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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0052

2008

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. Otherwise, print or type. See Specific Instructions.	Name of foundation CARRIE ESTELLE DOHENY FOUNDATION		A Employer identification number 95-6202911
	Number and street (or P.O. box number if mail is not delivered to street address) 707 WILSHIRE BOULEVARD		B Telephone number 213-488-1122
	Room/suite 4960		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 ☐
	City or town, state, and ZIP code LOS ANGELES, CA 90017		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 126,954,231.		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	

Part III Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B interest on savings and temporary cash investments	187,551.	185,996.		STATEMENT 2
	3 Dividends and interest from securities	5,641,340.	5,950,051.		STATEMENT 3
	4a Gross rents				
	b Net rental income or (loss)				
	5a Net gain or (loss) from sale of assets not on line 10	-11,700,517.			STATEMENT 1
	b Gross sales price for all assets on line 5a	111,736,987.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss)				
	11 Other income	-5,975,065.	-5,947,985.		STATEMENT 4
	12 Total. Add lines 1 through 11	-11,846,691.	188,062.		
	13 Compensation of officers, directors, trustees, etc.	240,938.	97,573.		143,365.
	14 Other employee salaries and wages	194,155.	7,344.		182,006.
	15 Pension plans, employee benefits	93,657.	21,534.		72,057.
	16a Legal fees STMT 5	1,537.	0.		1,361.
	b Accounting fees STMT 6	25,000.	10,500.		14,500.
	c Other professional fees STMT 7	1,236,303.	1,227,217.		9,279.
	17 Interest				
	18 Taxes STMT 8	-26,171.	112,627.		0.
	19 Depreciation and depletion	36,579.	9,993.		
	20 Occupancy	106,927.	19,461.		87,470.
	21 Travel, conferences, and meetings	6,857.	1,359.		5,538.
	22 Printing and publications	24,128.	0.		24,128.
	23 Other expenses STMT 9	30,573.	9,977.		19,194.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,970,483.	1,517,579.		558,898.
	25 Contributions, gifts, grants paid	7,692,645.			7,652,827.
	26 Total expenses and disbursements. Add lines 24 and 25	9,663,128.	1,517,579.		8,211,725.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-21,509,819.			
	b Net investment income (if negative, enter -0-)		0.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		50.	51.	51.
	2	Savings and temporary cash investments		1,272,136.	532,345.	532,345.
	3	Accounts receivable	731,345.			
		Less: allowance for doubtful accounts		1,862,046.	731,345.	731,345.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		27,440.	133,488.	133,488.
	10a	Investments - U.S. and state government obligations	STMT 10	9,458,529.	8,108,484.	8,108,484.
	b	Investments - corporate stock	STMT 11	90,848,302.	55,063,952.	55,063,952.
	c	Investments - corporate bonds	STMT 12	34,122,611.	27,852,289.	27,852,289.
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 13	53,662,916.	34,483,805.	34,483,805.	
14	Land, buildings, and equipment basis	349,587.				
	Less: accumulated depreciation	STMT 14	301,115.	82,915.	48,472.	48,472.
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		191,336,945.	126,954,231.	126,954,231.	
Liabilities	17	Accounts payable and accrued expenses		1,970,901.	404,906.	
	18	Grants payable		1,692,566.	1,732,384.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
22	Other liabilities (describe)	STATEMENT 15)	138,798.	0.		
23	Total liabilities (add lines 17 through 22)		3,802,265.	2,137,290.		
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.				
	25	Unrestricted		187,534,680.	124,816,941.	
	26	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		187,534,680.	124,816,941.		
31	Total liabilities and net assets/fund balances		191,336,945.	126,954,231.		

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	187,534,680.
2	Enter amount from Part I, line 27a	2	-21,509,819.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	166,024,861.
5	Decreases not included in line 2 (itemize) MARK TO MARKET ADJUSTMENT	5	41,207,920.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	124,816,941.

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			
b SEE ATTACHED STATEMENTS			
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 111,736,987.		123,835,154.	-12,098,167.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gain (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-12,098,167.

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	-12,098,167.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	9,988,953.	191,000,248.	.052298
2006	8,662,883.	175,494,584.	.049363
2005	8,528,220.	161,154,098.	.052920
2004	7,693,257.	153,137,695.	.050238
2003	7,071,438.	138,847,978.	.050929

2 Total of line 1, column (d)	2	.255748
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	.051150
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	164,569,269.
5 Multiply line 4 by line 3	5	8,417,718.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	8,417,718.
8 Enter qualifying distributions from Part XII, line 4	8	8,213,007.

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 VII Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	117,436.
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	117,436.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	117,436.
11	Enter the amount of line 10 to be: Credited to 2008 estimated tax ☐ Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ► **WWW.DOHENYFOUNDATION.ORG**

14 The books are in care of ► **NINA S. SHEPHERD** Telephone no. ► **213-488-1122**
 Located at ► **707 WILSHIRE BOULEVARD, SUITE 4960, LOS ANGELES, CA** ZIP+4 ► **90017**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐ 15 **N/A**

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)? ☐	1b	X
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? ☐	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No		
If "Yes," list the years: _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here: _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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, 1989; (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? ☐ Yes ☒ No	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? ☐ Yes ☒ No	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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 ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		240,938.	40,781.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET MORRISON FOUNDATION OFFICE	GRANTS ADMINISTRATOR 32.00	73,663.	16,730.	
SHIRLEY BERNARD FOUNDATION OFFICE	SR GRANTS ADMINISTRATOR 24.00	59,938.	4,728.	
HERMAN ATIENZA FOUNDATION ADMIN	ASSISTANT GRANTS ADMIN 32.00	61,366.	8,359.	

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

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
D E SHAW SECURITIES	INVESTMENT	
NEW YORK, NEW YORK	MANAGEMENT	185,583.
PIMCO	INVESTMENT	
NEWPORT BEACH, CA	MANAGEMENT	105,238.
WELLINGTON	INVESTMENT	
BOSTON, MA	MANAGEMENT	105,933.
PAAMCO	INVESTMENT	
IRVINE, CALIFORNIA	MANAGEMENT	102,346.
ING CLARION	INVESTMENT	
RADNOR, PENNSYLVANIA	MANAGEMENT	145,417.

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**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	166,744,679.
b	Average of monthly cash balances	1b	232,117.
c	Fair market value of all other assets	1c	98,604.
d	Total (add lines 1a, b, and c)	1d	167,075,400.
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	167,075,400.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,506,131.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	164,569,269.
6	Minimum investment return. Enter 5% of line 5	6	8,228,463.

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

1	Minimum investment return from Part X, line 6	1	8,228,463.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,228,463.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,228,463.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,228,463.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,211,725.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1,282.
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	8,213,007.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,213,007.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				8,228,463.
2 Undistributed Income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	214,603.			
b From 2004	531,230.			
c From 2005	632,285.			
d From 2006	211,955.			
e From 2007	943,891.			
f Total of lines 3a through e	2,533,964.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	8,213,007.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				8,213,007.
e Remaining amount distributed out of corpus	0.			
	15,456.			15,456.
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:	2,518,508.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	199,147.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	2,319,361.			
10 Analysis of line 9:				
a Excess from 2004	531,230.			
b Excess from 2005	632,285.			
c Excess from 2006	211,955.			
d Excess from 2007	943,891.			
e Excess from 2008				

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 2008, 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(n)(5)

		Prior 3 years				(e) Total
		(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon:					
	a "Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
	(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 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).)

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.

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

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT F	NONE	NONE		7,652,827.
Total			3a	7,652,827.
b Approved for future payment				
Total SEE STATEMENT 18			3b	956,425.

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 ACADIAN - FORM K-1	P		
b L.A. CAPITAL MANAGEMENT	P		
c NORTHERN TRUST SAFE FUND FROM K-1	P		
d RENAISSANCE - FROM K-1	P		
e MARATHON	P		
f NT RUSSELL 1000 ENHANCED INDEX FUND	P		
g NORTHERN TRUST TRANSITION ACCOUNT	P		
h MISCELLANEOUS SETTLEMENTS	P		
i PIMCO TOTAL RETURN FUND	P		
j STW	P		
k WESTERN ASSET	P		
l MELLON ALPHA II FUND	P		
m WELLINGTON DIVERSIFIED INFL HEDGE	P		
n GOLDMAN SACHS REITS	P		
o ING CLARION REITS	P		

(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 496,072.		376,054.	120,018.
b 5,772,353.		7,209,418.	-1,437,065.
c 21,475,660.		24,119,294.	-2,643,634.
d 10,837,410.		10,978,628.	-141,218.
e 43,325.		101,796.	-58,471.
f 25,821,962.		29,170,092.	-3,348,130.
g 13,778,770.		14,333,524.	-554,754.
h 56,701.		4,875.	51,826.
i 5,091,774.		5,175,132.	-83,358.
j 9,867,802.		9,709,305.	158,497.
k 1,373,248.		1,452,413.	-79,165.
l 8,714,788.		10,133,235.	-1,418,447.
m 1,070,319.		1,773,465.	-703,146.
n 427.		427.	0.
o 7,045,667.		9,260,604.	-2,214,937.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			120,018.
b			-1,437,065.
c			-2,643,634.
d			-141,218.
e			-58,471.
f			-3,348,130.
g			-554,754.
h			51,826.
i			-83,358.
j			158,497.
k			-79,165.
l			-1,418,447.
m			-703,146.
n			0.
o			-2,214,937.

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):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Taxable 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	FOREIGN CURRENCY ACADIAN	P		
b	FOREIGN CURRENCY BOSTON CO	P		
c	FOREIGN CURRENCY ING CLARION	P		
d	FOREIGN CURRENCY TRANSITION	P		
e	ENHANCED RUSSELL CG DIST	P		
f	L.A. CAPITAL MGMT CG DIST			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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		31,016.	-31,016.
b	624.		624.
c		5,876.	-5,876.
d	275,852.		275,852.
e	8,388.		8,388.
f	5,845.		5,845.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-31,016.
b			624.
c			-5,876.
d			275,852.
e			8,388.
f			5,845.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-12,098,167.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

2008 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	SOFTWARE (ESSENTIAL GIFTS)	010198SL		3.00	16	7,706.			7,706.	7,706.		0.
12	CAO TABLE	053198SL		7.00	16	913.			913.	913.		0.
13	NETWORK FRAME	100198SL		7.00	16	866.			866.	866.		0.
14	PENTIUM II	102698SL		3.00	16	2,465.			2,465.	2,465.		0.
15	CONFERENCE CHAIRS	040100SL		10.00	16	28,740.			28,740.	22,274.		2,874.
16	FURNITURE	040100SL		10.00	16	63,758.			63,758.	49,417.		6,376.
17	MICROWAVE	040100SL		5.00	16	108.			108.	108.		0.
18	DESK CHAIRS & ACCESSORIES	040100SL		5.00	16	2,098.			2,098.	2,098.		0.
19	DESK/COMPUTER ACCESSORIES	070100SL		10.00	16	109.			109.	82.		11.
20	CABINET	090100SL		10.00	16	839.			839.	616.		84.
21	SMALL BOOKCASE	010101SL		10.00	16	680.			680.	476.		68.
22	DELL WORKSTATION	050102SL		3.00	16	922.			922.	922.		0.
25	SERVER	110105SL		3.00	16	6,039.			6,039.	4,362.		1,677.
26	CANON COPIER	020806SL		7.00	16	5,402.			5,402.	1,479.		772.
37	LEASEHOLD IMPROVEMENTS	040100SL		10.00	16	218,843.			218,843.	169,601.		21,884.
48	DELL WORKSTATION	022807SL		3.00	16	1,536.			1,536.	427.		512.
49	DELL WORKSTATION	022807SL		3.00	16	1,536.			1,536.	427.		512.
50	HP PRINTER	050107SL		5.00	16	2,223.			2,223.	296.		445.

832 U2
04-25-08

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

✓

2008 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
61	SR GRANTS COMPUTER	01/01/08	SL	3.00	16	1,333.			1,333.			444.
62	GRANTS COMPUTER	01/01/08	SL	3.00	16	1,333.			1,333.			444.
73	TELECOMMUTE DELL	05/01/08	SL	3.00	16	2,137.			2,137.			475.
	* TOTAL 990-PF PG 1					349,586.		0.	349,586.	264,535.	0.	36,578
	DEPR											

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
ACADIAN - FORM K-1	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
496,072.	376,054.	0.	0.	120,018.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
L.A. CAPITAL MANAGEMENT				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,772,353.	7,221,229.	0.	0.	-1,448,876.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
NORTHERN TRUST EAFE FUND FROM K-1	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,475,660.	24,198,877.	0.	0.	-2,723,217.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
RENAISSANCE - FROM K-1	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,837,410.	10,978,628.	0.	0.	-141,218.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MARATHON	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,325.	101,796.	0.	0.	-58,471.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
NT RUSSELL 1000 ENHANCED INDEX FUND				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,821,962.	29,178,383.	0.	0.	-3,356,421.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
NORTHERN TRUST TRANSITION ACCOUNT				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,778,770.	14,333,524.	0.	0.	-554,754.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MISCELLANEOUS SETTLEMENTS					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
56,701.	4,875.	0.	0.	51,826.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO TOTAL RETURN FUND					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5,091,774.	4,667,986.	0.	0.	423,788.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STW					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
9,867,802.	9,709,305.	0.	0.	158,497.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WESTERN ASSET					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,373,248.	1,452,413.	0.	0.	-79,165.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
MELLON ALPHA II FUND	8,714,788.	10,143,473.	0.		0.		-1,428,685.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
WELLINGTON DIVERSIFIED INFL HEDGE	1,070,319.	1,773,465.	0.		0.		-703,146.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
GOLDMAN SACHS REITS	427.	0.	0.		0.		427.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
ING CLARION REITS	7,045,667.	9,260,604.	0.		0.		-2,214,937.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FOREIGN CURRENCY ACADIAN	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	31,016.	0.	0.	-31,016.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FOREIGN CURRENCY BOSTON CO	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
624.	0.	0.	0.	624.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FOREIGN CURRENCY ING CLARION	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	5,876.	0.	0.	-5,876.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FOREIGN CURRENCY TRANSITION	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
275,852.	0.	0.	0.	275,852.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENHANCED RUSSELL CG DIST				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,388.	0.	0.	0.	8,388.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
L.A. CAPITAL MGMT CG DIST				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,845.	0.	0.	0.	5,845.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

-11,700,517.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCEAMOUNT

NORTHERN TRUST BANK OF CA
TNT SHORT TERM FUND

4,197.
183,354.

TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A

187,551.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **3**

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
ALTERNATIVE ASSET INCOME	336,091.	0.	336,091.
BOND INCOME	2,766,195.	0.	2,766,195.
REIT DIVIDENDS	695,657.	0.	695,657.
STOCK DIVIDENDS	1,843,397.	0.	1,843,397.
 TOTAL TO FM 990-PF, PART I, LN 4	 5,641,340.	 0.	 5,641,340.

FORM 990-PF

OTHER INCOME

STATEMENT

4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LENDING INCOME	24,097.	24,097.	
ROYALTY INCOME	9,301.	11,145.	
PARTNERSHIP & LLC INC	-6,008,463.	-5,983,227.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-5,975,065.	-5,947,985.	

FORM 990-PF

LEGAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCDERMOTT, WILL & EMERY	1,537.	0.		1,361.
TO FM 990-PF, PG 1, LN 16A	1,537.	0.		1,361.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL AUDIT	21,000.	10,500.		10,500.
TAX RETURN REVIEW	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	25,000.	10,500.		14,500.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACADIAN,	96,160.	96,160.		0.
BOSTON COMPANY	-258.	-258.		0.
D.E. SHAW	185,583.	185,583.		0.
ING CLARION	145,417.	145,417.		0.
LOS ANGELES CAPITAL MGMT	51,637.	51,825.		0.
LIGHTHOUSE	36,867.	36,867.		0.
MELLON CAP MGMT	36,382.	36,382.		0.
PAAMCO	113,911.	113,911.		0.
PIMCO	105,238.	105,238.		0.
RENAISSANCE	68,562.	68,562.		0.
STW	66,308.	66,308.		0.
NORTHERN TRUST GLOBAL INV.	49,194.	49,194.		0.
UBP	10,800.	10,800.		0.
WELLINGTON	105,933.	105,933.		0.
WESTERN ASSET	22,444.	22,444.		0.
WILSHIRE ASSOCIATES	83,206.	83,206.		0.
NORTHERN TRUST, CUSTODY	47,066.	47,066.		0.
COMPUTER CONSULTING	2,298.	748.		1,550.
MICRO EDGE	3,471.	0.		3,471.
MISCELLANEOUS INVEST EXP	249.	249.		0.
TAX SOFTWARE	205.	0.		205.
MISCELLANEOUS FEES	5,630.	1,576.		4,053.
TO FORM 990-PF, PG 1, LN 16C	1,236,303.	1,227,211.		9,279.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	112,627.	112,627.		0.
FEDERAL EXCISE TAX	-138,798.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-26,171.	112,627.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	24,721.	8,612.		14,870.
OFFICE SUPPLIES	5,617.	1,365.		4,089.
STATE FEES	235.	0.		235.
TO FORM 990-PF, PG 1, LN 23	30,573.	9,977.		19,194.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STW-U.S.TREASURY BONDS	X		589,913.	589,913.
WESTERN ASSETS TIPS FUND	X		7,518,571.	7,518,571.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,108,484.	8,108,484.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,108,484.	8,108,484.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACADIAN EMERGING MARKETS FUND	6,997,031.	6,997,031.
NORTHERN TRUST EAFE EQUITY INDEX FD	2,893,859.	2,893,859.
NTQA ENHANCED RUSSELL 1000 - SEE STMT A	11,620,159.	11,620,159.
L.A. CAPITAL MGMT-SEE STMT B	6,174,732.	6,174,732.
ING CLARION REIT -SEE STMT C	10,396,310.	10,396,310.
MARATHON EAFE FUND	16,981,861.	16,981,861.
TOTAL TO FORM 990-PF, PART II, LINE 10B	55,063,952.	55,063,952.

FORM 990-PF

CORPORATE BONDS

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS-PIMCO TOTAL RETURN FUND	13,812,743.	13,812,743.
STW-CORPORATE BONDS - SEE STMT D	14,039,546.	14,039,546.
TOTAL TO FORM 990-PF, PART II, LINE 10C	27,852,289.	27,852,289.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STW-OTHER BONDS - SEE STMT E	FMV	1,472,627.	1,472,627.
D.E.SHAW U.S.BROAD MKT CORE ALPHA PLUS FUND	FMV	12,082,760.	12,082,760.
RENAISSANCE INSTITUTIONAL EQUITIES FUND	FMV	0.	0.
PAAMCO FUND	FMV	8,210,587.	8,210,587.
MELLON CAPITAL MANAGEMENT GLOBAL ALPHA	FMV	0.	0.
WELLINGTON REAL ASSET FUND	FMV	4,577,069.	4,577,069.
NOTE	FMV	1.	1.
INTEREST IN TRUST	FMV	1.	1.
OIL INTEREST	FMV	1,832.	1,832.
LIGHTHOUSE DIVERSIFIED FUND	FMV	5,855,312.	5,855,312.
UBP ASSET MANAGEMENT FUND	FMV	2,283,616.	2,283,616.
TOTAL TO FORM 990-PF, PART II, LINE 13		34,483,805.	34,483,805.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SOFTWARE (ESSENTIAL GIFTS)	7,706.	7,706.	0.
CAO TABLE	913.	913.	0.
NETWORK FRAME	866.	866.	0.
PENTIUM II	2,465.	2,465.	0.
CONFERENCE CHAIRS	28,740.	25,148.	3,592.
FURNITURE	63,758.	55,793.	7,965.
MICROWAVE	108.	108.	0.
DESK CHAIRS & ACCESSORIES	2,098.	2,098.	0.
DESK/COMPUTER ACCESSORIES	109.	93.	16.
CABINET	839.	700.	139.
SMALL BOOKCASE	680.	544.	136.
DELL WORKSTATION	922.	922.	0.
SERVER	6,039.	6,039.	0.
CANON COPIER	5,402.	2,251.	3,151.
LEASEHOLD IMPROVEMENTS	218,843.	191,485.	27,358.
DELL WORKSTATION	1,536.	939.	597.
DELL WORKSTATION	1,536.	939.	597.
HP PRINTER	2,223.	741.	1,482.
SR GRANTS COMPUTER	1,333.	444.	889.
GRANTS COMPUTER	1,333.	444.	889.
TELECOMMUTE DELL	2,137.	475.	1,662.
TOTAL TO FM 990-PF, PART II, LN 14	349,586.	301,113.	48,473.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 15

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

DEFERRED EXCISE TAX LIABILITY

138,798.

0.

TOTAL TO FORM 990-PF, PART II, LINE 22

138,798.

0.

FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. SMITH, III FOUNDATION OFFICE	PRESIDENT, CHAIRMAN, DIREC 3.00	30,000.	0.	0.
AUSTIN GAVIN FOUNDATION OFFICE	VICE PRESIDENT, DIRECTOR 2.00	18,000.	0.	0.
JOSEPH NALLY FOUNDATION OFFICE	DIRECTOR 2.00	18,000.	0.	0.
GEORGE GIBBS FOUNDATION OFFICE	DIRECTOR 1.00	12,000.	0.	0.
ROBERT F. ERBURU FOUNDATION OFFICE	DIRECTOR 1.00	12,000.	0.	0.
TERRY SEIDLER FOUNDATION OFFICE	DIRECTOR 1.00	12,000.	0.	0.
REV. WM. PILETIC, C.M. FOUNDATION OFFICE	DIRECTOR 1.00	0.	0.	0.
NINA S. SHEPHERD FOUNDATION OFFICE	CAO/CFO/SECRETARY/TREASURE 24.00	138,938.	40,781.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		240,938.	40,781.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SHIRLEY BERNARD, SENIOR GRANTS ADMINISTRATOR
FOUNDATION OFFICE

TELEPHONE NUMBER

213-488-1122

FORM AND CONTENT OF APPLICATIONS

CONTACT FOUNDATION OFFICE FOR APPLICATION & GUIDELINES, OR VISIT
WWW.DOHENYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS TO INDIVIDUALS OR NON-U.S. INSTITUTIONS

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 18

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CONGREGATION OF THE MISSION 649 WEST ADAMS, LOS ANGELES, CA 90007	NONE REFURBISH BLDGS AT DE PAUL CENTER AND RECOGNIZE REV PILETIC	NONE	70,625.
DOWNTOWN WOMEN'S CENTER 325 SO LOS ANGELES ST, LOS ANGELES, CA 90013	NONE CONSTRUCTION OF NEW FACILITY FOR HOMELESS WOMEN	NONE	200,000.
PROVIDENCE HIGH SCHOOL 511 SO BUENA VISTA ST, BURBANK, CA 91505	NONE NEW SCIENCE CENTER	NONE	50,000.
ST. JOHN'S SEMINARY 5012 SEMINARY BOULEVARD, CAMARILLO, CA 93012	NONE REREMODEL DORMITORY	NONE	50,000.
ST. MICHAEL SCHOOL 1027 W 87TH STREET, LOS ANGELES, CA 90044	NONE TO EXTEND THE SCHOOL YEAR	NONE	25,000.
SAN GABRIEL MISSION HIGH SCHOOL 254 S SANTA ANITA ST, SAN GABRIEL, CA 91776	NONE RESTORATION OF SCHOOL AUDITORIUM	NONE	50,000.
SANTA TERESITA 819 BUENA VISTA STREET, DUARTE, CA	NONE LONG TERM CARE FACILITY	NONE	500,000.
ST. VINCENT DE PAUL CHURCH 621 WEST ADAMS, LOS ANGELES, CA 90007	NONE CONSTRUCT ACCESS PLATFORM AND LADDER FOR A/C MAINTENANCE	NONE	10,800.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

956,425.

Carrie Estelle Doheny Foundation

EIN 95-6202911

Year Ended December 31, 2008

Reasonable Cause Statement

Taxpayer is filing the amended 2008 Form 990-PF, *Return of Private Foundation*, in order to file delinquent Form 926, *Return by a U.S. Transferor of Property to a Foreign Corporation*, under the delinquent international information return submission procedures. Taxpayer is requesting waiver of penalties for delinquent filing of Form 926 due to reasonable cause as follows:

1. Taxpayer has recently learned of the tax filing and information reporting obligation relating to its cash transfers for purchases of shares of offshore hedge fund investments that are classified as foreign corporations. The complexity of this area of tax law and varying situations with offshore compliance issues led to an honest misunderstanding of the Form 926 filing requirement relative to the taxpayer's offshore hedge fund investments that are classified as foreign corporations. Offshore hedge fund investments are purchased by the taxpayer based on the recommendation of an investment advisor. Although the taxpayer is aware of transactions that result in taxable transactions, taxpayer was not aware of the related foreign information reporting obligation as these offshore hedge fund investments provide limited financial reporting to the taxpayer. Based on information available to the taxpayer, they could not reasonably be expected to know of the filing requirement. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2.6*)
2. Taxpayer has reported and paid taxes on all taxable income with respect to all transactions related to its offshore hedge fund investments that are classified as foreign corporations, and therefore, the amended return reflects no change to income or tax liability. (*Internal Revenue Manual 20.1.1.3.2.2*)
3. Taxpayer is consistent with timely filing and payment of its tax obligations. (*Internal Revenue Manual 20.1.1.3.2.2*)
4. Taxpayer has exercised ordinary business care and prudence in filing its tax returns. Foreign information returns were filed timely as soon as the taxpayer became aware of its reporting obligation. For instance, Forms 926 have been filed with the taxpayer's original filing of the 2012 Form 990-PF, when the taxpayer was made aware of the Form 926 filing requirement for an indirect transfer to a foreign corporation, through a disclosure on a Schedule K-1 from a limited partnership investment. In addition, taxpayer has been consistent in timely filing the Form FinCEN 114 (previously Form TD F 90-22.1), *Report of Foreign Bank and Financial Accounts*, to report its interests in foreign financial accounts. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2*)
5. This delinquent filing is being made to comply with the international information return filing requirements, as soon as the taxpayer had determined its filing obligation and gathered appropriate information to make a complete and accurate filing. (*Internal Revenue Manual 20.1.1.3.2. and 20.1.1.3.2.2*)
6. Taxpayer is not under a civil examination or criminal investigation by the IRS, and has not been contacted by the IRS about delinquent information returns. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2.6*)

I, Nina S. Shepherd, Chief Administrative Officer/Chief Financial Officer declare, under penalties of perjury, that I am authorized to sign this request for waiver of delinquent filing penalties on behalf of the Carrie Estelle Doheny Foundation, and I further declare that I have examined this request for waiver of delinquent filing penalties, including the written explanation of all the facts of the claim for reasonable cause, and to the best of my knowledge and belief, this is true, correct, and complete.

Taxpayer is a private foundation which makes grants to other nonprofit organizations. Taxpayer maintains an investment portfolio to fund its grant making and administrative operations, and invests in offshore hedge fund investments to diversify its portfolio, not for purposes of tax evasion. I hereby certify that taxpayer is not engaged in tax evasion.



Nina S. Shepherd, Chief Administrative Officer/Chief Financial Officer
Carrie Estelle Doheny Foundation

1 9/29/14
Date

Carrie Estelle Doheny Foundation

EIN 95-6202911

Year Ended December 31, 2008

Reasonable Cause Statement

Taxpayer is filing the amended 2008 Form 990-PF, *Return of Private Foundation*, in order to file delinquent Form 926, *Return by a U.S. Transferor of Property to a Foreign Corporation*, under the delinquent international information return submission procedures. Taxpayer is requesting waiver of penalties for delinquent filing of Form 926 due to reasonable cause as follows:

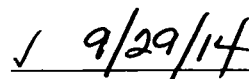
1. Taxpayer has recently learned of the tax filing and information reporting obligation relating to its cash transfers for purchases of shares of offshore hedge fund investments that are classified as foreign corporations. The complexity of this area of tax law and varying situations with offshore compliance issues led to an honest misunderstanding of the Form 926 filing requirement relative to the taxpayer's offshore hedge fund investments that are classified as foreign corporations. Offshore hedge fund investments are purchased by the taxpayer based on the recommendation of an investment advisor. Although the taxpayer is aware of transactions that result in taxable transactions, taxpayer was not aware of the related foreign information reporting obligation as these offshore hedge fund investments provide limited financial reporting to the taxpayer. Based on information available to the taxpayer, they could not reasonably be expected to know of the filing requirement. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2.6*)
2. Taxpayer has reported and paid taxes on all taxable income with respect to all transactions related to its offshore hedge fund investments that are classified as foreign corporations, and therefore, the amended return reflects no change to income or tax liability. (*Internal Revenue Manual 20.1.1.3.2.2*)
3. Taxpayer is consistent with timely filing and payment of its tax obligations. (*Internal Revenue Manual 20.1.1.3.2.2*)
4. Taxpayer has exercised ordinary business care and prudence in filing its tax returns. Foreign information returns were filed timely as soon as the taxpayer became aware of its reporting obligation. For instance, Forms 926 have been filed with the taxpayer's original filing of the 2012 Form 990-PF, when the taxpayer was made aware of the Form 926 filing requirement for an indirect transfer to a foreign corporation, through a disclosure on a Schedule K-1 from a limited partnership investment. In addition, taxpayer has been consistent in timely filing the Form FinCEN 114 (previously Form TD F 90-22.1), *Report of Foreign Bank and Financial Accounts*, to report its interests in foreign financial accounts. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2*)
5. This delinquent filing is being made to comply with the international information return filing requirements, as soon as the taxpayer had determined its filing obligation and gathered appropriate information to make a complete and accurate filing. (*Internal Revenue Manual 20.1.1.3.2. and 20.1.1.3.2.2*)
6. Taxpayer is not under a civil examination or criminal investigation by the IRS, and has not been contacted by the IRS about delinquent information returns. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2.6*)

I, Nina S. Shepherd, Chief Administrative Officer/Chief Financial Officer declare, under penalties of perjury, that I am authorized to sign this request for waiver of delinquent filing penalties on behalf of the Carrie Estelle Doheny Foundation, and I further declare that I have examined this request for waiver of delinquent filing penalties, including the written explanation of all the facts of the claim for reasonable cause, and to the best of my knowledge and belief, this is true, correct, and complete.

Taxpayer is a private foundation which makes grants to other nonprofit organizations. Taxpayer maintains an investment portfolio to fund its grant making and administrative operations, and invests in offshore hedge fund investments to diversify its portfolio, not for purposes of tax evasion. I hereby certify that taxpayer is not engaged in tax evasion.



Nina S. Shepherd, Chief Administrative Officer/Chief Financial Officer
Carrie Estelle Doheny Foundation



Date

Carrie Estelle Doheny Foundation
EIN 95-6202911
List of Exhibits
2008 Form 990PF

<u>Exhibit</u>	<u>Description</u>	<u>Part #</u>	<u>Line #</u>
A	NTQA Enhanced Russell stock	II	Statement 11
B	L.A. Capital Management stock	II	Statement 11
C	ING Clarion	II	Statement 11
D	STW Corporate Bonds	II	Statement 12
E	STW Other Bonds	II	Statement 13
F	Grants paid in 2008	XV	3a

STATEMENT 11
 DETAIL OF STOCK
 NTQA ENHANCED RUSSELL 1000

CARRIE ESTELLE DOHENY FOUNDATION
 RETURN OF PRIVATE FOUNDATION
 FORM 990-PF
 2008

SHARES	DESCRIPTION	MARKET VALUE
600	FRONTLINE LTD COM	17,766
1888	#REORG/ MERRILL LYNCH & CO INC COM STK EFF DT: 01/02/2009	21,976
1970	#REORG/ACCENT LTD BERMUDA MAND EXCH ACCENTURE 9/1/09	64,596
1100	#REORG/CENTEX CORP COM STK-MERGER PULTE HOMES 08/19/09	11,704
838	#REORG/COOPER-ST OF INC TO COOPERINDS NEW IRELAND 9/8/09	24,495
1100	#REORG/COVIDEN LTD REORG TO COVIDEN PLC EFF 6/4/09	39,864
200	#REORG/EMBARQ CORP STK MERGER CENTURYTEL 7/1/09	7,192
400	#REORG/FOSTER WHEELER LTD STK MERGER FOSTER 2/9/09	9,352
1100	#REORG/NATL CITY STK MRGR PNC FINL SVCS 12/31/08	1,991
1400	#REORG/NOBLE CORPSTK MERGER NOBLE CORP SWITZ 3/27/09	30,926
2075	#REORG/RELIANT ENERGY INC COMTO RRI ENERGY 05/04/2009	11,994
8200	#REORG/TIME WARNER INC REV SPLIT TIMEWARNER 3/27/09	82,492
900	#REORG/TYCO INTL LTD CHANGE TOTYCO INTL LTD 3/16/09	19,440
1315	#REORG/WACHOVIA STOCK MERGER TO WELLS FARGO12/31/08	7,285
1172	3M CO COM	67,437
1581	ABBOTT LAB COM	84,378
100	ABRAXIS BIOSCIENCE INC NEW COM	6,592
1600	ADOBE SYS INC COM	34,064
1200	AETNA INC	34,200
600	AFFILIATED COMPUTER SVCS INC CL A COM	27,570
600	AGCO CORP COM	14,154
1300	AGILENT TECHNOLOGIES INC COM	20,319
400	AIRGAS INC COM	15,596
200	ALLIANCE DATA SYS CORP COM	9,306
1500	ALLIANT ENERGY CORP COM ISIN #US0188021085	43,770
800	ALLIED WORLD ASSURANCE COM STK	32,480
700	ALLSTATE CORP COM	22,932
400	ALPHA NAT RES INC COM STK	6,476
3400	ALTRIA GROUP INC COM	51,204
325	AMAZON COM INC COM	16,666
1400	AMER FINL GROUP INC OH COM STK	32,032
800	AMERICAN CAP LTD COM STK	2,592
1983	AMERICAN EXPRESS CO	36,785
500	AMERICAN TOWER CORP CL A	14,660
2100	AMERIPRISE FINL INC COM	49,056
2041	AMGEN INC COM	117,868
1000	ANADARKO PETRO CORP COM	38,550
679	ANNALY CAP MGMT INC COM	10,776
1000	AON CORP COM	45,680
100	APACHE CORP COM	7,453
299	APOLLO GROUP INC CL A	22,909
900	APPLE INC	76,815
242	APT INVT & MGMT CO CL A	2,795
1400	ARCHER-DANIELS-MIDLAND CO COM	40,362
500	ASSURANT INC COM	15,000

NTQA ENHANCED RUSSELL 1000

STATEMENT 11
 DETAIL OF STOCK
 NTQA ENHANCED RUSSELL 1000

CARRIE ESTELLE DOHENY FOUNDATION
 RETURN OF PRIVATE FOUNDATION
 FORM 990-PF
 2008

SHARES	DESCRIPTION	MARKET VALUE
300	ASTORIA FINL CORP COM	4,944
6207	AT&T INC COM	176,900
600	ATMOS ENERGY CORP COM	14,220
700	AUTOLIV INC COM STK	15,022
100	AVON PRODUCTS INC COM USD0.25	2,403
500	BAKER HUGHES INC COM	16,035
800	BANK NEW YORK MELLON CORP COM STK	22,664
6737	BANK OF AMERICA CORP	94,857
800	BAXTER INTL INC COM	42,872
400	BB&T CORP COM	10,984
1400	BIG LOTS INC COM	20,286
742	BIOGEN IDEC INC COM STK	35,341
700	BJ SERVICES CO	8,169
602	BJS WHSL CLUB INC COM STK	20,825
800	BK HAW CORP COM	36,136
385	BOEING CO COM	16,428
1236	BOSTON SCIENTIFIC CORP COM	9,567
400	BRINKS CO COM STOCK	10,752
2300	BRISTOL MYERS SQUIBB CO COM	53,475
1300	BROADCOM CORP CL A	22,061
91	BROWN-FORMAN INC CL B NON-VTG COM	4,686
493	BSTN PPTYS INC	27,115
200	BUNGE LTD	10,354
300	BURL NORTHN SANTA FE CORP COM	22,713
614	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	33,788
200	C R BARD	16,852
300	CAMDEN PPTY TR SH BEN INT	9,402
300	CAMERON INTL CORP COM STK	6,150
1100	CAMPBELL SOUP CO COM	33,011
1000	CAP 1 FNCL COM	31,890
500	CARDINAL HLTH INC	17,235
700	CARNIVAL CORP COM PAIRED	17,024
200	CATERPILLAR INC COM	8,934
400	CELGENE CORP COM	22,112
1600	CENTURYTEL INC COM STK	43,728
100	CEPHALON INC CON	7,704
226	CF INDS HLDGS INC COM	11,110
2963	CHEVRON CORP COM	219,173
600	CHUBB CORP COM	30,600
7512	CISCO SYSTEMS INC	122,446
6700	CITIGROUP INC COM	44,957
100	CME GROUP INC COM STK	20,811
793	COACH INC COM	16,471
2858	COCA COLA CO COM	129,382
200	COLGATE-PALMOLIVE CO COM	13,708

NTQA ENHANCED RUSSELL 1000

STATEMENT 11
DETAIL OF STOCK
NTQA ENHANCED RUSSELL 1000

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
2008

SHARES	DESCRIPTION	MARKET VALUE
5137	COMCAST CORP NEW-CL A	86,713
1100	COMERICA INC COM	21,835
600	COMMSCOPE INC COM	9,324
800	COMPUTER SCI CORP COM	28,112
2763	CONOCOPHILLIPS COM	143,123
600	CONSTELLATION BRANDS INC CL A CL A	9,462
300	CORN PRODS INTL INC COM	8,655
500	CSX CORP COM	16,235
179	CUMMINS INC	4,785
1700	CVS CAREMARK CORP COM STK	48,858
700	DANAHER CORP COM	39,627
3300	DELL INC COM STK	33,792
651	DEVON ENERGY CORP NEW COM	42,777
600	DISH NETWORK CORP CL A COM STK	6,654
1444	DOVER CORP COM	47,536
1998	DOW CHEMICAL CO COM	30,150
2000	DPL CO COM	45,680
500	DR PEPPER SNAPPLE GROUP INC COM STK	8,125
1200	DTE ENERGY CO COM	42,804
713	DU PONT E I DE NEMOURS & CO COM STK	18,039
4100	DUKE ENERGY CORP NEW COM STK	61,541
100	DUN & BRADSTREET CORP DEL NEW COM	7,720
2498	EBAY INC COM	34,872
1600	EDISON INTL COM	51,392
1799	ELI LILLY & CO COM	72,446
1400	EMC CORP COM	14,658
1100	ENSCO INTL INC COM	31,229
1100	EQTY RESDNTL EFF 5/15/02	32,802
200	EXELON CORP COM	11,122
1032	EXPEDIA INC DEL COM	8,504
527	EXPRESS SCRIPTS INC COM	28,974
100	EXXON MOBIL CORP COM	7,983
7061	EXXON MOBIL CORP COM	563,680
1200	FIDELITY NATL INFORMATION SVCS INC COM STK	19,524
500	FISERV INC COM	18,185
300	FLOWSERVE CORP COM	15,450
614	FLUOR CORP NEW COM	27,550
400	FMC CORP COM (NEW)	17,892
1100	FOOT LOCKER INC COM	8,074
600	FOREST CY ENTERPRISES INC CL A	4,020
1300	FOREST LABORATORIES INC	33,111
200	FREEPORT-MCMORAN COPPER & GOLD INC	4,888
1400	FRONTIER COMMUNICATIONS CORP COM	12,236
500	GAMESTOP CORP NEW CL A	10,830
2900	GAP INC COM	38,831

NTQA ENHANCED RUSSELL 1000

STATEMENT 11
 DETAIL OF STOCK
 NTQA ENHANCED RUSSELL 1000

CARRIE ESTELLE DOHENY FOUNDATION
 RETURN OF PRIVATE FOUNDATION
 FORM 990-PF
 2008

SHARES	DESCRIPTION	MARKET VALUE
900	GARMIN LTD COM STK	17,253
1200	GENERAL DYNAMICS CORP COM	69,108
11665	GENERAL ELECTRIC CO	188,973
400	GENERAL MILLS INC COM	24,300
1105	GILEAD SCIENCES INC	56,510
836	GOLDMAN SACHS GROUP INC COM	70,550
253	GOOGLE INC CL A CL A	77,835
755	GREIF INC.	25,240
700	GUESS INC COM	10,745
700	H J HEINZ	26,320
300	HALLIBURTON CO COM	5,454
400	HARMAN INTL INDS INC NEW COM STK USD0.01	6,692
300	HARRIS CORP COM	11,415
616	HARTFORD FINL SVCS GROUP INC COM	10,115
259	HASBRO INC COM	7,555
1600	HCP INC COM REIT	44,432
400	HERBALIFE LTD COM STK	8,672
4112	HEWLETT PACKARD CO COM	149,224
2807	HOME DEPOT INC COM	64,617
1200	HONEYWELL INTL INC COM STK	39,396
4100	HRPT PPTYS TR COM SH BEN INT	13,817
700	HUBBELL INC CL B COM	22,876
3500	HUNTINGTON BANCSHARES INC COM	26,810
1300	ILL TOOL WKS INC COM	45,565
800	INGRAM MICRO INC CL A	10,712
1400	INTEGRATED DEVICE TECHNOLOGY INC COM	7,854
6261	INTEL CORP COM	91,786
1880	INTERNATIONAL BUSINESS MACHS CORP COM	158,221
4500	INTERPUBLIC GROUP COMPANIES INC COM	17,820
6850	ISHARES TR RUSSELL 1000 INDEX FD	335,513
600	ITT CORP INC COM	27,594
100	ITT EDL SVCS INC COM	9,498
2100	JDS UNIPHASE CORP COM PAR \$0.001 COM PAR\$0.001	7,665
4100	JOHNSON & JOHNSON COM	245,303
1000	JONES APPAREL GROUP INC COM	5,860
700	JOY GLOBAL INC COM	16,023
4818	JPMORGAN CHASE & CO COM	151,912
400	KBR INC COM	6,080
300	KIMBERLY-CLARK CORP COM	15,822
1900	KRAFT FOODS INC CL A	51,015
600	L-3 COMMUNICATIONS HLDG CORP COM	44,268
700	LEXMARK INTL INC NEW CL A	18,830
500	LIBERTY PPTY TR SH BEN INT	11,415
750	LIFE TECHNOLOGIES CORP COM STK	17,483
100	LIFEPOINT HOSPS INC COM ISIN US53219L1098	2,284

NTQA ENHANCED RUSSELL 1000

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NTQA ENHANCED RUSSELL 1000

CARRIE ESTELLE DOHENY FOUNDATION
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SHARES	DESCRIPTION	MARKET VALUE
400	LINCOLN NATL CORP COM	7,536
676	LOCKHEED MARTIN CORP COM	56,838
700	LORILLARD INC COM STK	39,445
1000	LOWES COS INC COM	21,520
3080	LSI CORP COM STK	10,133
2500	LTD BRANDS	25,100
200	LUBRIZOL CORP COM	7,278
1833	MACYS INC COM STK	18,972
104	MANPOWER INC WIS COM	3,535
900	MARATHON OIL CORP COM	24,624
1300	MARSHALL & ILSLEY CORP NEW COM STK	17,732
2069	MC DONALDS CORP COM	128,671
1500	MCGRAW HILL COMPANIES INC COM	34,785
586	MCKESSON CORP	22,696
1000	MDU RES GROUP INC COM	21,580
2400	MEDTRONIC INC COM	75,408
2819	MERCK & CO INC COM	85,698
1048	METLIFE INC COM	36,533
11545	MICROSOFT CORP COM	224,435
197	MIRANT CORP NEW COM	3,717
700	MONSANTO CO NEW COM	49,245
2337	MORGAN STANLEY COM STK USD0.01	37,485
353	MOSAIC CO COM	12,214
300	MSC INDL DIRECT INC CL A COM	11,049
600	MURPHY OIL CORP COM	26,610
600	NASDAQ OMX GROUP	14,826
1300	NATIONAL OILWELL VARCO COM STK	31,772
300	NATIONWIDE HLTH PPTYS INC REIT	8,616
1340	NATL FUEL GAS CO COM	41,982
209	NATL SEMICONDUCTOR CORP COM	2,105
200	NBTY INC COM	3,130
2196	NCR CORP COM	31,051
4000	NEWS CORP CL A COM	36,360
100	NIKE INC CL B CL B	5,100
400	NORFOLK SOUTHN CORP COM	18,820
400	NORTHERN TRUST CORP COM	20,856
800	NORTHROP GRUMMAN CORP COM	36,032
334	NRG ENERGY INC COM NEW	7,792
1000	NUCOR CORP COM	46,200
200	NYSE EURONEXT COM STK	5,476
1803	OCCIDENTAL PETE CORP COM	108,162
400	OIL STS INTL INC COM ISIN US6780261052	7,476
1500	OMNICARE INC COM	41,640
800	OMNICOM GROUP INC COM	21,536
5771	ORACLE CORP COM	102,320

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SHARES	DESCRIPTION	MARKET VALUE
200	OVERSEAS SHIPHOLDING GROUP INC COM	8,422
200	OWENS ILL INC COM NEW	5,468
300	PARKER-HANNIFIN CORP COM	12,762
1300	PATTERSON-UTI ENERGY INC COM	14,963
200	PEABODY ENERGY CORP COM STK	4,550
2500	PEPCO HLDGS INC COM	44,400
1333	PEPSICO INC COM	73,008
10923	PFIZER INC COM STK \$.11 1/9 PAR	193,446
300	PG& E CORP COM	11,613
3629	PHILIP MORRIS INTL INC COM	157,898
300	PNC FINANCIAL SERVICES GROUP COM STK	14,700
500	POLO RALPH LAUREN CORP CL A	22,705
600	PPG IND INC COM	25,458
600	PRINCIPAL FINL GROUP INC COM STK	13,542
4383	PROCTER & GAMBLE CO COM	270,957
942	PROGRESSIVE CORP OH COM	13,951
1231	PRUDENTIAL FINL INC COM	37,250
1400	PULTE HOMES INC COM	15,302
1600	QLOGIC CORP COM	21,504
1238	QUALCOMM INC COM	44,358
1700	QWEST COMMUNICATIONS INTL INC COM	6,188
2660	RADIOSHACK CORP DEL COM	31,760
300	RAYMOND JAMES FNCL INC COM STK	5,139
327	RAYTHEON CO USD0.01	16,690
616	REGIONS FINL CORP NEW COM	4,903
691	RELIANCE STL & ALUM CO COM	13,779
220.05	REPUBLIC SVCS INC COM	5,455
3435	S.W. AIRL CO COM	29,610
2054	SAFEWAY INC COM NEW	48,824
742	SAIC INC COM STK USD0.0001	14,454
413	SCANA CORP NEW COM	14,703
1234	SCHERING-PLOUGH CORP COM	21,015
900	SCHLUMBERGER LTD COM STK	38,097
600	SCHWAB CHARLES CORP COM NEW	9,702
1200	SEMPRA ENERGY INC COM STK	51,156
300	SHERWIN-WILLIAMS CO COM	17,925
1500	SILICON LABORATORIES INC COM	37,170
300	SLM CORP COM	2,670
200	SMUCKER J M CO COM NEW COM NEW	8,672
1590	SONOCO PROD CO COM	36,824
200	SOUTHWESTN ENERGY DE COM	5,794
5500	SPRINT NEXTEL CORP	10,065
300	SPX CORP COM	12,165
300	ST JUDE MED INC COM	9,888
300	STANCORP FINL GROUP INC COM	12,531

NTQA ENHANCED RUSSELL 1000

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CARRIE ESTELLE DOHENY FOUNDATION
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SHARES	DESCRIPTION	MARKET VALUE
600	STATE STR CORP COM	23,598
1500	SUN TR BANKS INC COM	44,310
200	SUNOCO INC COM	8,692
3400	SYMANTEC CORP COM	45,968
1500	SYNOPSYS INC COM	27,780
2330	SYSCO CORP COM	53,450
400	TD AMERITRADE HLDG CORP COM STK	5,700
900	TEL & DATA SYS INC COM STK NEW	28,575
400	TELEFLEX INC COM	20,040
749	TERRA INDS INC COM	12,486
3583	TEXAS INSTRS INC COM	55,608
1518	THERMO FISHER CORP	51,718
400	THOMAS & BETTS CORP COM	9,608
600	TJX COS INC COM NEW	12,342
400	TOLL BROS INC COM	8,572
931	TRANSOCEAN LTD	43,990
1557	TRAVELERS COS INC COM STK	70,376
400	TRIMBLE NAV LTD COM	8,644
200	U.S. CELLULAR CORP COM	8,648
1406	UDR INC COM STK	19,389
900	UGI CORP NEW COM	21,978
600	UNION PAC CORP COM	28,680
200	UNITED PARCEL SVC INC CL B	11,032
200	UNITED STS STL CORP NEW COM	7,440
1300	UNITED TECHNOLOGIES CORP COM	69,680
1576	UNITEDHEALTH GROUP INC COM	41,922
700	UNUM GROUP	13,020
500	URS CORP NEW COM	20,385
900	US BANCORP	22,509
200	V F CORP COM	10,954
798	VALERO ENERGY CORP COM STK NEW	17,269
600	VALSPAR CORP COM	10,854
200	VARIAN MEDICAL SYSTEMS INC	7,008
3200	VERIZON COMMUNICATIONS COM	108,480
300	VORNADO RLTY TR COM	18,105
200	W & T OFFSHORE INC COM	2,864
100	WABCO HLDGS INC COM STK	1,579
3406	WAL-MART STORES INC COM	190,940
2810	WALT DISNEY CO	63,759
600	WASTE MGMT INC DEL COM STK	19,884
1120	WELLPOINT INC COM	47,186
3614	WELLS FARGO & CO NEW COM STK	106,541
2100	WESTERN UNION CO	30,114
200	WINDSTREAM CORP COM STK	1,840
1652	WYETH COM	61,967

NTQA ENHANCED RUSSELL 1000

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CARRIE ESTELLE DOHENY FOUNDATION
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SHARES	DESCRIPTION	MARKET VALUE
558	XEROX CORP COM	4,447
366	XILINX INC COM	6,522
1900	YAHOO INC COM	23,180
300	ZIMMER HLDGS INC COM	12,126
TOTAL		11,620,159

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SHARES	DESCRIPTION	MARKET VALUE
595.3	PRECISION DRILLING TR TR UNIT COM STK	4,995
300	NORDIC AMER TANKER SHIPPING COM STK	10,125
1200	1ST BANCORP P R COM	13,368
1060	#REORG AMERN COML LINES INC COM NEW	5,194
600	#REORG/ OMRX BIOPHARMACEUTICALS INC	14,994
1490	#REORG/INTERWOVEN INC CASH MERGER EFF3/16/09	18,774
200	#REORG/IPC HLDG CASH & STK MRGR VALIDUS HLDG	5,980
669	#REORG/MACROVISION SOLUTIONS CORP TOROVI	8,463
1320	#REORG/MEDAREX INC CASH MERGER EFF 9/2/09	7,366
600	#REORG/MENTOR CORP CASH MERGER EFF 1/23/09	18,558
800	#REORG/PROV BANKSHARES STK MERGE M&T BANK	7,728
610	#REORG/VIGNETTE CORP MERGER TO OPEN TEXT	5,740
405	#REORG/VISTA PRINT STATE OF INCTO VISTAPRINT	7,537
700	1ST COMWLTH FNCL CORP COM LM	8,666
2000	1ST NIAGARA FINL GROUP INC NEW COM	32,340
1700	AARONS INC	45,254
1000	ABAXIS INC COM	16,030
400	ACORDA THERAPEUTICS INC COM	8,204
1894	ACTEL CORP COM	22,198
650	ACTUANT CORP CL A NEW	12,363
3300	ADAPTEC INC COM	10,890
425	ADMINISTAFF INC COM	9,214
1600	ADVANCED ENERGY INDS INC COM	15,920
355	ADVISORY BRD CO COM	7,917
1925	AFFYMETRIX INC OC-CAP STK	5,756
1200	ALBANY MOLECULAR RESH INC COM	11,688
500	ALEXION PHARMACEUTICALS INC COM	18,095
800	ALLETE INC COM NEW	25,816
900	ALLOS THERAPEUTICS INC COM ISIN	5,508
1225	ALLSCRIPT-MISYS HEALTHCARE SOLUTIONS INC	12,152
200	AMEDISYS INC COM	8,268
400	AMERICAN CAMPUS CMNTYS INC COM	8,192
1400	AMERICAN EAGLE OUTFITTERS INC NEW COM	13,104
1400	AMERICAN EQUITY INVT LIFE HLDG CO COM	9,800
400	AMERICAN SUPERCONDUCTOR CORP SHS	6,524
710	AMERICAN VANGUARD CORP COM	8,307
319	AMERIGROUP CORP COM	9,417
510	AMERN ECOLOGY CORP COM NEW	10,317
705	AMERN MED SYS HLDGS INC COM STK	6,338
1500	AMERN ORIENTAL BIOENGINEERING INC COM STK	10,185
300	AMREP CORP COM STK USD0.10	9,384
1125	AMSURG CORP COM	26,258
315	ANALOGIC CORP COM PAR \$0.05	8,593
1000	ANGIODYNAMICS INC COM STK	13,690
335	ANIXTER INTL INC COM	10,090

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SHARES	DESCRIPTION	MARKET VALUE
495	ANSYS INC COM	13,806
3295	ANWORTH MTG AST CORP COM	21,187
1600	APOLLO INVT CORP COM SH BEN INT	14,896
765	ARCH CHEMICALS INC COM	19,944
750	ARENA RES INC COM	21,068
1263	ARES CAP CORP COM	7,995
565	ARKANSAS BEST CORP DEL COM	17,012
2800	ARQULE INC COM	11,816
1400	ARRAY BIOPHARMA INC COM	5,670
1700	ARRIS GROUP INC COM	13,515
2750	ART TECH GROUP INC OC-COM ISIN	5,308
400	ARTHROCARE CORP COM	1,908
2290	ASHFORD HOSPITALITY TR INC COM SHS	2,634
1205	ASHLAND INC NEW COM	12,665
320	ASTEC INDS INC COM	10,026
420	AVID TECHNOLOGY INC COM	4,582
615	AVOCENT CORP COM	11,015
300	AZZ INC COM	7,530
180	BANKRATE INC COM	6,840
435	BELDEN INC COM	9,083
1140	BENCHMARK ELECTRS INC COM	14,558
500	BIAGEN IDEC INC COM STK	23,815
1400	BIOMED RLTY TR INC COM	16,408
500	BK MUT CORP NEW COM STK	5,770
1610	BLACK HILLS CORP COM	43,406
200	BLACKBOARD INC COM	5,246
1365	BLOUNT INTL INC NEW COM	12,940
840	BLUE COAT SYS INC COM NEW	7,056
315	BLUE NILE INC COM	7,714
1455	BLUEGREEN CORP COM	4,554
1100	BOSTON PRIVATE FINL HLDGS INC COM	7,524
770	BRADY CORP CL A	18,442
1470	BRIGGS & STRATTON CORP CAP	25,857
1400	BRIGHAM EXPL CO COM	4,480
700	BROOKLINE BANCORP INC DEL COM	7,455
500	BRUSH ENGINEERED MATLS INC HLDGS CO COM	6,360
300	C H ROBINSON WORLDWIDE INC COM NEW COM	16,509
420	CABOT MICROELECTRONICS CORP COM	10,949
335	CACI INTL INC CL A CL A	15,105
455	CALGON CARBON CORP COM	6,989
1250	CAMBREX CORP COM	5,775
2200	CAPLEASE INC COM	3,806
305	CARBO CERAMICS INC COM	10,837
400	CAREER ED CORP COM	7,176
415	CARRIZO OIL & GAS INC COM	6,682

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SHARES	DESCRIPTION	MARKET VALUE
335	CASCADE CORP COM	10,003
430	CASH AMER INVTS INC COM	11,761
400	CATHAY GENERAL BANCORP INC COM	9,500
1414	CATO CORP NEW CL A CL A	21,351
400	CBEYOND INC	6,392
3714	CBIZ INC COM	32,126
1000	CBL & ASSOC PPTYS INC COM	6,500
1400	CENT PAC FINL CORP COM	14,056
200	CEPHALON INC CON	15,408
600	CERADYNE INC DEL COM	12,186
1300	CHARLOTTE RUSSE HLDG INC COM ISIN	8,437
725	CHECKPOINT SYS INC COM STK USD0.10	7,134
575	CHEMED CORP NEW COM	22,868
600	CHEMICAL FINL CORP COM	16,728
425	CHILDRENS PL RETAIL STORES INC COM	9,214
1000	CHINA FIRE & SEC GROUP INC COM STK	6,810
165	CHIPOTLE MEXICAN GRILL INC CL A COM STK	10,227
2300	CHRISTOPHER & BANKS CORP COM	12,880
400	CIMAREX ENERGY CO COM	10,712
3198	CIN BELL INC NEW COM STK	6,172
2875	CIRRUS LOGIC INC COM	7,705
785	CLEAN HBRS INC COM	49,800
935	COGENT INC COM	12,688
800	COGNEX CORP COM	11,840
600	COHEN & STEERS INC COM	6,594
2500	COLONIAL BANCGROUP INC COM	5,175
1200	COLUMBIA BKG SYS INC COM	14,316
800	COMFORT SYS USA INC COM	8,528
500	COMMUNITY BK SYS INC COM	12,195
1000	COMMVAULT SYS INC COM STK	13,410
485	COMPASS MINERALS INTL INC COM	28,450
600	COMSCORE INC COM	7,650
500	COMSTOCK RES INC COM NEW COM NEW	23,625
500	CONMED CORP COM	11,970
700	CONTINENTAL RES INC OKLA COM	14,497
1330	CORINTHIAN COLLEGES INC COM STK	21,772
860	CORRECTIONS CORP AMER	14,070
473	CORVEL CORP COM	10,397
210	COSTAR GROUP INC COM	6,917
140	COVANCE INC COM	6,444
710	CRA INTL INC COM	19,120
700	CRYOLIFE INC COM	6,797
3550	CTS CORP COM	19,561
500	CUBIC CORP COM	13,600
805	CUBIST PHARMACEUTICALS INC COM	19,449

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CARRIE ESTELLE DOHENY FOUNDATION
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SHARES	DESCRIPTION	MARKET VALUE
425	CURTISS WRIGHT CORP COM	14,191
1400	CYBERONICS INC COM	23,198
1013	CYBERSOURCE CORP DEL COM	12,146
330	CYMER INC COM	7,230
500	CYNOSURE INC CL A	4,585
2300	CYPRESS BIOSCIENCES INC COM PAR \$.02	15,732
700	DAKTRONICS INC COM	6,552
1755	DARLING INTL INC COM	9,635
100	DECKERS OUTDOOR CORP COM	7,987
1100	DELEK US HLDGS INC COM STK	5,819
545	DELPHI FINL GROUP INC CL A	10,050
400	DENBURY RES INC HLDG CO COM NEW	4,368
225	DEVRY INC DEL COM	12,917
400	DG FASTCHANNEL INC COM STK	4,992
410	DIAMOND FOODS INC COM	8,262
1200	DIGI INTL INC COM	9,732
670	DIGITAL RIV INC COM	16,616
950	DIODES INC COM	5,757
5100	DISCOVERY LABORATORIES INC NEW COM STK	5,712
200	DOLLAR TREE INC COM STK	8,360
820	DREAMWORKS ANIMATION INC CL A COM STK	20,713
600	DREW INDS INC COM NEW COM NEW	7,200
1230	DYCOM INDS INC COM	10,111
530	DYNAMIC MATLS CORP COM	10,234
800	EAST WEST BANCORP INC COM	12,776
880	ECLIPSYS CORP COM	12,487
1400	EHEALTH INC COM STK	18,592
754	EL PASO ELEC CO COM NEW	13,640
245	ELECTR ARTS COM	3,930
940	ELECTRONICS FOR IMAGING INC COM	8,986
1000	EMCOR GROUP INC COM	22,430
405	EMPIRE DIST ELEC CO COM	7,128
700	EMPLOYERS HLDGS INC COM	11,550
610	EMULEX CORP COM NEW	4,258
287729	ENBRIDGE ENERGY MGMT L L C COM	-
340	ENCORE ACQSTN CO COM	8,677
335	ENERGY CONVERSION DEVICES INC COM	8,445
900	ENNIS INC COM	10,899
440	ENPRO INDS INC COM	9,478
200	ENTMNT PPTYS TR COM SH BEN INT	5,960
1700	ENZO BIOCHEM INC COM	8,313
900	EQTY 1 INC COM	15,930
160	EQTY LIFESTYLE PPTYS INC REIT	6,138
209	EQUIFAX INC COM	5,543
1260	ERESEARCH TECH INC COM	8,354

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SHARES	DESCRIPTION	MARKET VALUE
300	ESCO TECHNOLOGIES INC	12,285
1200	EXCO RES INC COM	10,872
700	EXPEDITORS INTL WASH INC COM	23,289
900	EXTRA SPACE STORAGE INC COM	9,288
800	F N B CORP PA COM	10,560
320	FACET BIOTECH CORP COM	3,069
200	FASTENAL CO COM	6,970
900	FINISH LINE INC CL A	5,040
1000	FINL FED CORP COM	23,270
1400	FIRST FINL BANCORP OHIO COM	17,346
851	FLIR SYS INC COM	26,109
300	FLOWERS FOODS INC COM	7,308
2800	FORESTAR GROUP INC	26,656
2600	FRONTIER FINL CORP WASH CDT-COM CDT-COM	11,336
1945	FUELCELL ENERGY INC COM	7,547
840	FULLER H B CO COM	13,532
400	GATX CORP COM	12,388
1000	GEN COMMUNICATION INC CL A	8,090
600	GEN-PROBE INC NEW COM	25,704
300	GENOPTIX INC COM	10,224
315	GMX RES INC COM STK	7,976
200	GOODRICH PETE CORP COM NEW	5,990
855	GRAFTECH INTL LTD COM	7,114
440	GULF IS FABRICATION INC COM	6,340
300	GULFMARK OFFSHORE INC COM	7,137
400	GYMBOREE CORP COM	10,436
200	HAEMONETICS CORP MASS COM	11,300
600	HANCOCK HLDG CO COM	27,276
1100	HARMONIC INC COM	6,171
300	HEICO CORP NEW COM	11,649
800	HERCULES TECHNOLOGY GROWTH CAP INC COM	6,336
300	HIGHWOODS PPTYS INC COM	8,208
1510	HILLTOP HLDGS INC COM STK	14,707
1500	HOT TOPIC INC COM	13,905
800	HUNT J B TRANS SVCS INC COM	21,016
500	ICU MED INC COM	16,570
1000	IDEXX LABS INC	36,080
1200	IMMUCOR INC COM STK	31,896
3300	IMMUNOMEDICS INC COM	5,610
300	INDEPENDENT BK CORP MASS COM	7,848
1000	INFINERA CORP COM STK USD0.001	8,960
500	INFINITY PPTY & CAS CORP COM	23,365
1445	INLAND REAL ESTATE CORP COM NEW STK	18,756
730	INTERMEC INC COM	9,694
1025	INTERNET CAP GROUP INC COM NEW	5,586

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SHARES	DESCRIPTION	MARKET VALUE
600	INTL BANCSHARES CORP COM	13,098
700	INVESTORS REAL ESTATE TR COM STK	7,497
800	IOWA TELECOMMUNICATION SVCS INC COM STK	11,424
205	ITT EDL SVCS INC COM	19,471
930	IXIA COM	5,375
505	J CREW GROUP INC COM	6,161
410	J2 GLOBAL COMMUNICATONS INC COM NEW	8,216
1100	JACKSON HEWITT TAX SVC INC COM	17,259
300	JAKKS PAC INC COM	6,189
205	JONES LANG LASALLE INC COM STK	5,679
805	KAMAN CORP COM	14,595
200	KAYDON CORP COM	6,870
300	KENDLE INTL INC COM	7,716
1254	KIMBALL INTL INC CL B	10,797
415	KINDRED HEALTHCARE INC COM STK	5,403
1400	KITE RLTY GROUP TR COM	7,784
940	KNOT INC COM STK	7,821
977	KS CY SOUTHN	18,612
400	LABORATORY CORP AMER HLDGS COM	25,764
1600	LABRANCHE & CO INC COM ISIN US554471025	7,664
1490	LASALLE HOTEL PPTYS COM SH BEN INT	16,485
425	LAYNE CHRISTENSEN CO COM	10,204
300	LEXMARK INTL INC NEW CL A	8,070
700	LHC GROUP INC COM	25,200
400	LIFE TECHNOLOGIES CORP COM STK	9,324
255	LINCOLN ELEC HLDGS INC COM	12,987
225	LINDSAY CORPORATION COM	7,153
795	LITTELFUSE INC COM	13,197
1000	LOOPNET INC COM STK	6,820
230	LORILLARD INC COM STK	12,961
900	LTC PPTYS INC COM	18,252
380	LUFKIN INDS INC COM	13,110
877	LUMINEX CORP DEL COM	18,733
1200	LYDALL INC COM	6,900
1000	MAGELLAN HLTH SVCS INC COM NEW	39,160
515	MANHATTAN ASSOCS INC COM	8,142
665	MANTECH INTL CORP CL A CL A	36,036
700	MARTEK BIOSCIENCES CORP COM STK USD0.10	21,217
600	MARTEN TRANS LTD COM	11,376
1300	MARVELL TECH GROUP COM USD0.002	8,671
705	MATTHEWS INTL CORP CL A	25,859
410	MB FINL INC NEW COM	11,460
1189	MCMORAN EXPL CO COM	11,456
2200	MEADOWBROOK INS GROUP INC COM	14,168
1300	MEDICAL PPTYS TR INC COM REIT	8,203

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SHARES	DESCRIPTION	MARKET VALUE
700	MEDICINES COMPANY COM	10,311
1000	MEDICIS PHARMACEUTICAL CORP CL A NEW	13,900
835	MENTOR GRAPHICS CORP COM	4,317
800	MERIDIAN BIOSCIENCE INC COM	20,376
900	MERIT MED SYS INC COM	16,137
2000	METHODE ELECTRS INC COM	13,480
2900	MFA FINL INC	17,081
1200	MICREL INC COM	8,772
710	MICROS SYS INC COM	11,587
1160	MICROSEMI CORP COM	14,662
260	MICROSTRATEGY INC CL A NEW	9,654
2575	MICROTUNE INC DEL COM	5,253
630	MID-AMER APT CMNTYS INC COM	23,411
920	MILLER HERMAN INC COM	11,988
900	MINE SAFETY APPLIANCES CO COM	21,519
1100	MODUSLINK GLOBAL SOLUTIONS INC COM	3,179
430	MOLINA HEALTHCARE INC COM	7,572
700	MOMENTA PHARMACEUTICALS INC COM STK	8,120
735	MONOLITHIC PWR SYS INC COM	9,268
310	MOOG INC CL A	11,337
435	MORNINGSTAR INC COM STK	15,443
3429	MOVE INC COM STK	5,486
525	MUELLER INDS INC COM	13,167
763	MULTI-FINELINE ELECTRONIX INC COM	8,919
1500	MYERS INDS INC COM	12,000
400	MYRIAD GENETICS INC COM	26,504
580	N W NAT GAS CO COM	25,653
800	NALCO HLDG CO COM	9,232
646	NATIONAL PENN BANCSHARES INC COM	9,373
1625	NATIONWIDE HLTH PPTYS INC REIT	46,670
830	NAVIGANT CONSULTING INC COM	13,172
940	NBT BANCORP INC COM	26,282
400	NCI BLDG SYS INC COM	6,520
1185	NETFLIX INC COM STK	35,420
610	NETGEAR INC COM	6,960
600	NEUTRAL TANDEM INC COM STK	9,732
325	NEWFIELD EXPLORATION	6,419
400	NGP CAP RES CO COM	3,348
2000	NIGHTHAWK RADIOLOGY HLDGS INC COM STK	9,720
1500	NORTHSTAR RLTY FIN CORP COM	5,865
1300	NOVATEL WIRELESS INC COM NEW	6,032
700	NOVEN PHARMACEUTICALS INC COM	7,700
660	NUTRI SYS INC NEW COM	9,629
1300	OBAGI MED PRODS INC COM	9,698
200	OIL STS INTL INC COM ISIN US6780261052	3,738

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STATEMENT 11
 DETAIL OF STOCK
 L.A. CAPITAL MGMT

CARRIE ESTELLE DOHENY FOUNDATION
 RETURN OF PRIVATE FOUNDATION
 FORM 990-PF
 2008

SHARES	DESCRIPTION	MARKET VALUE
635	OLD 2ND BANCORP INC DEL COM	7,366
300	OLD DOMINION FGHT LINE INC COM	8,538
743	OLD NATL BANCORP IND COM	13,493
405	OM GROUP INC COM	8,550
1675	OMEGA HEALTHCARE INVS INC REIT	26,750
750	OMNICELL INC COM	9,158
400	ONYX PHARMACEUTICALS INC DEL COM	13,664
5200	OPENTV CORP OPENTV CORP ISIN	6,396
600	OPTIONSXPRESS HLDGS INC COM STK	8,016
845	OSI PHARMACEUTICALS INC COM	32,997
760	OTTER TAIL CORP	17,731
1300	PA REAL ESTATE INVT TR SH BEN INT	9,685
2600	PAC SUNWEAR CAL INC COM	4,134
610	PACIFIC CAP BANCORP NEW COM	10,297
530	PACWEST BANCORP DEL COM	14,257
1025	PAIN THERAPEUTICS INC COM ISIN	6,068
1600	PALOMAR MED TECHNOLOGIES INC COM NEW	18,448
300	PANTRY INC COM ISIN #US6986571031	6,435
600	PAR PHARMACEUTICAL COS INC COM	8,046
1600	PARALLEL PETROLEUM CORP COM STK USD0.01	3,216
485	PARAMETRIC TECHNOLOGY CORP COM NEW STK	6,135
500	PAREXEL INTL CORP COM	4,855
400	PARK ELECTROCHEMICAL CORP COM	7,584
1600	PDL BIOPHARMA INC COM	9,888
1120	PEETS COFFEE & TEA INC COM	26,040
1100	PENSON WORLDWIDE INC COM	8,382
1700	PERFICIENT INC COM STK	8,126
700	PERKINELMER INC COM	9,737
930	PEROT SYS CORP CDT-CL A COM STK	12,713
600	PETMED EXPRESS INC COM STK	10,578
240	PETRO DEV CORP COM	5,777
865	PETROHAWK ENERGY CORP COM	13,520
2185	PHOENIX COS INC NEW COM	7,145
940	PICO HLDGS INC COM NEW STK	24,985
900	PIONEER DRILLING CO COM STK	5,013
400	PIPER JAFFRAY COS COM	15,904
500	PLANTRONICS INC NEW COM	6,600
300	PLEXUS CORP COM	5,085
1060	PNM RES INC COM	10,685
400	POLYCOM INC COM	5,404
435	PORTFOLIO RECOVERY ASSOCS INC COM	14,720
1260	PORTLAND GEN ELEC CO COM NEW STK	24,532
200	PROASSURANCE CORP COM	10,556
1100	PROSPECT CAP CORP COM	13,167
1155	PROSPERITY BANCSHARES INC COM	34,176

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STATEMENT 11
 DETAIL OF STOCK
 L.A. CAPITAL MGMT

CARRIE ESTELLE DOHENY FOUNDATION
 RETURN OF PRIVATE FOUNDATION
 FORM 990-PF
 2008

SHARES	DESCRIPTION	MARKET VALUE
1300	PROVIDENT FINL SVCS INC COM	19,890
1145	PROVIDENT NY BANCORP COM	14,198
550	QUALITY SYS INC COM STK	23,991
1200	QUESTCOR PHARMACEUTICALS INC COM	11,172
800	QUIDEL CORP COM	10,456
300	RALCORP HLDGS INC NEW COM	17,520
405	RAYMOND JAMES FNCL INC COM STK	6,938
735	RAYONIER INC REIT	23,042
1620	REALNETWORKS INC COM	5,719
515	RED ROBIN GOURMET BURGERS INC COM	8,667
400	REGAL BELOIT CORP COM	15,196
800	REGENERON PHARMACEUTICALS INC COM	14,688
400	REHABCARE GROUP INC COM	6,064
1100	RENT A CTR INC NEW COM	19,415
400	RESMED INC COM	14,992
700	RIVERBED TECHNOLOGY INC COM	7,973
900	RLTY INC CORP COM	20,835
400	ROBBINS & MYERS INC COM	6,468
600	ROGERS CORP COM	16,662
1260	ROLLINS INC COM	22,781
575	RTI INTL METALS INC COM	8,228
1565	RUDOPH TECHNOLOGIES INC COM	5,524
425	RYDER SYS INC COM	16,482
500	S & T BANCORP INC COM STK	17,750
5100	S.W. AIRL CO COM	43,962
1000	SAFETY INS GROUP INC COM	38,060
2000	SALIX PHARMACEUTICALS LTD COM DE	17,660
1030	SAVIENT PHARMACEUTICALS INC COM STK	5,964
500	SCANSOURCE INC COM	9,635
500	SCHULMAN A INC COM	8,500
1400	SEABRIGHT INS HLDGS INC COM	16,436
800	SELECTIVE INS GROUP INC COM	18,344
1040	SENIOR HSG PPTYS TR SH BEN INT SH BEN INT	18,637
200	SENSIENT TECHNOLOGIES CORP COM	4,776
400	SEPRACOR INC COM	4,392
500	SEQUENOM INC COM NEW STK	9,920
1300	SHENGDATECH INC COM STK	4,576
1700	SHUFFLE MASTER INC COM	8,432
220	SILGAN HLDGS INC COM	10,518
620	SIRONA DENTAL SYS INC COM STK	6,510
540	SJW CORP COM	16,168
3410	SKYWORKS SOLUTIONS INC COM	18,891
400	SMITH A O CORP COM	11,808
245	SOHU COM INC COM	11,598
600	SOMANETICS CORP COM NEW STK	9,908

LACM

STATEMENT 11
 DETAIL OF STOCK
 L.A. CAPITAL MGMT

CARRIE ESTELLE DOHENY FOUNDATION
 RETURN OF PRIVATE FOUNDATION
 FORM 990-PF
 2008

SHARES	DESCRIPTION	MARKET VALUE
1455	SONICWALL INC COM	5,791
1230	SOTHEBYS HLDGS INC CL A (DE)	10,935
687	SOUTH JERSEY INDS INC COM	27,377
721	SOUTHSIDE BANCSHARES INC CMT-COM CMT-COM	16,944
930	SOUTHWEST WTR CO COM STK	2,995
600	SOVRAN SELF STORAGE INC COM	21,600
1667	SPARTAN MTRS INC COM	7,885
482	SPARTAN STORES INC COM	11,207
1000	STAGE STORES INC COM NEW COM NEW	8,250
2140	STAMPS COM INC COM NEW	21,036
900	STARENT NETWORKS CORP COM	10,737
1900	STERLING BANCSHARES INC COM	11,552
1100	STERLING FINL CORP WASH COM	9,680
260	STRAYER ED INC COM	55,747
700	SUSQUEHANNA BANCSHARES INC PA COM STK	11,137
435	SVB FINL GROUP COM	11,410
305	SWIFT ENERGY CO COM	5,127
1600	SWS GROUP INC COM	30,320
500	SYBASE INC COM	12,385
500	SYMANTEC CORP COM	6,760
1440	SYMYX TECHNOLOGIES INC COM	8,554
800	SYNCHRONOSS TECHNOLOGIES INC COM STK	8,528
420	SYNTEL INC COM	9,710
800	SYSTEMAX INC COM	8,616
1600	TASER INTL INC COM	8,448
792	TD AMERITRADE HLDG CORP COM STK	11,286
400	TECHNE CORP COM	25,808
800	TELECOMMUNICATION SYS INC CL A	6,872
320	TELEDYNE TECHNOLOGIES INC COM	14,256
1005	TELETECH HLDGS INC COM	8,392
420	TENNANT CO COM	6,468
905	TERADATA CORP DEL COM STK	13,421
780	TESSERA TECHNOLOGIES INC COM STK	9,266
360	TEXAS INDS INC COM	12,420
731	TITAN INTL INC ILL COM	6,031
600	TITAN MACHY INC COM	8,436
500	TOWER GROUP INC COM	14,105
1000	TRADESTATION GROUP INC COM	6,450
700	TREDEGAR CORP INC	12,726
255	TRIUMPH GROUP INC NEW COM	10,827
730	TRUEBLUE INC COM STK	6,986
4400	TRUSTCO BK CORP N Y COM	41,844
1715	TW TELECOM INC CL A STK	14,526
2000	TWEEN BRANDS INC COM STK	8,640
830	TX CAP BANCSHARES INC COM	11,089

STATEMENT 11
 DETAIL OF STOCK
 L.A. CAPITAL MGMT

CARRIE ESTELLE DOHENY FOUNDATION
 RETURN OF PRIVATE FOUNDATION
 FORM 990-PF
 2008

SHARES	DESCRIPTION	MARKET VALUE
900	U S GLOBAL INVS INC CL A CL A STK	4,401
1500	UCBH HLDGS INC COM	10,320
706	UIL HLDGS CORP COM	21,201
500	UMB FINL CORP COM STK	24,570
1000	UMPQUA HLDGS CORP COM	14,470
898	UNISOURCE ENERGY CORP COM	26,365
1612.31	UNITED CMNTY BK BLAIRSVILLE GA CDT-CAP STK CDT-	21,895
300	UNITED FIRE & CAS CO COM	9,321
625	UNITED NAT FOODS INC COM	11,138
1200	UNITED ONLINE INC COM	7,284
900	UNITRIN INC COM	14,346
280	UNVL CORP VA COM	8,364
600	UNVL ELECTRS INC COM	9,732
500	UNVL TECH INST INC COM	8,585
1075	USA MOBILITY INC COM STK	12,438
400	USANA HEALTH SCIENCES INC CDT-SHS	13,696
135	UTD THERAPEUTICS CORP DEL COM STK	8,444
3065	VAALCO ENERGY INC COM NEW COM NEW	22,804
700	VALUECLICK INC COM STK ISIN#US92046N1028	4,788
430	VARIAN INC COM	14,409
1035	VASCO DATA SEC INTL INC COM	10,692
845	VEECO INSTRS INC DEL COM	5,357
400	VERTEX PHARMACEUTICALS INC COM	12,152
535	VIAD CORP COM NEW	13,236
2900	VIROPHARMA INC COM STK	37,758
892	WABTEC CORP COM	35,457
1320	WARREN RES INC COM	2,627
797	WASTE CONNECTIONS INC COM	25,161
300	WATSON WYATT WORLDWIDE INC CL A	14,346
405	WEBSense INC COM STK ISIN# US9476841062	6,063
400	WESTAMERICA BANCORPORATION COM	20,460
1300	WONDER AUTO TECHNOLOGY INC COM STK	5,096
500	WORLD FUEL SERVICE COM STK USD0.01	18,500
925	ZENITH NATL INS CORP COM	29,202
400	ZOLL MED CORP COM	7,556
940	ZORAN CORP COM	6,420
515	ZUMIEZ INC COM	3,837
TOTAL		6,174,732

STATEMENT 11
DETAIL OF STOCK
ING CLARION REITS

JARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
2008

SHARES	DESCRIPTION	MARKET VALUE
52400	CFS RETAIL PROP NPV	68,317
210300	DEXUS PROPERTY GP NPV (STAPLED)	120,229
139528	GOODMAN GROUP NPV (STAPLED UNITS)	71,986
95600	GPT GROUP NPV (STAPLED SECURITIES)	61,320
63432	MIRVAC GROUP STAPLED SECURITIES	56,608
22500	STOCKLAND NPV (STAPLED)	63,375
56448	WESTFIELD GROUP NPV STAPLED UNITS	509,654
5700	BR MALLS PARTICIPA COM NPV	22,243
2500	CALLOWAY REAL REIT	22,985
2400	CDN REAL EST INV T TRUST UNITS NPV	43,878
8000	RIOCAN REAL ESTATE TRUST UNITS NPV	88,522
2713	BROOKFIELD PPTYS CORP COM	20,971
3503	CITYCON OYJ NPV	8,181
70	ICADE NPV (POST MERGER)	5,790
3830	MERCIALYS EUR1	120,586
398	SILIC EUR4	36,813
3000	UNIBAIL-RODAMCO SE EUR5	444,121
2117	DEUTSCHE EUROSHOP NPV (REGD)	71,508
40800	CHEUNG KONG(HLDGS) HKD0.50	385,879
25400	HANG LUNG GROUP HKD1	76,854
53700	HANG LUNG PROPERTIES HKD1	116,682
16000	HENDERSON LAND DEVELOPMENT HKD2	59,250
18100	HYSAN DEVELOPMENT HKD5	29,240
11799	KERRY PROPERTIES HKD1	31,438
85700	LINK R/EST INVEST NPV	141,540
73100	SINO LAND CO HKD1	75,645
41600	SUN HUNG KAI PROP HKD0.50	346,747
28175	WHARF(HLDGS) HKD1	77,252
22000	HONGKONG LAND HLD ORD USD0.10	54,560
2000	AEON MALL CO LTD NPV	37,750
2200	DAITO TRUST CONST NPV	113,580
4	FRONTIER R/EST INV FRONTIER R/EST	21,842
5	JAPAN LOGISTICS FD REIT	29,840
27	JAPAN REAL ESTATE INVESTMENT CO	237,088
9	JAPAN RETAIL FUND REIT	38,224
0	KENEDIX REALTY INV REIT	-
35100	MITSUBISHI ESTATE CO LTD	560,284
25700	MITSUMI FUDOSAN CO NPV	414,205
3	NIPPON ACCOMMODATI REIT	12,675
24	NIPPON BUILDING FD REIT	258,930
24	NTT URBAN DEVELOPM NPV	25,152
12400	SUMITOMO REALTY & DEVELOPMENT NPV	179,742
1	TOKYU REIT INC REIT	6,089
3540	CORIO NV EUR10	161,844
1463	EUROCOMMERCIALPROP CVA EUR0.50	48,807
431	WERELDHAVE NV EUR10	37,744

ING CLARION REITS

STATEMENT 11
DETAIL OF STOCK
ING CLARION REITS

JARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
2008

SHARES	DESCRIPTION	MARKET VALUE
42200	ASCENDAS R/EST INV NPV (REIT)	40,128
65100	CAPITALAND LTD NPV	140,525
55833	CAPITAMALL TRUST NPV (REIT)	61,617
45200	STARHILL GLOBAL REIT	16,314
4900	CASTELLUM AB NPV	37,643
8763	HUFVUDSTADEN AB SER'A'NPV	61,224
1800	PSP SWISS PROPERTY CHF5.60 (REGD)	89,125
10900	BRITISH LAND CO ORD GBP0.25	86,350
1920	DERWENT LONDON ORD GBP0.05	20,013
6700	GREAT PORTLAND EST ORD GBP0.125	25,046
11026	HAMMERSON ORD GBP0.25	84,812
14560	LAND SECURITIES GP ORD GBP0.10	192,799
2630	LIBERTY INT'L ORD GBP0.50	18,075
31500	SAFESTORE HLDGS ORD GBP0.01	24,909
1500	ACADIA RLTY TR COM	21,405
400	ALEXANDRIA REAL ESTATE EQUITIES INC COM	24,136
2689	AMB PPTY CORP REIT	62,976
1780	AVALONBAY CMNTYS REIT	107,832
2706	BIOMED RLTY TR INC COM	31,714
3000	BRE PPTYS INC COM CL A	83,940
2914	BSTN PPTYS INC	160,270
1806	CORP OFFICE PPTYS TR COM	55,444
3600	DIGITAL RLTY TR INC COM	118,260
2461	DOUGLAS EMMETT INC COM REIT	32,141
8171	EQTY RESDNTL EFF 5/15/02	243,659
1100	ESSEX PPTY TR REIT	84,425
3300	EXTRA SPACE STORAGE INC COM	34,056
4500	FEDERAL RLTY INVT TR SH BEN INT NEW SH	279,360
4800	HCP INC COM REIT	133,296
3700	HEALTH CARE REIT INC COM	156,140
2900	HIGHWOODS PPTYS INC COM	79,344
2100	HOME PROPS INC COM	85,260
2300	HOSPITALITY PPTYS TR COM SH BEN INT	34,201
11815	HOST HOTELS & RESORTS INC REIT	89,440
5000	KIMCO RLTY CORP COM	91,400
1200	LASALLE HOTEL PPTYS COM SH BEN INT	13,260
3700	LIBERTY PPTY TR SH BEN INT	84,471
4679	MACERICH CO COM	84,971
5600	NATIONWIDE HLTH PPTYS INC REIT	160,832
4100	OMEGA HEALTHCARE INVS INC REIT	65,477
6331	PROLOGIS SH BEN INT SH BEN INT	87,938
3119	PUB STORAGE COM	247,961
1270	REGENCY CTRS CORP COM	59,309
7980	SIMON PPTY GROUP INC COM	423,977
1468	SL GREEN RLTY CORP COM STK	38,021
3500	TANGER FACTORY OUTLET CTRS INC COM	131,670

ING CLARION REITS

STATEMENT 11
DETAIL OF STOCK
ING CLARION REITS

JARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
2008

SHARES	DESCRIPTION	MARKET VALUE
3100	TAUBMAN CTRS INC COM	78,926
6700	UDR INC COM STK	92,393
7687	VENTAS INC REIT	258,053
4073	VORNADO RLTY TR COM	245,806
TOTAL		10,396,310

STATEMENT 12
DETAIL CORPORATE BONDS
STW

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
2008

PAR VALUE DESCRIPTION

FAIR MARKET VALUE

352000 RIO TINTO FIN USA 7.125% DUE 07-15-2028	248,500
223000 CDN NATL RY CO DEB 6.375 DUE 11-15-2037 REG	236,918
500000 TRANSCANADA 6.2% DUE 10-15-2037	434,322
239000 COVIDIEN INTL FIN 6.55% DUE 10-15-2037	242,487
493000 KONINKLIJKE PHILIPS ELECTRS N V NT 6.875% DUE 03-11-2038	467,941
500000 PVTPL SANTANDER PERP S A UNIPRSNL 6.671 DUE 10-29-49	332,234
601000 BARCLAYS BK PLC PERPETUAL SUB 7.7% DUE 04-25-2049	397,417
500000 HSBC HLDGS PLC SUB NT 6.5% DUE 09-15-2037	507,793
419000 PVTPL HBOS PLC MED TRM SUB NTS BK ENTRY 6.75 5-21-2018	368,761
620000 PVTPL STD CHARTERED BK STANDRD 6.4 DUE 09-26-2017	534,584
575000 PVTPL TESCO PLC 6.15 DUE 11-15-2037 BEO	507,829
188000 ABBOTT LABS NT 6.15% DUE 11-30-2037/11-09-2007 BEO	221,822
553000 AMERICAN EXPRESS CO NT 8.15% DUE 03-19-2038 BEO	634,145
355000 AMERN INTL GROUP INC MEDIUM TERM NTS 5.85 DUE 01-16-2018	237,951
134000 ARCHER DANIELS MIDLAND CO 6.45% DUE 01-15-2038/12-11-2007	135,763
432000 AT&T INC 6.5% DUE 09-01-2037	465,260
653000 BANK AMER CORP BANK OF AMERICA CORP 8% DUE 12-29-2049	469,695
45000 BAXTER INTL INC 6.25% DUE 12-01-2037	51,800
334000 CIT GROUP INC 7.625% DUE 11-30-2012 BEO	281,952
142000 CITIGROUP INC 6.625 DUE 06-15-2032 BEO	135,445
235000 CITIGROUP INC 8.3 DUE 12-21-2077 BEO	181,241
186000 CITIGROUP INC CITIGROUP INC 5.875 DUE 05-29-2037 BEO	185,859
94000 CONOCOPHILLIPS GTD NT 5.9% DUE 05-15-2038	92,319
54000 DUKE ENERGY 6.1% DUE 08-01-2037	55,578
108000 DUKE ENERGY CAROLINAS LLC 6% DUE 01-15-2038/01-18-2008	117,661
230000 GEN ELEC CAP CORP MEDIUM TERM NTS 6.15 08-07-37 REG	230,602
140000 GEN ELEC CAP CORP MEDIUM TERM NTS 6.75 DUE 03-15-2032	148,852
250000 GLITNIR BANKI HF MEDTERM SR BK NTS BD IN DEFAULT	11,875
305000 HALLIBURTON CO HALLIBURTON CO 6.7% DUE 09-15-2038 BEO	329,923
300000 HSBC BK USA N A GLOBAL MEDIUM TERM 5.875 DUE 11-01-2034	292,072
591000 JPMORGAN CHASE CAP 6.8% DUE 10-01-2037	544,539
139000 LOWES COS INC 6.65% DUE 09-15-2037/09-14-2037	132,502
500000 MANUFACTURERS & TRADERS TR CO 6.625% DUE 12-04-2017	465,212
225000 MBIA INS CORP FXD/FLTG RATE SURPLUS NTS DUE 01-15-2033	114,750
255000 METLIFE INC SR DEB SECS SER A 6.817% DUE 08-15-2018 REG	242,863
98000 MONSANTO CO NEW 5.875% DUE 04-15-2038 BEO	105,101
488000 NUCOR CORP 6.4% DUE 12-01-2037/12-03-2007 BEO	467,563
295000 PACIFICORP PACIFICORP 6.25 DUE 10-15-2037 BEO	311,854
430000 PHILIP MORRIS INTL INC 6.375% DUE 05-16-2038 BEO	447,228
116000 PITNEY BOWES INC GLOBAL MEDTERM NTS 5.75 DUE 09-15-2017	112,749
115000 PPL ELEC UTILS CORP 6.45 DUE 08-15-2037 BEO	114,439
388000 PVTPL AMERICAN INTL GROUP INC NT 144A 8.25% DUE 08-15-2018	290,515
508000 REGIONS FINL CORP NEW REGIONS FINL 7.375% DUE 12-10-2037	373,741
290000 TARGET CORP 6.5% DUE 10-15-2037	256,549
300000 TARGET CORP NT 7 DUE 01-15-2038/01-17-2008	278,039
103000 UNITED PARCEL SVC INC SR NT 6.2% DUE 01-15-2038/01-15-2008	113,553

STW-CORPORATE BONDS

STATEMENT 12
DETAIL CORPORATE BONDS
STW

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
2008

PAR VALUE DESCRIPTION

FAIR MARKET VALUE

448000 VERIZON COMMUNICATIONS INC NT 6.4% DUE 02-15-2038	476,538
273000 WACHOVIA BK NA 5.85 DUE 02-01-2037 BEO	266,514
338000 WACHOVIA BK NATL ASSN MEDIUM TERM 6.6 DUE 01-15-2038	366,699

TOTAL

14,039,546

STATEMENT 13
DETAIL-OTHER INVESTMENTS
STW OTHER BONDS

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
2008

Par Value	Description	Market Value
215000	DALLAS TEX AREA RAPID TRAN SALES TAX REV5.25% 12-01-2048 BEO	213,319
700000	CAP 1 MULTI-ASSET 5.75% DUE 07-15-2020	525,926
570000	CITIBANK CR CARD 6.15000009537% DUE 06-15-2039	392,618
450000	DISCOVER CARD 5.65000009537% DUE 03-16-2020	340,765
TOTAL		1,472,627

STW-OTHER BONDS

Carrie Estelle Doheny Foundation

Return of Private Foundation, Form 990-PF

1/1/2008 - 12/31/2008

95-6202911

Recipient and/or Purpose	Tax Status	2008
Act One, Inc. 2690 N. Beachwood Dr., 1st floor Los Angeles, CA 90068 <i>support the TV Track of the Act One Writing Program</i> \$5,000.00 2008	509a(1)	\$5,000.00
All Saints Elementary School 3420 Portola Avenue Los Angeles, CA 90032-2215 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Alpha North America 2275 Half Day Rd., Suite 185 Bannockburn, IL 60015 <i>Alpha Prison and Re-Entry Program</i> \$30,000.00 2008	509a(2)	\$30,000.00
Alternative Living for the Aging, Inc. 937 N. Fairfax Avenue West Hollywood, CA 90046 <i>shared housing services</i> \$12,000.00 2008	509a(1)	\$12,000.00
Alverno High School 200 N. Michillinda Avenue Sierra Madre, CA 91024-1699 <i>Doheny Scholarship Program</i> \$24,000.00 2008	509a(1)	\$24,000.00
American Diabetes Association 5200 Century Blvd., Suite 480 Los Angeles, CA 90045 <i>Latino Health Fair and educational seminars</i> \$20,000.00 2008	509a(1)	\$20,000.00

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American Red Cross, Greater LA Chapter 11355 Ohio Avenue Los Angeles, CA 90025 <i>Nursing Assistant Training Program</i> \$10,000.00 2008	509a(1)	\$10,000.00
Angel Interfaith Network, Inc. P.O. Box A South Pasadena, CA 91031 <i>salary support for the administrative assistant</i> \$10,000.00 2008	509a(1)	\$10,000.00
Archdiocese of LA/Cardinal's Award Dnr. 3424 Wilshire Blvd. Los Angeles, CA 90010-2707 <i>Cardinal's Award Dinner</i> \$10,000.00 2008	509a(1)	\$10,000.00
Roman Catholic Archdiocese of Los Angeles 3424 Wilshire Blvd. Los Angeles, CA 90010-2707 <i>"Tuition Awards Program" scholarship funding</i> \$25,000.00 2008	509a(1)	\$25,000.00
Roman Catholic Archdiocese of Los Angeles 3424 Wilshire Blvd. Los Angeles, CA 90010-2707 <i>matching grant for remodeling project</i> \$20,000.00 2008	509a(1)	\$20,000.00
Roman Catholic Archdiocese of Los Angeles 3424 Wilshire Blvd. Los Angeles, CA 90010-2707 <i>repair of inner-city Catholic elementary schools</i> \$400,000.00 2008	509a(1)	\$400,000.00

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Archdiocese of Los Angeles/Ofc. of Religious Education 3424 Wilshire Blvd. Los Angeles, CA 90010-2707 <i>Initiate a 6mo. leadership development process for Young Adult Ministry Coordinators in LA</i> \$5,000.00 2008	509a(1)	\$5,000.00
Archdiocese of LA/Ofc. of Rest. Justice 2049 Santa Fe Avenue Los Angeles, CA 90021-2919 <i>sustain the program & restore staff members</i> \$45,000.00 2008	509a(1)	\$45,000.00
Roman Catholic Archdiocese of Los Angeles 1911 Zonal Avenue Los Angeles, CA 90033-1032 <i>fund two part-time bilingual HIV/AIDS educators</i> \$10,000.00 2008	509a(1)	\$10,000.00
Ascending Lights Leadership Network P.O. Box 27790 Los Angeles, CA 90027-0780 <i>mentoring program support</i> \$38,000.00 2008	509a(1)	\$38,000.00
Ascension Elementary School 500 West 111th Place Los Angeles, CA 90044-4298 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Assumption Elementary School 3016 Winter Street Los Angeles, CA 90033-2699 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00

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Avenues Pregnancy Clinic 1911 West Glenoaks Blvd, Suite A Glendale, CA 91201 <i>support for a lead Nurse Manager</i> \$14,000.00 2008	509a(1)	\$14,000.00
Bellarmino-Jefferson High School 465 E. Olive Ave. Burbank, CA 91501-2176 <i>Doheny Scholarship Program</i> \$26,500.00 2008	509a(1)	\$26,500.00
Bethany Assisting Women P.O. Box 501 Orange, CA 92856 <i>counseling and case management services for the clients</i> \$20,000.00 2008	509a(1)	\$20,000.00
Bethany Assisting Women P.O. Box 501 Orange, CA 92856 <i>Christmas contribution</i> \$3,000.00 2008	509a(1)	\$3,000.00
Bishop Alemany High School 11111 N. Alemany Drive Mission Hills, CA 91345 <i>Doheny Scholarship Program</i> \$30,000.00 2008	509a(1)	\$30,000.00
Bishop Amat Memorial High School 14301 Fairgrove Avenue La Puente, CA 91746-1712 <i>Doheny Scholarship Program</i> \$31,500.00 2008	509a(1)	\$31,500.00
Bishop Conaty High School-Our Lady of Loretto High School 2900 West Pico Boulevard Los Angeles, CA 90006-3802 <i>Doheny Scholarship Program</i> \$42,500.00 2008	509a(1)	\$42,500.00

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Bishop Montgomery High School 5430 Torrance Blvd Torrance, CA 90503 <i>Doheny Scholarship Program</i> \$31,500.00 2008	509a(1)	\$31,500.00
Bishop Mora Salesian High School 960 South Soto Street Los Angeles, CA 90023-1396 <i>Doheny Scholarship Program</i> \$41,500.00 2008	509a(1)	\$41,500.00
Blessed Sacrament Elementary School 6641 Sunset Boulevard Hollywood, CA 90028-7166 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Blind Childrens Center 4120 Marathon Street Los Angeles, CA 90029-3584 <i>Therapeutic Support Services Program</i> \$8,000.00 2008	509a(1)	\$8,000.00
Learning For Life/Exploring, Orange County Council, BSA 1211 E. Dyer Rd. Santa Ana, CA 92705-4990 <i>Learning for Life program</i> \$10,000.00 2008	509a(1)	\$10,000.00
Boy Scouts of America, Old Baldy Council 3450 E. Sierra Madre Blvd. Pasadena, CA 91106 <i>camperships for disadvantaged youth</i> \$10,000.00 2008	509a(1)	\$10,000.00
Boy Scouts of America, W.L.A. Cnty. Council 16525 Sherman Way, Unit C-8 Van Nuys, CA 91406 <i>camperships for disadvantaged youth</i> \$10,000.00 2008	509a(1)	\$10,000.00

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Boys & Girls Club of Venice 2232 Lincoln Blvd. Venice, CA 90293 <i>Technology Learning Center programs</i> \$7,000.00 2008	509a(1)	\$7,000.00
Braille Institute of America 741 North Vermont Avenue Los Angeles, CA 90029-3594 <i>LA Child Development Services</i> \$10,000.00 2008	509a(1)	\$10,000.00
California Conference for Equality and Justice 444 W. Ocean Blvd, Suite 940 Long Beach, CA 90802 <i>support of the InterSem program</i> \$5,000.00 2008	509a(1)	\$5,000.00
California Missions Foundation 4129 Main Street, Suite 207 Riverside, CA 92501 <i>"All-Aboard-the-Bus" field trip grant program</i> \$4,700.00 2008	509a(1)	\$4,700.00
Camp Ronald Mc Donald 1954 Cotner Avenue Los Angeles, CA 90025 <i>camperships for terminally ill youth</i> \$6,000.00 2008	509a(1)	\$6,000.00
Campus Crusade for Christ 16 Technology Dr., Suite 205 Irvine, CA 92618 <i>operational support for the regional headquarters</i> \$18,000.00 2008	509a(1)	\$18,000.00
Cantwell Sacred Heart of Mary High School 329 North Garfield Avenue Montebello, CA 90640 <i>Doheny Scholarship Program</i> \$40,000.00 2008	509a(1)	\$40,000.00

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Caregivers 1765 Goodyear, Ste. 205 Ventura, CA 93003-7417 <i>general operating support</i> \$8,000.00 2008	509a(1)	\$8,000.00
Carmel of St. Teresa 215 East Alhambra Road Alhambra, CA 91801 <i>Christmas contribution</i> \$16,000.00 2008	509a(1)	\$16,000.00
Casa Teresa, Inc. PO Box 429 Orange, CA. 92856 <i>Casa Teresa Adoption Program</i> \$15,000.00 2008	509a(1)	\$15,000.00
Casa Youth Shelter 10911 Reagan Street Los Alamitos, CA 90720-2434 <i>Professional Counseling Program</i> \$30,000.00 2008	509a(1)	\$30,000.00
Cathedral High School 1253 Bishops Road Los Angeles, CA 90012-1496 <i>Doheny Scholarship Program</i> \$31,500.00 2008	509a(1)	\$31,500.00
Catholic Big Brothers Big Sisters, Inc. 1530 James M. Wood Blvd., 2nd Floor Los Angeles, CA 90015-0095 <i>the High School Bigs Program</i> \$45,000.00 2008	509a(1)	\$45,000.00
Catholic Charities of Los Angeles 1531 James M. Wood Boulevard Los Angeles, CA 90015-0095 <i>programs for disadvantaged individuals & families</i> \$60,000.00 2008	509a(1)	\$60,000.00

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Catholic University of America Office of the President 620 Michigan Avenue, NE Washington, DC 20064 <i>Graduate Fellowship Fund for Doctoral Candidates</i> \$14,000.00 2008	509a(1)	\$14,000.00
Center for Restorative Justice Works DBA Get On The Bus 5411 Camellia Ave. North Hollywood, CA 91606 <i>Get On The Bus program for children of incarcerated women & men & relocation of headquarters</i> \$15,000.00 2008	509a(1)	\$15,000.00
Central City Community Outreach P.O. Box 13273 Los Angeles, CA 90013 <i>afterschool program for children on skid row</i> \$5,000.00 2008	509a(1)	\$5,000.00
Centro Latino for Literacy 1709 West 8th Street, Suite A Los Angeles, CA 90017 <i>LEAMOS & LISTOS program support</i> \$15,000.00 2008	509a(1)	\$15,000.00
Chaminade College Prep School 10210 Oakdale Ave. Chatsworth, CA 91311-3533 <i>Doheny Scholarship Program</i> \$24,000.00 2008	509a(1)	\$24,000.00
Child SHARE 1544 West Glenoaks Blvd. Glendale, CA 91201 <i>operating support for the LA County area</i> \$24,000.00 2008	509a(1)	\$24,000.00

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Children's Dental Center 300 East Buckthorn Street Inglewood, CA 90301 <i>a dental outreach program for level 8, 9 & 10 Inner city Catholic Schools</i> \$22,000.00 2008	509a(1)	\$22,000.00
Childrens Hospital Los Angeles 4650 Sunset Boulevard #29 Los Angeles, CA 90027 <i>Christmas contribution</i> \$5,000.00 2008	509a(1)	\$5,000.00
Children's Lifesaving Foundation 1112 Montana Ave. #534 Santa Monica, CA 90403 <i>camperships for the Summer Camp Enrichment Program</i> \$7,000.00 2008	509a(1)	\$7,000.00
The Chrysalis Center 1853 Lincoln Blvd. Santa Monica, CA 90404 <i>programs serving the homeless</i> \$35,000.00 2008	509a(1)	\$35,000.00
Congregation of the Mission 1105 Bluff Road Montebello, CA 90640-6198 <i>masses for Mr. & Mrs. E. L. Doheny</i> \$5,000.00 2008	509a(1)	\$5,000.00
Congregation of the Mission 649 West Adams Blvd. Los Angeles, CA 90007 <i>recognition of the 2008 services of Rev. William R Piletic, CM</i> \$12,000.00 2007	509a(1)	\$12,000.00

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Cornelia Connelly High School 2323 West Broadway Anaheim, CA 92804 <i>Doheny Scholarship Program</i> \$23,000.00 2008	509a(1)	\$23,000.00
Council On Foundations 2121 Crystal Drive, Suite 700 Washington, DC 22202 <i>the annual membership dues for 2009</i> \$21,420.00 2008	509a(1)	\$21,420.00
Covenant House California 1325 N. Western Avenue Hollywood, CA 90027 <i>Spiritual Ministry Program</i> \$22,000.00 2008	509a(1)	\$22,000.00
Crespi Carmelite High School 5031 Alonzo Ave. Encino, CA 91316-3699 <i>Doheny Scholarship Program</i> \$33,500.00 2008	509a(1)	\$33,500.00
Crespi Carmelite High School 5031 Alonzo Ave. Encino, CA 91316-3699 <i>enhancement of the science facilities</i> \$25,000.00 2008	509a(1)	\$25,000.00
Crossroads, Inc. P.O. Box 15 Claremont, CA 91711 <i>job training services for women just released from prison</i> \$10,000.00 2008	509a(1)	\$10,000.00
Divine Saviour Elementary School 624 Cypress Avenue Los Angeles, CA 90065-1109 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00

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Doheny Eye Institute 1450 San Pablo Street, Suite 3050 Los Angeles, CA 90033-4697 <i>Doheny Image Reading Center</i> \$25,000.00 2008	509a(1)	\$25,000.00
Doheny Eye Institute 1450 San Pablo Street, Suite 3050 Los Angeles, CA 90033-4697 <i>general operating support</i> \$5,000,000.00 2002	509a(1)	\$500,000.00
Dolores Mission Elementary School 170 South Gless Street Los Angeles, CA 90033 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Don Bosco Technical Institute 1151 San Gabriel Blvd. Rosemead, CA 91770-4251 <i>Doheny Scholarship Program</i> \$25,500.00 2008	509a(1)	\$25,500.00
Downtown Women's Center 325 South Los Angeles Street Los Angeles, CA 90013 <i>staffing & material costs for the Literacy Lab</i> \$40,000.00 2008	509a(1)	\$40,000.00
Downtown Women's Center 325 South Los Angeles Street Los Angeles, CA 90013 <i>Christmas contribution</i> \$10,000.00 2008	509a(1)	\$10,000.00
Easter Seals of Southern California 1801 E. Edinger Avenue, Suite 190 Santa Ana, CA 92705-4734 <i>Senior Day Care Services</i> \$20,000.00 2008	509a(1)	\$20,000.00

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Epilepsy Fdn of LA, Orange, SB & Ven Co 5777 W. Century Blvd., Suite 820 Los Angeles, CA 90045 <i>Teen Retreat and Family Camp scholarships</i> \$7,500.00 2008	509a(1)	\$7,500.00
Epiphany Catholic Elementary School 10915 Michael Hunt Drive South El Monte, CA 91733-3481 <i>Matching Grant Program (2008)</i> \$24,900.00 2008	509a(1)	\$24,900.00
Esperanza Community Housing Corporation 2337 South Figueroa Street Los Angeles, CA 90007 <i>general operating expenses</i> \$50,000.00 2008	509a(1)	\$50,000.00
Estrella Del Mar Del Los Angeles Inc. P.O. Box 19787 Los Angeles, CA 90019-0787 <i>operating expenses for Regis House</i> \$15,000.00 2008	509a(1)	\$15,000.00
Exceptional Children's Foundation 8740 W. Washington Blvd. Culver City, CA 90232 <i>"Experiencing the Historical & Cultural Sites of L.A."</i> \$10,000.00 2008	508a(1)	\$10,000.00
FADICA/Fdns & Donors Inter. in CATH. Activities 1350 Connecticut Avenue NW, Suite 825 Washington, DC 20036-1741 <i>regular program support</i> \$7,500.00 2008	509a(1)	\$7,500.00
Family Hope dba Elizabeth House P.O. Box 94077 Pasadena, CA 91109-4077 <i>Health Education/Therapeutic Services Program</i> \$22,000.00 2008	509a(1)	\$22,000.00

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United Methodist Church 714 W. Olympic Blvd., Ste. 508 Los Angeles, CA 90015-1407 <i>Christmas contribution</i> \$2,000.00 2008	509a(1)	\$2,000.00
Flintridge Sacred Heart Academy 440 St. Katherine Drive La Canada, CA 91011 <i>Doheny Scholarship Program</i> \$30,000.00 2008	509a(1)	\$30,000.00
Foodbank of Southern California 1444 San Francisco Avenue Long Beach, CA 90813 <i>Brown Bag Program</i> \$15,000.00 2008	509a(1)	\$15,000.00
Franciscan School of Theology 1712 Euclid Avenue Berkeley, CA 94709 <i>Scholarships</i> \$15,000.00 2008	509a(1)	\$15,000.00
Friends of CASA 201 Centre Plaza Drive, Suite 3 Monterey Park, CA 91754-2158 <i>Court Appointed Special Advocate program</i> \$15,000.00 2008	509a(1)	\$15,000.00
Girl Scouts Mt. Wilson Vista Council 101 E. Wheeler Ave. Arcadia, CA 91006 <i>community-based afterschool programs</i> \$7,000.00 2008	509a(1)	\$7,000.00
Angeles Girl Scout Council 2525 Ocean Park Blvd. Santa Monica, CA 90405 <i>the "Introduction to Girl Scouts" outreach program</i> \$10,000.00 2008	509a(1)	\$10,000.00

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Good Shepherd Shelter 2561 W. Venice Blvd. Los Angeles, CA 90019-6233 <i>operating support</i> \$35,000.00 2008	509a(1)	\$35,000.00
Guardian Angel Elementary School 10919 Norris Avenue Pacoima, CA 91331 <i>Matching Grant Program (2008)</i> \$24,000.00 2008	509a(1)	\$24,000.00
Harbor Pregnancy Center 705 West Pacific Coast Hwy Wilmington, CA 90744 <i>services for women & girls facing crisis pregnancies</i> \$20,000.00 2008	509a(1)	\$20,000.00
Hollywood Prayer Network-a division of HEA 1763 N. Gower St. Hollywood, CA 90028 <i>KIDS Prayer Calendar program</i> \$5,000.00 2008	509a(1)	\$5,000.00
Holy Family High School 400 East Lomita Avenue Glendale, CA 91205-1668 <i>Doheny Scholarship Program</i> \$35,000.00 2008	509a(1)	\$35,000.00
Holy Family Services 840 Echo Park Ave Los Angeles, CA 90026 <i>Infant Adoption Program</i> \$40,000.00 2008	509a(1)	\$40,000.00
Holy Innocents Elementary School 2500 Pacific Avenue Long Beach, CA 90806 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00

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Holy Name of Jesus Elementary School 1955 W. Jefferson Blvd. Los Angeles, CA 90018 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Holy Spirit Elementary School 1418 South Burnside Avenue Los Angeles, CA 90019-4014 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Homeboy Industries 130 W. Bruno St. Los Angeles, CA 90012 <i>Jobs For A Future</i> \$35,000.00 2008	509a(1)	\$35,000.00
Hope Again 5121 W. Sunset Blvd. Los Angeles, CA 90027 <i>expand the counselling program</i> \$30,000.00 2008	509a(1)	\$30,000.00
Hope Again 5121 W. Sunset Blvd. Los Angeles, CA 90027 <i>Christmas contribution</i> \$3,000.00 2008	509a(1)	\$3,000.00
Hospitaller Foundation of California, Inc. 2035 West Adams Boulevard Los Angeles, CA 90018 <i>safety equipment for the care center</i> \$30,000.00 2008	509a(1)	\$30,000.00
House Ear Institute 2100 West Third Street Los Angeles, CA 90057-1922 <i>support for Neural Tumor Research</i> \$20,000.00 2008	509a(1)	\$20,000.00

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House of Ruth P.O. Box 33288 Los Angeles, CA 90033 <i>operating funds for the Transitional Shelter program</i> \$34,000.00 2008	509a(1)	\$34,000.00
House of Ruth P.O. Box 33288 Los Angeles, CA 90033 <i>Christmas contribution</i> \$5,000.00 2008	509a(1)	\$5,000.00
Ignatian Volunteer Corps PO Box 2187 Manhattan Beach, CA 90267-2187 <i>older adults helping children, families, and the poor</i> \$10,000.00 2008	509a(1)	\$10,000.00
Immaculate Conception Elementary School 830 Green Avenue Los Angeles, CA 90017-4395 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Immaculate Heart High School 5515 Franklin Avenue Los Angeles, CA 90028-5999 <i>Doheny Scholarship Program</i> \$35,000.00 2008	509a(1)	\$35,000.00
Immaculate Heart of Mary School 1055 N. Alexandria Ave. Los Angeles, CA 90029-2517 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(2)	\$30,000.00
Institute for Advanced Catholic Studies 835 W. 34th Street URC 102 Los Angeles, CA 90089-0751 <i>general operating support</i> \$15,000.00 2008	509a(1)	\$15,000.00

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Jesuit School of Theology At Berkeley 1735 LeRoy Avenue Berkeley, CA 94709-1193 <i>scholarships</i> \$22,000.00 2008	509a(1)	\$22,000.00
Jesuit Volunteer Corps P.O. Box 459 Santa Clara, CA 95052 <i>formation program for new volunteers</i> \$25,000.00 2008	509a(1)	\$25,000.00
John Tracy Clinic 806 West Adams Boulevard Los Angeles, CA 90007-2505 <i>Parent-Infant Program</i> \$28,000.00 2008	509a(1)	\$28,000.00
Junipero Serra High School 14830 South Van Ness Ave. Gardena, CA 90249 <i>Doheny Scholarship Program</i> \$42,500.00 2008	509a(1)	\$42,500.00
La Reina High School 106 West Janss Road Thousand Oaks, CA 91360 <i>Doheny Scholarship Program</i> \$25,000.00 2008	509a(1)	\$25,000.00
La Salle High School 3880 East Sierra Madre Blvd. Pasadena, CA 91107 <i>Doheny Scholarship Program</i> \$25,000.00 2008	509a(1)	\$25,000.00
Ladies of Charity of St. Vincent de Paul 2131 W. 3rd Street, Seton Hall Los Angeles, CA 90057-0942 <i>Thanksgiving & Christmas Baskets for the poor</i> \$10,000.00 2008	509a(1)	\$10,000.00

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Ladies of Charity of St. Vincent de Paul 2131 W. 3rd Street, Seton Hall Los Angeles, CA 90057-0942 <i>meeting and event expenses</i> \$3,942.00 2008	509a(1)	\$3,942.00
Las Familias del Pueblo 307 East Seventh Street Los Angeles, CA 90014 <i>programs for garment workers & their children</i> \$28,000.00 2008	509a(1)	\$28,000.00
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071 <i>Grandparents and Books program</i> \$10,000.00 2008	509a(1)	\$10,000.00
Little Co. of Mary Comm. Health Fdn. 4101 Torrance Boulevard Torrance, CA 90503 <i>Women and Children's Clinic</i> \$30,000.00 2008	509a(1)	\$30,000.00
Little Sisters of the Poor Jeanne Jugan Residence 2100 South Western Avenue San Pedro, CA 90732-4389 <i>Christmas contribution</i> \$16,000.00 2008	509a(1)	\$16,000.00
Little Sisters of the Poor Jeanne Jugan Residence 2100 South Western Avenue San Pedro, CA 90732-4389 <i>care of the elderly</i> \$64,000.00 2008	509a(1)	\$64,000.00

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Los Angeles Child Guidance Clinic 3031 South Vermont Ave. Los Angeles, CA 90007 <i>Early Intervention & Community Wellness Division</i> \$10,000.00 2008	509a(1)	\$10,000.00
Los Angeles Conservation Corps P.O. Box 15868 Los Angeles, CA 90015 <i>education and work skills program</i> \$20,000.00 2008	509a(1)	\$20,000.00
Maryvale c/o Maryvale 7600 E. Graves Ave Rosemead, CA 91770 <i>"Special Edition of the Los Angeles Times" fundraiser</i> \$20,000.00 2008	509a(1)	\$20,000.00
Los Angeles Regional Foodbank 1734 E. 41st. Street Los Angeles, CA 90058-1502 <i>Brown Bag Program</i> \$15,000.00 2008	509a(1)	\$15,000.00
Los Angeles Team Mentoring, Inc. 714 W. Olympic Blvd., Suite 940 Los Angeles, CA. 90015 <i>TeamWorks After-School Program</i> \$17,000.00 2008	509a(1)	\$17,000.00
Louisville High School 22300 Mullholland Drive Woodland Hills, CA 91364 <i>Doheny Scholarship Program</i> \$26,500.00 2008	509a(1)	\$26,500.00

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Louisville High School 22300 Mullholland Drive Woodland Hills, CA 91364 <i>school technology upgrades</i> \$30,000.00 2008	509a(1)	\$30,000.00
Lovers of the Holy Cross 14700 S. Van Ness Ave. Gardena, CA 90249-5478 <i>renovation of the parking lot</i> \$16,750.00 2008	509a(1)	\$16,750.00
Loyola High School 1901 Venice Boulevard Los Angeles, CA 90006-4496 <i>Doheny Scholarship Program</i> \$40,000.00 2008	509a(1)	\$40,000.00
Loyola Marymount University 1 LMU Drive Los Angeles, CA 90045-8310 <i>scholarship funding</i> \$40,000.00 2008	509a(1)	\$40,000.00
Loyola Marymount University 1 LMU Drive Los Angeles, CA 90045-8310 <i>construction of the William H. Hannon Library</i> \$1,000,000.00 2007	509a(1)	\$200,000.00
Making the Right Connections, Inc. 3250 Wilshire Boulevard, Suite 1010 Los Angeles, CA 90010 <i>gang prevention summer program</i> \$35,000.00 2008	509a(1)	\$35,000.00
Marianne Frostig Center of Ed. Therapy 971 N. Altadena Drive Pasadena, CA 91107 <i>educational therapy for 7 Catholic Schools</i> \$7,000.00 2008	509a(1)	\$7,000.00

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Mary Health of the Sick Conv. & Nrsng Hosp. 2929 Theresa Drive Newbury Park, CA 91320 <i>update the dietary and laundry services</i> \$10,000.00 2008	509a(1)	\$10,000.00
Mary Immaculate Elementary School 10390 Remick Avenue Pacoima, CA 91331 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Mary Star of the Sea High School 2500 North Taper Ave. San Pedro, CA 90731 <i>Doheny Scholarship Program</i> \$28,500.00 2008	509a(1)	\$28,500.00
Marymount High School 10643 Sunset Boulevard Los Angeles, CA 90077 <i>Doheny Scholarship Program</i> \$30,000.00 2008	509a(1)	\$30,000.00
Maryvale 7600 East Graves Avenue Rosemead, CA 91770 <i>Christmas contribution</i> \$12,000.00 2008	509a(1)	\$12,000.00
Maryvale 7600 East Graves Avenue Rosemead, CA 91770 <i>2008 estimated breadbills for Maryvale</i> \$16,000.00 2008	509a(1)	\$16,000.00
Mater Dei High School 1202 West Edinger Avenue Santa Ana, CA 92707-2191 <i>Doheny Scholarship Program</i> \$26,500.00 2008	509a(1)	\$26,500.00

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Mayfield Senior School 500 Bellefontaine Street Pasadena, CA 91105-2439 <i>Doheny Scholarship Program</i> \$28,500.00 2008	509a(1)	\$28,500.00
Meet Each Need with Dignity 10641 N. San Fernando Road Pacoima, CA 91331 <i>program support</i> \$55,000.00 2008	509a(1)	\$55,000.00
Meet Each Need with Dignity 10641 N. San Fernando Road Pacoima, CA 91331 <i>Christmas contribution</i> \$10,000.00 2008	509a(1)	\$10,000.00
Meet Each Need with Dignity 10641 N. San Fernando Road Pacoima, CA 91331 <i>appreciation gift for annual meeting</i> \$10,000.00 2008	509a(1)	\$10,000.00
Monastery of the Angels 1977 Carmen Avenue Los Angeles, CA 90068 <i>Christmas contribution</i> \$10,000.00 2008	509a(1)	\$10,000.00
Monastery of the Angels 1977 Carmen Avenue Los Angeles, CA 90068 <i>aid for elderly sisters</i> \$14,000.00 2008	509a(1)	\$14,000.00
Mother of Sorrows Elementary School 100 W. 87th Place Los Angeles, CA 90003 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00

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Mount St. Mary's College 10 Chester Place Los Angeles, CA 90007-2598 <i>2008 repairs and maintenance for Mount St. Mary's Doheny campus</i> \$125,000.00 2007	509a(1)	\$125,000.00
Mount St. Mary's College 10 Chester Place Los Angeles, CA 90007-2598 <i>scholarship funding</i> \$40,000.00 2008	509a(1)	\$40,000.00
Mount St. Mary's College 10 Chester Place Los Angeles, CA 90007-2598 <i>appreciation gift for principal's breakfast and anniversary dinner</i> \$10,000.00 2008	509a(1)	\$10,000.00
National Alliance for the Mentally III 1810 East 17th Street Santa Ana, CA 92705 <i>Peer to Peer program</i> \$5,000.00 2008	509a(1)	\$5,000.00
Nativity Elementary School 944 W. 56th Street Los Angeles, CA 90037-3695 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Navidad En El Barrio PO Box 11916 Marina del Rey, CA 90295 <i>collect & distribute food for 25,000 Christmas baskets</i> \$10,000.00 2008	509a(1)	\$10,000.00
Notre Dame Academy 2851 Overland Avenue Los Angeles, CA 90064-4298 <i>Doheny Scholarship Program</i> \$31,500.00 2008	509a(1)	\$31,500.00

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Notre Dame High School 13645 Riverside Drive Sherman Oaks, CA 91423 <i>Doheny Scholarship Program</i> \$24,000.00 2008	509a(1)	\$24,000.00
Ocean Park Community Center 1453 16th Street Santa Monica, CA 90404-2715 <i>Turning Point Transitional Housing Program</i> \$10,000.00 2008	509a(1)	\$10,000.00
Our Lady Help of Christians Elementary School 2024 Darwin Avenue Los Angeles, CA 90031 <i>Matching Grant Program (2008)</i> \$18,400.00 2008	509a(1)	\$18,400.00
Our Lady of Guadalupe Elementary School (LA) 436 North Hazard Los Angeles, CA 90063-1710 <i>Matching Grant Program (2008)</i> \$27,500.00 2008	509a(1)	\$27,500.00
Our Lady of Lourdes Elementary School 315 South Eastman Ave. Los Angeles, CA 90063-2408 <i>Matching Grant Program (2008)</i> \$21,100.00 2008	509a(1)	\$21,100.00
Our Lady of Talpa Elementary School 411 South Evergreen Avenue Los Angeles, CA 90033-4411 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Outreach Concern, Inc. 2030 East Fourth Street, Suite 237 Santa Ana, CA 92705 <i>support & expansion of counseling program</i> \$8,000.00 2008	509a(1)	\$8,000.00

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P. F. Bresee Foundation 184 S. Blmini Place Los Angeles, CA 90004 <i>after school education program</i> \$5,000.00 2008	509a(1)	\$5,000.00
P.A.T.H./People Assisting The Homeless 340 N. Madison Avenue Los Angeles, CA 90004 <i>PATHFinders, a job center for homeless persons</i> \$12,000.00 2008	509a(1)	\$12,000.00
Pacific Inst. for Comm. Org. 171 Santa Rosa Ave. Oakland, CA 94610 <i>expand the Capacity-Building Program</i> \$15,000.00 2008	509a(1)	\$15,000.00
Para Los Ninos 500 South Lucas Ave. Los Angeles, CA 90017-2002 <i>After School Program</i> \$20,000.00 2008	509a(1)	\$20,000.00
Paraclete High School 42145 Thirtieth Street West Lancaster, CA 93536 <i>Doheny Scholarship Program</i> \$35,000.00 2008	509a(1)	\$35,000.00
Place Called Home 2830 S. Central Ave. Los Angeles, CA 90011 <i>Mentoring Program</i> \$25,000.00 2008	509a(1)	\$25,000.00
Precious Blood Elementary School 307 S. Occidental Boulevard Los Angeles, CA 90057 <i>Matching Grant Program (2008)</i> \$25,700.00 2008	509a(1)	\$25,700.00

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Prison Fellowship Ministries 2321 E. 4th Street, Suite 178 Santa Ana, CA 92705 <i>Angel Tree Year Round program</i> \$8,000.00 2008	509a(1)	\$8,000.00
Prison Fellowship Ministries 2321 E. 4th Street, Suite 178 Santa Ana, CA 92705 <i>Angel Tree outreach program</i> \$10,000.00 2008	509a(1)	\$10,000.00
The Promises Foundation PO Box 662087 Los Angeles, CA 90066 <i>support for Miriam's House, a recovery home for low-income mothers and their children</i> \$5,000.00 2008	509a(2)	\$5,000.00
Providence High School 511 South Buena Vista Street Burbank, CA 91505 <i>Doheny Scholarship Program</i> \$30,000.00 2008	509a(1)	\$30,000.00
Proyecto Pastoral at Dolores Mission 135 North Mission Road Los Angeles, CA 90033 <i>general operating support</i> \$80,000.00 2008	509a(1)	\$80,000.00
PUENTE Learning Center 501 South Boyle Avenue Los Angeles, CA 90033-3816 <i>operating expenses</i> \$75,000.00 2008	509a(1)	\$75,000.00

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Ramona Convent Secondary School 1701 West Ramona Road Alhambra, CA 91803-3080 <i>Doheny Scholarship Program</i> \$31,500.00 2008	509a(1)	\$31,500.00
Ramona Convent Secondary School 1701 West Ramona Road Alhambra, CA 91803-3080 <i>construction of a new science facility</i> \$50,000.00 2008	509a(1)	\$50,000.00
Reading Is Fundamental of So. CA, Inc. 7250 Bandini Blvd., Suite 208 Los Angeles, CA 90040 <i>purchase of books</i> \$5,000.00 2008	509a(1)	\$5,000.00
Resurrection Elementary School 3360 E. Opal St. Los Angeles, CA 90023 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Right to Life League of S. California 1028 N. Lake Avenue, Suite 207 Pasadena, CA 91104 <i>general operating support</i> \$25,000.00 2008	509a(1)	\$25,000.00
Sacred Heart High School 2111 North Griffin Avenue Los Angeles, CA 90031 <i>Doheny Scholarship Program</i> \$40,000.00 2008	509a(1)	\$40,000.00
Sacred Heart Elementary School 2109 Sichel Street Los Angeles, CA 90031-3096 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00

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Salesian Boys & Girls Club of L. A. 3218 Wabash Avenue Los Angeles, CA 90063 <i>camperships for disadvantaged youth</i> \$15,000.00 2008	509a(1)	\$15,000.00
Salesian Boys & Girls Club of L. A. 3218 Wabash Avenue Los Angeles, CA 90063 <i>operating support for the Salesian Boys & Girls Club & the Salesian Family Youth Center</i> \$60,000.00 2008	509a(1)	\$60,000.00
Salesian Boys & Girls Club of L. A. 3218 Wabash Avenue Los Angeles, CA 90063 <i>Christmas contribution</i> \$5,000.00 2008	509a(1)	\$5,000.00
Salvation Army Southern California Divisional Headquarters 900 West James M. Wood Blvd. Los Angeles, CA 90015-1356 <i>camperships for disadvantaged youth</i> \$12,000.00 2008	509a(1)	\$12,000.00
Salvation Army Southern California Divisional Headquarters 900 West James M. Wood Blvd. Los Angeles, CA 90015-1356 <i>support the Thanksgiving and Christmas services in Southern California</i> \$12,000.00 2008	509a(1)	\$12,000.00
San Gabriel Mission High School 254 S. Santa Anita Street San Gabriel, CA 91776-1182 <i>Doheny Scholarship Program</i> \$41,500.00 2008	509a(1)	\$41,500.00

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San Miguel School 2270 East 108th St. Los Angeles, CA 90059 <i>scholarships</i> \$10,000.00 2008	509a(1)	\$10,000.00
Santa Isabel Elementary School 2424 Whittier Boulevard Los Angeles, CA 90023-1393 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Santa Teresita Elementary School 2646 E. Zonal Avenue Los Angeles, CA 90033-1435 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Senior Gleaners 1951 Bell Avenue Sacramento, CA 95838-3039 <i>general operating support</i> \$10,000.00 2008	509a(1)	\$10,000.00
Serra Ancillary Care Corporation 1245 West Walnut Street, Suite 106 Pasadena, CA 91106-1878 <i>Christmas contribution</i> \$7,500.00 2008	509a(1)	\$7,500.00
Serra Ancillary Care Corporation 1245 West Walnut Street, Suite 106 Pasadena, CA 91106-1878 <i>operating funds</i> \$30,000.00 2008	509a(1)	\$30,000.00
Sisters of Notre Dame 1776 Hendrix Avenue Thousand Oaks, CA 91360 <i>renovation of convent kitchen and living room</i> \$10,000.00 2008	509a(1)	\$10,000.00

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Sisters of Social Service 4316 Lanai Road Encino, CA 91436 <i>Christmas contribution</i> \$12,000.00 2008	509a(1)	\$12,000.00
Sisters of Social Service 4316 Lanai Road Encino, CA 91436 <i>camperships for disadvantaged children</i> \$15,000.00 2008	509a(1)	\$15,000.00
Sisters of the Holy Family P.O. Box 3248 Fremont, CA 94539-5209 <i>Christmas contribution</i> \$8,000.00 2008	509a(1)	\$8,000.00
Sisters of the Holy Family P.O. Box 3248 Fremont, CA 94539-5209 <i>Migrant Farm Worker Project</i> \$14,000.00 2008	509a(1)	\$14,000.00
Sisters of the Immaculate Heart of Mary 3431 Waverly Drive Los Angeles, CA 90027 <i>Christmas contribution</i> \$8,000.00 2008	509a(1)	\$8,000.00
HUC-Skirball Cultural Center 2701 N. Sepulveda Blvd. Los Angeles, CA 90049-6833 <i>exhibition of Pope John Paul II's role in Catholic-Jewish relations</i> \$7,500.00 2008	509a(1)	\$7,500.00
Society of St. Vincent de Paul 210 N. Avenue 21 Los Angeles, CA 90031-1713 <i>camperships for underprivileged children</i> \$15,000.00 2008	509a(1)	\$15,000.00

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Society of St. Vincent de Paul 180 S. Cypress Orange, CA 92866 <i>camperships for disadvantaged youth</i> \$12,000.00 2008	509a(1)	\$12,000.00
South Central Los Angeles Ministry Project 892 E. 48th St. Los Angeles, CA 90011 <i>general operating support for Family Literacy Programs</i> \$10,000.00 2008	509a(1)	\$10,000.00
Southern California Grantmakers 1000 North Alameda Street, Suite 230 Los Angeles, CA 90012 <i>annual membership dues for 2009</i> \$8,900.00 2008	509a(1)	\$8,900.00
St. Agnes Elementary School 1428 W. Adams Boulevard Los Angeles, CA 90007-1640 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Agnes Elementary School 1428 W. Adams Boulevard Los Angeles, CA 90007-1640 <i>production of a school marketing brochure</i> \$2,770.00 2008	509a(1)	\$2,770.00
St. Aloysius Elementary School 2023 East Nadeau Street Los Angeles, CA 90001-3501 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Alphonsus Elementary School 552 S. Amalia Ave. Los Angeles, CA 90022 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(2)	\$30,000.00

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St. Alphonsus Elementary School 552 S. Amalia Ave. Los Angeles, CA 90022 <i>Technology Project/Phase I</i> \$25,000.00 2008	509a(2)	\$25,000.00
St. Anne Mission Elementary School 2015 Colorado Avenue Santa Monica, CA 90404-3490 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Anne's 155 North Occidental Boulevard Los Angeles, CA 90026-4698 <i>general operating support</i> \$82,000.00 2008	509a(1)	\$82,000.00
St. Anthony High School 620 Olive Avenue Long Beach, CA 90802 <i>Scholarship funds</i> \$15,000.00 2008	509a(2)	\$15,000.00
St. Anthony Elementary School 855 E. 5th Street Long Beach, CA 90802-1597 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Barnabas Senior Center of Los Angeles 675 South Carondelet Street Los Angeles, CA 90057-3309 <i>Adult Day Health Care Center</i> \$20,000.00 2008	509a(1)	\$20,000.00
St. Bernard High School 9100 Falmouth Avenue Playa del Rey, CA 90293 <i>Doheny Scholarship Program</i> \$28,500.00 2008	509a(1)	\$28,500.00

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St. Camillus Cath. Ctr for Pastoral Care 1911 Zonal Avenue Los Angeles, CA 90033 <i>Bi-lingual Pastoral Training Program</i> \$20,000.00 2008	509a(1)	\$20,000.00
St. Cecilia Elementary School 4224 S. Normandie Avenue Los Angeles, CA 90037-2397 <i>Matching Grant Program (2008)</i> \$18,300.00 2008	509a(1)	\$18,300.00
St. Charles Catholic Church & Mission P.O. Box 28 San Carlos, Arizona 85550 <i>Christmas contribution</i> \$8,000.00 2008	509a(1)	\$8,000.00
St. Charles Catholic Church & Mission P.O. Box 28 San Carlos, Arizona 85550 <i>upkeep of the parish</i> \$14,000.00 2008	509a(1)	\$14,000.00
St. Columbkille 145 West 64th Street Los Angeles, CA 90003-1415 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Frances X. Cabrini Elementary School 1428 West Imperial Hwy. Los Angeles, CA 90047-4999 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Francis Center 1835 So. Hope Street Los Angeles, CA 90015 <i>camperships for disadvantaged youth</i> \$15,000.00 2008	509a(1)	\$15,000.00

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St. Francis Center 1835 So. Hope Street Los Angeles, CA 90015 <i>Homeless & Family Well-Being Projects</i> \$35,000.00 2008	509a(1)	\$35,000.00
St. Francis Center 1835 So. Hope Street Los Angeles, CA 90015 <i>Christmas contribution</i> \$5,000.00 2008	509a(1)	\$5,000.00
St. Francis High School 200 Foothill Boulevard La Canada Flintridge, CA 91011-3798 <i>Doheny Scholarship Program</i> \$31,500.00 2008	509a(1)	\$31,500.00
St. Francis Home of the Franciscan Missionary/Sister of the Immaculate Conception, Inc. 1718 W. Sixth St. Santa Ana, CA 92703 <i>general operating support</i> \$10,000.00 2008	509a(1)	\$10,000.00
St. Francis Medical Center 3630 East Imperial Highway Lynwood, CA 90262 <i>Health Benefits Resource Center</i> \$50,000.00 2008	509a(1)	\$50,000.00
St. Francis of Assisi Elementary School 1550 Maltman Ave. Los Angeles, CA 90026-1020 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Genevieve High School 13967 Roscoe Boulevard Panorama City, CA 91402-4299 <i>Doheny Scholarship Program</i> \$30,000.00 2008	509a(1)	\$30,000.00

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St. Ignatius of Loyola Elementary School 6025 Monte Vista Street Los Angeles, CA 90042-3435 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. John Bosco High School 13640 Bellflower Boulevard Bellflower, CA 90706 <i>Doheny Scholarship Program</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. John's Seminary 5012 Seminary Road Camarillo, CA 93012-2598 <i>remodeling of seminarian dormitory</i> \$100,000.00 2008	509a(1)	\$50,000.00
St. John's Well Child & Family Center 5701 S. Hoover St. Los Angeles, CA 90037 <i>expand the diabetic retinopathy program from one day to three days per week</i> \$28,000.00 2008	509a(1)	\$28,000.00
St. Joseph Center 204 Hampton Drive Venice, CA 90291-8633 <i>program for homeless & low income families</i> \$35,000.00 2008	509a(1)	\$35,000.00
St. Joseph Center 204 Hampton Drive Venice, CA 90291-8633 <i>Christmas contribution</i> \$6,000.00 2008	509a(1)	\$6,000.00
St. Joseph High School 5825 N. Woodruff Avenue Lakewood, CA 90713-1198 <i>Doheny Scholarship Program</i> \$30,000.00 2008	509a(1)	\$30,000.00

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St. Joseph's Health & Retirement Center P. O. Box 760 Ojai, CA 93024-0760 <i>funding for dining room equipment, wheelchairs, and patio construction</i> \$24,550.00 2008	509a(1)	\$24,550.00
St. Lawrence Brindisi Elementary School 10044 Compton Ave. Los Angeles, CA 90002 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Lucy Church - Marian Outreach Center 2344 Cota Avenue Long Beach, CA 90810 <i>operating funds for the outreach program</i> \$12,000.00 2008	509a(1)	\$12,000.00
St. Malachy Elementary School 1200 East 81st Street Los Angeles, CA 90001 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Mary Elementary School 416 South St. Louis Street Los Angeles, CA 90033 <i>Matching Grant Program (2008)</i> \$22,600.00 2008	509a(1)	\$22,600.00
St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301 <i>Doheny Scholarship Program</i> \$33,500.00 2008	509a(1)	\$33,500.00
St. Matthias High School 7851 East Gardendale Street Downey, CA 90242 <i>Doheny Scholarship Program</i> \$33,500.00 2008	509a(1)	\$33,500.00

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St. Michael Elementary School 1027 W. 87th Street Los Angeles, CA 90044-2198 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Monica Catholic High School 1030 Lincoln Blvd. Santa Monica, CA 90403-4096 <i>Doheny Scholarship Program</i> \$31,500.00 2008	509a(1)	\$31,500.00
St. Odilia Elementary School 5300 S. Hooper Ave. Los Angeles, CA 90011 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Paul High School 9635 Greenleaf Avenue Santa Fe Springs, CA 90670 <i>Doheny Scholarship Program</i> \$33,500.00 2008	509a(1)	\$33,500.00
St. Paul School 1908 S. Bronson Ave. Los Angeles, CA 90018-1039 <i>late submission for the 2008 Matching Grant Program</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Raphael Elementary School 942 West 70th Street Los Angeles, CA 90044-9998 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Raphael School (Counseling Program) 924 West 70th Street Los Angeles, CA 90044 <i>Good Shepherds Counseling Program</i> \$30,000.00 2008	509a(1)	\$30,000.00

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St. Thomas the Apostle Church 1327 Mariposa Avenue Los Angeles, CA 90006 <i>capital campaign for renovation and expansion of school and parish educational campus</i> \$50,000.00 2004	509a(1)	\$50,000.00
St. Thomas the Apostle Church 1327 Mariposa Avenue Los Angeles, CA 90006 <i>capital campaign for renovation and expansion of school and parish educational campus</i> \$50,000.00 2006	509a(1)	\$50,000.00
St. Thomas the Apostle Elementary School 2632 West 15th Street Los Angeles, CA 90006 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
St. Vincent de Paul Church 621 West Adams Boulevard Los Angeles, CA 90007 <i>September and October maintenance and repairs</i> \$32,954.86 2008	509a(1)	\$32,954.86
St. Vincent de Paul Church 621 West Adams Boulevard Los Angeles, CA 90007 <i>November maintenance and repairs</i> \$16,340.63 2008	509a(1)	\$16,340.63
St. Vincent Meals on Wheels 2222 Ocean View Ave, Suite 114 Los Angeles, CA 90057 <i>operational expenses</i> \$22,000.00 2008	509a(1)	\$22,000.00

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Recipient and/or Purpose	Tax Status	2008
St. Vincent Medical Center 2131 West Third Street Los Angeles, CA 90057-0992 <i>the Community Diabetes Education Program</i> \$100,000.00 2008	509a(1)	\$100,000.00
Sts. Peter and Paul Elementary School 706 Bay View Ave. Wilmington, CA 90744-5399 <i>Matching Grant Program (2008)</i> \$30,000.00 2008	509a(1)	\$30,000.00
Taller San Jose 801 North Broadway Santa Ana, CA 92701-3423 <i>construction training program</i> \$35,000.00 2008	509a(1)	\$35,000.00
Thomas House Temporary Shelter P.O.Box 2737 Garden Grove, CA 92842 <i>operating support</i> \$10,000.00 2008	509a(1)	\$10,000.00
Union Rescue Mission 545 S. San Pedro St. Los Angeles, CA 90013-9983 <i>operating support for Hope Gardens Family Center</i> \$12,000.00 2008	509a(1)	\$12,000.00
University of San Diego 5998 Alcalá Park San Diego, CA 92110-2492 <i>scholarship funding</i> \$40,000.00 2008	509a(1)	\$40,000.00
Urban Compass 11100 South Central Avenue Los Angeles, CA 90059 <i>after school academic & social enrichment program</i> \$10,000.00 2008	509a(1)	\$10,000.00

Carrie Estelle Doheny Foundation

Return of Private Foundation, Form 990-PF

1/1/2008 - 12/31/2008

95-6202911

Recipient and/or Purpose	Tax Status	2008
USC Center on Philanthropy and Public Policy 650 Childs Way, Room 210 Los Angeles, CA 90089 <i>research and convening activities</i> \$5,000.00 2008	509a(2)	\$5,000.00
Valley Family Center 302 S. Brand Boulevard San Fernando, CA 91340 <i>program for Victims of Domestic Violence</i> \$30,000.00 2008	509a(1)	\$30,000.00
Venice Family Clinic 604 Rose Ave. Venice, CA 90291 <i>prenatal nutrition education visits</i> \$15,000.00 2008	509a(1)	\$15,000.00
Verbum Dei High School 11100 South Central Avenue Los Angeles, CA 90059-1199 <i>Doheny Scholarship Program</i> \$37,000.00 2008	509a(1)	\$37,000.00
Verbum Dei High School 11100 South Central Avenue Los Angeles, CA 90059-1199 <i>renovation of the science and math center</i> \$100,000.00 2008	509a(1)	\$100,000.00
Weingart Center Association 566 South San Pedro Street Los Angeles, CA 90013 <i>Community Health Center construction</i> \$100,000.00 2008	509a(1)	\$100,000.00
West Side Food Bank 1710 22nd Street Santa Monica, CA 90404 <i>food distribution</i> \$20,000.00 2008	509a(1)	\$20,000.00

Carrie Estelle Doheny Foundation

Return of Private Foundation, Form 990-PF

1/1/2008 - 12/31/2008

95-6202911

Recipient and/or Purpose	Tax Status	2008
Westside Children's Center Inc. 12120 Wagner Street Culver City, CA 90230 <i>operating support</i> \$25,000.00 2008	509a(1)	\$25,000.00
Westside Pregnancy Clinic, Inc. 11500 West Olympic Blvd., Suite 570 Los Angeles, CA 90064 <i>general operating support</i> \$15,000.00 2008	509a(1)	\$15,000.00
WISEPlace 1411 N. Broadway Santa Ana, CA 92706 <i>Steps to Independence Program</i> \$20,000.00 2008	509a(1)	\$20,000.00
YMCA 401 South Hope Street Los Angeles, CA 90071 <i>staff salaries for their core youth programs</i> \$8,000.00 2008	509a(1)	\$8,000.00
YMCA 412 E. Rowland Street Covina, CA 91723-2743 <i>camperships for disadvantaged youth</i> \$7,000.00 2008	509a(1)	\$7,000.00
YWCA of Greater Los Angeles 3345 Wilshire Blvd, Suite 300 Los Angeles, CA 90010-1810 <i>camperships for disadvantaged youth</i> \$10,000.00 2008	509a(1)	\$10,000.00
Grand Total (276 items)		<u>\$7,652,827.49</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	CARRIE ESTELLE DOHENY FOUNDATION	95-6202911
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	707 WILSHIRE BOULEVARD, NO. 4960	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LOS ANGELES, CA 90017	

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

NINA S. SHEPHERD - 707 WILSHIRE BOULEVARD, SUITE 4960 -

- The books are in the care of **LOS ANGELES, CA 90017**

Telephone No. **213-488-1122**

FAX No. **213-488-1544**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2009.**

5 For calendar year **2008**, or other tax year beginning ☐ and ending ☐.

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHER AND ASSEMBLE INFORMATION REQUIRED TO PREPARE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	117,436.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐ Title **CAO/CFO/SECRETARY/TREASURER** Date ☐

Form 8868 (Rev. 4-2009)

COPY