

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

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning 8/01, **2010, and ending** 7/31, 2011

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

Herbst Foundation Inc.
30 Van Ness Ave. #3600
San Francisco, CA 94102

A Employer identification number
94-6061680

B Telephone number (see the instructions)
(415) 252-1220

C If exemption application is pending, check here

D 1 Foreign organizations, check here

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

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

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

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

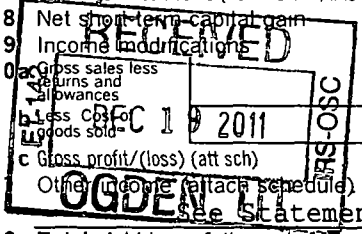
I Fair market value of all assets at end of year (from Part II, column (c), line 16) **>** \$ 61,689,816.
J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	13,230.	13,230.	13,230.	
4	Dividends and interest from securities	1,609,110.	1,609,110.	1,609,110.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	3,622,110.			
b	Gross sales price for all assets on line 6a	16,083,151.			
7	Capital gain net income (from Part IV, line 2)		3,622,110.		
8	Net short-term capital gain			270,628.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Statement 1	698.			
12	Total. Add lines 1 through 11	5,245,148.	5,244,450.	1,892,968.	
13	Compensation of officers, directors, trustees, etc	68,400.	34,200.	34,200.	34,200.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	37,705.	18,852.	18,852.	18,853.
c	Other prof fees (attach sch) See St 3	276,253.	276,253.	276,253.	
17	Interest				
18	Taxes (attach schedule)(see instr) See Stm 4	60,339.	2,669.	2,669.	2,670.
19	Depreciation (attach sch) and depletion	127.	127.	127.	
20	Occupancy	37,224.	22,334.	22,334.	14,890.
21	Travel, conferences, and meetings	2,828.	1,414.	1,414.	1,414.
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 5	21,045.	16,773.	16,773.	4,272.
24	Total operating and administrative expenses. Add lines 13 through 23	503,921.	372,622.	372,622.	76,299.
25	Contributions, gifts, grants paid Part XV	3,192,001.			3,192,001.
26	Total expenses and disbursements. Add lines 24 and 25	3,695,922.	372,622.	372,622.	3,268,300.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,549,226.			
b	Net investment income (if negative, enter -0-)		4,871,828.		
c	Adjusted net income (if negative, enter -0-)			1,520,346.	

SCANNED DEC 21 2011

REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES



914 19

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		7,444,397.	5,854,177.	5,854,177.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts		558,334.		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		6,764.	6,636.	6,636.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)		40,449,558.	44,147,593.	55,826,960.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis	5,116.			
	Less: accumulated depreciation (attach schedule) See Stmt 6	3,073.	2,170.	2,043.	2,043.	
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions Also, see page 1, item I)		48,461,223.	50,010,449.	61,689,816.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		11,442,824.	11,442,824.	
	28	Paid-in or capital surplus, or land, building, and equipment fund		37,018,399.	38,567,625.	
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)		48,461,223.	50,010,449.		
31	Total liabilities and net assets/fund balances (see the instructions)		48,461,223.	50,010,449.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	48,461,223.
2	Enter amount from Part I, line 27a	2	1,549,226.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	50,010,449.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	50,010,449.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See schedule 3	P	Various	Various
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16,083,151.		12,461,041.	3,622,110.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			3,622,110.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	3,622,110.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	[If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	270,628.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	2,355,639.	55,888,016.	0.042149
2008	3,305,535.	51,474,673.	0.064217
2007	3,645,482.	66,861,865.	0.054523
2006	3,606,603.	68,019,218.	0.053023
2005	3,299,193.	63,431,476.	0.052012

2 Total of line 1, column (d)	2	0.265924
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053185
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	60,506,072.
5 Multiply line 4 by line 3	5	3,218,015.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	48,718.
7 Add lines 5 and 6	7	3,266,733.
8 Enter qualifying distributions from Part XII, line 4	8	3,268,300.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	48,718.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	48,718.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	48,718.
6 Credits/Payments		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6 a	88,610.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d.	7	88,610.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	39,892.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 39,892. <input checked="" type="checkbox"/> Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>Shirley J. Costello</u> Telephone no. <u>415 252-1220</u> Located at <u>30 Van Ness Ave., Suite 3600, SF, CA</u> ZIP + 4 <u>94102</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country		Yes	No X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If 'Yes' to 6b, file Form 8870

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

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

	5b	N/A
	6b	X
	7b	N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
see Schedule 7	0	68,400.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

2	

All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶ 0.

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	54,812,805.
b Average of monthly cash balances	1b	6,606,000.
c Fair market value of all other assets (see instructions)	1c	8,679.
d Total (add lines 1a, b, and c)	1d	61,427,484.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	61,427,484.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	921,412.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	60,506,072.
6 Minimum investment return. Enter 5% of line 5	6	3,025,304.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	3,025,304.
2a Tax on investment income for 2010 from Part VI, line 5	2a	48,718.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	48,718.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	2,976,586.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	2,976,586.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,976,586.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	3,268,300.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,268,300.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	48,718.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,219,582.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,976,586.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			121,099.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ \$ <u>3,268,300.</u>				
a Applied to 2009, but not more than line 2a			121,099.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				2,976,586.
e Remaining amount distributed out of corpus	170,615.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	170,615.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions.		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	170,615.			
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	170,615.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

2 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part VII ~~Supplementary Information~~ (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year See Schedule 4	N/A	Public	Various	3,192,001.
Total				▶ 3a 3,192,001.
<i>b</i> Approved for future payment See Schedule 8	N/A	Public	Various	4,699,288.
Total				▶ 3b 4,699,288.

Herbst Foundation Inc.

94-6061680

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 698.		
Total	\$ 698.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
See Schedule 2B	\$ 37,705.	\$ 18,852.	\$ 18,852.	\$ 18,853.
Total	\$ 37,705.	\$ 18,852.	\$ 18,852.	\$ 18,853.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
See Schedule 2C	\$ 276,253.	\$ 276,253.	\$ 276,253.	
Total	\$ 276,253.	\$ 276,253.	\$ 276,253.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
see Schedule 2E	\$ 60,339.	\$ 2,669.	\$ 2,669.	\$ 2,670.
Total	\$ 60,339.	\$ 2,669.	\$ 2,669.	\$ 2,670.

Herbst Foundation Inc.

94-6061680

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
see Schedule 2D				
Total	\$ 21,045.	\$ 16,773.	\$ 16,773.	\$ 4,272.
	<u>\$ 21,045.</u>	<u>\$ 16,773.</u>	<u>\$ 16,773.</u>	<u>\$ 4,272.</u>

Statement 6
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 5,116.	\$ 3,073.	\$ 2,043.	\$ 2,043.
Total	<u>\$ 5,116.</u>	<u>\$ 3,073.</u>	<u>\$ 2,043.</u>	<u>\$ 2,043.</u>

THE HERBST FOUNDATION, INC. 94-6061680 FISCAL YEAR ENDED 7-31-11
 SCHEDULE 1

DEPRECIATION - OFFICE FURNITURE AND EQUIPMENT

<u>ORIGINAL COST</u>	<u>DATE ACQUIRED</u>	<u>BALANCE 7/31/2010</u>	<u>ADD (DELETE)</u>	<u>BALANCE 7/31/2011</u>		
MISCELLANEOUS	4-91	\$0	\$0	\$0		
MISCELLANEOUS	8-95	0	0	\$0		
PHONE SYSTEM	4-98	0	0	0		
XEROX (USED)	4-98	0	0	0		
COMPUTER & ACCESSORIES	5-01	1,238	0	1,238		
PHONE SYSTEM	5-03	1,850		1,850		
COMPUTER - CPU	12-05	1,392		1,392		
4200 PRINTER (UPTIME) USED	11-09	636	0	\$636		
		<u>\$5,116</u>	<u>\$0</u>	<u>\$5,116</u>		
<u>ACCUMULATED DEPRECIATION</u>	<u>ESTIMATED LIFE</u>	<u>BALANCE 7/31/2010</u>	<u>ADD (DELETE)</u>	<u>CURRENT YEAR</u>	<u>BALANCE 7/31/2011</u>	
MISCELLANEOUS	5	\$0	\$0	\$0	\$0	
MISCELLANEOUS	5	0	0	0	0	
PHONE SYSTEM	7	0		0	0	
XEROX (USED)	7	0		0	0	
COMPUTER & ACCESSORIES	5	1,238		0	1,238	
PHONE SYSTEM	7	469		0	469	
COMPUTER -CPU	5	1,112		0	1,112	
4200 PRINTER (UPTIME) USED	5	127		127	254	
		<u>\$2,946</u>	<u>\$0</u>	<u>\$127</u>	<u>\$3,073</u>	

THE HERBST FOUNDATION, INC
FISCAL YEAR ENDED JULY 31, 2011

94-6061680

SCHEDULE 2

	ALLOCATED TO		
	<u>TOTAL</u>	<u>NET INVEST- MENT INCOME</u>	<u>DISBURSEMENTS/ CHARITABLE</u>
<u>SCHEDULE 2A</u>			
LEGAL FEES RELATING TO			
INVESTMENTS	0	0	0
CORPORATE DOCUMENTS-OFFICE RENT	0	0	0
CHARITABLE GRANTS-SYNERGY	0	0	0
	<u>0</u>	<u>0</u>	<u>0</u>
	<u>NONE</u>	<u>0</u>	<u>0</u>

<u>SCHEDULE 2B</u>			
AUDIT FEES	14,430	7,215	7,215
ACCOUNTING FEES	23,275	11,637	11,638
	<u>37,705</u>	<u>18,852</u>	<u>18,853</u>

<u>SCHEDULE 2C</u>			
OTHER PROFESSIONAL FEES			
INVESTMENT COUNSELORS			
FUNDS A, B, G AND H	263,851	263,851	0
BANK CUSTODIAN FEES			
FUNDS A, B, G AND H	12,162	12,162	0
MISC WIRE TRANSFERS, ETC	240	240	0
	<u>276,253</u>	<u>276,253</u>	<u>0</u>

<u>SCHEDULE 2D</u>			
ATTRIBUTABLE TO GROSS REVENUE			
UTILITIES	3,329	2,996	333
OFFICE SUPPLIES, DUES, SUBSCRIPTIONS	8,112	7,301	811
INSURANCE - ADMINISTRATIVE	8,635	6,476	2,159
GRANT ADMINISTRATION EXPENSE			
TEACHING EXCELLENCE AWARD	969	0	969
	<u>21,045</u>	<u>16,773</u>	<u>4,272</u>

ALLOCATION BETWEEN NET INVESTMENT INCOME AND ADMINISTRATION BASED ON TIME SPENT

<u>SCHEDULE 2E</u>			
TAXES			
FEDERAL EXCISE TAX	55,000	0	0
PAYROLL - ADMINISTRATION	5,339	2,669	2,670
CITY & COUNTY PROPERTY	0	0	0
	<u>60,339</u>	<u>2,669</u>	<u>2,670</u>

<u>SCHEDULE 2F</u>			
DEPRECIATION			
OFFICE FURNITURE AND EQUIPMENT	127	127	0
	<u>127</u>	<u>127</u>	<u>0</u>

THE HERBST FOUNDATION, INC.

FISCAL YEAR ENDED JULY 31, 2011

SCHEDULE 3
RECAP

PAGE	SECURITY SUMMARY	BEGINNING OF YEAR	ACQUISITIONS	SALES		END OF YEAR	
				PROCEEDS	NET GAIN/LOSS	COST	MARKET VALUE
1	FUND A - STOCKS	\$11,503,606	\$1,451,974	\$1,292,372	\$739,844	\$12,403,052	\$19,663,641
2-A/2-B	FUND B - STOCKS	16,517,923	9,659,909	11,680,273	2,545,662	\$17,043,221	20,651,847
3-A/3-B	FUND G - STOCKS	1,764,990	3,059,627	3,017,106	305,621	\$2,113,132	2,299,249
4-A/4B	FUND H - STOCKS	0	1,987,566	80,396	30,702	\$1,937,872	1,854,452
5	FUND C - DODGE & COX	8,981,129	0	0	0	\$8,981,129	9,883,219
5	FUND E - MSB REIT V	221,341	0	0	0	\$221,341	121,305
5	FUND F - RREEF AMERICA REIT II	1,460,569	0	13,004	281	\$1,447,846	1,353,247
		<u>\$40,449,558</u>	<u>\$16,159,076</u>	<u>\$16,083,151</u>	<u>\$3,622,110</u>	<u>\$44,147,593</u>	<u>\$55,826,960</u>
					LONG		
					3,351,482		
					SHORT		
					270,628		
					<u>3,622,110</u>		

	BEGINNING OF YEAR			ACQUISITIONS			SALES			ALL LONG TERM			END OF YEAR		
	DATE	ACQUIRED	SHARES	COST	SHARES	COST	DATE SOLD	SHARES	PROCEEDS	NET GAIN/LOSS	SHARES	COST	MARKET VALUE		
ABB LTD	11-10	0	0	0	10,000	235,150					10,000	235,150	239,400		
ABBOTT LABORATORIES	VARIOUS	7,000	378,851	8,000	390,665						15,000	769,516	769,800		
AFLAC INC	VARIOUS	8,000	377,157								8,000	377,157	368,480		
A T & T INC (WAS SBC)	VARIOUS	25,000	258,554								25,000	258,554	731,500		
AUTOMATIC DATA PROCESSING	VARIOUS	14,000	559,606								14,000	559,606	720,860		
BANK NEW YORK MELLON	VARIOUS	0	0	6,000	162,203						6,000	162,203	150,660		
BEMIS CO	VARIOUS	11,000	296,206	2,500	77,420						13,500	373,626	426,600		
CHEVRON CORP	VARIOUS	7,000	62,799								7,000	62,799	728,140		
COCA-COLA CORP	VARIOUS	14,000	98,182				7-11	1,500	104,266	102,048	12,500	95,964	850,125		
DJ PONT DE NEMOURS	VARIOUS	16,000	401,326				VARIOUS	5,000	258,154	131,433	11,000	274,605	565,620		
EXXON CORP	VARIOUS	7,000	124,456								7,000	124,456	558,530		
GENERAL ELECTRIC CO	VARIOUS	31,000	42,885	6,000	98,220						37,000	141,105	662,670		
W W GRAINGER INC	VARIOUS	4,000	167,152								2,500	102,241	370,925		
HEWLETT PACKARD CO	VARIOUS	10,000	191,505	3,000	114,006						13,000	305,511	457,080		
HOME DEPOT INC	VARIOUS	20,000	737,030								20,000	737,030	698,600		
INTEL CORP	VARIOUS	30,000	570,160								30,000	570,160	669,900		
IBM	VARIOUS	4,000	332,835								4,000	332,835	727,400		
JOHNSON & JOHNSON	VARIOUS	15,000	946,457								15,000	946,457	971,850		
LINCOLN NATIONAL CORP	VARIOUS	12,000	412,421				8-10	6,000	128,347	(33,346)	6,000	250,728	159,000		
LUBRIZOL CORP	VARIOUS	9,000	304,375				VARIOUS	4,000	447,694	307,643	5,000	164,324	673,000		
MC DONALDS CORP	VARIOUS	4,500	122,756				11-10	1,000	79,642	51,154	3,500	94,268	302,680		
MICROSOFT	VARIOUS	31,000	833,580								31,000	833,580	849,400		
J P MORGAN & CO	VARIOUS	23,000	658,651								23,000	658,651	930,350		
PITNEY BOWES INC	VARIOUS	23,000	513,999								23,000	513,999	495,650		
PROCTER & GAMBLE	VARIOUS	15,000	277,373								15,000	277,373	922,350		
QUALCOMM INC	VARIOUS	7,000	252,603	1,000	57,727						8,000	310,330	438,240		
SAFEWAY INC	VARIOUS	21,000	489,552								21,000	489,552	423,570		
SCHLUMBERGER	VARIOUS	4,500	280,022	1,000	54,417						5,500	334,439	497,035		
STRYKER CORP	VARIOUS	6,000	234,434	1,400	60,742						7,400	295,176	402,116		
3M CO (WAS MINN MINING)	VARIOUS	10,000	289,719				7-11	1,000	95,072	66,626	9,000	261,273	784,260		
UNION PACIFIC CORP	VARIOUS	5,500	147,606								5,500	147,606	563,640		
VF CORP	VARIOUS	1,000	81,734								3,000	234,797	350,400		
WAL-MART STORES	VARIOUS	11,000	504,343	2,000	153,063						11,000	504,344	579,810		
XCEL ENERGY INC	VARIOUS	24,000	555,277	2,000	48,361						26,000	603,638	624,000		
		430,500	\$11,503,606	42,900	1,451,974		ALL	20,000	1,292,372	739,844	453,400	\$12,403,052	19,663,641		

G/L

LONG TERM	SHORT TERM	TOTAL
739,844	0	\$739,844

G/L

G/L

THE HERBST FOUNDATION, INC.
SCHEDULE OF SECURITIES
OSTERWEIS - FUND B
COMMON STOCKS

NAME	BEGINNING OF YEAR			ACQUISITIONS			SALES			NET			END OF YEAR		MARKET VALUE
	DATE ACQUIRED	SHARES	COST	SHARES	COST	DATE SOLD	SHARES	PROCEEDS	SHARES	COST	GAIN/LOSS	SHARES	COST		
AGILENT TECHNOLOGIES	VARIOUS	22,680	424,290			VARIOUS	13,200	605,559			333,090	9,480	151,821	389,677	
AIR LEASE CORP	VARIOUS	0	0	19,470	523,655	VARIOUS	4,680	131,358			49,795	19,470	523,655	475,652	
AMERICAN WATER WORKS	VARIOUS	21,060	371,658	3,645	81,951	VARIOUS	2,030	245,823			67,490	20,025	372,046	560,700	
APACHE CORP	VARIOUS	4,315	380,403	2,605	260,715	VARIOUS	12,580	445,245			(233,335)	4,890	462,785	604,991	
APOLLO GROUP INC	VARIOUS	9,970	567,735	2,610	110,845	11-10	1,385	52,987			3,920	12,775	458,457	403,051	
AVERY DENNISON	VARIOUS	14,160	507,524	0	455,146	7-11	20,185	438,238			(25,613)	15,465	455,146	453,125	
AVNET INC	VARIOUS	8,535	471,624	685	51,510	VARIOUS	940	46,971			641	9,220	523,134	737,600	
BAYER AG	11-10	0	0	20,185	463,851	VARIOUS	32,320	371,846			108,955	22,580	223,072	278,411	
CA INC	VARIOUS	0	0	16,450	750,541	6-11	13,380	497,488			102,897	19,600	182,020	752,856	
CITIGROUP INC	12-10	0	0	14,645	738,029	VARIOUS	13,970	480,365			356,039	0	0	0	
COMPUTER SCIENCES CORP	VARIOUS	80,420	636,365	13,295	113,539	VARIOUS	38,965	288,265			(132,584)	0	0	630,693	
COMPUWARE CORP	5-21-09	13,380	394,591	0	0	VARIOUS	4,860	382,508			168,132	7,340	349,397	596,302	
COPART INC	7-10	22,580	223,072	485	12,569	1-07	3,315	100,611			40,208	19,385	354,163	506,336	
COSAN LTD	VARIOUS	33,570	306,346	12,445	339,821	VARIOUS	4,115	310,705			91,271	0	0	352,442	
CROWN HOLDINGS	VARIOUS	0	0	38,965	420,849	VARIOUS	1,560	102,968			43,381	10,295	396,418	623,362	
DEAN FOODS	VARIOUS	12,200	563,773	0	0	VARIOUS	6,920	485,255			57,664	0	0	0	
DIAGEO PLC	VARIOUS	22,215	401,997	485	12,569	9-10	13,270	319,180			4,925	24,930	503,621	608,292	
DIGITAL GLOBE INC	12-10	0	0	12,445	339,821	VARIOUS	4,845	264,614			34,595	0	0	447,235	
FIRST REP BK	VARIOUS	4,115	219,434	555	27,166	VARIOUS	3,725	235,484			12,816	10,625	638,621	688,394	
FMC CORP	VARIOUS	11,300	428,839	0	0	VARIOUS	19,220	694,499			(206,905)	0	0	0	
GEN-PROBE INC	VARIOUS	6,920	427,591	21,860	677,132	VARIOUS	5,210	132,852			(6,398)	9,210	355,705	332,020	
GOODRICH CORP	VARIOUS	38,200	817,876	14,715	467,863	7-11	13,290	384,466			143,998	23,260	624,272	637,324	
HEALTHSOUTH	VARIOUS	0	0	1,090	27,940	VARIOUS	12,712	667,544			60,899	0	0	0	
HEWLETT PACKARD	4-10	4,845	230,019	5,375	330,891	VARIOUS	0	0			0	5,375	330,891	328,950	
HONEYWELL	VARIOUS	14,350	861,289	0	0	VARIOUS	28,840	335,716			0	28,840	335,716	325,892	
JOHNSON & JOHNSON	VARIOUS	17,240	829,787	1,980	71,617	VARIOUS	19,220	694,499			(206,905)	0	0	0	
KINDER MORGAN INC	VARIOUS	0	0	9,210	355,705	VARIOUS	5,210	132,852			(6,398)	9,210	355,705	332,020	
KRAFT FOODS	VARIOUS	0	0	28,470	763,522	7-11	13,290	384,466			143,998	23,260	624,272	637,324	
LABORATORY CORP	VARIOUS	4,690	330,008	1,090	27,940	VARIOUS	12,712	667,544			60,899	0	0	0	
MARKS & SPENCER GROUP	VARIOUS	0	0	28,840	335,716	VARIOUS	0	0			0	5,375	330,891	328,950	
MEDTRONIC INC	2-11	0	0	9,210	355,705	VARIOUS	0	0			0	0	0	0	
MEDTRONIC INC	VARIOUS	12,200	212,528	0	0	VARIOUS	12,712	667,544			60,899	0	0	0	
MICROSOFT	VARIOUS	12,712	606,645	0	0	VARIOUS	0	0			0	0	0	0	
NALCO HLDG CO	VARIOUS	0	0	0	0	VARIOUS	0	0			0	0	0	0	
NESTLES A	VARIOUS	0	0	0	0	VARIOUS	0	0			0	0	0	0	
NOVARTIS AG	VARIOUS	0	0	0	0	VARIOUS	0	0			0	0	0	0	

NAME	BEGINNING OF YEAR			ACQUISITIONS			SALES			END OF YEAR			
	DATE ACQUIRED	SHARES	COST	SHARES	COST	DATE SOLD	SHARES	PROCEEDS	NET GAIN/LOSS	SHARES	COST	MARKET VALUE	
OCCIDENTAL PETROLEUM	VARIOUS	4,145	286,152	2,440	189,915					6,585	456,067	646,515	
QUALCOMM INC	7-10	5,545	216,371			2-11	5,545	303,753	87,382	0	0		
QUESTAR CORP	VARIOUS	35,590	525,129							35,590	525,129	655,924	
REGAL ENTMT GROUP	VARIOUS	0	0	33,505	454,020					33,505	454,020	428,529	
REPUBLIC SERVICES	VARIOUS	27,565	602,886			VARIOUS	6,455	195,933	52,085	21,110	459,038	612,823	
SAFWAY INC	VARIOUS	27,550	555,555	5,720	130,243	12-10	10,900	228,499	12,721	22,370	469,020	451,203	
SPIRIT AEROSYSTEMS	VARIOUS	0	0	24,235	580,181					24,235	580,181	496,575	
SYMETRA FINL CORP	VARIOUS	25,500	325,652	11,970	129,871	7-11	5,150	68,660	6,614	32,320	393,477	405,939	
TARGA RES CORP	12-10	0	0	8,020	176,442	VARIOUS	8,020	281,052	104,612	0	2		
TELEFLEX INC	VARIOUS	9,475	484,905			7-11	1,360	81,641	13,373	8,115	416,637	486,766	
TRANSATLANTIC HOLDINGS	VARIOUS	12,745	613,922							12,745	613,922	652,671	
UNILEVER NV	VARIOUS	23,010	441,932	2,370	70,423	VARIOUS	3,760	119,379	48,665	21,620	441,641	702,218	
VALEANT PHARMAEUTICALS	VARIOUS	19,330	253,184	15,084	0	VARIOUS	17,875	1,045,740	792,556	16,549	0	910,691	
VERSIGN INC	VARIOUS	23,895	554,829			VARIOUS	23,895	801,417	246,588	0	0		
WEBSense	VARIOUS	33,310	727,152			VARIOUS	10,155	230,319	17,536	0	0		
WILLIAMS CO	1-10	32,835	734,860			VARIOUS	9,745	270,296	49,927	23,155	514,369	525,156	
RAIT FINANCIAL- DISTRIBUTION FOR CLASS PERIOD 6-07-06 TO 11-01-07 MADE 10-22-10						10-10		13,810	13,810	0	0		
				672,152	\$16,517,923	389,119	\$9,659,909	354,227	\$11,680,273	\$2,545,662	707,044	\$17,043,221	20,651,847

LONG		SHORT		TOTAL
TERM	TERM	TERM	TERM	TERM
2,418,250	127,412			2,545,662
				\$2,545,662

CITIGROUP
 CAPITAL STRUCTURE CHANGE
 # OF SHARES REDUCED TO 13,900

THE HERBST FOUNDATION, INC.
 SCHEDULE OF SECURITIES
 WELLS FARGO ADVISORS - FUND G
 COMMON STOCKS AND
 MUTUAL FUNDS

FISCAL YEAR ENDED JULY 31, 2011

SCHEDULE 3
 PAGE 3-B

PAGE 2

NAME	SYMBOL	BEGINNING OF YEAR		ACQUISITIONS		SALES		NET		END OF YEAR		MARKET VALUE	
		DATE	ACQUIRED SHARES	COST	SHARES	COST	DATE	SOLD	SHARES	PROCEEDS	GAIN/LOSS		SHARES
MORGAN STANLEY	EDD	VARIOUS	8,584	111,578	4,974	83,731	VARIOUS	5,330	87,535	5,885	8,228	113,659	141,769
MORGAN STANLEY	MSD	VARIOUS	11,766	116,042	4,295	47,615	VARIOUS	16,061	166,731	3,074	0	0	0
NUVEEN QUALITY	JPS	VARIOUS	0	0	16,823	136,558	VARIOUS	16,823	139,439	2,881	0	0	0
NUVEEN QUALITY	JTP	VARIOUS	0	0	18,781	142,974	5-11	4,077	32,628	1,542	14,704	111,888	110,868
POWERSHARES HIGH	PHB	11-10	0	0	4,628	85,479	VARIOUS	1,230	22,815	13	3,398	62,677	62,965
SPDR BARCLAYS CAPITAL	JNK	VARIOUS	2,166	70,631	1,947	77,434	VARIOUS	2,216	88,972	3,942	1,897	63,035	76,354
WESTERN ASSET	EMD	3-11	0	0	13,492	175,675	VARIOUS	5,637	78,492	5,044	7,865	102,227	112,484
WESTERN ASSET	ESD	VARIOUS	9,768	165,944	2,428	46,857	VARIOUS	12,196	226,308	13,507	0	0	0
WESTERN ASSET	PAI	VARIOUS	0	0	9,911	128,456	5-11	2,512	33,771	955	7,399	95,640	95,817
MORGAN STANLEY									4,802	4,802			
BARCLAYS									809	809			
BARCLAYS									1,491	1,491			
				158,672	\$1,764,990	265,671	\$3,059,627	225,519	\$3,017,106	\$305,621	198,824	\$2,113,132	\$2,299,249
								LONG		193,107			208,335
								SHORT		112,514			2,090,914
								G/L 7-11		305,621	G/L 7-11	2,113,132	2,299,249

MUTUAL FUNDS NAME	SYMBOL	BEGINNING OF YEAR			ACQUISITIONS			SALES			END OF YEAR			MARKET VALUE
		DATE ACQUIRED	SHARES	COST	DATE SOLD	SHARES	COST	DATE SOLD	SHARES	PROCEEDS	NET GAIN/LOSS	SHARES	COST	
EQUITIES														
AECOM TECHNOLOGY	ACM	JULY 2011	0	0	1,627	43,490						1,627	43,490	40,252
AMERICAN CAMPUS	ACC	JULY 2011	0	0	1,042	38,721						1,042	38,721	38,783
ANIXTER INTL	AXE	JULY 2011	0	0	616	40,483						616	40,483	38,451
BALL CORP	BLL	JULY 2011	0	0	2,652	105,258						2,652	105,258	102,898
BMC SOFTWARE	BMC	JULY 2011	0	0	631	34,421						631	34,421	27,272
CARRIZO OIL	CRZO	JULY 2011	0	0	1,272	51,072						1,272	51,072	48,845
COMPLETE PRODUCTIO SPX	CPX	JULY 2011	0	0	1,340	47,020						1,340	47,020	52,099
CORPORATE OFFICE PF OFC	COF	JULY 2011	0	0	1,296	40,344						1,296	40,344	40,267
DARDEN RESTAURANTS DRI	DRI	JULY 2011	0	0	885	46,772						885	46,772	44,958
DOLLAR TREE STORES DLTR	DLTR	JULY 2011	0	0	1,041	71,735						1,041	71,735	68,945
DUPONT FABROS	DFT	JULY 2011	0	0	1,437	37,649						1,437	37,649	36,629
EAST WEST BANCORP	EWBC	JULY 2011	0	0	3,015	60,722						3,015	60,722	55,958
ENERSYS	ENS	JULY 2011	0	0	885	30,010						885	30,010	28,302
ESTERLINE TECH	ESL	JULY 2011	0	0	1,106	89,564						1,106	89,564	84,465
FORST OIL	FST	JULY 2011	0	0	1,780	41,563						1,780	41,563	46,280
HASBRO	HAS	JULY 2011	0	0	1,546	67,204						1,546	67,204	61,160
HCC INSURANCE	HCC	JULY 2011	0	0	2,035	63,533						2,035	63,533	61,315
HENRY SCHEIN	HSIC	JULY 2011	0	0	821	60,491						821	60,491	54,564
HOLOGIC	HOLX	JULY 2011	0	0	2,243	45,488						2,243	45,488	41,652
L-3 COMMUNICATION	LLL	JULY 2011	0	0	569	48,023						569	48,023	45,019

FUND C	BEGINNING OF YEAR			ACQUISITIONS			SALES			END OF YEAR		MARKET VALUE
	DATE ACQUIRED	SHARES	COST	SHARES	COST	DATE SOLD	SHARES	PROCEEDS	NET GAIN/LOSS	SHARES	COST	
DODGE & COX INCOME FUND												
PURCHASE	12/21/95	8,396,306	\$100,000									
PURCHASE	1/19/96	469,288,079	5,689,000									
REDEMPTION	10/01/96	(12,920,000)	(154,645)									
CG REINVEST	3/27/98	1,547,926	18,590									
CG REINVEST	12/16/98	763,821	9,326									
CG REINVEST	12/31/99	1,556,921	18,683									
CG REINVEST	4/30/01	389,554	4,686									
CG REINVEST-SHORT TERM	12/27/01	578,564	7,035									
CG REINVEST -LONG TERM	12/27/01	1,157,128	14,071									
PURCHASE	1/01/02	267,165,505	3,256,748									
CG REINVEST-SHORT TERM	12/31/02	1,213,500	15,496									
CG REINVEST -LONG TERM	12-31-02	1733,572	22,138									
		740,870,876	\$6,981,129	0,000	\$0				\$0	740,870,876	\$8,961,129	\$9,883,219

FUND E
BUCHANAN STREET PARTNERS

MSB REIT V	9-30-04	600	\$221,341	0	\$0				0	600	\$221,341	\$121,305
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FUND F
FREEF AMERICA
REIT II

	VARIOUS	16,615,554	\$1,460,569	0	\$0			13,004	281	16,615,554	\$1,447,846	\$1,353,247
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<u>CONTRIBUTIONS PAID</u>	<u>AMOUNT</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>
ADDARIO (BONNIE J) LUNG CANCER FOUNDATION	\$3,000	PUBLIC	GENERAL
AMERICAN HEART ASSN	300	PUBLIC	GENERAL
AMERICAN HIMALAYAN FOUNDATION	6,500	PUBLIC	GENERAL
AMERICAN INSTITUTE OF PHILANTHROPY	1,000	PUBLIC	GENERAL
AMERICAN JEWISH COMMITTEE	1,000	PUBLIC	GENERAL
AMERICAN PRAIRIE FOUNDATION	1,000	PUBLIC	GENERAL
ARCHBISHOP RIORDAN HIGH SCHOOL	50,000	PUBLIC	FACILITY IMPROVEMENTS
AUTISTRY INC	200	PUBLIC	GENERAL
BAY SCHOOL OF SAN FRANCISCO	50,000	PUBLIC	FACILITY IMPROVEMENTS
BAYVIEW ASSN FOR YOUTH	5,000	PUBLIC	GENERAL
BERKELEY CHESS SCHOOL	5,000	PUBLIC	GENERAL
BOYS AND GIRLS CLUBS OF MARIN	5,000	PUBLIC	GENERAL
BOY SCOUTS OF AMERICA	500	PUBLIC	GENERAL
BRANDEIS HILLEL DAY SCHOOL	300,000	PUBLIC	FACILITY IMPROVEMENTS
BUREAU OF JEWISH EDUCATION	1,000	PUBLIC	GENERAL
BUTTE SINK WATERFOWL ASSN	1,500	PUBLIC	GENERAL
CAL ALUMNI ASSN	8,000	PUBLIC	GENERAL
CAL POLY FOUNDATION	2,000	PUBLIC	GENERAL
CABOT PARENT TEACHERS ORGANIZATION	10,000	PUBLIC	GENERAL
CALIFORNIA ACADEMY OF SCIENCES	250,000	PUBLIC	FACILITY IMPROVEMENTS
CALIFORNIA ACADEMY OF SCIENCES	14,000	PUBLIC	GENERAL
CALIFORNIA FILM INSTITUTE	1,000	PUBLIC	GENERAL
CALIFORNIA GAME WARDENS FOUNDATION	2,000	PUBLIC	GENERAL
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION	7,000	PUBLIC	GENERAL
CALIFORNIA RANGELAND TRUST	5,000	PUBLIC	GENERAL
CALIFORNIA TROUT	500	PUBLIC	GENERAL
CALIFORNIA WATERFOWL ASSN	36,500	PUBLIC	GENERAL
CAMP SUNSHINE AT SEBACO LAKE	5,000	PUBLIC	GENERAL
CONTEMPORARY JEWISH MUSEUM	1,000	PUBLIC	GENERAL
CORO FOUNDATION	3,000	PUBLIC	GENERAL
CORPORATION OF THE FINE ARTS/DE YOUNG MUSEUM	28,600	PUBLIC	GENERAL
CORPORATION OF THE FINE ARTS/DE YOUNG MUSEUM	678,572	PUBLIC	FACILITY IMPROVEMENTS
DE LA SALLE HIGH SCHOOL	1,000	PUBLIC	GENERAL
DELTA WATERFOWL FOUNDATION	12,500	PUBLIC	GENERAL
DOCTORS WITHOUT BORDERS	500	PUBLIC	GENERAL
DUCKS UNLIMITED	1,000	PUBLIC	GENERAL
ENVIRONMENTAL TRAVEL COMPANIONS	3,000	PUBLIC	GENERAL
EQUAL JUSTICE AMERICA	1,000	PUBLIC	GENERAL
FALLEN LEAF FOUNDATION	4,000	PUBLIC	GENERAL
FAMILY HOUSE	1,000	PUBLIC	GENERAL
FOLDS OF HONOR FOUNDATION	1,000	PUBLIC	GENERAL
FORT MASON CENTER	100	PUBLIC	GENERAL
FOUNDATION FOR THE FUTURE	2,000	PUBLIC	GENERAL
FRIENDS OF PYAREO HOME	200	PUBLIC	GENERAL
FUND FOR THE TIGER	1000	PUBLIC	GENERAL
GLIDE FOUNDATION	10,000	PUBLIC	GENERAL
GLOBAL AIDS INTERFAITH ALLIANCE	5,000	PUBLIC	GENERAL
GOLDEN GATE UNIVERSITY	8,000	PUBLIC	GENERAL
TOTAL - PAGE 1	<u>1,534,472</u>		

<u>CONTRIBUTIONS PAID</u>	<u>AMOUNT</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>
HAUSNER (GIDEON) JEWISH DAY SCHOOL	20,000	PUBLIC	GENERAL
HEARING & SPEECH CENTER OF NO CALIF	2,000	PUBLIC	GENERAL
HEART HEALTH INSTITUTE	9,000	PUBLIC	GENERAL
HILLSDALE COLLEGE	500	PUBLIC	GENERAL
HOOVER INSTITUTION/STANFORD UNIVERSITY	500	PUBLIC	GENERAL
IMMACULATE CONCEPTION ACADEMY	50,000	PUBLIC	FACILITY IMPROVEMENTS
INSTITUTE ON AGING	1,000	PUBLIC	GENERAL
INTERPLAST	3,000	PUBLIC	GENERAL
JAPANESE COMMUNITY CULTURAL CENTER	25,000	PUBLIC	GENERAL
JEWISH COMMUNITY CENTER	75,000	PUBLIC	FACILITY IMPROVEMENTS
JEWISH FAMILY & CHILDREN'S SERVICES	7,500	PUBLIC	GENERAL
JEWISH VOCATIONAL SERVICES	58,900	PUBLIC	FACILITY IMPROVEMENTS
JEWISH VOCATIONAL SERVICES	5,500	PUBLIC	GENERAL
JOSLIN DIABETES CENTER, INC	4,000	PUBLIC	GENERAL
LA CASA DE LAS MADRES	2,500	PUBLIC	GENERAL
LAHAINA RESTORATION FOUNDATION	1,500	PUBLIC	GENERAL
LEGAL AID SOCIETY	6,500	PUBLIC	GENERAL
LEGAL COMMUNITY AGAINST VIOLENCE	6,000	PUBLIC	GENERAL
LIFEHOUSE, INC	3,000	PUBLIC	GENERAL
LIGHTHOUSE FOR THE BLIND	4,500	PUBLIC	GENERAL
MACULAR DEGENERATION FOUNDATION	500	PUBLIC	GENERAL
MARIN CENTER FOR INDEPENDENT LIVING	1,500	PUBLIC	GENERAL
MARIN GENERAL HOSPITAL FOUNDATION	11,500	PUBLIC	GENERAL
MARIN HUMANE SOCIETY	1,000	PUBLIC	GENERAL
MARINE MAMMAL CENTER	1,000	PUBLIC	GENERAL
MARINSPACE INC	4,000	PUBLIC	GENERAL
MARIN VENTURES	3,000	PUBLIC	GENERAL
MEALS ON WHEELS	4,000	PUBLIC	GENERAL
MECHANIC'S INSTITUTE LIBRARY	500	PUBLIC	GENERAL
MILL VALLEY SCHOOLS COMMUNITY FOUNDATION	6,000	PUBLIC	GENERAL
MISSION LANGUAGE & VOCATIONAL SCHOOL	5,000	PUBLIC	GENERAL
MOUNTAIN PLAY ASSN	1,000	PUBLIC	GENERAL
MUSCULAR DYSTROPHY	250	PUBLIC	GENERAL
NATIONAL KIDNEY FOUNDATION	5,000	PUBLIC	GENERAL
NATIONAL TUBEROUS SCLEROSIS	1,000	PUBLIC	GENERAL
NEW DOOR VENTURES	4,000	PUBLIC	GENERAL
NOBLE & GREENOUGH SCHOOL	20,000	PUBLIC	GENERAL
NORCAL AUSSIE RESCUE	1,000	PUBLIC	GENERAL
NORTHFIELD MT HERMON SCHOOL	9,000	PUBLIC	GENERAL
NORTH IDAHO FRIENDS OF OPERA & ARTS	1,000	PUBLIC	GENERAL
OAKLAND SCHOOL FOR THE ARTS	2,000	PUBLIC	GENERAL
OLDER WOMEN'S LEAGUE (OWL)	1,000	PUBLIC	GENERAL
OLYMPIC CLUB FOUNDATION	4,500	PUBLIC	GENERAL
OPERATION RAINBOW	500	PUBLIC	GENERAL
TOTAL - PAGE 2	<u>374,150</u>		

THE HERBST FOUNDATION, INC.
FISCAL YEAR ENDED JULY 31, 2011

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SCHEDULE 4
PAGE 3

<u>CONTRIBUTIONS PAID</u>	<u>AMOUNT</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>
PACKARD (LUCILLE) CHILDREN'S HOSPITAL	1,000	PUBLIC	GENERAL
PACIFIC DIVERSIFIED SERVICES	2,000	PUBLIC	GENERAL
PACIFIC LEGAL FOUNDATION	500	PUBLIC	GENERAL
PARENTS EDUCATION NETWORK	500	PUBLIC	GENERAL
PATRIOTS FOR VETERANS INC	2,000	PUBLIC	GENERAL
PENINSULA CONFLICT RESOLUTION CENTER	5,000	PUBLIC	GENERAL
PENINSULA TEMPLE SHALOM	11,000	PUBLIC	GENERAL
PLEASANTON UNIFIED SCHOOL DISTRICT	3,000	PUBLIC	GENERAL
POMEROY (JANET) CENTER	100,000	PUBLIC	FACILITY IMPROVEMENTS
PROCTER ACADEMY	5,000	PUBLIC	GENERAL
ROCKY MOUNTAIN ELK FOUNDATION	1,000	PUBLIC	GENERAL
SACRED HEART CATHEDRAL PREP	50,000	PUBLIC	FACILITY IMPROVEMENTS
ST ANTHONY FOUNDATION	16,000	PUBLIC	GENERAL
ST BRENDAN SCHOOL	23,934	PUBLIC	FACILITY IMPROVEMENTS
ST IGNATIUS COLLEGE PREP	50,000	PUBLIC	FACILITY IMPROVEMENTS
ST JOHN'S EPISCOPAL CHURCH	12,500	PUBLIC	GENERAL
ST MARY'S SCHOOL & CHINESE CENTER	50,000	PUBLIC	FACILITY IMPROVEMENTS
ST STEPHEN SCHOOL	50,000	PUBLIC	FACILITY IMPROVEMENTS
SALVATION ARMY	16,000	PUBLIC	GENERAL
SAMARITAN HOUSE	2,000	PUBLIC	GENERAL
SAN FRANCISCO CHRONICLE SEASON OF SHARING	25,000	PUBLIC	GENERAL
SAN FRANCISCO CONSERVATORY OF MUSIC	10,000	PUBLIC	GENERAL
SAN FRANCISCO FRIENDS SCHOOL	200,000	PUBLIC	FACILITY IMPROVEMENTS
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION	50,000	PUBLIC	FACILITY IMPROVEMENTS
SAN FRANCISCO MUSEUM & HISTORICAL SOCIETY	2,500	PUBLIC	GENERAL
SAUSALITO ON THE WATERFRONT FOUNDATION	4,155	PUBLIC	GENERAL
SAUSALITO YOUTH SAILING FUND	3,000	PUBLIC	GENERAL
SENIOR SERVICES FOR NORTHERN CALIFORNIA	1,000	PUBLIC	GENERAL
SEQUOIA HOSPITAL	5,000	PUBLIC	GENERAL
SIGMA NU EDUCATION FOUNDATION	500	PUBLIC	GENERAL
SOJOURN TO THE PAST	8,000	PUBLIC	GENERAL
SONOMA STATE WORKS	2,000	PUBLIC	GENERAL
STANFORD JAZZ WORKSHOP	10,000	PUBLIC	GENERAL
STANFORD UNIVERSITY	10,200	PUBLIC	GENERAL
SUNNY HILLS SERVICES	12,000	PUBLIC	GENERAL
TOTAL - PAGE 3	<u>744,789</u>		

THE HERBST FOUNDATION, INC.
FISCAL YEAR ENDED JULY 31, 2011

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SCHEDULE 4
PAGE 4

CONTRIBUTIONS PAID	AMOUNT	FOUNDATION STATUS	
THAT MAN MAY SEE	500	PUBLIC	GENERAL
THAT MAN MAY SEE	25,000	PUBLIC	FACILITY IMPROVEMENTS
TREVOR PROJECT	10,000	PUBLIC	GENERAL
TRIPS FOR KIDS	4,500	PUBLIC	GENERAL
UNITED WAY	2,500	PUBLIC	GENERAL
U C BERKELEY FOUNDATION	8,250	PUBLIC	GENERAL
U C DAVIS FOUNDATION	10,000	PUBLIC	GENERAL
U C S F FOUNDATION	25,000	PUBLIC	GENERAL
UNIVERSITY OF MICHIGAN LAW SCHOOL	25,000	PUBLIC	GENERAL
UNIVERSITY OF PUGET SOUND	1,500	PUBLIC	GENERAL
UNIVERSITY OF SAN FRANCISCO	150,000	PUBLIC	FACILITY IMPROVEMENTS
WALNUT CREEK LIBRARY FOUNDATION	5,000	PUBLIC	GENERAL
WASHINGTON COLLEGE	15,000	PUBLIC	GENERAL
WILDCARE	1,000	PUBLIC	GENERAL
WILLOW CREEK FOUNDATION	10,340	PUBLIC	GENERAL
YMCA OF SAN FRANCISCO	2,000	PUBLIC	GENERAL
YOSEMITE CONSERVANCY	2,000	PUBLIC	GENERAL
YOUNG MUSICIANS PROGRAM/UC BERKELEY	1,000	PUBLIC	GENERAL

TEACHING EXCELLENCE AWARDS
SEE PAGE 5 FOR LIST

TEACHERS	120,000
SCHOOLS	120,000

TOTAL - PAGE 4 538,590

PAGE 1	1,534,472
PAGE 2	374,150
PAGE 3	744,789
PAGE 4	538,590
	<u>\$3,192,001</u>

TEACHING EXCELLENCE AWARDS

TEACHERS

SASCHA GUREVITS	5,000
LAURA BECKE	5,000
CHARLES CECILIA	5,000
LILLIAN TIMONEY	5,000
ROBIN ROCKEY	5,000
CAROL LITTLE	5,000
MARGARET O'BRIEN	5,000
KAREN O'REILLY	5,000
NAOMI IBULA	5,000
ANNE HARTLEIN	5,000
DIVINA MAYFIELD	5,000
CLAUDIA AGUIRRE	5,000
MARGARET BEARD MC DERMOTT	5,000
YVONNE SORACCO	5,000
THERESA POON	5,000
COURTNEY GRAHAM	5,000
JUDITH MAC LEAN DE MICHELI	5,000
HOLLY HIGGINS	5,000
MARY KARPANIAN	5,000
JOHN MICHAUD	5,000
TEGWYN LEWIS-PINE	5,000
SERAPHINE WINSLOW	5,000
DOLORES ELKIN	5,000
JENNIFER LEE	5,000
	<u>120,000</u>

SCHOOLS

CORPUS CHRISTI	5,000
ECOLE NOTRE DAME DES VICTOIRES	5,000
MEGAN FURTH ACADEMY	5,000
MISSION DOLORES	5,000
ST ANTHONY-IC	5,000
ST BRIGID	5,000
ST CHARLES	5,000
ST FINN BARR	5,000
ST JAMES	5,000
ST JOHN	5,000
ST MARY'S CHINESE DAY	5,000
ST MONICA	5,000
ST PHILIP	5,000
STS PETER & PAUL	5,000
STAR OF THE SEA	5,000
CATHEDRAL SCHOOL FOR BOYS	5,000
LISA KAMPNER HEBREW ACADEMY	5,000
KITTREDGE	5,000
KROUSIAN-ZEKARIAN ARMENIAN	5,000
LIVE OAK	5,000
PRESIDIO HILL	5,000
ST JOHN OF S F ORTHODOX ACADEMY	5,000
SAN FRANCISCO	5,000
ZION LUTHERAN	5,000
	<u>120,000</u>

THE HERBST FOUNDATION, INC
 FISCAL YEAR ENDED JULY 31, 2011

94-6061680

SCHEDULE 5

	<u>BEGINNING OF FISCAL YEAR</u>		<u>END OF FISCAL YEAR</u>	
BALANCE SHEETS				
CASH - COMMERCIAL	\$501,638		\$386,866	
CASH - MONEY MARKET	84,355		CLOSED	
CASH - INVESTMENT FUNDS	2,453,122		762,148	
CASH - RESERVE	<u>4,405,282</u>	\$7,444,397	<u>4,705,163</u>	\$5,854,177
NOTE RECEIVABLE-NORTHERN TRUST		558,334		0
MARKETABLE SECURITIES		40,449,558		44,147,593
OFFICE FURNITURE, ETC.	5,116		5,116	
(LESS ACCUMULATED DEPRECIATION)	(2,946)	2,170	(3,074)	2,043
INTEREST PURCHASED	0	0	0	0
PREPAID INSURANCE		<u>6,764</u>		<u>6,636</u>
		<u>\$48,461,223</u>		<u>\$50,010,449</u>
CAPITAL				
CONTRIBUTED		\$11,442,824		\$11,442,824
ACCUMULATED INCOME		0		0
ATTRIBUTABLE TO NET GAINS - SALE OF ASSETS		<u>37,018,399</u>		<u>38,567,625</u>
		<u>\$48,461,223</u>		<u>\$50,010,449</u>

THE HERBST FOUNDATION, INC.
FISCAL YEAR ENDED JULY 31, 2011

94-6061680

SCHEDULE 6

FAIR MARKET VALUES - FORM 990PF, PART II (C)

SAVINGS AND TEMPORARY CASH INVESTMENTS	5,854,177
ACCOUNTS RECEIVABLE	0
PREPAID INSURANCE	6,636
INVESTMENTS - SECURITIES	55,826,960
ACCRUED INTEREST PURCHASED	0
OFFICE FURNITURE (NET BOOK VALUE)	<u>2,043</u>
TOTAL FAIR MARKET VALUE OF ASSETS	<u>\$61,689,816</u>

FAIR MARKET VALUES - FORM 990PF, PART X, LINE 1c

NOTE RECEIVABLE	0
ACCRUED INTEREST PURCHASED	0
OFFICE FURNITURE (NET BOOK VALUE)	2,043
PREPAID INSURANCE	<u>6,636</u>
TOTAL CURRENT MARKET VALUE OF PROPERTY AND OTHER ASSETS	<u>\$8,679</u>

COMPENSATION OF OFFICERS

NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS	POSITION	TIME DEVOTED TO POSITION	COMPENSATION
Shirley J Costello 30 Van Ness Avenue, 3600 San Francisco CA 94102	Assistant Secretary	Full	\$68,400
Dwight L. Merriman, Jr. 30 Van Ness Avenue, 3600 San Francisco CA 94102	President	Part	None
Melvyn I. Mark 30 Van Ness Avenue, 3600 San Francisco CA 94102	Vice President and Director	Part	None (2)
Jerrol L. Harris 30 Van Ness Avenue, 3600 San Francisco CA 94102	Vice President and Director	Part	None
Anthony Cameron 30 Van Ness Avenue, 3600 San Francisco CA 94102	Secretary and Director	Part	None
Bruce W. Hart 30 Van Ness Avenue, 3600 San Francisco CA 94102	Vice President and Director	Part	None
Robert K Taylor 30 Van Ness Avenue, 3600 San Francisco CA 94102	Treasurer and Director	Part	(1)

(1) This director is the owner of a professional firm which received \$23,275 00 in compensation for accounting services rendered to The Herbst Foundation, Inc

(2) This director is a shareholder in a professional firm which received NONE in compensation for legal services rendered to The Herbst Foundation, Inc.

THE HERBST FOUNDATION, INC.

94-6061680

SCHEDULE 8

FISCAL YEAR ENDED JULY 31, 2011

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SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT

	<u>RECIPIENT</u>	<u>TOTAL REMAINING</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>
1	BAY SCHOOL OF SAN FRANCISCO TOTAL GRANT \$100,000	50,000	PUBLIC	FACILITY IMPROVEMENTS
2	DREW SCHOOL TOTAL GRANT \$100,000	100,000	PUBLIC	FACILITY IMPROVEMENTS
3	FINE ARTS MUSEUMS (DE YOUNG) (CORPORATION OF THE) TOTAL GRANT \$7,500,000	2,714,288	PUBLIC	FACILITY IMPROVEMENTS
4	FORT MASON CENTER TOTAL GRANT \$750,000	750,000	PUBLIC	FACILITY IMPROVEMENTS
5	FRIENDS OF POTRERO HILL NURSERY TOTAL GRANT \$85,000	85,000	PUBLIC	FACILITY IMPROVEMENTS
6	GATEWAY PUBLIC SCHOOLS TOTAL GRANT \$50,000	50,000	PUBLIC	FACILITY IMPROVEMENTS
7	JEWISH HOME/SENIOR LIVING FOUNDATION TOTAL GRANT \$450,000	450,000	PUBLIC	FACILITY IMPROVEMENTS
8	JANET POMEROY CENTER TOTAL GRANT \$200,000	100,000	PUBLIC	FACILITY IMPROVEMENTS
9	ST FRANCIS HOSPITAL FOUNDATION TOTAL GRANT \$100,000	100,000	PUBLIC	FACILITY IMPROVEMENTS
10	ST IGNATIUS COLLEGE PREP TOTAL GRANT \$100,000	50,000	PUBLIC	FACILITY IMPROVEMENTS
	YMCA OF SAN FRANCISCO TOTAL GRANT \$250,000	<u>250,000</u>	PUBLIC	FACILITY IMPROVEMENTS
	TOTAL	<u>4,699,288</u>		

NOTE SOME OF THE ABOVE GRANTS APPROVED FOR FUTURE PAYMENT ARE SUBJECT TO CONDITIONS WHICH MUST BE MET BY THE RECIPIENT PRIOR TO FUNDING