Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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 7/01 **, 2008, and ending** 6/30 , 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

HELMS FOUNDATION, INC.
10106 EMPYREAN WAY 5-204
LOS ANGELES, CA 90067

A Employer identification number: 95-6091335

B Telephone number (see the instructions): (310) 788-3487

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, column (c), line 16)* ► $ 2,784,387.

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) (see the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	12.	12.	N/A	
	4 Dividends and interest from securities	275,300.	275,300.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	64,421.			
	b Gross sales price for all assets on line 6a 111,339.				
	7 Capital gain net income (from Part IV, line 2)		64,421.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	339,733.	339,733.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	4,000.	396.		3,604.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	6,850.	678.		6,172.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) SEE STMT 2	4,792.	474.		4,318.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,864.	383.		3,481.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	513.	51.		462.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,019.	1,982.		18,037.
	25 Contributions, gifts, grants paid PART XV	275,500.			275,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	295,519.	1,982.		293,537.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	44,214.			
	b Net investment income (if negative, enter -0-)		337,751.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	66,395.	15,196.	15,196.
	2 Savings and temporary cash investments	17,054.	92,075.	92,075.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 4	3,390,303.	3,410,695.	2,246,537.
	c Investments — corporate bonds (attach schedule) STATEMENT 5	493,336.	493,336.	430,579.
	11 Investments — land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	3,967,088.	4,011,302.	2,784,387.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET 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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,967,088.	4,011,302.	
	30 Total net assets or fund balances (see the instructions)	3,967,088.	4,011,302.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,967,088.	4,011,302.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,967,088.
2	Enter amount from Part I, line 27a	2	44,214.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,011,302.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,011,302.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	1500 UNIONBANCAL CORP	P	VARIOUS	10/03/08
b	104 HSBC HOLDINGS	P	3/16/09	4/21/09
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	109,853.		46,033.	63,820.
b	1,486.		885.	601.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				63,820.
b				601.
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	64,421.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	601.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	293,078.	3,406,681.	0.086030
2006	291,636.	4,448,996.	0.065551
2005	229,294.	4,158,047.	0.055145
2004	141,243.	4,068,267.	0.034718
2003	167,875.	3,858,997.	0.043502

2	**Total** of line 1, column (d)	2	0.284946
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.056989
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,586,511.
5	Multiply line 4 by line 3	5	147,403.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,378.
7	Add lines 5 and 6.	7	150,781.
8	Enter qualifying distributions from Part XII, line 4	8	293,537.

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

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

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 ► [X] and enter 1% of Part I, line 27b			1	3,378.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,378.
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	3,378.
6 Credits/Payments.				
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	2,760.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	2,760.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	47.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	665.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ►	Refunded ►		11	

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 the instructions for definition)?	1b		X
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.			
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?	4b	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.*	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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the 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 ► SADDINGTON SHUSKO LLP Telephone no. ► (949) 475-5800
Located at ► 18300 VON KARMAN AVE., SUITE 650 IRVINE CA ZIP + 4 ► 92612

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here . N/A ► ☐
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 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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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** X (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 ☒ No

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

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELIZABETH HELMS ADAMS 10106 EMPYREAN WAY #5-204 LOS ANGELES, CA 90067	PRESIDENT 0	1,000.	0.	0.
STEPHEN HELMS BELL 1745 S. E. 9TH STREET FORT LAUDERDALE, FL 33316	SECRETARY 0	1,000.	0.	0.
FONZA BELL LAWTHER P.O. BOX 1334 FREDERICKSBURG, TX 78624	TREASURER 0	1,000.	0.	0.
MICHAEL F. KANNE 1602 E. 4TH STREET SANTA ANA, CA 92701	TRUSTEE 0	1,000.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	2,625,900.
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	2,625,900.
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	2,625,900.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	39,389.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,586,511.
6 **Minimum investment return.** Enter 5% of line 5	6	129,326.

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	129,326.
2a Tax on investment income for 2008 from Part VI, line 5 — 2a: 3,378.		
b Income tax for 2008. (This does not include the tax from Part VI.) — 2b:		
c Add lines 2a and 2b	2c	3,378.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	125,948.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	125,948.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	125,948.

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	293,537.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	293,537.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,378.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	290,159.

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				125,948.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005 24,247.				
d From 2006 75,538.				
e From 2007 128,238.				
f Total of lines 3a through e	228,023.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► $ 293,537.				
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				125,948.
e Remaining amount distributed out of corpus	167,589.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	395,612.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	395,612.			
10 Analysis of line 9.				
a Excess from 2004				
b Excess from 2005 24,247.				
c Excess from 2006 75,538.				
d Excess from 2007 128,238.				
e Excess from 2008 167,589.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2a 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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ► [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.

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 6				
Total			► 3a	275,500.
b *Approved for future payment*				
Total			► 3b	

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) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	12.	
4 Dividends and interest from securities			14	275,300.	
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			18	64,421.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				339,733.	

13 **Total.** Add line 12, columns (b), (d), and (e) . 13 339,733.

(See worksheet in the instructions for line 13 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). (See the instructions.)
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

▶ X [signature] resubmit X 3-21-11 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ▶ [signature]	Date 11/12/09	Check if self employed ▶ ☐	Preparer's identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self employed), address, and ZIP code ▶ SADDINGTON SHUSKO LLP 18300 VON KARMAN AVE. STE. 650 IRVINE, CA 92612-6563		EIN ▶ N/A Phone no ▶ (949) 475-5800	

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING/TAX PREP/FINANCIAL STATEMENT	$ 6,850.	$ 678.		$ 6,172.
TOTAL	$ 6,850.	$ 678.		$ 6,172.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	$ 4,707.	$ 466.		$ 4,241.
REGISTRY FEE	75.	7.		68.
STATE FILING	10.	1.		9.
TOTAL	$ 4,792.	$ 474.		$ 4,318.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 392.	$ 39.		$ 353.
MISCELLANEOUS EXPENSES	20.	2.		18.
OFFICE EXPENSE	101.	10.		91.
TOTAL	$ 513.	$ 51.		$ 462.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PREFERRED PLUS TR ELP	COST	$ 100,000.	$ 78,200.
BLACKROCK REAL ASSET EQUITY TRUST	COST	98,888.	59,394.
BLACKROCK GLOBAL	COST	73,899.	35,512.
EATON VANCE ENHANCED	COST	98,698.	61,328.
EATON VANCE TAX ADV	COST	40,076.	23,048.
EATON VANCE TAX MANAGED	COST	98,898.	63,350.
FIRST TRUST/GALLATIN	COST	73,898.	17,063.
FIRST TRUST STRATEGIC	COST	73,898.	13,838.
NUVEEN EQUITY PREMIUM	COST	141,896.	81,548.
NUVEEN TAX ADVANTAGED	COST	142,308.	69,616.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN HIGH INC.	COST	$ 71,368.	$ 56,271.
CAPITAL INCOME BLDR	COST	76,587.	48,928.
EATON VANCE INCOME FD	COST	43,757.	35,177.
PIMCO FDS PAC INVT	COST	111,174.	55,749.
PRINCIPAL INVESTORS WM TRUST I HIGH YIEL	COST	69,704.	58,144.
VAN KAMPEN EQUITY	COST	18,243.	17,033.
CAMDEN PPTY TR SBI	COST	145,939.	126,905.
DUKE REALTY CORP NEW REITS	COST	34,446.	10,919.
GENL GROWTH PROPERTIES INC	COST	21,108.	3,294.
HEALTH CARE REIT INC SBI	COST	48,946.	61,551.
HOSPITALITY PROPERTIES TRUST SBI	COST	35,691.	14,268.
HRPT PROPERTIES TRUST SBI	COST	55,072.	14,738.
HSBC HOLDINGS PLC NEW GB SPON	COST	19,295.	10,443.
ISTAR FINANCIAL INC	COST	54,563.	6,532.
NATIONAL RETAIL PROPERTIES INC	COST	112,249.	138,800.
SENIOR HSG PROPERTIES TRUST SBI	COST	20,014.	22,032.
US BANCORP DEL (NEW)	COST	54,062.	51,215.
TRAVELCENTERS OF AMER LLC AMEX	COST	4,356.	264.
ABN AMRO CAP VII PFD	COST	85,889.	38,930.
BAC CAP TRUST II	COST	49,903.	35,335.
CITIGROUP CAPITAL IX	COST	62,500.	33,900.
CITIGROUP CAPITAL IX	COST	20,996.	13,560.
GENERAL ELECTRIC CAP CORP	COST	75,328.	63,304.
GENERAL ELECTRIC CAP CORP	COST	9,820.	8,613.
GOLDMAN SACHS GROUP	COST	49,101.	43,219.
GOLDMAN SACHS GROUP	COST	46,675.	45,494.
JP MORGAN CHASE TRUST X	COST	50,445.	48,200.
MORGAN STANLEY CAP TR	COST	50,043.	37,536.
MORGAN STANLEY CAP TR	COST	21,037.	19,200.
ROYAL BANK OF SCOTLAND CALL	COST	49,253.	21,261.
NUVEEN QUALITY PFD INCOME FD	COST	40,500.	16,065.
PRUDENTIAL PLC	COST	25,575.	17,850.
RENAISSANCERE HLDS	COST	50,000.	35,800.
AEGON N.V.	COST	25,000.	17,000.
ABN AMRO CAP	COST	45,760.	22,900.
AEGON N.V. CAP	COST	51,870.	29,000.
BAC CAPITAL TRUST III	COST	25,510.	19,310.
BARCLAYS BANK PLC	COST	25,000.	18,300.
CITIGROUP CAPITAL XI	COST	25,580.	13,620.
FPL GROUP CAP TR	COST	25,425.	23,600.
DUKE REALTY CORP	COST	25,400.	13,166.
GENERAL ELEC CAP CORP	COST	43,803.	38,758.
INDIANA MICHIGAN POWER	COST	26,426.	25,500.
ING GROUP NV	COST	50,000.	34,020.
ING GROEP NV	COST	59,104.	36,073.
JP MORGAN CHASE CAP	COST	50,700.	43,200.
MERRILL LYNCH CAP TR	COST	48,620.	32,040.
PROLOGIS TRUST	COST	25,000.	16,000.
PUBLIC STORAGE PFD	COST	50,750.	39,720.
VORNADO REALTY TRUST	COST	25,000.	18,300.
WELLS FARGO CAP	COST	50,060.	38,400.
LEHMAN CAP TR IV	COST	50,555.	340.
AT&T INC	COST	25,751.	24,840.
VERIZON COMMUNICATIONS INC	COST	25,523.	24,584.
ING GROEP NV (ST)	COST	3,760.	4,439.
	TOTAL	$ 3,410,695.	$ 2,246,537.

STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NM CATERPILLAR FNCL	COST	$ 50,000.	$ 49,910.
NM SLM CORP	COST	50,000.	29,625.
BANK OF AMERICA CORP	COST	100,000.	85,134.
HSBC FINANCE CORP	COST	100,000.	83,094.
MORGAN STANLEY MW + 20BP	COST	103,036.	93,201.
DU PONT EI NEMOURS	COST	90,300.	89,615.
	TOTAL	$ 493,336.	$ 430,579.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ABLE FLIGHT 91 OAK LEAF LANE CHAPEL HILL, NC 27516		509A1	EDUCATIONAL ASSISTANCE	$ 5,500.
CHILDREN'S OPPORTUNITY GROUP P.O. BOX 241 WATERVILLE, MN 56093		509A1	ASSISTANCE FOR SPECIAL NEEDS CHILDREN	4,000.
DEADWOOD MUSEUM 54 SHERMAN ST. DEADWOOD, SD 57732		509A1	FOR MUSEUM CONTINUANCE & BETTERMENT	1,000.
EAST PALO ALTO PREPARATORY SCHOOL 475 POPE ST. MENLO PARK, CA 94025		509A1	FOR EDUCATIONAL ASSISTANCE	6,000.
FREDERICKSBURG SCHOLARSHIP FUND 1200 CAROLINE ST. FREDERICKSBURG, TX 22401		509A1	FOR EDUCATIONAL ASSISTANCE	4,000.
HILL COUNTRY COMMUNITY NEEDS COUNCIL P.O. BOX 73 209 S. ACORN FREDERICKSBURG, TX 78624		509A1	FOR CUMMUNITY BETTERMENT	7,000.
HILL COUNTRY MEMORIAL HOSPITAL P.O. BOX 835 FREDERICKSBURG, TX 78624		509A1	FOR MEDICAL ASSISTANCE	5,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HILL COUNTRY UNIVERSITY CENTER 102 E. SAN ANTONIO STE. D FREDERICKSBURG, TX 78624		509A1	FOR EDUCATIONAL ASSISTANCE	$ 20,000.
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET, NW WASHINGTON, DC 20037		509A1	FOR ANIMAL PROTECTION & WELFARE	500.
KCET 4401 SUNSET BLVD. LOS ANGELES, CA 90027		509A1	TO PROMOTE PUBLIC AWARENESS	1,000.
KIDS IN DISTRESS 819 NE 26TH STREET WILTON MANORS, FL 33305		509A1	FOR CHILD CRUELTY PREVENTION	9,500.
LOYOLA MARYMOUNT UNIVERSITY LIONS FUND 1 LMU DRIVE LOS ANGELES, 90045		509A1	FOR EDUCATIONAL ASSISTANCE	10,000.
MAKE A WISH FOUNDATION OF SOUTHERN FLORI 2901 STIRLING ROAD, STE. 208 FORT LAUDERDALE, FL 33312		509A1	ASSISTANCE FOR TERMINALLY ILL CHILDREN	5,500.
MARINE CORPS LAW ENFORCEMENT FOUNDATION 10 ROCKEFELLER PLAZA. STE 1007 NEW YORK, NY 10020		509A1	FOR MARINE CORPS SUPPORT	2,000.
MARLBOROUGH SCHOOL 250 SOUTH ROSSMORE AVENUE LOS ANGELES, CA 90004		509A1	FOR EDUCATIONAL ASSISTANCE	10,000.
MISSION PREPARATORY SCHOOL 682 PALM ST. SAN LUIS OBISPO, CA 93401		509A1	FOR EDUCATIONAL ASSISTANCE	5,000.
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509		509A1	FOR INDIGENT CHILDREN'S OPERATIONS	4,000.
OREGON STATE UNIVERSITY OF FINANCIAL AID 218 KERR ADMINISTRATION BLDG. CORVALLIS, OR 97331		509A1	FOR EDUCATIONAL ASSISTANCE	12,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PILOTS FOR KIDS 1716 LAKE DOWNEY DR. ORLANDO, FL 32825		509A1	FOR EDUCATIONAL ASSISTANCE	$ 2,000.
PINECREST SCHOOL 7209 QUIET COVE ANNANDALE, VA 22003		509A1	FOR EDUCATIONAL ASSISTANCE	3,500.
SALVATION ARMY 615 SLATERS LANE, P.O. BOX 269 ALEXANDRA, VA 22313		509A1	FOR HOMELESS AID	500.
SERVITE HIGH SCHOOL 1952 W. LA PALMA AVE. ANAHEIM, CA 92801		509A1	FOR EDUCATIONAL ASSISTANCE	5,000.
SISTERS SERVANTS OF MARY GUILD 4214 HOLLY KNOLL SRIVE. LOS ANGELES, CA 90027		509A1	FOR SUPPORT OF PROGRAM	5,000.
ST. AGNES PARISH SCHOOL 1428 W. ADAMS BLVD. LOS ANGELES, CA 90027		509A1	FOR EDUCATIONAL ASSISTANCE	2,000.
ST. ANGELA MERICI CHURCH 585 S. WALNUT BREA, CA 92821		509A1	FOR SUPPORT OF PROGRAM	2,500.
ST. JOHN'S HOSPITAL FOUNDATION 1600 NORTH ROSE AVE. OXNARD, CA 93030		509A1	FOR MEDICAL PROGRAMS	10,000.
TAKING THE REINS 3919 RIGALI AVENUE LOS ANGELES, CA 90039		509A1	FOR EDUCATIONAL ASSISTANCE	1,000.
THACHER SCHOOL 5025 THACHER ROAD OJAI, CA 93023		509A1	FOR EDUCATIONAL ASSISTANCE	10,000.
THE BOYS & GIRLS CLUB OF FREDERICKSBURG 200 GUNNERY RD. FREDERICKSBURG, VA 22401		509A1	FOR PROGRAM ASSISTANCE	8,000.
THE COLLEAGUES 3312 PICO BLVD. SANTA MONICA, CA 90405		509A1	IN SUPPORT OF PHILANTHROPIC PROGRAM	3,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE GOOD SAMARITAN CENTER 114 MILLSAPS AVENUE JACKSON, MS 39202		509A1	FOR FAMILIES IN CRISIS	$ 11,000.
THE GREATEST GENERATION FOUNDATION 100 FILLMORE PLACE, 5TH FLR. DENVER, CO 80206		509A1	FOR HISTORICAL PRESERVATION	2,000.
THE LEUKEMIA AND LYMPHOMA SOCIETY P.O. BOX 4072 PITTSFIELD, MA 01202		509A1	FOR HEALTH & MEDICAL PROGRAMS	2,000.
VETERANS PARK CONSERVANCY 11661 SAN VICENTE BLVD., STE 204 LOS ANGELES, CA 90049		509A1	FOR VETERAN SUPPORT PROGRAM	4,000.
WESTWOOD UNITED METHODIST CHURCH 3460 EPWORTH AVENUE CINCINNATI, OH 45211		509A1	FOR COMMUNITY OUTREACH PROGRAM	20,000.
AMERICAN VETERINARY MEDICAL FOUNDATION 1931 N. MEACHAM RD., SUITE 100 SCHAUMBURG, IL 60173		509A1	ANIMAL WELFARE	1,000.
CASA YOUTH SHELTER 10911 REAGAN ST. LOS ALAMITOS, CA 90720		509A1	CHILDREN TO PARENT(S) REUNIFICATION	1,000.
CHRISTENDOM COLLEGE 134 CHRISTENDOM DRIVE FRONT ROYAL, VA 22630		509A1	FOR EDUCATIONAL ASSISTANCE	12,000.
FREEDOMS FOUNDATION, BCC 1601 VALLEY FORGE RD. P.O. BOX 706 VALLEY FORGE, PA 19482		509A1	SCHOLARSHIPS FOR EDUCATION	5,500.
HARVARD WESTLAKE HIGH SCHOOL 3700 COLDWATER CANYON NORTH HOLLYWOOD, CA 91604		509A1	FOR EDUCATIONAL ASSISTANCE	2,500.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HUMANE SOCIETY OF BROWARD COUNTY 2070 GRIFFIN ROAD FORT LAUDERDALE, FL 33312		509A1	ANIMAL WELFARE	$ 2,000.
KIMBALL UNION ACADEMY 57 MAIN STREET MERIDEN, NH 03770		509A1	FOR EDUCATIONAL ASSISTANCE	10,500.
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041		509A1	FOR EDUCATIONAL ASSISTANCE	8,000.
REAGAN LIBRARY C/O 10880 WILSHIRE BLVD. STE. 870 LOS ANGELES, CA 90024		509A1	HISTORICAL PRESERVATION	1,000.
ROSARY HIGH SCHOOL 901 N. EDGELAWN DRIVE AURORA, IL 60506		509A1	FOR EDUCATIONAL AID	12,500.
ST. JOHN'S HEALTH CENTER FOUNDATION 1328 22ND ST. SANTA MONICA, CA 90404		509A1	COMMUNITY HEALTH CARE	10,000.
THE GOLDEN HUB-MEALS ON WHEELS 1009 NORTH LINCOLN FREDERICKSBURG, TX 78624		509A1	SPONSORSHIP TO FEED A SENIOR FOR ONE YEAR	1,000.
THE HUNTINGTON LIBRARY, ART COLELCTIONS 1151 OXFORD ROAD SAN MARINO, CA 91108		509A1	FOR HISTORICAL PRESERVATION	2,000.
VALLEY CENTER HISTORY MUSEUM 29200 COLE GRADE RD VALLEY CENTER, CA 92082		509A1	FOR HISTORICAL PRESERVATION	1,000.
COMMEMORATIVE AIR FORCE FOUNDATION 9600 WRIGHT DRIVE, P.O. BOX 62000 MIDLAND, , TX 79711		509A1	FOR HISTORICAL PRESERVATION AND EDUCATION	2,000.
			TOTAL	$ 275,500.