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AS AMENDED

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

OMB No 1545-0052

Form **990-PF**

2008

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 2008, or tax year beginning _____, **and ending** _____

G Check all that apply. Initial return Final return Amended return Address change Name change

Use the IRS label. Name of foundation: **FREEMAN E. FAIRFIELD FOUNDATION**

Otherwise, print or type. Number and street (or P O box number if mail is not delivered to street address) Room/suite: **PO BOX 7798**

See Specific Instructions. City or town, state, and ZIP code: **LONG BEACH CA 90807-0798**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,874,816**

J Accounting method: Cash Accrual Other (specify) _____

A Employer identification number: **23-7055338**

B Telephone number (see page 10 of the instructions): **562-984-2045**

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

| 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 pg 11 of 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 (attach schedule) | | | | |
| 2 | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 62,225 | 62,225 | | |
| 4 | Dividends and interest from securities | 32,908 | 32,908 | | |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 Stmt 1 | 17,352 | | | |
| b | Gross sales price for all assets on line 6a 94,533 | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 0 | | |
| 8 | Net short-term capital gain | | | 0 | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns & allowances | | | | |
| b | Less: Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) Stmt 2 | 957 | 957 | | |
| 12 | Total. Add lines 1 through 11 | 113,442 | 96,090 | 0 | |
| 13 | Compensation of officers, directors, trustees, etc. | 45,000 | 22,500 | | 22,500 |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) | | | | |
| c | Other professional fees (attach schedule) Stmt 3 | 338 | 169 | | 169 |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see page 14 of the instructions) Stmt 4 | 2,584 | 2,584 | | |
| 19 | Depreciation (attach schedule) and depletion Stmt 5 | 295 | | | |
| 20 | Occupancy | 7,876 | 3,938 | | 3,938 |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (att sch) Stmt 6 | 3,859 | 1,929 | | 1,930 |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 59,952 | 31,120 | | 28,537 |
| 25 | Contributions, gifts, grants paid | 137,300 | | | 137,300 |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 197,252 | 31,120 | 0 | 165,837 |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses & disbursements | -83,810 | | | |
| b | Net investment income (if negative, enter -0-) | | 64,970 | | |
| c | Adjusted net income (if negative, enter -0-) | | | 0 | |

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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 | 50 | 50 | 50 |
| | 2 | Savings and temporary cash investments | 146,579 | 145,145 | 145,145 |
| | 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 page 15 of the instructions) | | | |
| | 7 | Other notes and loans receivable (att. schedule) ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | 3,948 | 3,184 | 3,184 |
| | 10a | Investments—U S and state government obligations (attach schedule) Stmt 7 | 2,159,925 | 2,091,544 | 2,091,544 |
| | b | Investments—corporate stock (attach schedule) See Stmt 8 | 988,016 | 975,079 | 634,893 |
| | c | Investments—corporate bonds (attach schedule) | | | |
| | 11 | Investments—land, buildings, and equipment, basis ▶ | | | |
| | Less: accumulated depreciation (attach sch) ▶ | | | | |
| 12 | Investments—mortgage loans | | | | |
| 13 | Investments—other (attach schedule) | | | | |
| 14 | Land, buildings, and equipment basis ▶ 9,584 | | | | |
| | Less: accumulated depreciation (attach sch) ▶ Stmt 9 8,732 | 1,146 | 852 | | |
| 15 | Other assets (describe ▶) | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 3,299,664 | 3,215,854 | 2,874,816 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and 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 Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 3,299,664 | 3,215,854 | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 3,299,664 | 3,215,854 | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 3,299,664 | 3,215,854 | | |

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 | 3,299,664 |
| 2 | Enter amount from Part I, line 27a | 2 | -83,810 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 3,215,854 |
| 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 | 3,215,854 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|--|----------------------------------|
| 1a N/A | | | | |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | |
| a | | | | |
| 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 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | | 3 | |
| If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 | | | | |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|--|--|---|
| 2007 | 159,280 | 3,328,082 | 0.047859 |
| 2006 | 145,096 | 3,254,028 | 0.044590 |
| 2005 | 152,925 | 3,320,666 | 0.046053 |
| 2004 | 187,310 | 3,391,866 | 0.055223 |
| 2003 | 203,589 | 3,530,209 | 0.057671 |
| 2 Total of line 1, column (d) | | | 2 0.251396 |
| 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 0.050279 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | | | 4 3,110,669 |
| 5 Multiply line 4 by line 3 | | | 5 156,401 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 650 |
| 7 Add lines 5 and 6 | | | 7 157,051 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 165,837 |
| 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 on page 18. | | | |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

| | | | |
|-----------|--|-----------|--------------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter. (attach copy of ruling letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 650 |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0 |
| 3 | Add lines 1 and 2 | 3 | 650 |
| 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 | 650 |
| 6 | Credits/Payments: | | |
| a | 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a | 2,584 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 2,584 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input 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 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 1,934 |
| 11 | Enter the amount of line 10 to be: Credited to 2009 estimated tax 652 Refunded | 11 | 1,282 |

Part VII-A Statements Regarding Activities

| | Yes | No |
|-----------|------------|----------|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | N/A | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | N/A | |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|--|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A | 13 | X | |
| 14 | The books are in care of ▶ GARY J. TUCKER 9550 WARNER AVE., #360 Located at ▶ FOUNTAIN VALLEY, CA | Telephone no ▶ 714-965-4505 ZIP+4 ▶ 92708 | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year | ▶ 15 | | |

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A | 1b |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? | N/A | 1c |
| 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20 | | |
| 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 page 20 of the instructions.) | N/A | 2b |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20 | | |
| 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 2008 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 2008) | N/A | 3b |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? | | 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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here **N/A** **5b**

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 **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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 **6b** **X**

If you answered "Yes" to 6b, also 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 **N/A** **7b**

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 page 22 of the 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 |
|--|---|---|---|---------------------------------------|
| PIERRE E. AUW 1837 PACIFIC COAST HWY #229 | HERMOSA BEACH CA 90254 | TRUSTEE VAR 15,000 | 0 | 0 |
| GLENN J. CONWAY 5402 E. PEABODY ST. | LONG BEACH CA 90808 | TRUSTEE VAR 15,000 | 0 | 0 |
| GARY J. TUCKER 9550 WARNER AVE., STE 360 | FOUNTAIN VALLEY CA 92708 | TRUSTEE VAR 15,000 | 0 | 0 |

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 ▶

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 page 23 of the 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 ▶

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 page 23 of the 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 | |
| 3 All other program-related investments. See page 24 of the instructions | |

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 2,993,400 |
| b | Average of monthly cash balances | 1b | 160,616 |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 4,024 |
| d | Total (add lines 1a, b, and c) | 1d | 3,158,040 |
| 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 | 3,158,040 |
| 4 | Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 47,371 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,110,669 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 155,533 |

Part XI Distributable Amount (see page 25 of the 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 | 155,533 |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 650 |
| b | Income tax for 2008. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 650 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 154,883 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 154,883 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 154,883 |

Part XII Qualifying Distributions (see page 25 of the 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 | 165,837 |
| 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 | 165,837 |
| 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 page 26 of the instructions) | 5 | 650 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 165,187 |

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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2007 | (c) 2007 | (d) 2008 |
|---|---------------|----------------------------|-------------|----------------|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 154,883 |
| 2 Undistributed income, if any, as of the end of 2007. | | | | |
| a Enter amount for 2007 only | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2008 | | | | |
| a From 2003 | | | | |
| b From 2004 | 591 | | | |
| c From 2005 | | | | |
| d From 2006 | | | | |
| e From 2007 | | | | |
| f Total of lines 3a through e | 591 | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 165,837 | | | | |
| a Applied to 2007, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions) | | | | |
| d Applied to 2008 distributable amount | | | | 154,883 |
| e Remaining amount distributed out of corpus | 10,954 | | | |
| 5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e Subtract line 5 | 11,545 | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions | | | | |
| e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions | | | | |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 11,545 | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2004 | 591 | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| d Excess from 2007 | | | | |
| e Excess from 2008 | 10,954 | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

| | | | | | |
|---|--|---------------|-------------------------------------|----------|-----------|
| 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section | <input type="checkbox"/> 4942(j)(3) or | | <input type="checkbox"/> 4942(j)(5) | | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test—enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test—enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the 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))
N/A

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
N/A

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 page 28 of the 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:
GLENN J. CONWAY, TRUSTEE 562-984-2045
PO BOX 7798 LONG BEACH CA 90807

b The form in which applications should be submitted and information and materials they should include:
SEE GUIDELINES ATTACHED

c Any submission deadlines
MAY 1 EACH YEAR

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
See Statement 10

Part XV Supplementary Information (continued)

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|----------------|
| Name and address (home or business) | | | | |
| a Paid during the year See Statement 11 | | | | 137,300 |
| Total | | | ▶ 3a | 137,300 |
| b Approved for future payment N/A | | | | |
| Total | | | ▶ 3b | |

Form 990-PF - General Footnote

Description

This return is amended to correct Part X, Line 1b Average of monthly cash balances from \$201,758 to \$160,616 because the balances included monies from March thru December of 2007 by mistake. This change does not affect the amount of the tax. The only effect of the change is to increase the amount of the excess distributions carryover to 2009 (as shown in Part XIII, Line 9) from \$9,518 to \$11,545, an increase of \$2,027.

Form **4562**

Department of the Treasury
Internal Revenue Service

(99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2008

Attachment
Sequence No **67**

Name(s) shown on return

FREEMAN E. FAIRFIELD FOUNDATION

Identifying number

23 - 7055338

Business or activity to which this form relates

Indirect Depreciation

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

| | | | |
|------------------------------------|---|-------------------------------------|-------------------------|
| 1 | Maximum amount. See the instructions for a higher limit for certain businesses | 1 | 250,000 |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | 800,000 |
| 4 | Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |
| (a) Description of property | | (b) Cost (business use only) | (c) Elected cost |
| 6 | | | |
| 7 | Listed property. Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction. Enter the smaller of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2007 Form 4562 | 10 | |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12 | ▶ 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

| | | | |
|----|---|----|-----|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | 295 |

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

| | | | |
|----|--|----|---|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2008 | 17 | 0 |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> | | |

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | | | 27.5 yrs. | MM | S/L | |
| | | | 27.5 yrs. | MM | S/L | |
| i Nonresidential real property | | | 39 yrs. | MM | S/L | |
| | | | | MM | S/L | |

Section C—Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|----------------|--|--|---------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 40-year | | | 40 yrs. | MM | S/L | |

Part IV Summary (See instructions.)

| | | | |
|----|--|----|-----|
| 21 | Listed property. Enter amount from line 28 | 21 | |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instr | 22 | 295 |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2008)

DAA

There are no amounts for Page 2

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

| Description | | How Received | Whom Sold | Date Acquired | |
|--------------------------|------------|--------------|-----------|---------------|-----------------|
| Date Sold | Sale Price | Cost | Expense | Depreciation | Net Gain / Loss |
| ABN AMRO HLDG | | | Purchase | 12/02/08 | |
| 12/03/08 | \$ 25,204 | \$ 12,677 | \$ | \$ | 12,527 |
| ABN AMRO HLDG | | | Purchase | 12/02/08 | |
| 12/03/08 | 1,361 | 629 | | | 732 |
| FAIRPOINT COMMUNICATIONS | | | Purchase | 9/12/08 | |
| 4/01/08 | 3 | 3 | | | |
| NABORS INDUSTRIES LTD | | | Purchase | 7/20/08 | |
| 6/19/08 | 23,493 | 15,292 | | | 8,201 |
| NABORS INDUSTRIES LTD | | | Purchase | 11/17/08 | |
| 6/19/08 | 23,493 | 15,353 | | | 8,140 |
| PFIZER INC | | | Purchase | 11/29/08 | |
| 6/19/08 | 20,979 | 33,227 | | | -12,248 |
| Total | \$ 94,533 | \$ 77,181 | \$ 0 | \$ 0 | \$ 17,352 |

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

| Description | Revenue per Books | Net Investment Income | Adjusted Net Income |
|------------------|-------------------|-----------------------|---------------------|
| SIGNAL HILL WEST | \$ 957 | \$ 957 | \$ |
| Total | \$ 957 | \$ 957 | \$ 0 |

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

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|------------------|--------|----------------|--------------|--------------------|
| UBS SERVICE FEES | \$ 338 | \$ 169 | \$ | \$ 169 |
| Total | \$ 338 | \$ 169 | \$ 0 | \$ 169 |

Federal Statements

FYE: 12/31/2008

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

| Description | | | | |
|-------------------|----------|----------------|--------------|--------------------|
| | Total | Net Investment | Adjusted Net | Charitable Purpose |
| EXCISE TAX - 2007 | \$ 2,584 | \$ 2,584 | \$ | \$ |
| Total | \$ 2,584 | \$ 2,584 | \$ 0 | \$ 0 |

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

| Description | Method | Life | Date Acquired | Cost Basis | Adjusted Net Income |
|-------------------------------------|--------|------|---------------------------|-----------------------|---------------------|
| | | | Current Year Depreciation | Net Investment Income | |
| OFFICE FURN & EQUIP \$ 3,014 S/L | | 10 | 6/01/71 | \$ 3,014 | |
| OFFICE FURN & EQUIP 747 S/L | | 10 | 6/01/75 | 747 | |
| ADDING MACHINE 201 S/L | | 10 | 6/01/78 | 201 | |
| IBM TYPEWRITER 873 S/L | | 10 | 6/10/87 | 873 | |
| CHAIR & PAD 148 S/L | | 10 | 1/12/88 | 148 | |
| CHECKWRITER 162 S/L | | 10 | 12/06/91 | 162 | |
| ADDING MACHINE 58 S/L | | 10 | 8/10/92 | 58 | |
| ANSWERING MACHINE 97 S/L | | 5 | 5/25/97 | 97 | |
| TELEPHONE 73 S/L | | 5 | 10/21/97 | 73 | |
| XEROX COPIER 105-F 655 S/L | | 10 | 5/10/99 | 758 | |
| COMPUTER SYSTEM 1,484 S/L | | 5 | 1/31/03 | 1,508 | |
| OFFICE FURNITURE 925 S/L | | 10 | 3/31/03 | 1,945 | |
| Total | | | | \$ 9,584 | |
| \$ 8,437 | | | \$ 295 | \$ 0 | \$ 0 |

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description | | | | |
|-------------|-------|----------------|--------------|--------------------|
| | Total | Net Investment | Adjusted Net | Charitable Purpose |
| Expenses | \$ | \$ | \$ | \$ |

Federal Statements**Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)**

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|----------------------|-----------------|-------------------|-----------------|-----------------------|
| OFFICE EXPENSES | \$ 371 | \$ 185 | | \$ 186 |
| TRUSTEE BOND | 1,975 | 988 | | 987 |
| LIABILITY INSURANCE | 816 | 408 | | 408 |
| TREASURY DIRECT FEE | 100 | 50 | | 50 |
| FOREIGN TAX WITHHELD | 597 | 298 | | 299 |
| Total | <u>\$ 3,859</u> | <u>\$ 1,929</u> | <u>\$ 0</u> | <u>\$ 1,930</u> |

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

| <u>Description</u> | <u>Beginning of Year</u> | <u>End of Year</u> | <u>Basis of Valuation</u> | <u>Fair Market Value</u> |
|----------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| 200M T BILLS DUE 01/02/09 | \$ | \$ 197,830 | Cost | \$ 197,830 |
| 900M T BILLS DUE 05/21/09 | | 896,178 | Cost | 896,178 |
| 1000M T BILLS DUE 05/28/09 | | 997,536 | Cost | 997,536 |
| 200M T BILLS DUE 01/03/08 | 195,137 | | | |
| 1000M T BILLS DUE 05/15/08 | 981,674 | | | |
| 1000M T BILLS DUE 05/29/08 | 983,114 | | | |
| Total | \$ 2,159,925 | \$ 2,091,544 | | \$ 2,091,544 |

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| <u>Description</u> | <u>Beginning of Year</u> | <u>End of Year</u> | <u>Basis of Valuation</u> | <u>Fair Market Value</u> |
|--------------------------|------------------------------|------------------------|-------------------------------|------------------------------|
| ALCOA INC | \$ 19,910 | \$ 19,910 | Cost | \$ 5,630 |
| GENERAL ELECTRIC | 101,733 | 101,733 | Cost | 40,500 |
| INTEL | 49,574 | 49,574 | Cost | 23,456 |
| MICROSOFT CORP | 62,253 | 62,253 | Cost | 31,104 |
| PFIZER INC | 33,227 | | Cost | |
| ROYAL DUTCH PETROLEUM CO | 21,100 | 21,100 | Cost | 26,470 |
| HEINZ H J CO | 18,592 | 18,592 | Cost | 18,800 |
| BANK OF AMERICA CORP | 43,762 | 72,415 | Cost | 28,160 |
| MONMOUTH RL EST INV CORP | 20,920 | 20,920 | Cost | 17,500 |
| KIMBERLY CLARK | 13,327 | 13,327 | Cost | 13,286 |
| JOHNSON & JOHNSON COM DE | 84,689 | 84,689 | Cost | 83,762 |
| NESTLE | 13,223 | 13,223 | Cost | 19,543 |
| BARCLAYS PLC | 44,837 | 80,429 | Cost | 23,794 |
| AMRO HOLDINGS | 13,307 | | Cost | |
| CITIGROUP INC | 63,431 | 63,431 | Cost | 10,065 |

Federal Statements

FYE: 12/31/2008

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|--------------------------|----------------------|-------------------|-----------------------|----------------------|
| DOW CHEMICAL | \$ 18,886 | \$ 18,886 | Cost | \$ 7,545 |
| VERIZON COMMUNICATIONS | 15,942 | 15,868 | Cost | 16,950 |
| FAIRPOINT COMMUNICATIONS | | 71 | Cost | 30 |
| NABORS IND LTD | 30,645 | | Cost | |
| 3M CO | 59,876 | 59,876 | Cost | 46,032 |
| ANADARKO PETROLEUM CORP | 46,885 | 46,885 | Cost | 38,550 |
| CONOCOPHILLIPS | 38,077 | 38,077 | Cost | 31,080 |
| AMGEN INC | 33,107 | 33,107 | Cost | 34,650 |
| NEWMONT MINING CORP | 31,980 | 31,980 | Cost | 32,560 |
| NOVARTIS AG SPON | 66,246 | 66,246 | Cost | 59,712 |
| MYLAN LABORATORIES | 42,487 | 42,487 | Cost | 25,714 |
| Total | \$ <u>988,016</u> | \$ <u>975,079</u> | | \$ <u>634,893</u> |

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

| Description | Beginning Net Book | End Cost / Basis | End Accumulated Depreciation | Net FMV |
|------------------|-----------------------|---------------------|---------------------------------|-------------|
| OFFICE EQUIPMENT | \$ 1,146 | \$ 9,584 | \$ 8,732 | \$ |
| Total | \$ <u>1,146</u> | \$ <u>9,584</u> | \$ <u>8,732</u> | \$ <u>0</u> |

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE GUIDELINES ATTACHED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

MAY 1 EACH YEAR

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

LONG BEACH & SIGNAL HILL, CA - 501(C)-3 ORGANIZATIONS
ONLY

Federal Statements

FYE: 12/31/2008

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

| Name | Address | Address | Amount |
|---------------------------|---------------------------------------|---------------------------|----------------|
| Relationship | Status | Purpose | |
| R.M. PYLES BOYS CAMP | 27211 HENRY MAYO DRIVE CHARITABLE | VALENCIA CA 91355 | 20,000 |
| LONG BEACH SYMPHONY ASSN | 555 E. OCEAN BLVD. CHARITABLE | LONG BEACH CA 90802 | 5,000 |
| LONG BEACH DAY NURSERY | 1548 CHESTNUT AVE. CHARITABLE | LONG BEACH CA 90813 | 5,000 |
| DOWNTOWN ASSOCIATED | 241 CEDAR AVE. CHARITABLE | LONG BEACH CA 90802 | 15,000 |
| STOP GAP | 2900 BRISTOL ST. #D-105 CHARITABLE | COSTA MESA CA 92626 | 3,600 |
| CHILDREN'S DENTAL HEALTH | 2801 ATLANTIC AVE. CHARITABLE | LONG BEACH CA 90801 | 5,000 |
| FAIRFIELD FAMILY YMCA | 4949 ATLANTIC AVE. CHARITABLE | LONG BEACH CA 90805 | 7,500 |
| FOOD FINDERS | 3434 ATLANTIC AVE. CHARITABLE | LONG BEACH CA 90807 | 15,000 |
| BOYS & GIRLS CLUBS | 3536 LONG BEACH BLVD. CHARITABLE | LONG BEACH CA 90807 | 7,500 |
| MEALS ON WHEELS | 855 ELM AVE. CHARITABLE | LONG BEACH CA 90813 | 7,500 |
| AMERICAN CANCER SOCIETY | 936 PINE AVE. CHARITABLE | LONG BEACH CA 90813 | 10,000 |
| PATHWAYS | 3300 SOUTH STREET #209 CHARITABLE | LONG BEACH CA 90805 | 10,000 |
| ABILITY FIRST | 3770 E. WILLOW STREET CHARITABLE | LONG BEACH CA 90815 | 5,000 |
| INTEGRATED REHAB | 15239 SPRINGDALE ST. CHARITABLE | HUNTINGTON BEACH CA 92649 | 1,200 |
| LONG BEACH BLAST | 737 PINE AVE. #201 CHARITABLE | LONG BEACH CA 90813 | 10,000 |
| COMMUNITY HOSPITAL | 1720 TERMINO AVE. CHARITABLE | LONG BEACH CA 90804 | 5,000 |
| NATIONAL MULTIPLE SCLEROS | 2440 S. SEPULVEDA BLVD. CHARITABLE | LOS ANGELES CA 90064 | 5,000 |
| Total | | | <u>137,300</u> |