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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning JUL 1, 2008 , and ending JUN 30, 2009

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: ANDREW NORMAN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 10960 WILSHIRE BLVD., SUITE 960

City or town, state, and ZIP code: LOS ANGELES, CA 90024

A Employer identification number: 95-3433781

B Telephone number: 310.478.1213

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

H Check type of organization [X] Section 501(c)(3) exempt private foundation

[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 509,600.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 2
	4 Dividends and interest from securities	15,719.	15,719.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<124,823.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 207,919.				
	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				
	c Gross profit or (loss)				
	11 Other income	1,519.	0.		STATEMENT 4
	12 Total. Add lines 1 through 11	<107,580.>	15,724.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	18,254.	11,683.		6,571.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	535.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	34,100.	0.		0.
	21 Travel, conferences, and meetings				
	22 Printing and publications	955.	0.		955.
	23 Other expenses STMT 7	6,032.	5,671.		361.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	59,876.	17,354.		7,887.
	25 Contributions, gifts, grants paid	13,660.			13,660.
	26 **Total expenses and disbursements** Add lines 24 and 25	73,536.	17,354.		21,547.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<181,116.>			
	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	13,647.	2,654.	2,654.
	2 Savings and temporary cash investments	82,053.	85,073.	85,073.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	914,500.	657,620.	421,873.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,010,200.	745,347.	509,600.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,010,200.	745,347.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,010,200.	745,347.	
	31 **Total liabilities and net assets/fund balances**	1,010,200.	745,347.	

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	1,010,200.
2 Enter amount from Part I, line 27a	2	<181,116.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	829,084.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	83,737.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	745,347.

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	STOCKS HELD AT SCHWAB - SEE STATEMENT A	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	207,919.		332,742.	<124,823.>
b				
c				
d				
e				

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) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				<124,823.>
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	<124,823.>
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	47,193.	880,924.	.053572
2006	54,563.	792,733.	.068829
2005	47,111.	881,271.	.053458
2004	140,499.	1,256,919.	.111780
2003	95,815.	1,607,152.	.059618

2 Total of line 1, column (d)	2	.347257
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	.069451
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	621,570.
5 Multiply line 4 by line 3	5	43,169.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	43,169.
8 Enter qualifying distributions from Part XII, line 4	8	21,547.

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

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

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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	0.
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	295.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	400.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	695.
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	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	695.
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 695.	**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?	1a		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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ OLINCY & KARPEL Telephone no ▶310.478.1213

Located at ▶10960 WILSHIRE BLVD., #960, LOS ANGELES, CA ZIP+4 ▶90024

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
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
DAN OLINCY 10960 WILSHIRE, #960 LOS ANGELES, CA 90024	MANAGING TRUSTEE 3.00	0.	0.	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
NONE				

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	550,989.
b	Average of monthly cash balances		1b	80,047.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	631,036.
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	631,036.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	9,466.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	621,570.
6	**Minimum investment return.** Enter 5% of line 5		6	31,079.

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	31,079.
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	31,079.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	31,079.
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	31,079.

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	21,547.
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	
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	21,547.
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	21,547.

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				31,079.
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				
b From 2004				
c From 2005 1,501.				
d From 2006 14,926.				
e From 2007 3,822.				
f Total of lines 3a through e	20,249.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 21,547.				
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				21,547.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	9,532.			9,532.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,717.			
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	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	10,717.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006 6,895.				
d Excess from 2007 3,822.				
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(j)(5)

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

DAN OLINCY, 310.478.1213

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

CONTACT FOUNDATION DIRECTLY

c Any submission deadlines:

CONTACT FOUNDATION DIRECTLY

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

CONTACT FOUNDATION DIRECTLY

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total			▶ 3a	13,660.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5.	
4 Dividends and interest from securities			14	15,719.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					<124,823.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FED TAX REFUND		1,519.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,519.		15,724.	<124,823.>

13 Total Add line 12, columns (b), (d), and (e) 13 <107,580.>

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	N/A

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee [signature] Date 5/13/10 Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature [signature]	Date 05/12/10	Check if self-employed ☐	Preparer's identifying number P00973971
Firm's name (or yours if self-employed), address, and ZIP code: OLINCY & KARPEL 10960 WILSHIRE BLVD., STE. 960 LOS ANGELES, CA 90024 90024		EIN	
		Phone no 310/478-1213	

Form **990-PF** (2008)

823622
01-02-09

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STOCKS HELD AT SCHWAB - SEE STATEMENT A	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
207,919.	332,742.	0.	0.	<124,823.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<124,823.>

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

SOURCE	AMOUNT
INTEREST - BANKS	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	15,719.	0.	15,719.
TOTAL TO FM 990-PF, PART I, LN 4	15,719.	0.	15,719.

FORM 990-PF · OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FED TAX REFUND	1,519.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,519.	0.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	18,254.	11,683.		6,571.
TO FM 990-PF, PG 1, LN 16A	18,254.	11,683.		6,571.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	535.	0.		0.
TO FORM 990-PF, PG 1, LN 18	535.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL/INVESTMENT ADVISOR FEES	6,018.	5,657.		361.
BANK SERVICE CHARGES	14.	14.		0.
TO FORM 990-PF, PG 1, LN 23	6,032.	5,671.		361.

FORM 990-PF · CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS (STATEMENT B)	657,620.	421,873.
TOTAL TO FORM 990-PF, PART II, LINE 10B	657,620.	421,873.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CENTER FOR INQUIRY, P.O. BOX 741, AMHERST, NY 14226	NONE SUPPORT GRANT	PUBLIC CHARITY	8,000.
EARTH JUSTICE, 426 17TH ST., OAKLAND, CA 94612-2820	NONE SUPPORT GRANT	PUBLIC CHARITY	500.
ENVIRONMENTAL GRANTMAKERS ASSN, 437 MADISON AVE, NY, NY 10022-7001	NONE SUPPORT GRANT	PUBLIC CHARITY	310.
EQUAL JUCTICE AMERICA, BLGD 2, 13540 E. BOUNDARY RD, MIDLOTHIAN, VA 23112	NONE SUPPORT GRANT	PUBLIC CHARITY	100.
OPCC,1453 16TH STREET, SANTA MONICA, CA 90404-2715	NONE SUPPORT GRANT	PUBLIC CHARITY	500.

PROJ GOV'T OVERSIGHT, 1100 G STREET, NW,# 900 WASHINGTON, DC 20005-3806	NONE SUPPORT GRANT	PUBLIC CHARITY	250.
SAN FRANCISCO FILM SOCIETY, 39 MESA ST,# 110 SAN FRANCISCO CA 94129-1025	NONE SUPPORT GRANT	PUBLIC CHARITY	1,000.
UCLA CENTER FOR AGING, 10945 LECONTE AVE., SUITE 3119, LOS ANGELES, CA 900	NONE SUPPORT GRANT	PUBLIC CHARITY	3,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			13,660.

Andrew Norman Foundation
FYE June 30, 2009
Statement A

STOCKS-Common				Basis	Proceeds	Gain/Loss
3M Company						
Deposit	06/12/2009	Sold 110 shs	3M Company	8,264 00		(1,617 33)
Total 3M Company				8,264 00	6,646 67	(1,617 33)
Anheuser Busch						
Deposit	07/11/2008	Sold 125 shs	Anheuser Busch	5,231 00		3,010 50
Total Anheuser Busch				5,231 00	8,241 50	3,010 50
Arkansas Best Corp						
Deposit	07/23/2008	Sold 115 shs	Arkansas Best Corp	4,357 00		525 36
Deposit	10/24/2008	Sold 110 shs	Arkansas Best Corp	4,134 91		(862 27)
Total Arkansas Best Corp				8,491 91	8,155 00	(336 91)
Bed Bath & Beyond						
Deposit	04/03/2009	Sold 150 shs	Bed Bath & Beyond	4,557 58		(526 79)
Total Bed Bath & Beyond				4,557 58	4,030 79	(526 79)
Briggs & Stratton						
Deposit	08/04/2008	Sold Prime 595 shs	Briggs & Stratton	16,329 00		(7,921 76)
Total Briggs & Stratton				16,329 00	8,407 24	(7,921 76)
CPI Corp (170)						
Deposit	06/17/2009	Sold 205 shs	CPI Corp (170)	7,406 00		(3,935 19)
Total CPI Corp (170)				7,406 00	3,470 81	(3,935 19)
Cymer Inc						
Deposit	03/06/2009	Sold 295 shs	Cymer Inc	8,937 50		(3,931 72)
Total Cymer Inc				8,937 50	5,005 78	(3,931 72)
Dixie Group						
Deposit	03/25/2009	Sold 895 shs	Dixie Group	7,888 26		(7,039 07)
Total Dixie Group				7,888 26	849 19	(7,039 07)
Ethan Allen						
Deposit	01/02/2009	Sold 305 shs	Ethan Allen	10,390 00		(5,983 22)
Total Ethan Allen				10,390 00	4,406 78	(5,983 22)
General Mills Inc						
Deposit	07/15/2008	Sold 40 shs	General Mills Inc	2,019 00		527 97
Deposit	10/08/2008	Sold 30 shs	General Mills Inc	1,514 00		607 03
Deposit	10/24/2008	Sold 45 shs	General Mills Inc	2,272 00		721 76
Total General Mills Inc				5,805 00	7,661 76	1,856 76
Helmerich & Payne						
Deposit	03/19/2009	Sold 110 shs	Helmerich & Payne	2,335 41		301 77
Total Helmerich & Payne				2,335 41	2,637 18	301 77
Hollywood Film & Video						
Deposit	12/09/2008	Remaining shares	Hollywood F&V	0 00		4,142 89
Total Hollywood Film & Video				0 00	4,142 89	4,142 89
Illinois Tool Works						
Deposit	03/19/2009	Sold 90 shs	Illinois Tool Works	4,085 00		(1,487 38)
Deposit	03/23/2009	Sold 90 shs	Illinois Tool Works	3,284 84		(719 45)
Total Illinois Tool Works				7,369 84	5,163 01	(2,206 83)
Imation Corp						
Deposit	10/27/2008	Sold 530 shs	Imation Corp	18,521 43		(11,988 15)
Deposit	01/27/2009	Sold 265 shs	Imation Corp	6,354 00		(3,621 15)
Deposit	02/06/2009	Sold 265 shs	Imation Corp	5,289 69		(2,703 51)
Total Imation Corp				30,165 12	11,852 31	(18,312 81)
Invacare Corp.		Sold 735 shs	Gains/Losses			
Deposit	08/14/2008	Sold 735 shs	Invacare Corp	13,236 95		4,778 47
Total Invacare Corp				13,236 95	18,015 42	4,778 47
Kemet Corp		Sold 2180 shs	Gains/Losses			
Deposit	01/12/2009	Sold 2180 shs	Kemet Corp	13,504 44		(12,773 25)
Total Kemet Corp				13,504 44	731 19	(12,773 25)

STOCKS-Common				Basis	Proceeds	Gain/Loss
Leggett&Platt						
Deposit	08/07/2008	Sold 100 shs	Leggett&Platt	2,305 00		(315 77)
Deposit	08/11/2008	Sold 390	Leggett&Platt	8,988 00		(439 35)
Deposit	09/12/2008	Sold Pnme 385 shs	Leggett&Platt	8,951 00		69 85
Deposit	05/05/2009	Sold 195 shs	Leggett&Platt	4,544 00		(1,741 85)
Total Leggett&Platt				24,788 00	22,360 88	(2,427 12)
Marsh/McLennan						
Deposit	08/26/2008	Sold 245 shs	Marsh/McLennan	8,103 00		(402 29)
Deposit	09/18/2008	Sold 245 shs	Marsh/McLennan	7,091 00		1,059 50
Total Marsh/McLennan				15,194 00	15,851 21	657 21
Mohawk						
Deposit	05/05/2009	Sold 35 shs	Mohawk	1,885 00		(248 27)
Total Mohawk				1,885 00	1,636 73	(248 27)
Newell Rubbermaid						
Deposit	02/19/2009	Sold 490 shs	Newell Rubbermaid	11,221 00		(7,950 15)
Total Newell Rubbermaid				11,221 00	3,270 85	(7,950 15)
PennyJC						
Deposit	05/07/2009	Sold 40 shs	PennyJC	1,161 00		126 81
Total PennyJC				1,161 00	1,287 81	126 81
Rogers Corp						
Deposit	02/06/2009	Sold 405 shs	Rogers Corp	14,092 54		(4,330 16)
Total Rogers Corp				14,092 54	9,762 38	(4,330 16)
Seagate Tech						
Deposit	05/05/2009	Sold 325 shs	Seagate Tech	6,750 00		(4,101 72)
Total Seagate Tech				6,750 00	2,648 28	(4,101 72)
Talbots Inc.						
Deposit	03/26/2009	Sold 795 shs	Talbots Inc	20,210 00		(17,431 86)
Total Talbots Inc				20,210 00	2,778 14	(17,431 86)
USEC Inc						
Deposit	01/26/2009	Sold 1160 shs	USEC Inc	8,220 36		(2,263 82)
Total USEC Inc				8,220 36	5,956 54	(2,263 82)
Wal-Mart						
Deposit	03/20/2009	Sold 235 shs	Wal-Mart	10,929 00		711 21
Total Wal-Mart				10,929 00	11,640 21	711 21
Walgreen Co						
Deposit	03/17/2009	Sold 505	Walgreen Co	22,685 00		(10,480 19)
Total Walgreen Co				22,685 00	12,204 81	(10,480 19)
Wells Fargo New						
Deposit	09/18/2008	Sold 245 shs	Wells Fargo New	8,482 00		632 57
Deposit	05/11/2009	Sold 250 shs	Wells Fargo New	8,814 00		(2,559 07)
Total Wells Fargo New				17,296 00	15,369 50	(1,926 50)
WP Stewart & Co						
Deposit	08/04/2008	Cash tender	WP Stewart & Co	28,398 05		(24,664 00)
Total WP Stewart & Co				28,398 05	3,734 05	(24,664 00)
Total STOCKS-Common				332,741 96	207,918 91	(124,823 05)

PROCEEDS	**207,919**
BASIS	**332,742**
GAINS/(LOSS)	**(124,823)**

ANDREW NORMAN FOUNDATION
95-3433781
FISCAL YEAR ENDED JUNE 30, 2009 - FORM 990-PF

QUESTION 1 Part VII-B - SELF-DEALING

Questions 1(a)(1)&(3) - Leasing of property from disqualified person

These questions were answered "Yes" because of the following facts:

The Foundation rented space in Suite 960, 10960 Wilshire Blvd., and obtained secretarial services, telephone, office supplies, etc., from the firm of Olincy & Karpel for the period from July 1, 2008 to June 30, 2009. Dan Olincy, Secretary/ Treasurer of the Foundation, was a partner in said firm. In the current fiscal year, the Foundation paid Olincy & Karpel the sum of $34,100 for such items.

The above are not considered as acts of self-dealing because they come within the following exceptions:

This arrangement was established on April 1, 1968, and has been in effect continuously since that time.

The charge for rental is based on the amount of square footage used by the Foundation in the suite and the rate is exactly the same as that paid the lessor by Olincy & Karpel; and the office services are based on the reasonable value of same.

This specific arrangement was approved by the IRS when the Foundation was examined for the fiscal years ending June 30, 1979 through 1982.

Question 1(a)(4) - Payment of Compensation

This question was answered "Yes" because of the following facts:

A. Payments to Olincy & Karpel

Since July 28, 1982, Dan Olincy has been Foundation Manager and services were performed by Dan Olincy and members of his firm at their usual billing rates. Dan Olincy provided the services as set forth in Paragraph B, below. The Foundation paid

Olincy & Karpel the sum of $18,254 for these services during the year ended June 30, 2009.

The above cannot be considered as an act of self-dealing because it comes within the following exception:

Olincy & Karpel's compensation is reasonable, based on the time, skill and responsibilities involved in performing such duties. It is based on an analysis of the actual time required by Dan Olincy and members of his staff to perform these duties.

B. Services provided by Olincy & Karpel

Olincy & Karpel's services were necessary to carry out the Foundation's business and exempt purposes. The Foundation has no employees. Dan Olincy has complete responsibility of supervising the Foundation's investment portfolio of approximately $750,000; he handled all grant requests to the Foundation and was involved in all grant approvals; he had supervision over the bookkeeping, financial statements, and all reports of the Foundation.