaine Pfau	9,210.00
The Honorable Jean Pfeiffer Leonard	1,550.00
Prime Healthcare Services, Inc.	9,400.00
Ms. Johnnie Ann Ralph	5,299.00
Razi Family Foundation	5,000.00
Regional Access Project Foundation	50,000.00
S.D. Bechtel, Jr. Foundation	67,000.00
San Manuel Band of Mission Indians	29,400.00
Sanford C. Bernstein & Co., LLC	25,000.00
Schools First Federal Credit Union	24,540.00
The Schwab Fund for Charitable Giving	10,000.00
Security Bank of California	15,705.00
Sempra Energy	15,000.00
Mr. Larry R. Sharp	7,450.00
Mrs. Barbara A. Simmons	9,760.00
Dr. Ernest H. Siva	5,760.00
Southern California Edison	37,500.00
Southern California Gas Company	18,820.00
Stater Bros. Foundation	9,400.00
Mr. Michael Swank	18,800.00
Ms. Laurena A. Tamayo	5,000.00
Target	6,000.00
Tenet Healthcare Corp.	224,299.00
Transtech Engineers, Inc.	5,000.00
U.S. Bank	5,000.00
Union Bank of California Foundation	5,000.00
Union Bank of California	10,000.00
University Park, LLC	22,650.00
Varner & Brandt, LLP	12,980.00
Mr. Bruce D. Varner	6,000.00
Watson & Associates	25,000.00
Wells Fargo Bank	10,000.00
Zapletal Family Trust	60,288.00

FORM 199	GROSS AMOUNT FROM SALE OF ASSETS	STATEMENT	2
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DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED
PUBLICLY TRADED INVESTMENTS	VARIOUS	VARIOUS	PURCHASED
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE
	20,456,683.	0.	0.
			GROSS SALES PRICE
			19,593,851.
<hr/>			
TOTAL TO FORM 199, PAGE 2, LN 6	20,456,683.	0.	0.
	<u>20,456,683.</u>	<u>0.</u>	<u>0.</u>

FORM 199	OTHER INCOME	STATEMENT	3
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DESCRIPTION	AMOUNT
MISCELLANEOUS INCOME	64,440.
TOTAL TO FORM 199, PART II, LINE 7	64,440.
	<u>64,440.</u>

FORM 199 COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES STATEMENT 4

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HRS WORKED/WK</u>	<u>COMPENSATION</u>
ALBERT KARNIG 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	PRESIDENT 1.00	0.
NEALE PERKINS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	CHAIR 1.00	0.
EDWARD TEYBER 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	VICE CHAIR 1.00	0.
ROBERT GARDNER 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	SECRETARY/TREASURER 1.00	0.
LARRY SHARP 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	EXECUTIVE DIRECTOR 1.00	0.
SUSAN ADDINGTON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
ANDREW BODMAN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
DOROTHY CHEN-MAYNARD 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
LORRAINE FROST 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
AARON JIMENEZ 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
FRANK RINCON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.

LOUIE RODRIGUEZ 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
AMRO ALBANNA 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
MARIE ALONZO 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
WILLIAM ANTHONY 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
DONALD AVERILL 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
RICHARD BARKER 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
GLENDA BAYLESS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
VIRGINIA BLUMENTHAL 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
RUSSELL BOGH 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
MICHAEL BRACKEN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JACK BROWN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
BOB BURLINGAME 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
ARTHUR BUTLER 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.

TONI CALLICOTT 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
LOIS CARSON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
ALI CAYIR 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
STEVE CHIANG 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
GREG CHRISTIAN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
HENRY COIL 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
BENJAMIN COOK 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
NICHOLAS COUSSOULIS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JIM CUEVAS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
SUNDIP DOSHI 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
WILLIAM EASLEY 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
MARK EDWARDS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JAMES EGAN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.

JAMES ERICKSON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
GERALD FAWCETT 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JAMES FERGUSON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
HOWARD FRIEDMAN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
MICHAEL GALLO 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
GRACIANO GOMEZ 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
APPANNAGARI GNANADEV 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
PAUL GRANILLO 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
FRED HAMILTON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
W. BENSON HARER, JR. 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
GARNER HOLT 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JIM IMBIORSKI 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
COLE JACKSON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.

MARK KAENAL 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
ROBERT KAIN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
AARON KNOX 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
WILFRID LEMANN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
DOBBIN LO 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
PAUL MATA 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
BARBARA MCGEE 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
CHARLES MCNEELY 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
MICHAEL MILLER 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
LOUIS MONVILLE, III 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
YOLANDA MOSES 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
MICHAEL NAPOLI, JR. 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JOHN NOLAN 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.

CHARLES OBERSHAW 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
SHELBY OBERSHAW 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
RICHARD OLIPHANT 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
PATRICK O'REILLY 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
MICHAEL PAGE 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
MADELAINE PFAU 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
STEVE PONTELL 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
THE HONORABLE RAY R. QUINTO 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JAMES RAMOS, JR. 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
ALI RAZI 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
D. BRIAN REIDER 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
GEORGE REYES 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
DONOVAN RINKER-MORRIS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.

CARLOS RODRIGUEZ 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
DONALD ROGERS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
CINDY ROTH 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
ALI SAHABI 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
PHILLIP SAVAGE, IV 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
GEORGE SCHNARRE 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
PAUL SHIMOFF 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JEFFREY SHOCKEY 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
BARBARA SIMMONS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
ERNEST SIVA 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
JEAN STEPHENS 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
WILLIAM STEVENSON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
BRUCE VARNER 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.

JAMES WATSON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
ELLEN WEISSER 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
D. LINN WILEY 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
CARL DAMERON 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407	DIRECTOR 1.00	0.
TOTAL TO FORM 199, PART II, LINE 11		<u>0.</u>

FORM 199	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	AMOUNT
SCHOLARSHIPS	1,593,010.
ACCOUNTING FEES	90,809.
INVESTMENT MANAGEMENT FEES	83,201.
OTHER PROFESSIONAL FEES	339,692.
OFFICE EXPENSES	659,051.
TRAVEL	53,446.
CONFERENCES AND CONVENTIONS	112,965.
INSURANCE	12,660.
TOTAL TO FORM 199, PART II, LINE 17	<u>2,944,834.</u>

FORM 199	INVESTMENTS IN STOCK	STATEMENT	6
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
PUBLICLY TRADED SECURITIES	0.	19,170,823.
TOTAL TO FORM 199, SCHEDULE L, LINE 7	<u>0.</u>	<u>19,170,823.</u>

FORM 199	OTHER ASSETS	STATEMENT	7
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
PLEDGES AND GRANTS RECEIVABLE	0.	953,640.	
ART COLLECTION	0.	3,137,047.	
TOTAL TO FORM 199, SCHEDULE L, LINE 12	0.	4,090,687.	

FORM 199	EXPENSES RECORDED ON BOOKS THIS YEAR NOT DEDUCTED IN THIS RETURN	STATEMENT	8
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON INVESTMENTS		422,454.	
TOTAL TO FORM 199, SCHEDULE M-1, LINE 5		422,454.	

FORM 199	INCOME RECORDED ON BOOKS THIS YEAR NOT INCLUDED IN THIS RETURN	STATEMENT	9
DESCRIPTION		AMOUNT	
NET ASSETS TRANSFERRED FROM UNIVERSITY ENTERPRISES CORPORATION AT CSUSB		29,365,165.	
TOTAL TO FORM 199, SCHEDULE M-1, LINE 7		29,365,165.	

FORM 199	FUND BALANCES	STATEMENT	10
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
UNRESTRICTED ASSETS	0.	350,739.	
TEMPORARILY RESTRICTED ASSETS	0.	11,789,223.	
PERMANENTLY RESTRICTED ASSETS	0.	17,182,028.	
TOTAL TO FORM 199, SCHEDULE L, LINE 21	0.	29,321,990.	

MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

**ANNUAL
 REGISTRATION RENEWAL FEE REPORT
 TO ATTORNEY GENERAL OF CALIFORNIA**

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

WEB SITE ADDRESS:
<http://ag.ca.gov/charities/>

State Charity Registration Number: CT <u>0178746</u> CSUSB PHILANTHROPIC FOUNDATION <small>Name of Organization</small> <u>5500 UNIVERSITY PARKWAY</u> <small>Address (Number and Street)</small> <u>SAN BERNARDINO, CA 92407</u> <small>City or Town, State and ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>3360972</u> Federal Employer I.D. No. <u>45-2255077</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A - ACTIVITIES

For your most recent full accounting period (beginning 07/01/2011 ending 06/30/2012) list:
 Gross annual revenue \$ 3,333,686 Total assets \$ 29,546,705.

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest? SEE STATEMENT 11	X	
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.	X	
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred.		X
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	X	

Organization's area code and telephone number 909-537-5918

Organization's e-mail address LIANNOLO@CSUSB.EDU

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

ROBERT GARDNER	TREASURER
<small>Signature of authorized officer</small>	<small>Printed Name</small>
	<small>Title</small>
	<small>Date</small>

Government Agency Donors
7.1.11 to 6.30.12

Agua Caliente Band of Cahujilla Indians	Mr. Richard M. Milanovich	Chairman, Tribal Council	5401 Dinah Shore Dr.Palm Springs, CA 92264-5970	(760) 325-3400 (909) 881-6760
Child Advocates of San Bernardino County	None		P.O. Box 519Rialto, CA 92377	
City of Indio	The Honorable Glenn Miller	Mayor	100 Civic Center Dr.Indio, CA 92201	
City of Palm Desert	Mr. John Wohlmuth	City Manager	73-510 Fred Waring Dr.Palm Desert, CA 92260-2578	(760) 346-0611
City of Palm Springs	Mr. Troy L. Butzlaff	Assistant City Manager	3200 E. Tahquitz Canyon WayPalm Springs, CA 92263	(760) 323-8239 (951) 826-5312
City of Riverside	The Honorable Ronald O. Loveridge	Mayor	3900 N. Main St.Riverside, CA 92522	
City of San Bernardino	Mr. Gary VanOsdel	Executive Director	300 N. D St.San Bernardino, CA 92401	
City of San Bernardino Water Dept.	Mr. Russell Smith	Mayor	300 N. D St.P.O. Box 710San Bernardino, CA 92402	(909) 384-7210
City of Upland	The Honorable John Pomierski	Principal	P.O. Box 460Upland, CA 91786	(909) 931-4100 (909) 307-5400 (909) 876-4227
Clement Middle School	Ms. Marilyn Kemple		Redlands Unified School Dist.501 E. Pennsylvania Ave.Redlands, CA 92374	
Colton Joint Unified School District	None		District Office1212 Valencia Dr.Colton, CA 92324-1798	
Consulado De Mexico	Ms. Carolina Zaragoza Flores		293 N. D St.San Bernardino, CA 92401	
County of Riverside	The Honorable Roy Wilson	Fourth District Supervisor	73-710 Fred Waring Dr., Ste. 222Palm Desert, CA 92260-2574	(760) 863-8211
County of San Bernardino	Mr. Larry Walker	Auditor/Controller	222 W. Hospitality Ln., 4th FloorSan Bernardino, CA 92415	(909) 386-8809
County of San Bernardino	Mr. Mark Uffer	County Administration Officer	385 N. Arrowhead Ave., Fifth FloorSan Bernardino, CA 92415-0110	(909) 387-4811
County of San Bernardino EDA	Mr. Tim Shears		215 N. D St.San Bernardino, CA 92415	(909) 387-9856 (818) 677-4657
CSU Northridge	Ms. Zhxin Justine Su	International Programs Director	18111 Nordhoff St.Northridge, CA 91330-8265	
CSUSB-PDC Coyote Bookstore	Ms. Sarah Weber	Superintendent	37-500 Cook St.Palm Desert, CA 92211	
Cucamonga School District	Dr. Michael Ramos		8776 Archibald Ave.Rancho Cucamonga, CA 91730-4698	(909) 987-8942 (909) 987-2591
Cucamonga Valley Water District	Mr. Robert DeLoach		P.O. Box 638Rancho Cucamonga, CA 91729-0638	
Desert Healthcare District	Mr. Lenny Pepper	CEO	1140 North Indian Canyon Dr.Palm Springs, CA 92262	
Desert Sands Unified School District	Ms. Sharon McGehee, Ph.D	Superintendent	47-950 Dune Palms Rd.La Quinta, CA 92253	(760) 777-4200
East Valley Water District	Mr. Bob Martin	General Manager	3654 Highland Ave., No. 18Highland, CA 92346	(909) 885-4900 (909) 983-1600
Inland Empire Utilities Agency	Mr. Thomas Love	General Manager	P.O. Box 9020Chino Hills, CA 91709-0902	(951) 352-8218
Jefferson Elementary School	Cara Keisling		4285 Jefferson St.Riverside, CA 92504	
Morongo Band of Mission Indians	Mr. Robert Martin	Chairman	12700 Pumarra Rd.Banning, CA 92220	(951) 849-4697
Osher Lifelong Learning Institute	None		37-500 Cook St.Palm Desert, CA 92201	
Riverside County	Mr. Anthony Bellanca, Jr	Auditor/Controller	Auditor/Controller's Office4080 Lemon St.Riverside, CA 92501	(951) 955-6200
Riverside County	Ms. Sarah Mundy		3403 10th St., No. 500Riverside, CA 92501	
Riverside County Treasurer	None	Director of Management Service	46-350 Arabia St.Indio, CA 92201	
San Bernardino Associated Governments	Ms. Deborah Robinson-Barmack	Interim Superintendent	1170 W. Third St., 2nd FloorSan Bernardino, CA 92410-1715	(909) 884-8276 (909) 381-1100
San Bernardino City Unified School Dist.	Ms. Yolanda Ortega		777 N. F St.San Bernardino, CA 92410	
San Bernardino Community College	None	Auditor/Controller	222 W. Hospitality Ln., 4th FloorSan Bernardino, CA 92415-0018	(909) 386-8813
San Bernardino County (A/ C/R)	Mr. Larry Walker	President	655 E. 3rd St.San Bernardino, CA 92415	
San Bernardino Sheriff Historical	Mr. Thad Riley	President	701 S. Mt. Vernon Ave.San Bernardino, CA 92410	(909) 888-6511
San Bernardino Valley College	Dr. Debra Daniels	President, Board of Directors	380 E. Vanderbilt WaySan Bernardino, CA 92408	(909) 387-9200
San Bernardino Vly Mun. Wtr. Dist.	Mr. Patrick Milligan	General Manager	1630 W. Redlands Blvd., Ste. A.Redlands, CA 92373	(909) 793-2503
San Bndo Vly Wtr Conservation	Mr. Daniel Cozad	Tribal Administrator	26569 Community Center Dr.Highland, CA 92346	(909) 864-8933
San Manuel Band of Mission Indians	Ms. Geri Farr	Chairperson	655 E. Third St.San Bernardino, CA 92415	(760) 775-5566
Sheriff's Employee Assistance Team	Sheriff Rod Hoops	General Manager	46-200 Harrison St.Coachella, CA 92236	(909) 875-1804
Twenty-nine Palms Mission Indians	Mr. Dean Mike		P.O. Box 920Rialto, CA 92377	(951) 789-5038
West Valley Water District	Mr. Anthony Araza		14205 Meridian Pkwy.Riverside, CA 92518	
Western Municipal Water District	Mr. John Rossi			

FORM RRF-1

EXPLANATION OF FINANCIAL TRANSACTIONS
PART B, LINE 1

STATEMENT 11

ON JULY 1, 2011, ALL ENDOWMENT AND GIFT ASSETS WERE TRANSFERRED FROM THE UNIVERSITY ENTERPRISES CORPORATION AT CSUSB (THE TRANSFEROR) TO THE ORGANIZATION, WITH THE EXCEPTION OF CHARITABLE REMAINDER TRUSTS SET UP WITH THE TRANSFEROR ACTING AS TRUSTEE.

THE ORGANIZATION CONSIDERS THE ENTIRE \$29,365,165 TRANSFER, DATED JULY 1, 2011, AS A NON-TAXABLE CONTRIBUTION FROM THE TRANSFEROR. SIMILARLY, THE TRANSFEROR, A 501(C)(3) ORGANIZATION, CONSIDERS THE TRANSFER AS A NON-TAXABLE CONTRIBUTION TO THE ORGANIZATION.