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**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.**2008****For calendar year 2008, or tax year beginning** 8/01 , **2008, and ending** 7/31 , **2009****G** Check all that apply. ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the  
IRS label  
Otherwise,  
print  
or type.  
See Specific  
Instructions.**ARGYROS FAMILY FOUNDATION**  
949 SOUTH COAST DRIVE #600  
COSTA MESA, CA 92626**A** Employer identification number

95-3421867

**B** Telephone number (see the instructions)

(714) 481-5000

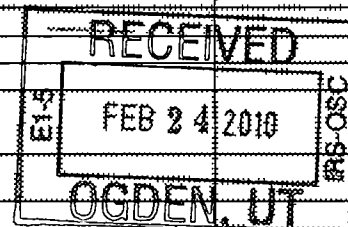
**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**H** Check type of organization. ☒ 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) **J** Accounting method. ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

▶ \$ 93,376,263.

(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)
<b>REVENUE</b>				
<b>1</b> Contributions, gifts, grants, etc., received (att sch)	258,531.			
<b>2</b> Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	1,627,514.	1,627,514.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	25,335,717.			
<b>b</b> Gross sales price for all assets on line 6a	25,335,717.			
<b>7</b> Capital gain net income (from Part IV, line 2)		25,335,717.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less. Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule) SEE STATEMENT 1	-20,418.	5,075.		
<b>12 Total.</b> Add lines 1 through 11	27,201,344.	26,968,306.	0.	
<b>ADMINISTRATIVE EXPENSES</b>				
<b>13</b> Compensation of officers, directors, trustees, etc.	0.			
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach sch) SEE ST 2	35,111.	17,556.		17,555.
<b>c</b> Other prof fees (attach sch) SEE ST 3	53,123.			53,123.
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) SEE STMT 4	762,818.	90,818.		
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	7,406.	3,703.		3,703.
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) SEE STATEMENT 5	236,552.	226,128.		6,328.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,095,010.	338,205.		80,709.
<b>25</b> Contributions, gifts, grants paid PART XV	9,931,700.			9,907,251.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	11,026,710.	338,205.	0.	9,987,960.
<b>27 Subtract line 26 from line 12:</b>				
<b>a Excess of revenue over expenses and disbursements</b>	16,174,634.			
<b>b Net investment income</b> (if negative, enter 0.)		26,630,101.		
<b>c Adjusted net income</b> (if negative, enter 0.)			0.	



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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	1 Cash — non-interest-bearing	1,056,817.	2,316,204.	2,316,204.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less. allowance for doubtful accounts	189.		
	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)		14,497,726.	14,498,308.
	b Investments — corporate stock (attach schedule)	17,833,059.	16,469,151.	65,833,852.
	c Investments — corporate bonds (attach schedule)	1,112,327.	941,477.	514,774.
	11 Investments — land, buildings, and equipment. basis			
Less. accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	8,585,129.	10,537,597.	10,213,125.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)	28,587,521.	44,762,155.	93,376,263.	
<b>L I A B I L I T I E S</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>N E T A S S E T S O R F U N D B A L A N C E S</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>	<input checked="" type="checkbox"/>		
	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	28,587,521.	44,762,155.	
	30 <b>Total net assets or fund balances</b> (see the instructions)	28,587,521.	44,762,155.	
	31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	28,587,521.	44,762,155.	

**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	28,587,521.
2 Enter amount from Part I, line 27a	2	16,174,634.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	44,762,155.
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	44,762,155.

**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)
<b>1a SEE DETAILED STATEMENT ATTACHED</b>		<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 25,335,717.			25,335,717.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			25,335,717.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		<b>2</b>	25,335,717.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0-            in Part I, line 8         </div>		<b>3</b>	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

**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	7,436,833.	128,230,914.	0.057996
2006	5,482,356.	129,287,258.	0.042404
2005	5,063,124.	110,546,168.	0.045801
2004	3,948,882.	93,810,187.	0.042094
2003	3,182,580.	77,699,786.	0.040960

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.229255
<b>3</b> 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	<b>3</b>	0.045851
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	<b>4</b>	89,290,102.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	4,094,040.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	266,301.
<b>7</b> Add lines 5 and 6	<b>7</b>	4,360,341.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	9,987,960.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter. _____ (attach copy of ruling letter if necessary -- see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	266,301.
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	266,301.
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	266,301.
6 Credits/Payments.			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	400,975.	
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	400,975.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	134,674.	
11 Enter the amount of line 10 to be. Credited to 2009 estimated tax 100,000. Refunded	11	34,674.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i> SEE STATEMENT 6	X	

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**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>DANIEL RUSSO, ARGYROS FDTN</u> Telephone no. <u>714-481-5000</u> Located at <u>949 SOUTH COAST DRIVE, SUITE 600 COSTA MESA</u> ZIP + 4 <u>92626</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

**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
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is 'Yes' to 1a(1)-(6), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
<b>c</b> 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
<b>2</b> 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)).		
<b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer 'No' and attach statement — see the instructions.)	2b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
<b>b</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
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

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
SEE STATEMENT 7		0.	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		
<b>Total</b> 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 NO DIRECT CHARITABLE ACTIVITIES OTHER THAN CONTRIBUTIONS PAID TO CHARITABLE ORGANIZATIONS. SEE ATTACHED LISTING OF DONEES.	
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	
<b>Total.</b> Add lines 1 through 3	0.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	78,554,375.
<b>b</b> Average of monthly cash balances	<b>1b</b>	1,542,279.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	10,553,196.
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	90,649,850.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	90,649,850.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,359,748.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	89,290,102.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	4,464,505.

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

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	4,464,505.
<b>2a</b> Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	266,301.	
<b>b</b> Income tax for 2008. (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b		<b>2c</b>	266,301.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1		<b>3</b>	4,198,204.
<b>4</b> Recoveries of amounts treated as qualifying distributions		<b>4</b>	
<b>5</b> Add lines 3 and 4		<b>5</b>	4,198,204.
<b>6</b> Deduction from distributable amount (see instructions)		<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		<b>7</b>	4,198,204.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	9,987,960.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	9,987,960.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	266,301.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	9,721,659.

**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.

BAA

Form 990-PF (2008)

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7				4,198,204.
<b>2</b> Undistributed income, if any, as of the end of 2007:				
<b>a</b> Enter amount for 2007 only			5,367,743.	
<b>b</b> Total for prior years: 20____, 20____, 20____		0.		
<b>3</b> Excess distributions carryover, if any, to 2008:				
<b>a</b> From 2003				
<b>b</b> From 2004				
<b>c</b> From 2005				
<b>d</b> From 2006				
<b>e</b> From 2007				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4. ► \$ 9,987,960.				
<b>a</b> Applied to 2007, but not more than line 2a			5,367,743.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	253,191.			
<b>d</b> Applied to 2008 distributable amount				4,198,204.
<b>e</b> Remaining amount distributed out of corpus	168,822.			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	422,013.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	253,191.			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	168,822.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004				
<b>b</b> Excess from 2005				
<b>c</b> Excess from 2006				
<b>d</b> Excess from 2007				
<b>e</b> Excess from 2008	168,822.			

BAA

Form 990-PF (2008)

**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(1)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

**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) )

GEORGE L. ARGYROS

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

- c** Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE ATTACHED LIST ,		PUBLIC		9,931,700.
GOODS & SERVICES RECEIVED ,		PUBLIC		-24,449.
<b>Total</b>			<b>3a</b>	9,907,251.
<i>b Approved for future payment</i> SEE ATTACHED LIST ,				40,154,078.
<b>Total</b>			<b>3b</b>	40,154,078.





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, 990-EZ and 990-PF  
► See separate instructions.

OMB No 1545-0047

**2008**

Name of the organization

ARGYROS FAMILY FOUNDATION

Employer identification number

95-3421867

**Organization type** (check one).

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)(\_\_\_\_) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule —**

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules —**

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year.) ► \$ \_\_\_\_\_

**Caution:** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2008)**

Name of organization

Employer identification number

ARGYROS FAMILY FOUNDATION

95-3421867

**Part I** Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GLA FOUNDATION 1420 5TH AVENUE, SUITE 400 SEATTLE, WA 98101-1307	\$ 258,531.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

ARGYROS FAMILY FOUNDATION

95-3421867

**Part II** Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

ARGYROS FAMILY FOUNDATION

95-3421867

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete cols (a) through (e) and the following line entry.)For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once — see instructions.)

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift		Relationship of transferor to transferee
Transferee's name, address, and ZIP + 4		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift		Relationship of transferor to transferee
Transferee's name, address, and ZIP + 4		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift		Relationship of transferor to transferee
Transferee's name, address, and ZIP + 4		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift		Relationship of transferor to transferee
Transferee's name, address, and ZIP + 4		

BAA

## ARGYROS FAMILY FOUNDATION

95-3421867

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 11**  
**OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
P/S INCOME (LOSS) W/O UBTI	\$ -20,418.		
<b>TOTAL</b>	<b>\$ -20,418.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 35,111.	\$ 17,556.		\$ 17,555.
<b>TOTAL</b>	<b>\$ 35,111.</b>	<b>\$ 17,556.</b>	<b>\$ 0.</b>	<b>\$ 17,555.</b>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING-ADC CAROL CAMPBELL	\$ 190.			\$ 190.
CONSULTING-THE HALES GROUP	50,000.			50,000.
LEGAL-CASRICH CASEY & RICHARD	2,933.			2,933.
<b>TOTAL</b>	<b>\$ 53,123.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 53,123.</b>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FORM 109	\$ 80,000.	\$ 80,000.		
CA FORM 199	10.	10.		
FED FORM 990 /990T	672,000.			
FOREIGN TAXES	10,808.	10,808.		
<b>TOTAL</b>	<b>\$ 762,818.</b>	<b>\$ 90,818.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

## ARGYROS FAMILY FOUNDATION

95-3421867

**STATEMENT 5**  
**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	\$ 25,896.	\$ 25,896.		
CHARITABLE CONTRIBUTION K-1	78.			\$ 78.
INSURANCE	6,250.			6,250.
MANAGEMENT FEES	69,286.	69,286.		
MEALS	3,364.	1,682.		
OFFICE EXPENSE	842.	842.		
PORTFOLIO EXPENSE	127,315.	127,315.		
PROMOTION	1,107.	1,107.		
PTRSHP NONDEDUCTIBLE EXP.	2,414.			
<b>TOTAL</b>	<b>\$ 236,552.</b>	<b>\$ 226,128.</b>	<b>\$ 0.</b>	<b>\$ 6,328.</b>

**STATEMENT 6**  
**FORM 990-PF, PART VII-A, LINE 10**  
**SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR**

NAME OF SUBSTANTIAL CONTRIBUTOR ADDRESS OF SUBSTANTIAL CONTRIBUTOR

SEE ATTACHED SCHEDULE B

**STATEMENT 7**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
GEORGE L. ARGYROS 949 S. COAST DR. SUITE 600 COSTA MESA, CA 92626	CEO, SEC 20.00	\$ 0.	\$ 0.	\$ 0.
JULIE A. ARGYROS 949 S. COAST DR. SUITE 600 COSTA MESA, CA 92626	PRESIDENT 5.00	0.	0.	0.
DANIEL RUSSO 949 S. COAST DR. SUITE 600 COSTA MESA, CA 92626	TREASURER, TTEE 10.00	0.	0.	0.
CAROL CAMPBELL 949 S. COAST DR. SUITE 600 COSTA MESA, CA 92626	EXEC. DIRECTOR 5.00	0.	0.	0.

## ARGYROS FAMILY FOUNDATION

95-3421867

**STATEMENT 7 (CONTINUED)**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
BRENT LAW 949 S. COAST DR. SUITE 600 COSTA MESA, CA 92626	ASST SEC, TTEE 10.00	\$ 0.	\$ 0.	\$ 0.
STEPHANIE GEHL 949 S COAST DRIVE, SUITE 600 COSTA MESA, CA 92626	BD OF TRUSTEE 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

**STATEMENT 8**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM: DANIEL RUSSO

NAME: DANIEL RUSSO

CARE OF: 949 SOUTH COAST DRIVE, SUITE 600

STREET ADDRESS: COSTA MESA, CA 92626

CITY, STATE, ZIP CODE: COSTA MESA, CA 92626

TELEPHONE:

FORM AND CONTENT: 1) IDENTITY & HISTORICAL BACKGROUND OF REQUESTING ORGANIZATION, 2) STATEMENT AS TO THE INTENDED USE OF THE CONTRIBUTION, 3) FEDERAL IDENTIFICATION NUMBER, AND 4) COPY OF THE IRS DETERMINATION LETTER INDICATING THE ORGANIZATION IS EXEMPT UNDER CODE SECTION 501(C)(3).

SUBMISSION DEADLINES: JUNE 1

RESTRICTIONS ON AWARDS: GRANTS ARE TYPICALLY PAID FOR SPECIAL PROJECTS & SITUATIONS.

## ARGYROS FAMILY FOUNDATION

95-3421867

## ELECTION FOR DISTRIBUTIONS TREATED AS DISTRIBUTIONS OUT OF CORPUS:

THE FOUNDATION ELECTS TO TREAT \$253,191 OF 2008 QUALIFYING DISTRIBUTIONS AS DISTRIBUTION OUT OF CORPUS. THIS AMOUNT REPRESENTS THE AMOUNT OF CONTRIBUTION RECEIVED FROM GLA FOUNDATION (A RELATED PRIVATE FOUNDATION) DURING 7/31/08 FISCAL YEAR AND IS REQUIRED TO BE DISTRIBUTED NO LATER THAN THE CLOSE OF THE FOUNDATION'S TAX YEAR ENDED 7/31/2009.

**State of California**  
**Secretary of State**



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 16 2007

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN  
Secretary of State

A0665124

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

JUL 30 2007

CERTIFICATE OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE ARGYROS FOUNDATION  
a California Nonprofit Public Benefit Corporation

Julianne Argyros and Brent L. Law certify that:

1. They are the President and the Secretary, respectively, of The Argyros Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of the corporation are hereby amended and restated to read in full as follows:

"AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF THE  
ARGYROS FAMILY FOUNDATION  
a California Nonprofit Public Benefit Corporation"

I.

The name of this corporation is:

"ARGYROS FAMILY FOUNDATION"

II.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Further description of the Corporation's purpose is as follows: To provide support in the areas of education, religion, the arts, medicine and medical research and other public and charitable purposes, in accordance with Section 5130(b) of the California Corporations Code and



Section 501(c)(3) and Subchapter A of Chapter 42 of Subtitle D of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law), as the board of directors of this Corporation shall from time to time determine.

### III.

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

### IV.

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member of this Corporation, or to the benefit of any private person.

Upon dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

### V.

In no instance shall either George L. Argyros or Julianne Argyros, whether acting as a member of the Board of Directors, an officer of the Corporation or in any other capacity, have the right to vote regarding the selection of recipients for contributions which have as their source "Argyros Charitable Trust No. 4 established December 31, 1984."

3. The foregoing "Amended and Restated Articles of Incorporation" have been duly approved by the Board of Directors.

4. The foregoing "Amended and Restated Articles of Incorporation" have been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 30, 2007

By: Julianne Argyros  
Julianne Argyros  
President

By: Brent L. Law  
Brent L. Law  
Secretary



ARGYROS FOUNDATION  
EIN 95-3421867  
SUPPLEMENT TO : 990PF  
AS OF JULY 31, 2009

PART XV Line 3a

	RELATION- SHIP	STATUS	PURPOSE	DONATION AMOUNT	NON- DEDUCTIBLE AMOUNT	NET DONATION AMOUNT
ADRIAN SCHOOLS EDUCATIONAL FOUNDATION 227 NORTH WINTER STREET ADRIAN, MI 49221	NONE	PUBLIC	EDUCATION	100,000.00	0.00	100,000.00
ALZHEIMER'S ASSOCIATION, ORANGE COUNTY CHAPTER 17771 COWAN, SUITE 200 IRVINE, CA 92614	NONE	PUBLIC	MEDICAL	57,100.00	(150.00)	56,950.00
AMERICAN HELLENIC COUNCIL OF CALIFORNIA CHARITABLE FUND 8124 WEST THIRD STREET LOS ANGELES, CA 90048	NONE	PUBLIC	EDUCATION	10,000.00	0.00	10,000.00
ARTHRITIS FOUNDATION 73-710 FRED WARING DRIVE, SUITE 104 PALM DESERT, CA 92260	NONE	PUBLIC	MEDICAL	1,000.00	0.00	1,000.00
ARTS ORANGE COUNTY 3750 SOUTH SUSAN STREET, SUITE 200 SANTA ANA, CA 92704	NONE	PUBLIC	EDUCATION	10,000.00	0.00	10,000.00
ASSISTANCE LEAGUE OF NEWPORT-MESA 2220 FAIRVIEW ROAD COSTA MESA, CA 92627	NONE	PUBLIC	PUB. CHAR.	25,000.00	(2,250.00)	22,750.00
BIG BROTHERS / BIG SISTERS OF ORANGE COUNTY 14131 YORBA STREET, SUITE 200 TUSTIN, CA 92780-2053	NONE	PUBLIC	PUB. CHAR.	10,000.00	(1,600.00)	8,400.00
BOYS & GIRLS CLUB OF STANTON 11050 CEDAR STREET STANTON, CA 90680	NONE	PUBLIC	PUB. CHAR.	100.00	0.00	100.00
BOYS HOPE GIRLS HOPE 1041 WEST 18TH STREET, SUITE A-101 COSTA MESA, CA 92627	NONE	PUBLIC	PUB. CHAR.	10,000.00	0.00	10,000.00
CALIFORNIA STATE UNIVERSITY LONG BEACH FOUNDATION 1250 BELLFLOWER BOULEVARD LONG BEACH, CA 90840-0116	NONE	PUBLIC	EDUCATION	25,000.00	0.00	25,000.00
CARDINAL GLENNON CHILDREN'S FOUNDATION 1465 SOUTH GRAND BOULEVARD ST LOUIS, MO 63104-1095	NONE	PUBLIC	MEDICAL	5,000.00	0.00	5,000.00
CARING BRIDGE DONATION PROCESSING CENTER P.O. BOX 131447 HOUSTON, TX 77219-1447	NONE	PUBLIC	PUB. CHAR.	1,000.00	0.00	1,000.00
CARSON SCHOLARS FUND, INC 305 WEST CHESAPEAKE AVENUE, SUITE L-020 TOWSON, MD 21204	NONE	PUBLIC	EDUCATION	1,000.00	0.00	1,000.00
CASA OF ORANGE COUNTY 1615 EAST 17TH STREET, SUITE 100 SANTA ANA, CA 92705	NONE	PUBLIC	PUB. CHAR.	3,000.00	0.00	3,000.00
CASA TERESA, INC 123 WEST MAPLE STREET ORANGE, CA 92665	NONE	PUBLIC	PUB. CHAR.	15,000.00	0.00	15,000.00
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PUBLIC	EDUCATION	621,600.00	(8,110.00)	613,490.00
CHILD HELP USA - ORANGE COUNTY CHAPTER P.O. BOX 2954 NEWPORT BEACH, CA 92659	NONE	PUBLIC	PUB. CHAR.	5,000.00	0.00	5,000.00

ARGYROS FOUNDATION  
EIN 95-3421867  
SUPPLEMENT TO : 990PF  
AS OF JULY 31, 2009

	RELATION- SHIP	STATUS	PURPOSE	DONATION AMOUNT	NON- DEDUCTIBLE AMOUNT	NET DONATION AMOUNT
CHILDREN'S HOSPITAL FOUNDATION OF ORANGE CO 455 SOUTH MAIN STREET ORANGE, CA 92668-8690	NONE	PUBLIC	MEDICAL	167,857.16	(815.00)	167,042.16
CHILDREN'S TUMOR FOUNDATION 95 PINE STREET, 16TH FLOOR NEW YORK NY 10005	NONE	PUBLIC	MEDICAL	5,000.00	0.00	5,000.00
THE CHRISTIAN BUSINESS MEN'S COMMITTEE 2130 EAST FOURTH STREET, SUITE 125 SANTA ANA, CA 92705	NONE	PUBLIC	PUB CHAR	2,500.00	0.00	2,500.00
CHRISTOPHER & DANA REEVE FOUNDATION 636 MORRIS TURNPIKE, SUITE 3A SHORT HILLS, NJ 07078	NONE	PUBLIC	MEDICAL	5,000.00	0.00	5,000.00
CITY OF HOPE CENTRAL PROCESSING 1500 EAST DUARTE ROAD DUARTE, CA 91010-3000	NONE	PUBLIC	MEDICAL	1,001,000.00	0.00	1,001,000.00
COUNCIL OF AMERICAN AMBASSADORS 888 SEVENTEENTH STREET, NW, SUITE 306 WASHINGTON DC 20006-3312	NONE	PUBLIC	PUB. CHAR.	11,000.00	0.00	11,000.00
CSIS - CENTER FOR STRATEGIC & INTERNATIONAL STUDIES 1800 K STREET NW, SUITE 400 WASHINGTON, DC 20006	NONE	PUBLIC	EDUCATION	55,000.00	0.00	55,000.00
DANNY THOMPSON MEMORIAL FUND (FOR LEUKEMIA RESEARCH) P.O BOX 232 SUN VALLEY, ID 83353	NONE	PUBLIC	MEDICAL	10,000.00	0.00	10,000.00
DOHENY EYE INSTITUTE 1450 SAN PABLO STREET, DEI-3623 LOS ANGELES, CA 90033-3699	NONE	PUBLIC	MEDICAL	5,000.00	0.00	5,000.00
EISENHOWER MEDICAL CENTER FOUNDATION 39-000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270-3221	NONE	PUBLIC	MEDICAL	3,358,333.00	0.00	3,358,333.00
EVERGREEN AVIATION & SPACE MUSEUM 500 NE CAPTAIN MICHAEL KING SMITH WAY MC MINNIVILLE, OR 97128	NONE	PUBLIC	EDUCATION	2,500.00	0.00	2,500.00
FAITH: AN ENDOWMENT FOR ORTHODOXY & HELLENISM C/O OIKOS VENTURES - RONI FELDMAN 499 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC	RELIGIOUS	250,000.00	0.00	250,000.00
THE FASHIONABLES OF CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92666	NONE	PUBLIC	EDUCATION	1,000.00	(310.00)	690.00
FIRST CHRISTIAN CHURCH OF ORANGE 1130 EAST WALNUT AVENUE ORANGE, CA 92667	NONE	PUBLIC	RELIGIOUS	50,000.00	0.00	50,000.00
FOUNDATION FOR MODERN GREEK STUDIES 1827 CONNOLLY TROY, MI 48098	NONE	PUBLIC	RELIGIOUS	5,000.00	0.00	5,000.00
FRIENDS OF THE ORANGE COUNTY YOUTH SYMPHONY ORCHESTRA CHAPMAN UNIVERSITY-SCHOOL OF MUSIC ONE UNIVERSITY DRIVE ORANGE, CA 92666	NONE	PUBLIC	EDUCATION	20,000.00	0.00	20,000.00

ARGYROS FOUNDATION  
EIN 95-3421867  
SUPPLEMENT TO : 990PF  
AS OF JULY 31, 2009

	RELATION- SHIP	STATUS	PURPOSE	DONATION AMOUNT	NON- DEDUCTIBLE AMOUNT	NET DONATION AMOUNT
GIRLS INC OF ORANGE COUNTY 1815 ANAHEIM AVENUE COSTA MESA, CA 92627	NONE	PUBLIC	PUB CHAR.	1,000.00	0.00	1,000.00
GLASS SLIPPER GUILD CHILDREN'S HOSPITAL OF ORANGE COUNTY P.O. BOX 10061 NEWPORT BEACH, CA 92658	NONE	PUBLIC	MEDICAL	1,000.00	(190.00)	810.00
GOODWILL OF ORANGE COUNTY 410 NORTH FAIRVIEW SANTA ANA, CA 92703	NONE	PUBLIC	PUB. CHAR.	200,000.00	0.00	200,000.00
GREATER HOUSTON COMMUNITY ENDOWMENT - GEORGE BUSH FORTY-ONE ENDOWMENT 4550 POST OAK PLACE, SUITE 100 HOUSTON, TX 77027	NONE	PUBLIC	MEDICAL	98,882.00	0.00	98,882.00
THE GUILDS OF THE CENTER ORANGE COUNTY PERFORMING ARTS CENTER P.O. BOX 26104 SANTA ANA, CA 92799	NONE	PUBLIC	PUB. CHAR.	15,000.00	0.00	15,000.00
HARBOR DAY SCHOOL 3443 PACIFIC VIEW DRIVE NEWPORT BEACH, CA 92625	NONE	PUBLIC	EDUCATION	50,000.00	0.00	50,000.00
HIGH HOPES HEAD INJURY PROGRAM 2953 EDINGER AVENUE TUSTIN, CA 92780	NONE	PUBLIC	MEDICAL	5,000.00	0.00	5,000.00
HOAG HOSPITAL FOUNDATION POST OFFICE BOX 6100 NEWPORT BEACH, CA 92658-6100	NONE	PUBLIC	MEDICAL	5,000.00	(100.00)	4,900.00
HORATIO ALGER ASSOCIATION OF DISTINGUISHED AMERICANS 99 CANAL CENTER PLAZA ALEXANDRIA, VA 22314	NONE	PUBLIC	PUB. CHAR.	885,617.00	(4,000.00)	881,617.00
IDAHO COMMUNITY FOUNDATION, INC P.O. BOX 8143 BOISE, ID 83707	NONE	PUBLIC	PUB CHAR.	10,000.00	0.00	10,000.00
INTERNATIONAL PRINCESS PROJECT P.O. BOX 857 CORONA DEL MAR, CA 92625	NONE	PUBLIC	PUB. CHAR.	500.00	0.00	500.00
THE JOE FOSS INSTITUTE 14415 NORTH 73RD STREET, SUITE 109 SCOTTSDALE, AZ 85260	NONE	PUBLIC	EDUCATION	50,000.00	0.00	50,000.00
KATHY'S HOUSE, INC 31877 DEL OBISPO STREET, SUITE 102 SAN JUAN CAPISTRANO, CA 92675	NONE	PUBLIC	PUB. CHAR.	1,000.00	0.00	1,000.00
KOCE TV FOUNDATION 17011 BEACH BOULEVARD, SUITE 1550 HUNTINGTON BEACH, CA 92647	NONE	PUBLIC	EDUCATION	10,000.00	0.00	10,000.00
LAURA'S HOUSE 999 CORPORATE DRIVE, SUITE 225 LADERA RANCH, CA 92694-2156	NONE	PUBLIC	PUB. CHAR.	10,200.00	0.00	10,200.00
LIBRARY OF CONGRESS 101 INDEPENDENCE AVENUE, SE WASHINGTON DC 20540	NONE	PUBLIC	PUB. CHAR.	25,000.00	0.00	25,000.00

ARGYROS FOUNDATION  
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AS OF JULY 31, 2009

	RELATION- SHIP	STATUS	PURPOSE	DONATION AMOUNT	NON- DEDUCTIBLE AMOUNT	NET DONATION AMOUNT
LITERACY PROJECT FOUNDATION 3334 EAST COAST HIGHWAY, SUITE 177 CORONA DEL MAR, CA 92625	NONE	PUBLIC	EDUCATION	1,000.00	0.00	1,000.00
THE LIVING DESERT 47900 PORTOLA AVENUE PALM DESERT, CA 92260	NONE	PUBLIC	PUB. CHAR.	20,000.00	0.00	20,000.00
THE MANNEQUINS OF ASSISTANCE LEAGUE OF SOUTHERN CALIFORNIA 1370 NORTH ST ANDREWS PLACE HOLLYWOOD, CA 90028	NONE	PUBLIC	PUB. CHAR.	2,500.00	0.00	2,500.00
MARINE CORPS SCHOLARSHIP FOUNDATION 4640 ADMIRALTY WAY, SUITE 406 MARINA DEL REY, CA 90292	NONE	PUBLIC	PUB. CHAR.	100,000.00	(1,600.00)	98,400.00
MASSACHUSETTS GENERAL HOSPITAL - HD RESEARCH 114 16TH STREET - CNY 114-2001 CHARLESTON, MA 02129-4404	NONE	PUBLIC	MEDICAL	10,000.00	0.00	10,000.00
MIND INSTITUTE 3631 SOUTH HARBOR BOULEVARD, SUITE 200 SANTA ANA, CA 92704	NONE	PUBLIC	PUB. CHAR.	100,000.00	0.00	100,000.00
MIRACLES FOR KIDS 15375 BARRANCA PARKWAY, SUITE A-208 IRVINE, CA 92618	NONE	PUBLIC	PUB. CHAR.	10,000.00	0.00	10,000.00
MISSING PERSONS FOUNDATION 23016 LAKE FOREST DRIVE, SUITE A-147 LAKE FOREST, CA 92653	NONE	PUBLIC	PUB. CHAR.	10,000.00	0.00	10,000.00
MUSCULAR DYSTROPHY ASSOCIATION - ORANGE COUNTY 1805 EAST GARRY AVENUE, SUITE 100 SANTA ANA, CA 92705-5851	NONE	PUBLIC	MEDICAL	6,000.00	(718.00)	5,282.00
NATIONAL CHARITY LEAGUE, JUNIORS-NEWPORT CHAPTER C/O MRS. JEFFREY JACOBS 1842 PORT KIMBERLY PLACE NEWPORT BEACH, CA 92660	NONE	PUBLIC	PUB. CHAR.	7,500.00	(444.00)	7,056.00
NAVAL POSTGRADUATE SCHOOL FOUNDATION P.O. BOX 8626 MONTEREY, CA 93943-8626	NONE	PUBLIC	EDUCATION	7,982.79	0.00	7,982.79
NECO-NATIONAL ETHNIC COALITION OF ORGANIZATIONS FOUNDATION 232 MADISON AVENUE, SUITE 900 NEW YORK, NY 10016	NONE	PUBLIC	PUB. CHAR.	525.00	0.00	525.00
NEW HAMPTON SCHOOL 70 MAIN STREET NEW HAMPTON, NH 03256	NONE	PUBLIC	EDUCATION	33,333.00	0.00	33,333.00
THE NIXON CENTER 1615 L STREET, NW, SUITE 1250 WASHINGTON DC 20036-5651	NONE	PUBLIC	PUB. CHAR.	50,000.00	(200.00)	49,800.00
ONE HEART CORPORATION (ONE HEART BULGARIA) 165 NORTH MAIN PROVIDENCE, UT 84332	NONE	PUBLIC	PUB. CHAR.	15,000.00	0.00	15,000.00
ORANGEWOOD CHILDREN'S FOUNDATION 1575 EAST 17TH STREET SANTA ANA, CA 92705	NONE	PUBLIC	PUB. CHAR.	109,000.00	(1,000.00)	108,000.00
ORANGE COUNTY COUNCIL, BOY SCOUTS OF AMERICA 1211 EAST DYER ROAD SANTA ANA, CA 92705-5605	NONE	PUBLIC	PUB. CHAR.	1,250.00	0.00	1,250.00

ARGYROS FOUNDATION  
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AS OF JULY 31, 2009

	RELATION- SHIP	STATUS	PURPOSE	DONATION AMOUNT	NON- DEDUCTIBLE AMOUNT	NET DONATION AMOUNT
ORANGE COUNTY HIGH SCHOOL OF THE ARTS FOUNDATION 1010 NORTH MAIN STREET SANTA ANA, CA 92701	NONE	PUBLIC	EDUCATION	20,000.00	0.00	20,000.00
ORANGE COUNTY MUSEUM OF ART 850 SAN CLEMENTE DRIVE NEWPORT BEACH, CA 92660	NONE	PUBLIC	PUB. CHAR.	25,000 00	0.00	25,000.00
ORANGE COUNTY PERFORMING ARTS CENTER 600 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE	PUBLIC	PUB CHAR.	252,500.00	(1,042 00)	251,458.00
THE ORDER OF ST ANDREW THE APOSTLE / GREEK ORTHODOX ARCHDIOCESE OF AMERICA 8 EAST 79TH STREET NEW YORK, NY 10021-0106	NONE	PUBLIC	RELIGIOUS	10,000 00	0 00	10,000.00
PEEBLER PSP RESEARCH FOUNDATION 74-325 HIGHWAY 111, PMB #226 INDIAN WELLS, CA 92210	NONE	PUBLIC	PUB. CHAR.	5,000.00	0.00	5,000.00
THE PEGASUS SCHOOL 19692 LEXINGTON LANE HUNTINGTON BEACH, CA 92646-3763	NONE	PUBLIC	EDUCATION	39,500.00	0.00	39,500.00
PLANNED PARENTHOOD OF ORANGE AND SAN BERNARDINO COUNTIES 700 NORTH TUSTIN STREET ORANGE, CA 92866	NONE	PUBLIC	PUB CHAR.	5,000 00	0.00	5,000 00
PROTEUS NY INC 302A WEST 12TH STREET ON 8TH AVENUE, #160 NEW YORK, NY 10014	NONE	PUBLIC	PUB. CHAR.	25,000 00	0.00	25,000.00
RANCHO LOS ALAMITOS FOUNDATION 6400 BIXBY HILL ROAD LONG BEACH, CA 90815	NONE	PUBLIC	PUB. CHAR.	25,000.00	0.00	25,000.00
SECOND HARVEST FOOD BANK OF ORANGE COUNTY 426-A WEST ALMOND AVENUE ORANGE, CA 92866	NONE	PUBLIC	PUB. CHAR.	2,500 00	0.00	2,500.00
SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION INC ATTN. BILL FUSCO, DEPARTMENT OF ATHLETICS 1801 EAST COTATI AVENUE ROHNERT PARK, CA 94928	NONE	PUBLIC	EDUCATION	15,000.00	0.00	15,000.00
SOUTH COAST REPERTORY 655 TOWN CENTER POST OFFICE BOX 2197 COSTA MESA, CA 92626	NONE	PUBLIC	PUB. CHAR.	1,050,000.00	0.00	1,050,000 00
SOUTH TEXAS CHAPTER OF QUAIL UNLIMITED C/O RONNIE HOWARD P.O. BOX 94 ENCINO, TX 78353	NONE	PUBLIC	PUB. CHAR	1,420 00	(420.00)	1,000 00
ST ANDREWS PRESBYTERIAN CHURCH 600 ST ANDREWS ROAD NEWPORT BEACH, CA 92663	NONE	PUBLIC	RELIGIOUS	500,000.00	0 00	500,000.00
ST LUKE'S WOOD RIVER FOUNDATION P.O. BOX 7005 KETCHUM, ID 83340	NONE	PUBLIC	MEDICAL	200,000.00	0.00	200,000.00
ST PAUL'S GREEK ORTHODOX CHURCH 4949 ALTON PARKWAY IRVINE, CA 92714-7599	NONE	PUBLIC	RELIGIOUS	1,000.00	0 00	1,000.00

ARGYROS FOUNDATION  
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AS OF JULY 31, 2009

	RELATION- SHIP	STATUS	PURPOSE	DONATION AMOUNT	NON- DEDUCTIBLE AMOUNT	NET DONATION AMOUNT
SUN VALLEY SUMMER SYMPHONY POST OFFICE BOX 1914 SUN VALLEY, ID 83353	NONE	PUBLIC	PUB. CHAR.	11,000.00	(1,500.00)	9,500.00
TRINITY CHILDREN'S FOUNDATION OF AMERICA P.O BOX 848 COLTON, CA 92324-9923	NONE	PUBLIC	PUB. CHAR.	2,500.00	0.00	2,500.00
TROJAN FOOTBALL ALUMNI CLUB 412 OLIVE AVENUE, SUITE 560 HUNTINGTON BEACH, CA 92648	NONE	PUBLIC	EDUCATION	10,000.00	0.00	10,000.00
VOLUNTEER CENTER OF ORANGE COUNTY 1901 EAST FOURTH STREET, SUITE 100 SANTA ANA, CA 92705	NONE	PUBLIC	PUB. CHAR.	25,000.00	0.00	25,000.00
WOOD RIVER HIGH SCHOOL 950 FOX ACRES ROAD HAILEY, ID 83333	NONE	PUBLIC	EDUCATION	5,000.00	0.00	5,000.00
TOTALS:				<u>\$9,931,699.95</u>	<u>(\$24,449.00)</u>	<u>\$9,907,250.95</u>



**THE ARGYROS FOUNDATION**  
**JULY 31, 2009**

**STATEMENT OF GAINS & LOSSES**

FORM 990-PF, PART IV

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	CAPITAL GAINS	CAPITAL LOSSES	NET GAIN OR (LOSS)
AG LONG-TERM SUPERFUND	PURCHASED	VARIOUS	VARIOUS	4,029	0	4,029
FS EQUITY PARTNERS III	PURCHASED	VARIOUS	VARIOUS	0	(149,790)	(149,790)
CALTUS PRIVATE EQUITY PARTNERS I	PURCHASED	VARIOUS	VARIOUS	39,030	0	39,030
CALTUS MEZZANINE PARTNERS I, LP	PURCHASED	VARIOUS	VARIOUS	1,142	0	1,142
CALTUS MEZZANINE PARTNERS II-A	PURCHASED	VARIOUS	VARIOUS	2,132	0	2,132
CHESAPEAKE PARTNERS INT	PURCHASED	VARIOUS	VARIOUS	3,671,572	0	3,671,572
MCCOWN DE LEEUW & CO FUND IV	PURCHASED	VARIOUS	VARIOUS	758	0	758
OCM MEZZANINE FUND II	PURCHASED	VARIOUS	VARIOUS	49,855	0	49,855
OKAPI VENTURES, LP	PURCHASED	VARIOUS	VARIOUS	0	0	0
RCP FUND I, LP	PURCHASED	VARIOUS	VARIOUS	15,001	0	15,001
RCP FUND II, LP	PURCHASED	VARIOUS	VARIOUS	16,279	0	16,279
RCP FUND III, LP	PURCHASED	VARIOUS	VARIOUS	0	(2,813)	(2,813)
TRIDENT CAPITAL FUND - IV	PURCHASED	VARIOUS	VARIOUS	163,615	0	163,615
TCW GLOBAL PROJECT FUND III	PURCHASED	VARIOUS	VARIOUS	552,528	0	552,528
MORGAN STANLEY - NWQ	PURCHASED	VARIOUS	VARIOUS	0	(1,137,961)	(1,137,961)
MORGAN STANLEY INVESTMENT	PURCHASED	VARIOUS	VARIOUS	22,682,934	0	22,682,934
MORGAN STANLEY - ALLIANCE	PURCHASED	VARIOUS	VARIOUS	0	(572,594)	(572,594)
<b>TOTAL</b>				<b>27,198,875</b>	<b>(1,863,158)</b>	<b>25,335,717</b>

Part XV  
Line  
36

THE ARGYROS FOUNDATION GRANTS  
FOR THE TWELVE MONTHS ENDED JULY 31, 2009  
(Actuals as of 07/31/09)  
(Schedule 3)

	A	B	C	D	E	F	G	H
	Committed	Pmts prior	"08/99"	HB/Backman	E-A-B-C-D	Recommend	Remain Plan	Plan For
	Amount	to 08-01-08	YTD Actuals	AFT/OLA Find/ST	Contrib	Add Contrib	2008 - 2009	2009 - 2010
ADRIAN SCHOOLS EDUCATIONAL FOUNDATION (FINE ARTS ENHANCEMENT)	500,000	0	100,000	0	400,000	0	0	100,000
AMERICAN ENTERPRISE INSTITUTE (MICHAEL LEDEYS FREEDOM CHAIR)	250,000	125,000	0	0	125,000	0	0	125,000
CHAPMAN UNIVERSITY	2,000,000	19,254,639	0	0	445,361	0	0	445,361
CHAPMAN UNIVERSITY (JULIA ARGYROS RESTRICTED FUND - FAMILY VIOLENCE CLINIC)	250,000	125,000	0	0	2,000,000	0	0	500,000
CHAPMAN UNIVERSITY (GEORGE ARGYROS 59 INTERNATIONAL PLAZA)	1,000,000	0	50,000	0	75,000	0	0	25,000
CHAPMAN UNIVERSITY (JULIA ARGYROS FOUNDATION)	400,000	0	200,000	0	200,000	0	0	200,000
CHAPMAN UNIVERSITY (ANNENBERG GRANITE BENCH)	25,000	0	0	0	25,000	0	0	25,000
CHILDREN'S HOSPITAL OF ORANGE CO FOUNDATION (SURGERY CENTER)	1,000,000	0	142,857	0	857,143	0	0	142,857
CITY OF HOPE (BECKMAN CENTER CONSTRUCTION)	5,000,000	1,000,000	1,000,000	0	3,000,000	0	0	1,000,000
CSULB FOUNDATION (JULIA ARGYROS PRESIDENT'S SCHOLARSHIPS)	100,000	0	25,000	0	75,000	0	0	25,000
EISENHOWER MEDICAL CENTER FOUNDATION (ARTHUR MEDICAL PLAZA BUILDING)	250,000	200,000	0	25,000	25,000	0	0	0
FAITH ENDOWMENT FOR ORTHODOXY & HELLLENISM	20,000,000	3,333,333	3,333,333	0	13,333,334	0	0	3,333,333
FRIENDS OF OC YOUTH SYMPHONY ORCHESTRA DIRECTORS CHAIR	1,000,000	40,000	20,000	0	250,000	0	0	250,000
GOODWILL OF ORANGE COUNTY (FITNESS CENTER)	1,000,000	200,000	200,000	0	40,000	0	0	20,000
HARBOR DAY SCHOOL (SUPPORT FINANCIAL ASSET/AGEC/ABROOD REMODEL)	500,000	407,118	88,882	0	600,000	0	0	200,000
HORATIO ALGER ASSOCIATION (MILITARY SCHOLARSHIPS-3RD PLEDGE)	50,000	0	25,000	0	25,000	0	0	0
HORATIO ALGER ASSOCIATION (MILITARY SCHOLARSHIPS-2ND PLEDGE)	5,000,000	155,927	410,000	30,000	4,404,073	0	0	1,678,667
HORATIO ALGER ASSOCIATION (MILITARY SCHOLARSHIPS-1ST PLEDGE)	5,000,000	0	0	0	5,000,000	0	0	0
IDAH0 COMMUNITY FOUNDATION, INC (SILVER CREEK RESTORATION FUND)	50,000	20,000	10,000	0	20,000	0	0	10,000
JOE FOSS INSTITUTE (CHAIRMAN'S COUNCIL)	250,000	50,000	50,000	0	150,000	0	0	50,000
LIBRARY OF CONGRESS (OPEN WORLD LEADERSHIP CENTER)	500,000	168,667	25,000	25,000	288,333	0	0	288,333
MARINE CORPS SCHOLARSHIP FOUNDATION (AMERICAN PATRIOT CAMPAIGN)	250,000	0	50,000	0	200,000	0	0	50,000
MIND INSTITUTE (ALGEBRA READINESS)	100,000	200,000	100,000	0	200,000	0	0	100,000
NEW HAMPTON SCHOOL (MATH & SCIENCE BUILDING)	100,000	33,333	33,333	0	33,334	0	0	33,334
ORANGE COUNTY PERFORMING ARTS CENTER (BUILDING THE VISION)	2,000,000	900,000	200,000	0	1,000,000	0	0	400,000
PEGASUS SCHOOL (LEGACY OF EXCELLENCE ENDOWMENT CAMPAIGN)	125,000	100,000	12,500	0	12,500	0	0	12,500
SOUTH COAST REPERTORY (JULIANNE ARGYROS STAGE ENDOWMENT)	5,000,000	1,000,000	1,000,000	0	3,000,000	0	0	1,000,000
SOUTH COAST REPERTORY (CHRISTMAS CAROL PRODUCER)	150,000	100,000	50,000	0	0	0	0	0
ST LUKES WOOD RIVER FOUNDATION, INC (EMERGENCY ROOM ENDOWMENT)	1,000,000	200,000	200,000	0	800,000	0	0	200,000
ST ANDREWS PRESBYTERIAN CHURCH (BUILDING THE FUTURE CAMPAIGN)	3,000,000	0	500,000	0	2,500,000	0	0	1,000,000
ST ANTHONY'S GREEK ORTHODOX CHURCH (FUTURE PARISH HALL)	500,000	0	0	0	500,000	0	0	100,000
Total Committed Donations	76,800,000	24,305,017	8,350,905	80,000	40,154,078	0	0	11,642,384
Total Noncommitted Donations	0	0	1,570,785	0	1,570,785	0	0	0
Total Donations by Entity	76,800,000	24,305,017	9,921,690	80,000	41,724,863	0	0	11,642,384
2008-2009 Total Donations	76,800,000	24,305,017	9,921,690	80,000	41,724,863	0	0	11,642,384

2008/09 Contribution Summary			
Contribution Required by 07/31/09	\$5,620,934		
*** This amount represents undistributed income of \$5,387,743 plus contributions of \$253,191 from GLA Foundation			
2008/2009 Contribution Breakdown:			
General Contributions	Limit	Spent	Remainder
Committed Contributions		(1,246,995)	
Julia Argyros' Contributions		(6,380,905)	
Melissa Argyros' Contributions		(128,800)	
Stephanie Argyros' Contributions	150,000	0	150,000
Dan Russo's Contributions	150,000	(150,000)	0
Brent Law's Contributions	25,000	(20,000)	5,000
Total 2008/2009 Contributions	25,000	(23,000)	2,000
Total 2008/2009 Contributions			
(9,931,700)			
Nondeductible Contributions From Page 2			
Total Amount Over / (Under) Contributed			
24,449			
24,289,317			

**Application for Extension of Time To File an Exempt Organization Return**

OMB No 1545 1709

Department of the Treasury  
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only. ▶ ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	ARGYROS FAMILY FOUNDATION	95-3421867
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	949 SOUTH COAST DRIVE #600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	COSTA MESA, CA 92626	

**Check type of return to be filed** (file a separate application for each return).

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ DANIEL RUSSO, ARGYROS FDTN

Telephone No. ▶ 714-481-5000

FAX No. ▶ \_\_\_\_\_

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 3/15, 20 10, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ ☐ calendar year 20\_\_ or  
 ▶ ☒ tax year beginning 8/01, 20 08, and ending 7/31, 20 09.

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	265,791.
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b> \$	400,975.
<b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 4-2009)