

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

**2011**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011, or tax year beginning** 8/01 , 2011, **and ending** 7/31 , 2012

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

**G** Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

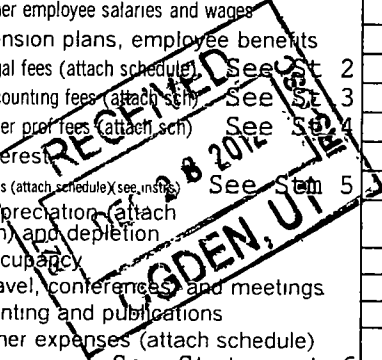
**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 62,218,035.

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc. received (att sch)				
<b>2</b>	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments	2,700.	2,700.	2,700.	
<b>4</b>	Dividends and interest from securities	1,615,991.	1,615,991.	1,615,991.	
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain/(loss) from sale of assets not on line 10	546,619.			
<b>b</b>	Gross sales price for all assets on line 6a	13,754,494.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		546,619.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit/(loss) (att sch)				
<b>11</b>	Other income (attach schedule) See Statement 1	9,410.	9,410.	9,410.	
<b>12</b>	<b>Total.</b> Add lines 1 through 11	2,174,720.	2,174,720.	1,628,101.	
<b>13</b>	Compensation of officers, directors, trustees, etc	68,400.	34,200.	34,200.	34,200.
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule) See St 2	850.	50.	50.	800.
<b>b</b>	Accounting fees (attach sch) See St 3	33,225.	16,612.	16,612.	16,613.
<b>c</b>	Other prof fees (attach sch) See St 4	279,602.	279,602.	279,602.	
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instrs) See St 5	8,452.	4,226.	4,226.	4,226.
<b>19</b>	Depreciation (attach sch) and depletion	127.	127.	127.	
<b>20</b>	Occupancy	37,224.	22,334.	22,334.	14,890.
<b>21</b>	Travel, conferences, and meetings	1,410.	705.	705.	705.
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) See Statement 6	23,737.	18,895.	18,895.	4,842.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	453,027.	376,751.	376,751.	76,276.
<b>25</b>	Contributions, gifts, grants paid Part XV	2,185,622.			2,185,622.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	2,638,649.	376,751.	376,751.	2,261,898.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	-463,929.			
<b>b</b>	<b>Net investment income</b> (if negative, enter 0)		1,797,969.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0)			1,251,350.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	5,854,177.	5,794,753.	5,794,753.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,636.	6,451.	6,451.
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	44,147,593.	43,743,400.	56,414,915.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis	5,116.		
	Less accumulated depreciation (attach schedule) See Stmt 7	3,200.	2,043.	1,916.	
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	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	50,010,449.	49,546,520.	62,218,035.	
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	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND 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	38,567,625.	38,103,696.	
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	50,010,449.	49,546,520.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	50,010,449.	49,546,520.		

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	50,010,449.
2	Enter amount from Part I, line 27a	2	-463,929.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	49,546,520.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	49,546,520.

**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 13,754,494.		13,207,875.	546,619.
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			546,619.
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	546,619.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 ]	3	0.

**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))
2010	3,219,582.	60,506,072.	0.053211
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

2 Total of line 1, column (d)	2	0.267123
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	0.053425
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	59,283,369.
5 Multiply line 4 by line 3	5	3,167,214.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,980.
7 Add lines 5 and 6	7	3,185,194.
8 Enter qualifying distributions from Part XII, line 4	8	2,261,898.

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

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

<b>1 a</b> 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 instrs)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b <b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	35,959.
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
<b>3</b> Add lines 1 and 2		3	35,959.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	35,959.
<b>6 Credits/Payments</b>			
<b>a</b> 2011 estimated tax pmts and 2010 overpayment credited to 2011		6a	39,892.
<b>b</b> Exempt foreign organizations — tax withheld at source		6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)		6c	
<b>d</b> Backup withholding erroneously withheld		6d	
<b>7</b> Total credits and payments Add lines 6a through 6d		7	39,892.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
<b>10</b> Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	3,933.
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 3,933.   Refunded <input type="checkbox"/>		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ 0. <b>(2)</b> On foundation managers <input type="checkbox"/> \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
<b>b</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	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> 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 entry within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <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 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	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>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	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.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	53,254,851.
<b>b</b> Average of monthly cash balances	<b>1b</b>	6,922,943.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	8,367.
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	60,186,161.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	60,186,161.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	902,792.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	59,283,369.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,964,168.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	2,964,168.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	35,959.	
<b>b</b> Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b	<b>2c</b>	35,959.	
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	2,928,209.	
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b> Add lines 3 and 4	<b>5</b>	2,928,209.	
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7 Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	2,928,209.	

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
<b>a</b> Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	<b>1a</b>	2,261,898.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,261,898.
<b>5</b> 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)	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,261,898.

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



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				2,928,209.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years: 20____, 20____, 20____		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				170,615.
<b>f</b> Total of lines 3a through e	170,615.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,261,898.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				2,261,898.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	170,615.			170,615.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				495,696.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Schedule 4	N/A	Public	Various	2,185,622.
<b>Total</b>				▶ <b>3a</b> 2,185,622.
<i>b Approved for future payment</i> See Schedule 8	N/A	Public	Various	4,199,716.
<b>Total</b>				▶ <b>3b</b> 4,199,716.





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	\$ 9,410.	\$ 9,410.	\$ 9,410.
Total	<u>\$ 9,410.</u>	<u>\$ 9,410.</u>	<u>\$ 9,410.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
See Schedule 2	\$ 850.	\$ 50.	\$ 50.	\$ 800.
Total	<u>\$ 850.</u>	<u>\$ 50.</u>	<u>\$ 50.</u>	<u>\$ 800.</u>

**Statement 3**  
**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	\$ 33,225.	\$ 16,612.	\$ 16,612.	\$ 16,613.
Total	<u>\$ 33,225.</u>	<u>\$ 16,612.</u>	<u>\$ 16,612.</u>	<u>\$ 16,613.</u>

**Statement 4**  
**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	\$ 279,602.	\$ 279,602.	\$ 279,602.	
Total	<u>\$ 279,602.</u>	<u>\$ 279,602.</u>	<u>\$ 279,602.</u>	<u>\$ 0.</u>

Herbst Foundation Inc.

94-6061680

**Statement 5**  
**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				
Total	\$ 8,452.	\$ 4,226.	\$ 4,226.	\$ 4,226.

**Statement 6**  
**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	\$ 23,737.	\$ 18,895.	\$ 18,895.	\$ 4,842.

**Statement 7**  
**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.	\$ 3,200.	\$ 1,916.	\$ 1,916.
Total	\$ 5,116.	\$ 3,200.	\$ 1,916.	\$ 1,916.

DEPRECIATION - OFFICE FURNITURE AND EQUIPMENT

<u>ORIGINAL COST</u>	<u>DATE ACQUIRED</u>	<u>BALANCE 7/31/2011</u>	<u>ADD (DELETE)</u>	<u>BALANCE 7/31/2012</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 7/31/2011</u>	<u>ADD (DELETE)</u>	<u>CURRENT YEAR</u>	<u>BALANCE 7/31/2012</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	254		127	381
		<u>\$3,073</u>	<u>\$0</u>	<u>\$127</u>	<u>\$3,200</u>



THE HERBST FOUNDATION, INC  
FISCAL YEAR ENDED JULY 31, 2012

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
MINERAL CLAIM	500	50	450
CHARITABLE GRANTS-TEACHING EXCELLENCE	350	0	350
	<u>850</u>	<u>50</u>	<u>800</u>

<u>SCHEDULE 2B</u>			
AUDIT FEES	14,000	7,000	7,000
ACCOUNTING FEES	19,225	9,612	9,613
	<u>33,225</u>	<u>16,612</u>	<u>16,613</u>

<u>SCHEDULE 2C</u>			
OTHER PROFESSIONAL FEES			
INVESTMENT COUNSELORS			
FUNDS A, B, G AND H	268,848	268,848	0
BANK CUSTODIAN FEES			
FUNDS A, B, G AND H	10,414	10,414	0
MISC WIRE TRANSFERS, ETC	340	340	0
	<u>279,602</u>	<u>279,602</u>	<u>0</u>

<u>SCHEDULE 2D</u>			
ATTRIBUTABLE TO GROSS REVENUE			
UTILITIES	3,882	3,494	388
OFFICE SUPPLIES, DUES, SUBSCRIPTIONS	8,848	7,963	885
INSURANCE - ADMINISTRATIVE	9,918	7,438	2,480
GRANT ADMINISTRATION EXPENSE			
TEACHING EXCELLENCE AWARD	1,089	0	1,089
	<u>23,737</u>	<u>18,895</u>	<u>4,842</u>

ALLOCATION BETWEEN NET INVESTMENT INCOME AND ADMINISTRATION BASED ON TIME SPENT

<u>SCHEDULE 2E</u>			
TAXES			
FEDERAL EXCISE TAX	0	0	0
PAYROLL - ADMINISTRATION	5,808	2,904	2,904
CITY & COUNTY PROPERTY	2,644	1,322	1,322
	<u>8,452</u>	<u>4,226</u>	<u>4,226</u>

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

THE HERBST FOUNDATION, INC.

FISCAL YEAR ENDED JULY 31, 2012

SCHEDULE 3  
RECAP

PAGE	SECURITY SUMMARY	BEGINNING OF YEAR	ACQUISITIONS	SALES PROCEEDS	NET GAIN/LOSS	END OF YEAR	
						COST	MARKET VALUE
1	FUND A - STOCKS	\$12,403,052	\$1,834,600	\$1,833,295	\$850,818	\$13,255,175	\$21,210,375
2-A/2-B	FUND B - STOCKS	17,043,220	7,028,679	8,111,996	(197,339)	\$15,762,565	19,073,984
3-A/3-B	FUND G - STOCKS	2,113,132	2,504,294	2,334,567	86,238	\$2,369,096	2,653,760
4-A/4B/4C	FUND H - STOCKS	1,937,872	1,436,109	1,442,550	(193,098)	\$1,738,333	1,705,240
5	FUND C - DODGE & COX	8,981,129	0	0	0	\$8,981,129	10,231,428
5	FUND E - MSB REIT V	221,341	0	0	0	\$221,341	171,733
5	FUND F - RREEF AMERICA REIT II	1,447,846	0	32,086	0	\$1,415,760	1,368,395
		<u>\$44,147,592</u>	<u>\$12,803,682</u>	<u>\$13,754,494</u>	<u>\$546,619</u>	<u>\$43,743,399</u>	<u>\$56,414,915</u>

LONG

1,516,886

SHORT

(970,267)

546,619

THE HERBST FOUNDATION, INC.  
 SCHEDULE OF SECURITIES  
 STEWART & PATTERSON - FUND A  
 COMMON STOCKS

FISCAL YEAR ENDED JULY 31, 2012

SCHEDULE 3  
 PAGE 1

	BEGINNING OF YEAR				ACQUISITIONS				ALL LONG TERM				END OF YEAR		MARKET VALUE
	DATE ACQUIRED	SHARES	COST	SHARES	COST	DATE SOLD	SHARES	PROCEEDS	GAIN/LOSS	NET	SHARES	COST	SHARES	COST	
ABB LTD	VARIOUS	10,000	235,150	8,000	164,388							18,000	399,538	312,300	
ABBOTT LABORATORIES	VARIOUS	15,000	769,516	1,500	74,904							16,500	844,420	1,094,115	
AFLAC INC	VARIOUS	8,000	377,157	4,700	176,563							12,700	553,720	556,006	
A T & T INC	VARIOUS	25,000	258,554									25,000	258,554	948,000	
APPLE, INC	7-12	0	0	150	91,218							150	91,218	91,614	
AUTOMATIC DATA PROCESSING	VARIOUS	14,000	559,606			5-12	2,500	136,422	50,843			11,500	474,027	650,325	
BANK NEW YORK MELLON	VARIOUS	6,000	162,203	11,000	224,013							17,000	386,216	361,760	
BEMIS CO	VARIOUS	13,500	373,626									13,500	373,626	415,125	
CHEVRON CORP	VARIOUS	7,000	62,799									7,000	62,799	767,060	
COCA-COLA CORP	VARIOUS	12,500	95,964									12,500	95,964	1,010,000	
DU PONT DE NEMOURS	VARIOUS	11,000	274,605									11,000	274,605	546,700	
EXXON CORP	VARIOUS	7,000	124,456									7,000	124,456	607,950	
GENERAL ELECTRIC CO	VARIOUS	37,000	141,105	10,000	197,700							47,000	338,805	975,250	
W W GRAINGER INC	VARIOUS	2,500	102,241									1,000	46,246	204,830	
HEWLETT PACKARD CO	VARIOUS	13,000	305,511	2,000	62,217							15,000	367,728	273,600	
HOME DEPOT INC	VARIOUS	20,000	737,030			5-12	3,000	158,044	57,904			17,000	636,890	887,060	
INTEL CORP	VARIOUS	30,000	570,160									30,000	570,160	771,000	
I B M	VARIOUS	4,000	332,835									4,000	332,835	783,920	
JOHNSON & JOHNSON	VARIOUS	15,000	946,457									15,000	946,457	1,038,300	
LINCOLN NATIONAL CORP	VARIOUS	6,000	250,728			10-11	6,000	93,828	(156,900)			0	0	0	
LUBRIZOL CORP	VARIOUS	5,000	164,324			VARIOUS	5,000	671,406	507,082			0	0	0	
MC DONALDS CORP	VARIOUS	3,500	94,268									3,500	94,268	312,760	
MICROSOFT	VARIOUS	31,000	833,580									31,000	833,580	913,570	
J P MORGAN & CO	VARIOUS	23,000	659,651	8,500	277,050							28,000	870,098	1,008,000	
PITNEY BOWES INC	VARIOUS	23,000	513,999			5-12	3,500	150,862	85,279			28,000	870,098	1,008,000	
PROCTER & GAMBLE	VARIOUS	15,000	277,373			11-11	10,000	192,589	(15,183)			13,000	306,227	173,680	
QUALCOMM INC	VARIOUS	8,000	310,330	1,000	64,200							15,000	277,373	968,100	
SAFEMAY INC	VARIOUS	21,000	489,552									9,000	374,530	537,120	
SCHLUMBERGER	VARIOUS	5,500	334,439	1,000	74,274							6,500	408,713	463,190	
STRYKER CORP	VARIOUS	7,400	295,176	2,600	124,079							10,000	419,255	520,300	
3M CO (WAS MINN MINING)	VARIOUS	9,000	261,273									9,000	261,273	821,070	
UNION PACIFIC CORP	VARIOUS	5,500	147,606			12-11	500	51,430	39,951			5,000	136,137	613,050	
VF CORP	VARIOUS	3,000	234,797			12-11	500	69,847	28,980			2,500	193,930	373,250	
WELLS FRGO	5-12	0	0	9,000	303,994							9,000	303,994	304,290	
WAL-MART STORES	VARIOUS	11,000	504,343									11,000	504,343	818,730	
XCEL ENERGY INC	VARIOUS	26,000	603,638									26,000	603,638	761,800	
		453,400	\$12,403,052	59,450	\$1,834,600	ALL	32,500	1,833,295	\$850,818			480,350	\$13,255,175	\$21,210,375	

LONG TERM	SHORT TERM	TOTAL
850,818	0	\$850,818

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

FISCAL YEAR ENDED JULY 31, 2012

1

SCHEDULE 3  
 PAGE 2-A

NAME	BEGINNING OF YEAR				ACQUISITIONS				SALES				END OF YEAR			
	DATE ACQUIRED	SHARES	COST	MARKET VALUE	DATE SOLD	SHARES	COST	MARKET VALUE	DATE SOLD	SHARES	COST	MARKET VALUE	DATE SOLD	SHARES	COST	MARKET VALUE
AGILENT TECHNOLOGIES	VARIOUS	9,480	151,821		8-11	9,480	311,878	160,057								
AIR LEASE CORP	VARIOUS	19,470	523,655	538,543		7,895	186,463							27,365	710,118	538,543
ALLEGHANY	VARIOUS	0	0	843,430		2,439	729,677	29	FRACTION	219				2,439	729,487	843,430
AMERICAN WATER WORKS	VARIOUS	20,025	372,047	827,225		2,795	94,647							22,820	466,694	827,225
APACHE CORP	VARIOUS	4,890	462,785			1,215	124,076	(1,118)	VARIOUS	6,105	585,743			0	0	
ATMEL CORP	VARIOUS	0	0	402,201		68,635	606,288							68,635	606,288	402,201
AVERY DENNISON	VARIOUS	12,775	458,457			16,340	501,078	(120,652)	VARIOUS	12,775	337,805			0	0	
AVERY DENNISON	VARIOUS	0	0	487,148		0	0	(53,597)	VARIOUS	16,340	447,481			0	0	
AVNET INC	VARIOUS	15,465	455,146			2,060	131,266	3,788		840	50,664			15,465	455,146	487,148
BAYER AG	VARIOUS	9,220	523,134	792,918	10-11	34,730	680,183							10,440	607,524	792,918
CINEMARK HOLDINGS	VARIOUS	0	0	811,987		0	0							34,730	680,183	811,987
CITIGROUP INC	VARIOUS	16,450	750,519		11-11	16,450	477,029	(273,490)						0	0	
COMPUTER SCIENCES CORP	VARIOUS	13,705	691,699		VARIOUS	13,705	419,598	(272,101)						0	0	
COMPUTER SCIENCES CORP	VARIOUS	61,395	487,013	715,433		16,285	127,235							77,680	614,248	715,433
COMPUWARE CORP	VARIOUS	7-10	223,072	286,766		0	0							22,580	223,072	286,766
COSAN LTD	VARIOUS	19,600	182,020	788,595		2,645	96,634							22,245	278,654	788,595
CROWN HOLDINGS	VARIOUS	7,340	349,397			3,185	101,705	(60,571)	VARIOUS	19,385	293,592			0	0	
DIAGEO PLC	VARIOUS	19,385	354,163	784,646		0	0							7,340	349,397	784,646
DIGITAL GLOBE INC	VARIOUS	12,445	339,821	508,444		0	0							15,630	441,526	508,444
FIRST REP BK	VARIOUS	10,295	396,418		5-12	10,295	840,556	444,138						0	0	
GEN-PROBE INC	VARIOUS	0	0	658,289		1,040	632,332							1,040	632,332	658,289
GOOGLE INC	VARIOUS	24,930	503,621	674,912		5,200	94,083							30,130	597,704	674,912
HEALTHSOUTH	VARIOUS	12,720	548,241		VARIOUS	4,910	157,375	(255,651)						0	0	
HEWLETT PACKARD	VARIOUS	0	0	437,628		23,630	416,861							23,630	416,861	437,628
HOLOGIC INC	VARIOUS	10,625	638,621			1,265	82,156							11,890	720,777	823,026
JOHNSON & JOHNSON	VARIOUS	21,860	677,132	823,026		1,255	45,748							23,115	722,880	823,026
KINDER MORGAN INC	VARIOUS	14,715	467,863	827,748		1,380	50,664							16,095	518,527	827,748
KRAFT FOODS	VARIOUS	28,840	335,716	637,941		8,220	92,656							0	0	
MARKS & SPENCER GROUP	VARIOUS	9,210	355,705	383,942		0	0	(28,930)	VARIOUS	9,210	326,775			0	0	
MEDTRONIC INC	VARIOUS	23,260	624,272		VARIOUS	23,260	570,665	(53,607)						0	0	
MICROSOFT	VARIOUS	0	0	363,440		22,025	310,009	57,297	VARIOUS	5,520	134,577			16,505	232,729	363,440
NATIONSTAR MTG	VARIOUS	5,375	330,891		VARIOUS	4,235	234,171							9,610	565,062	563,338
NOVARTIS AG	VARIOUS	0	0			0	0							0	0	

THE HERBST FOUNDATION, INC.  
SCHEDULE OF SECURITIES

FISCAL YEAR ENDED JULY 31, 2012

SCHEDULE 3  
PAGE 2-B

COMMON STOCKS NAME	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	MARKET VALUE	
OCCIDENTAL PETROLEUM	VARIOUS	6,585	458,067	1,380	130,692		7,965	588,759		7,965	588,759	693,194	
QUESTAR CORP	VARIOUS	35,590	525,129	1,850	36,474		37,440	561,603		0	0	761,904	
REGAL ENTMT GROUP	VARIOUS	33,505	454,020			VARIOUS	33,505	413,274	(40,746)	0	0		
REPUBLIC SERVICES	VARIOUS	21,110	459,038			VARIOUS	21,110	576,843	117,805	0	0		
ROVI CORP	VARIOUS	0	0	7,400	223,929		7,400	223,929		7,400	223,929	99,012	
SAFEMAY INC	VARIOUS	22,370	469,020			VARIOUS	22,370	472,729	3,709	0	0		
SPIRIT AEROSYSTEMS	VARIOUS	24,235	580,181	2,955	71,070		27,190	651,251		27,190	651,251	638,965	
SYMETRA FINL CORP	VARIOUS	32,320	393,477	2,385	27,079		34,705	420,556		34,705	420,556	403,619	
TELEFLEX	VARIOUS	8,115	416,637	1,955	118,965		10,070	535,602		10,070	535,602	641,862	
TRANSATLANTIC HOLDINGS TO ALLEGHANY CORP	VARIOUS	12,745	613,922	2,865	(416,481)	VARIOUS	15,610	256,792	59,351	0	0		
UNILEVER NV	VARIOUS	21,820	441,641	20	662		21,840	442,303		21,840	442,303	749,826	
VALEANT PHARMAECEUTICALS	VARIOUS	16,548	NONE			VARIOUS	3,770	165,101	165,101	12,779	0		
VALEANT PHARMAECEUTICALS	VARIOUS	0	0	985	52,112		985	52,112		985	52,112	654,616	
VIACOM INC	VARIOUS	0	0	15,470	733,426		15,470	733,426		15,470	733,426	722,604	
WEBSENSE	VARIOUS	23,155	514,369			VARIOUS	23,155	402,581	(111,786)	0	0		
WILLIAMS CO	1-10	23,090	514,491			VARIOUS	23,090	578,128	63,637	0	0		
XEROX	VARIOUS	0	0	78,035	555,444		78,035	555,444		78,035	555,444	540,782	

GAIN/LOSS		SHORT TERM		NET	
LONG TERM	LOSS	LONG TERM	SHORT TERM	LONG TERM	LOSS
303,605		683,447	(880,786)	(\$197,339)	(197,339)
707,044	\$17,043,220	346,684	\$7,028,679	750,123	\$15,762,566
					\$19,073,984

NAME	SYMBOL	BEGINNING OF YEAR			ACQUISITIONS			SALES			NET		END OF YEAR	
		DATE	ACQUIRED	SHARES	COST	SHARES	COST	DATE	SOLD	SHARES	PROCEEDS	GAIN/LOSS	SHARES	COST
ADVENT CLAYMORE	AVK	VARIOUS	0	0	147,073	9,211	147,073	10-11	9,211	145,538	(1,535)	0	0	0
ALPINE GLOBAL PREMIER	AWP	VARIOUS	26,298	186,022	61,357	12,381	61,357	2-12	38,679	245,994	(1,385)	0	0	0
APOLLO SENIOR FLOATING	AFT	10-11	0	0	109,437	7,123	109,437	VARIOUS	7,123	128,626	19,189	0	0	0
BLACKROCK INCOME TR	BGT	VARIOUS	0	0	133,935	10,401	133,935	VARIOUS	10,401	145,045	11,110	0	0	0
BLACKROCK INCOME TR	BKT	VARIOUS	22,201	135,696	151,946	22,201	151,946	VARIOUS	22,201	160,088	24,392	0	0	0
BLACKROCK INCOME TR	BNA	11-11	0	0	151,946	14,664	151,946	VARIOUS	17,318	180,670	(5,159)	14,664	151,946	167,316
BLACKROCK CREDIT	BPP	VARIOUS	17,318	185,829	91,748	7,063	91,748	VARIOUS	7,063	104,399	12,651	0	0	0
BLACKROCK FLOATING	FRA	12-11	0	0	29,743	2,442	29,743	VARIOUS	5,301	63,023	98	4,535	52,912	58,184
BLACKROCK CORP	HYT	VARIOUS	7,394	86,094	74,749	6,185	74,749	VARIOUS	8,060	95,117	(647)	5,419	63,070	70,718
BLACKROCK CORP FUND V	HYV	VARIOUS	7,294	84,085	56,634	5,439	56,634	10-11	3,985	36,900	(4,015)	18,323	188,280	204,118
BLACKROCK CREDIT	PSY	VARIOUS	16,869	172,561	166,289	24,605	166,289	2-12	24,605	192,094	25,806	0	0	0
CBRE CLARION GLOBAL	IGR	VARIOUS	0	0	99,080	7,753	99,080	VARIOUS	12,924	166,680	(6,969)	0	0	0
COHEN & STEERS DIVD	DVM	VARIOUS	5,300	35,490	155,630	8,334	155,630	VARIOUS	8,334	167,075	11,445	15,601	295,408	293,455 X
EATON VANCE TAX	ETO	VARIOUS	7,267	139,778	56,962	3,606	56,962	VARIOUS	3,606	82,358	(6,604)	12,982	167,075	214,333
EATON VANCE TAX ADVANTAG	EVT	VARIOUS	9,376	110,113	82,358	11,520	82,358	VARIOUS	11,520	115,790	2,917	0	0	0
ELLSWORTH CONV	ECF	VARIOUS	20,037	123,538	30,295	2,820	30,295	VARIOUS	2,820	13,483	(606)	979	87,789	89,774
GLOBAL INCOME	GCF	VARIOUS	10,104	143,354	68,309	376	68,309	VARIOUS	376	100,120	6,983	0	0	0
JOHN HANCOCK PFD	HPS	8-11	0	0	112,873	6,773	112,873	9-11	6,773	115,790	2,917	0	0	0
I SHARES IBOX	HYG	VARIOUS	758	68,309	33,569	376	33,569	9-11	155	13,483	(606)	979	87,789	89,774
IWESCO VAN KAMPEN	VBF	VARIOUS	5,127	93,137	100,120	5,127	100,120	VARIOUS	5,127	100,120	6,983	0	0	0

NAME	SYMBOL	BEGINNING OF YEAR		ACQUISITIONS		DATE SOLD	SALES		NET		END OF YEAR		
		DATE ACQUIRED	SHARES	COST	SHARES		COST	SHARES	PROCEEDS	GAIN/LOSS	SHARES	COST	MARKET VALUE
MORGAN STANLEY	EDD	VARIOUS	8,228	113,659	5,544	87,306	9-11	2,480	39,544	(630)	11,292	160,791	185,754
MORGAN STANLEY	MSD	VARIOUS	0	0	16,390	172,624					16,390	172,624	190,452
											0	0	
NEUBERGER BERMAN	NRO	VARIOUS	0	0	61,331	238,242	7-12	5,904	26,863	1,594	55,427	212,973	261,615
NUVEEN EQUITY	JPZ	VARIOUS	0	0	19,332	229,762					19,332	229,762	237,010
NUVEEN FLOATING	JFR	10-11	0	0	9,498	99,492					9,498	99,492	111,886
NUVEEN QUALITY	JTP	VARIOUS	14,704	111,888	2,500	19,096	10-11	17,204	122,231	(8,753)	0	0	
POWERSHARES HIGH	PHB	VARIOUS	3,398	62,677	1,486	27,435	9-11	932	16,722	(500)	3,952	72,890	74,535
SPDR BARCLAYS CAPITAL	JNK	VARIOUS	1,897	63,035	676	26,519	9-11	406	15,506	(430)	2,167	73,618	86,420
WESTERN ASSET	EMD	VARIOUS	7,855	102,227			VARIOUS	7,855	114,058	11,831	0	0	
WESTERN ASSET	PAI	VARIOUS	7,399	95,640	764	10,140	VARIOUS	8,163	106,076	296	0	0	
				198,824	\$2,113,132	258,217	\$2,504,294	221,870	\$2,334,567	\$86,238	235,171	\$2,369,096	\$2,653,760
								LONG	14,140.			250,729 STOCK	
								SHORT	12,098.			2,403,031 MUTUAL	
									86,238.			2,653,760	

NAME	SYMBOL	BEGINNING OF YEAR			ACQUISITIONS			SALES			NET			END OF YEAR		
		DATE	ACQUIRED	SHARES	COST	SHARES	COST	DATE	SHARES	PROCEEDS	NET	SHARES	COST	MARKET	VALUE	
<b>EQUITIES</b>																
AECOM TECHNOLOGY	ACM	JULY 2011	1,627	0	43,490	0	0	0	0	0	0	0	0	0	0	
ALLSCRIPTS HEALTH	MDRX	12-11	0	0	0	0	0	0	0	0	0	0	0	0	0	
AMERICAN CAMPUS	ACC	JULY 2011	1,042	0	38,721	0	0	0	0	0	0	0	0	0	0	
ANIXTER INTL	AXE	VARIOUS	616	0	40,483	378	0	0	0	0	0	0	0	0	0	
ASCENA RETAIL	ASNA	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
ASHLAND INC	ASH	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
BALL CORP	BLL	JULY 2011	2,652	0	105,258	0	0	0	0	0	0	0	0	0	0	
BIOMED REALTY	BMR	FEB 2012	0	0	0	0	0	0	0	0	0	0	0	0	0	
BMC SOFTWARE	BMC	VARIOUS	631	0	34,421	628	0	0	0	0	0	0	0	0	0	
BRINKER INTL	EAT	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
BRUNSWICK CORP	BC	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
CARDTRONICS	CATM	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
CARRIZO OIL	CRZO	JULY 2011	1,272	0	51,072	0	0	0	0	0	0	0	0	0	0	
CATAMARAN	CTRX	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
CBRE GROUP	CBG	JUNE 2012	0	0	0	0	0	0	0	0	0	0	0	0	0	
CHECKPOINT SOFTWARE	CHKP	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
CHURCH & DWIGHT	CHD	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
CIMAREX ENERGY	XEC	10-11	0	0	0	0	0	0	0	0	0	0	0	0	0	
COMPLETE PRODUCTION	CPX	JULY 2011	1,340	0	47,020	0	0	0	0	0	0	0	0	0	0	
COMPUTER PROGRAMS	CPSI	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
CORPORATE OFFICE PPT OFC		JULY 2011	1,296	0	40,344	0	0	0	0	0	0	0	0	0	0	
CRACKER BARREL		9-11	0	0	0	0	0	0	0	0	0	0	0	0	0	
CULLEN FROST		7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
CYPRESS SEMICONDUCTOR		7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
DARDEN RESTAURANTS	DRI	JULY 2011	885	0	46,772	0	0	0	0	0	0	0	0	0	0	
DICKS SPORTING GOODS		7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
DIGITAL REALTY	DLR	7-12	0	0	0	0	0	0	0	0	0	0	0	0	0	
DOLLAR TREE STORES	DLTR	JULY 2011	1,041	0	71,735	314	0	0	0	0	0	0	0	0	0	

DISTRIBUTION



NAME	SYMBOL	BEGINNING OF YEAR				ACQUISITIONS				SALES				NET		END OF YEAR	
		DATE ACQUIRED	SHARES	COST	SHARES	DATE SOLD	SHARES	PROCEEDS	SHARES	NET GAIN/LOSS	SHARES	COST	MARKET VALUE				
DONALDSON CO	DCI	7-12	0	0	882	28,502						30,103					
DUPONT FABROS	DFT	JULY 2011	1,437	37,649	0	0	0	1,437	33,013	0	0	28,502					
EASTGROUP PPTYS	EGP	7-12	0	0	835	44,703						44,656					
EAST WEST BANCORP	EWBC	JULY 2011	3,015	60,722	0	0	0	3,015	70,992	0	0	0					
ENERSYS	ENS	JULY 2011	885	30,010	0	0	0	885	28,702	0	0	0					
ENGLITY HOLDINGS	EGL	7-12	0	0	94	0				94	0	1,372					
ESTERLINE TECH	ESL	JULY 2011	1,106	89,564	0	0	0	1,106	64,212	0	0	0					
FACTSET RESEARCH	FDS	7-12	0	0	401	36,392				401	36,392	37,277					
FAMILY DOLLAR	FDO	10-11	0	0	734	42,513	7-12	734	50,693	0	0	0					
FOREST OIL	FST	JULY 2011	1,780	41,563	0	0	0	1,780	28,385	0	0	0					
TO LONE PINE																	
GRACO INC	GGG	7-12	0	0	984	41,848				984	41,848	45,146					
HASBRO	HAS	JULY 2011	1,546	67,204	0	0	0	1,546	50,580	0	0	0					
HCC INSURANCE	HCC	JULY 2011	2,035	63,533	0	0	0	5	139	2,030	63,377	62,199					
HENRY SCHEIN	HSIC	JULY 2011	821	60,491	0	0	0	4	244	817	60,196	61,120					
HOLOGIC	HOLX	VARIOUS	2,243	45,488	1,015	16,699	5-12	3,258	57,470	0	0	0					
INVESCO PLC	IVZ	10-11	0	0	2,698	56,901				2,698	56,901	59,707					
L-3 COMMUNICATION	LLL	JULY 2011	569	48,023	0	0	0	2	129	567	47,855	40,195					
LONE PINE																	
FROM FOREST OIL																	
MANPOWERGROUP	MAN	JULY 2011	695	38,010	0	0	0	695	28,715	0	0	0					
MICROCHIP TECH	MCHP	JULY 2011	1,357	44,795	0	0	0	6	179	1,351	43,658	45,096					
OIL STATES	OIS	VARIOUS	538	43,869	532	35,623	VARIOUS	538	33,374	532	35,623	38,676					
PATTERSON-UTI	PTEN	12-11	0	0	2,163	43,077				2,163	43,077	33,483					
PENN NATL	PENN	JULY 2011	1,436	58,560	0	0	0	5	180	1,431	58,356	55,695					

NAME	SYMBOL	BEGINNING OF YEAR				ACQUISITIONS				SALES				END OF YEAR		
		DATE ACQUIRED	SHARES	COST	SHARES	DATE SOLD	SHARES	PROCEEDS	NET GAIN/LOSS	SHARES	COST	MARKET VALUE				
PF CHANGS		9-11	0	0	1,218	35,224	3-12	1,218	48,753	13,529	0	0				
PEOPLE'S UNITED	PBCT	JULY 2011	4,809	65,691			8-11	12	130	(34)	4,797	65,527	54,974			
PERKINELMER	PKI	JULY 2011	2,223	58,776			VARIOUS	2,223	44,564	(14,212)	0	0				
POWERSHARES	MUTUAL FUNDS										0	0				
POWERSHARES	SEE BELOW										0	0				
PSS WORLD MED	PSSI	JULY 2011	2,021	57,538			VARIOUS	2,021	48,495	(9,043)	0	0				
RYDER SYSTEM	R	3-12	0	0	1,072	58,799					1,072	58,799	42,280			
SCOTT'S MIRAGLE-GRO	SMG	JULY 2011	695	36,064			VARIOUS	695	30,715	(5,349)	0	0				
SENSIENT TECH	SXT	JULY 2011	822	31,557			VARIOUS	822	30,111	(1,446)	0	0				
SIRONA DENTAL	SIRO	2-12	0	0	1,017	48,226					1,017	48,226	43,965			
SNAP-ON TOOLS	SNA	JULY 2011	838	52,568			8-11	5	236	(78)	833	52,254	56,461			
SOTHEBY'S	BID	11-11	0	0	1,516	53,328					1,516	53,328	44,495			
SPX CORP	SPW	12-11	0	0	717	43,639					717	43,639	43,536			
STEEL DYNAMICS	STLD	JULY 2011	3,167	50,894			VARIOUS	3,167	37,797	(13,097)	0	0				
SUPERIOR ENERGY	SPN	JULY 2011	1,751	67,151			8-11	5	164	(28)	1,746	66,959	37,836			
SYNOPSYS	SPN	10-11	0	0	1,592	39,020					1,592	39,020	48,222			
VERISIGN	VRSN	VARIOUS	1,791	60,152				4	116		1,795	60,268	79,734			
WEINGARTEN REALTY	WRI	JULY 2011	1,471	38,702			VARIOUS	1,471	38,875	173	0	0				
WMS INDS	WMS	JULY 2011	839	24,499			8-11	839	18,691	(5,808)	0	0				
POWERSHARES S&P	PSCH	JULY 2011	1,688	57,865			8-11	3	82	(21)	1,685	57,762	58,369			
POWERSHARES S&P	PSCF	JULY 2011	2,854	87,618			VARIOUS	2,854	66,968	(20,660)	0	0				
POWERSHARES S&P	PSCF	1-12	0	0	1,925	54,131					1,925	54,131	57,442			
POWERSHARES S&P	PSCU	5-12	0	0	2,321	67,648					2,321	67,648	72,508			
			56,834	\$1,937,872			44,652	\$1,436,109			51,764	\$1,442,550	(193,098)	49,722	1,738,333	1,705,240
							LONG			(31,520)						
							SHORT			(161,578)						
							PER WF			(193,098)						

	BEGINNING OF YEAR			ACQUISITIONS			SALES			END OF YEAR		MARKET VALUE
	DATE ACQUIRED	SHARES	COST	SHARES	COST	DATE SOLD	SHARES	PROCEEDS	SHARES	COST	SHARES	
<b>FUND C</b>												
<b>DODGE &amp; COX INCOME FUND</b>												
PURCHASE	12/21/95	8,396,306	\$100,000									
PURCHASE	1/19/96	469,288,079	5,669,000									
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	\$8,981,129	0,000	\$0							
<b>FUND E</b>												
<b>BUCHANAN STREET PARTNERS</b>												
MSB REIT V	9-30-04	600	\$221,341	0	\$0							
<b>FUND F</b>												
<b>RREEF AMERICA</b>												
REIT II	VARIOUS	16,615,5540	\$1,447,846	0	\$0			32,086		16,615,5540	\$1,415,760	\$1,368,395

NOTE FUND E WAS MAIER SIEBEL BAKER

<u>CONTRIBUTIONS PAID</u>	<u>AMOUNT</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>
ADDARIO (BONNIE J ) LUNG CANCER FOUNDATION	\$2,500	PUBLIC	GENERAL
AMERICAN ASSOCIATES, BEN GURION UNIVERSITY	2,000	PUBLIC	GENERAL
AMERICAN HIMALAYAN FOUNDATION	9,000	PUBLIC	GENERAL
ARC OF SAN FRANCISCO	1,000	PUBLIC	GENERAL
BAY SCHOOL OF SAN FRANCISCO	50,000	PUBLIC	FACILITY IMPROVEMENTS
BERKELEY CHESS SCHOOL	5,000	PUBLIC	GENERAL
BISHOP O'DOWD HIGH SCHOOL	10,000	PUBLIC	GENERAL
BLIND BABIES FOUNDATION	1,500	PUBLIC	GENERAL
BOYS AND GIRLS CLUBS OF MARIN	5,000	PUBLIC	GENERAL
BOY SCOUTS OF AMERICA	500	PUBLIC	GENERAL
BUREAU OF JEWISH EDUCATION	1,000	PUBLIC	GENERAL
BUTTE SINK WATERFOWL ASSN	1,500	PUBLIC	GENERAL
CABOT PARENT TEACHERS ORGANIZATION	5,000	PUBLIC	GENERAL
CALIFORNIA ACADEMY OF SCIENCES	1,500	PUBLIC	GENERAL
CALIFORNIA GAME WARDENS FOUNDATION	2,000	PUBLIC	GENERAL
CALIFORNIA OUTDOOR HERITGE ALLIANCE FOUNDTION	5,000	PUBLIC	GENERAL
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION	3,000	PUBLIC	GENERAL
CALIFORNIA WATERFOWL ASSN	37,000	PUBLIC	GENERAL
CAMP SUNSHINE AT SEBACO LAKE	5,000	PUBLIC	GENERAL
COMMUNITY INITIATIVE	500	PUBLIC	GENERAL
CONGRESSIONAL YOUTH LEADERSHIP COUNCIL	500	PUBLIC	GENERAL
CORO FOUNDATION	2,000	PUBLIC	GENERAL
CORPORATION OF THE FINE ARTS/DE YOUNG MUSEUM	100	PUBLIC	GENERAL
CORPORATION OF THE FINE ARTS/DE YOUNG MUSEUM	678,572	PUBLIC	FACILITY IMPROVEMENTS
DAWN REDWOOD CHARITABLE TRUST	1,000	PUBLIC	GENERAL
DELTA WATERFOWL FOUNDATION	12,500	PUBLIC	GENERAL
DE MARILLAC ACADEMY	25,000	PUBLIC	FACILITY IMPROVEMENTS
DREW SCHOOL	100,000	PUBLIC	FACILITY IMPROVEMENTS
DUCKS UNLIMITED	1,000	PUBLIC	GENERAL
ENDUE FOUNDATION	5,000	PUBLIC	GENERAL
ENVIRONMENTAL TRAVEL COMPANIONS	2,000	PUBLIC	GENERAL
EQUAL JUSTICE AMERICA	1,500	PUBLIC	GENERAL
FORT MASON CENTER	100	PUBLIC	GENERAL
FRIENDS OF POTRERO HILL NURSERY	85,000	PUBLIC	FACILITY IMPROVEMENTS
FUND FOR THE TIGER	1000	PUBLIC	GENERAL
GATEWAY PUBLIC SCHOOLS	50,000	PUBLIC	FACILITY IMPROVEMENTS
GLIDE FOUNDATION	5,000	PUBLIC	GENERAL
GOLDEN GATE UNIVERSITY	8,500	PUBLIC	GENERAL
GRABHORN INSTITUTE	5,000	PUBLIC	GENERAL
TOTAL - PAGE 1	<u>1,131,772</u>		

CONTRIBUTIONS PAID	AMOUNT	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION
HAUSNER (GIDEON) JEWISH DAY SCHOOL	25,000	PUBLIC	GENERAL
HEARING & SPEECH CENTER OF NO CALIF	2,500	PUBLIC	GENERAL
HEART HEALTH INSTITUTE	10,000	PUBLIC	GENERAL
HILLSDALE COLLEGE	500	PUBLIC	GENERAL
HOOVER INSTITUTION/STANFORD UNIVERSITY	4,500	PUBLIC	GENERAL
HOSPICE BY THE BAY	1,500	PUBLIC	GENERAL
INDEPENDENT INSTITUTE	1,000	PUBLIC	GENERAL
INSTITUTE ON AGING	1,000	PUBLIC	GENERAL
JEWISH FAMILY & CHILDREN'S SERVICES	5,000	PUBLIC	GENERAL
JEWISH VOCATIONAL SERVICES	5,500	PUBLIC	GENERAL
JOSLIN DIABETES CENTER, INC	3,000	PUBLIC	GENERAL
LASSEN PRK FOUNDATION	5,000	PUBLIC	GENERAL
LEGAL AID SOCIETY	4,500	PUBLIC	GENERAL
LEGAL COMMUNITY AGAINST VIOLENCE	2,500	PUBLIC	GENERAL
LEUKEMIA & LYMPHOMA SOCIETY	7,000	PUBLIC	GENERAL
LIFEHOUSE, INC	3,000	PUBLIC	GENERAL
LIGHTHOUSE FOR THE BLIND (ROSE RESNICK)	2,500	PUBLIC	GENERAL
LIVE OAK SCHOOL	75,000	PUBLIC	FACILITY IMPROVEMENTS
MACULAR DEGENERATION FOUNDATION	500	PUBLIC	GENERAL
MAGEE-WOMENS RESEARCH INSTITUTE & FOUNDATION	2,500	PUBLIC	GENERAL
MARIN ART & GARDEN CENTER	1,000	PUBLIC	GENERAL
MARIN ATHLETIC FOUNDATION	500	PUBLIC	GENERAL
MARIN CENTER FOR INDEPENDENT LIVING	3,500	PUBLIC	GENERAL
MARIN GENERAL HOSPITAL FOUNDATION	10,000	PUBLIC	GENERAL
MARIN HORIZON SCHOOL	3,000	PUBLIC	GENERAL
MARIN HUMANE SOCEITY	500	PUBLIC	GENERAL
MARIN PRIMARY & MIDDLE SCHOOL	5,000	PUBLIC	GENERAL
MARIN ROWING ASSN	5,000	PUBLIC	GENERAL
MEALS ON WHEELS	3,000	PUBLIC	GENERAL
MIDDLESEX SCHOOL	5,000	PUBLIC	GENERAL
MILL VALLEY SCHOOLS COMMUNITY FOUNDATION	7,500	PUBLIC	GENERAL
MISSION LANGUAGE & VOCATIONAL SCHOOL	5,000	PUBLIC	GENERAL
NATIONAL KIDNEY FOUNDATION	5,000	PUBLIC	GENERAL
NATIONAL TUBEROUS SCLEROSIS	2,500	PUBLIC	GENERAL
NORTHFIELD MT HERMON SCHOOL	6,000	PUBLIC	GENERAL
OAKLAND SCHOOL FOR THE ARTS	2,000	PUBLIC	GENERAL
OLDER WOMEN'S LEAGUE (OWL)	1,000	PUBLIC	GENERAL
TOTAL - PAGE 2	<u>227,500</u>		

CONTRIBUTIONS PAID	AMOUNT	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION
PACKARD (LUCILLE) CHILDREN'S HOSPITAL	1,000	PUBLIC	GENERAL
PACIFIC DIVERSIFIED SERVICES	1,000	PUBLIC	GENERAL
PACIFIC LEGAL FOUNDATION	500	PUBLIC	GENERAL
PALO ALTO MEDICAL FOUNDATION	10,000	PUBLIC	GENERAL
PENINSULA CONFLICT RESOLUTION CENTER	5,000	PUBLIC	GENERAL
PENINSULA TEMPLE SHALOM	10,000	PUBLIC	GENERAL
PETS ARE WONDERFUL SUPPORT (PAWS)	1,000	PUBLIC	GENERAL
PLEASANTON UNIFIED SCHOOL DISTRICT	3,000	PUBLIC	GENERAL
PROCTER ACADEMY	5,000	PUBLIC	GENERAL
PROJECT LINUS	2,000	PUBLIC	GENERAL
RESURGE INTERNATIONAL (INTERPLAST)	1,000	PUBLIC	GENERAL
ROCKY MOUNTAIN ELK FOUNDATION	1,000	PUBLIC	GENERAL
ST ANTHONY FOUNDATION	16,000	PUBLIC	GENERAL
ST BRENDAN SCHOOL	5,000	PUBLIC	GENERAL
ST IGNATIUS COLLEGE PREP	1,500	PUBLIC	GENERAL
STS PETER & PAUL SCHOOL	5,000	PUBLIC	GENERAL
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	5,000	PUBLIC	GENERAL
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION	50,000	PUBLIC	FACILITY IMPROVEMENTS
SAN FRANCISCO MUSEUM & HISTORICAL SOCIETY	2,500	PUBLIC	GENERAL
SAN FRANCISCO PLANNING & URBAN RENEWAL (SPUR)	2,500	PUBLIC	GENERAL
SAN FRANCISCO SPCA	250	PUBLIC	GENERAL
SAN FRANCISCO ZOOLOGICAL SOCIETY	125,000	PUBLIC	FACILITY IMPROVEMENTS
SAN FRANCISCO UNIFIED SCHOOL DISTRICT	5,000	PUBLIC	GENERAL
SAUSALITO ON THE WATERFRONT FOUNDATION	2,000	PUBLIC	GENERAL
SAUSALITO YOUTH SAILING FUND	5,000	PUBLIC	GENERAL
SENIOR SERVICES FOR NORTHERN CALIFORNIA	1,100	PUBLIC	GENERAL
SEQUOIA HOSPITAL FOUNDATION	5,000	PUBLIC	GENERAL
SIGMA NU EDUCATION FOUNDATION	500	PUBLIC	GENERAL
SOCIETY OF CALIFORNIA PIONEERS	5,000	PUBLIC	GENERAL
SOJOURN TO THE PAST	8,000	PUBLIC	GENERAL
SOUTHERN POVERTY LAW CENTER	1,000	PUBLIC	GENERAL
STANFORD INSTITUTE FOR ECONOMIC POLICY RESEARCH	5,000	PUBLIC	GENERAL
STANFORD JAZZ WORKSHOP	10,000	PUBLIC	GENERAL
STANFORD UNIVERSITY	15,000	PUBLIC	GENERAL
SUNNY HILLS SERVICES	15,000	PUBLIC	GENERAL
TOTAL - PAGE 3	<u>373,850</u>		

**THE HERBST FOUNDATION, INC.**  
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**SCHEDULE 4**

**PAGE 4**

CONTRIBUTIONS PAID	AMOUNT	FOUNDATION STATUS	
TREVOR PROJECT	4,000	PUBLIC	GENERAL
TRIPS FOR KIDS	4,500	PUBLIC	GENERAL
TRUCKEE RIVER WATERSHED COUNCIL	2,500	PUBLIC	GENERAL
TRUST FOR PUBLIC LANDS	75,000	PUBLIC	FACILITY IMPROVEMENTS
U C BERKELEY FOUNDATION	5,000	PUBLIC	GENERAL
U C DAVIS FOUNDATION	15,000	PUBLIC	GENERAL
U C L A	5,000	PUBLIC	GENERAL
U C S F FOUNDATION	20,000	PUBLIC	GENERAL
UNIVERSITY OF PUGET SOUND	30,000	PUBLIC	GENERAL
WASHINGTON COLLEGE	9,000	PUBLIC	GENERAL
WILLOW CREEK FOUNDATION	3,000	PUBLIC	GENERAL
YMCA OF SAN FRANCISCO	2,500	PUBLIC	GENERAL
YMCA OF SAN FRANCISCO	125,000	PUBLIC	FACILITY IMPROVEMENTS
YOSEMITE CONSERVANCY	1,000	PUBLIC	GENERAL
YOUNG MUSICIANS PROGRAM/UC BERKELEY	1,000	PUBLIC	GENERAL

**TEACHING EXCELLENCE AWARDS**

**SEE PAGE 5 FOR LIST**

TEACHERS	75,000
SCHOOLS	75,000

TOTAL - PAGE 4

452,500

PAGE 1	1,131,772
PAGE 2	227,500
PAGE 3	373,850
PAGE 4	452,500
	<u>\$2,185,622</u>

TEACHING EXCELLENCE AWARDS

TEACHERS

LORI COHEN	5,000
RACHAEL MC INTIRE	5,000
YULIANA YEE	5,000
MAREN ANDERSON	5,000
FRANCK BESSONE	5,000
MURRAY CAHEN	5,000
GIGI TORRES	5,000
DANIELLE FRANDINA	5,000
GILLIAN ASHENFELTER	5,000
CHARLES SCHAEFER	5,000
TRICIA CONSTANTINO	5,000
ADRIAN O'KEEFE	5,000
KELLIE LANDRUM	5,000
PAOLO CARINI	5,000
REBECCA SHAPIRO	5,000
	<u>75,000</u>

SCHOOLS

BAY SCHOOL OF SAN FRANCISCO	5,000
CONVENT OF THE SACRED HEART HIGH SCHOOL	5,000
CORNERSTONE ACADEMY	5,000
DREW SCHOOL	5,000
FRENCH AMERICAN INTERNATIONAL SCHOOL	5,000
LISA KAMPNER HEBREW ACADEMY	5,000
IMMACUALTE CONCEPTION ACADEMY	5,000
JEWISH COMMUNITY HIGH SCHOOL	5,000
LICK-WILMERDING HIGHT SCHOOL	5,000
MERCY HIGH SCHOOL	5,000
SACRED HEART CATEDRAL PREPARATORY	5,000
ST IGNATIUS COLLEGE PRPARATORY	5,000
ST JOHN OF S F ORTHODOX ACADEMY	5,000
SAN FRANCISCO WALDORF HIGH SCHOOL	5,000
URBAN SCHOOL OF SAN FRANCISCO	5,000
	<u>75,000</u>



THE HERBST FOUNDATION, INC  
 FISCAL YEAR ENDED JULY 31, 2012

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SCHEDULE 5

	<u>BEGINNING OF FISCAL YEAR</u>		<u>END OF FISCAL YEAR</u>	
<b>BALANCE SHEETS</b>				
CASH - COMMERCIAL	\$386,866		\$204,400	
CASH - INVESTMENT FUNDS	762,148		1,685,215	
CASH - RESERVE	<u>4,705,163</u>	\$5,854,177	<u>3,905,138</u>	\$5,794,753
MARKETABLE SECURITIES		44,147,593		43,743,400
OFFICE FURNITURE, ETC	5,116		5,116	
(LESS ACCUMULATED				
DEPRECIATION)	(3,073)	2,043	(3,200)	1,916
INTEREST PURCHASED	0	0	0	
PREPAID INSURANCE		<u>6,636</u>		<u>6,451</u>
		<u>\$50,010,449</u>		<u>\$49,546,520</u>
<b>CAPITAL</b>				
CONTRIBUTED		\$11,442,824		\$11,442,824
ACCUMULATED INCOME		0		
ATTRIBUTABLE TO NET				
GAINS - SALE OF ASSETS		<u>38,567,625</u>		<u>38,103,696</u>
		<u>\$50,010,449</u>		<u>\$49,546,520</u>

**THE HERBST FOUNDATION, INC.**  
**FISCAL YEAR ENDED JULY 31, 2012**

**94-6061680**

**SCHEDULE 6**

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

SAVINGS AND TEMPORARY CASH INVESTMENTS	5,794,753
ACCOUNTS RECEIVABLE	0
PREPAID INSURANCE	6,451
INVESTMENTS - SECURITIES	56,414,915
ACCRUED INTEREST PURCHASED	0
OFFICE FURNITURE (NET BOOK VALUE)	<u>1,916</u>
TOTAL FAIR MARKET VALUE OF ASSETS	<u><u>\$62,218,035</u></u>

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

NOTE RECEIVABLE	0
ACCRUED INTEREST PURCHASED	0
OFFICE FURNITURE (NET BOOK VALUE)	1,916
PREPAID INSURANCE	<u>6,451</u>
TOTAL CURRENT MARKET VALUE OF PROPERTY AND OTHER ASSETS	<u><u>\$8,367</u></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 \$19,225 00 in compensation for accounting services rendered to The Herbst Foundation, Inc

(2) This director is a shareholder in a professional firm which received \$850 00 in compensation for legal services rendered to The Herbst Foundation, Inc

**THE HERBST FOUNDATION, INC.**  
**FISCAL YEAR ENDED JULY 31, 2012**

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**SCHEDULE 8**

PAGE 1

**SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT**

<u>RECIPIENT</u>	<u>TOTAL REMAINING</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>
1 FAMILY HOUSE TOTAL GRANT \$34,000	34,000	PUBLIC	FACILITY IMPROVEMENTS
2 FINE ARTS MUSEUMS (DE YOUNG) (CORPORATION OF THE) TOTAL GRANT \$7,500,000	2,035,716	PUBLIC	FACILITY IMPROVEMENTS
3 FORT MASON CENTER TOTAL GRANT \$750,000	750,000	PUBLIC	FACILITY IMPROVEMENTS
4 HEARING & SPEECH CENTER TOTAL GRANT \$30,000	30,000	PUBLIC	FACILITY IMPROVEMENTS
5 HOLY FAMILY DAY HOME TOTAL GRANT \$25,000	25,000	PUBLIC	FACILITY IMPROVEMENTS
6 JEWISH HOME/SENIOR LIVING FOUNDATION TOTAL GRANT \$450,000	450,000	PUBLIC	FACILITY IMPROVEMENTS
7 NEW DOOR VENTURES TOTAL GRANT \$100,000	100,000	PUBLIC	FACILITY IMPROVEMENTS
8 JANET POMEROY CENTER TOTAL GRANT \$200,000	100,000	PUBLIC	FACILITY IMPROVEMENTS
9 ST ANTHONY-IMMACULATE CONCEPTION SCHOOL TOTAL GRANT \$25,000	25,000	PUBLIC	FACILITY IMPROVEMENTS
10 ST ANTHONY FOUNDATION TOTAL GRANT \$100,000	100,000	PUBLIC	FACILITY IMPROVEMENTS
11 ST FRANCIS HOSPITAL FOUNDATION TOTAL GRANT \$100,000	100,000	PUBLIC	FACILITY IMPROVEMENTS
12 SAN FRANCISCO SCHOOL TOTAL GRANT \$100,000	100,000	PUBLIC	FACILITY IMPROVEMENTS
13 ST IGNATIUS COLLEGE PREP TOTAL GRANT \$100,000	50,000	PUBLIC	FACILITY IMPROVEMENTS
14 S F ZOOLOGICAL SOCIETY TOTAL GRANT \$300,000	175,000	PUBLIC	FACILITY IMPROVEMENTS
15 YMCA OF SAN FRANCISCO TOTAL GRANT \$250,000	<u>125,000</u>	PUBLIC	FACILITY IMPROVEMENTS
TOTAL	<u><u>4,199,716</u></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