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

**2008**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2008, or tax year beginning** Oct 1, 2008, **and ending** Sep 30, 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE CAROL AND JAMES COLLINS FOUNDATION</b>	<b>A</b> Employer identification number 30-0100019
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 6101 W. CENTINELA AVE SUITE 100	<b>B</b> Telephone number (see the instructions) (310) 645-0113
	City or town State ZIP code CULVER CITY CA 90230-6318	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 11,680,921.	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

<b>Part I Analysis of Revenue and Expenses</b> (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>1</b> Contributions, gifts, grants, etc. received (att sch)				
<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	1,684.	1,684.		
<b>4</b> Dividends and interest from securities	446,980.	446,980.		
<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	-13,143.			
<b>b</b> Gross sales price for all assets on line 6a	1,742,338.			
<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
<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) ROYALTY INCOME	-34,184.	-34,184.		
<b>12 Total.</b> Add lines 1 through 11	401,337.	414,480.		
<b>13</b> Compensation of officers, directors, trustees, etc	55,012.	13,753.		41,259.
<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) L-16b Stmt	3,840.	1,920.		1,920.
<b>c</b> Other prof fees (attach sch) L-16c Stmt	49,672.	31,547.		18,125.
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)				
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy	5,096.	2,548.		2,548.
<b>21</b> Travel, conferences, and meetings	7,359.	1,472.		5,887.
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	816.	43.		773.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	121,795.	51,283.		70,512.
<b>25</b> Contributions, gifts, grants paid	414,123.			539,123.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	535,918.	51,283.		609,635.
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	-134,581.			
<b>b Net investment income</b> (if negative, enter -0-)		363,197.		
<b>c Adjusted net income</b> (if negative, enter -0-)				

SCANNED Mar 5 2010

ADMINISTRATIVE AND EXPENSES

P 7

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		794,876.	163,040.	163,040.
	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) L-10b Stmt		4,588,864.	5,166,143.	5,166,143.
		c Investments – corporate bonds (attach schedule) L-10c Stmt		6,053,692.	5,849,201.	5,849,201.
	11	Investments – land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt		471,721.	502,537.	502,537.	
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)		11,909,153.	11,680,921.	11,680,921.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable		250,000.	125,000.	
	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)		250,000.	125,000.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		11,659,153.	11,555,921.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see the instructions)		11,659,153.	11,555,921.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		11,909,153.	11,680,921.		

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	11,659,153.
2	Enter amount from Part I, line 27a	2	-134,581.
3	Other increases not included in line 2 (itemize) . ▶ See Other Increases Stmt	3	31,349.
4	Add lines 1, 2, and 3	4	11,555,921.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	11,555,921.

**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)
1 a SCHEDULE ATTACHED	P	Various	Various
b LITIGATION SETTLEMENT	P	Various	Various
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 11,740,738.		13,182,573.	-1,441,835.
b 1,600.		0.	1,600.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
a			-1,441,835.
b 0.	0.	0.	1,600.
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	-1,440,235.
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	

**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	779,654.	13,313,061.	0.058563
2006	699,501.	12,500,665.	0.055957
2005	586,330.	9,608,602.	0.061021
2004	390,744.	8,848,944.	0.044157
2003	325,994.	4,040,804.	0.080676

2 Total of line 1, column (d)	2	0.300374
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	0.060075
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	10,553,829.
5 Multiply line 4 by line 3	5	634,021.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,632.
7 Add lines 5 and 6	7	637,653.
8 Enter qualifying distributions from Part XII, line 4	8	609,635.

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)**

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	7,264.
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	7,264.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	7,264.
6	Credits/Payments		
a	2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	7,000.
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	7,000.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	264.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
2		X
3		X
4 a	X	
4 b	X	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10	X	

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Form 990-PF (2008)

**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)(3)? 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>CAROL &amp; JAMES COLLINS FOUNDATION</u> Telephone no <u>(310) 645-0113</u> Located at <u>6101 W. CENTINELA AVE, SUITE 100, CULVER CITY, CA</u> ZIP + 4 <u>90230-6318</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</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>1 a</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? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
<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?	1 c	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__ , 20__ , 20__ , 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 all years listed, answer 'No' and attach statement - see the instructions)	2 b	X
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
<b>3 a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>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.)	3 b	
<b>4 a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)?  Yes  No

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?  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?  Yes  No

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

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
CATHLEEN C. HESSION 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	PRES, SEC, TREAS. 40.00	49,998.	0.	0.
JAMES COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	CHARIMAN 2.00	0.	0.	0.
CAROL L. COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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				
0				
0				
0				
0				

Total number of other employees paid over \$50,000  None

**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		N/A
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		None

**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 -----	
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 -----	
2 -----	
All other program-related investments. See instructions	
3 -----	
<b>Total.</b> Add lines 1 through 3	

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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>	9,986,309.
<b>b</b> Average of monthly cash balances	<b>1b</b>	213,770.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	514,468.
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,714,547.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	10,714,547.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	160,718.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	10,553,829.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	527,691.

**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>	527,691.
<b>2a</b> Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	7,264.	
<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>	7,264.	
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	520,427.	
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b> Add lines 3 and 4	<b>5</b>	520,427.	
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	520,427.	

**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>	609,635.
<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 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	609,635.
<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>	0.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	609,635.

**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				520,427.
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 __				
3 Excess distributions carryover, if any, to 2008:				
a From 2003	79,959.			
b From 2004	0.			
c From 2005	113,734.			
d From 2006	153,210.			
e From 2007	125,365.			
f Total of lines 3a through e	472,268.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 609,635.				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2008 distributable amount				520,427.
e Remaining amount distributed out of corpus	89,208.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	561,476.			
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				
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)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	79,959.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	481,517.			
10 Analysis of line 9:				
a Excess from 2004	0.			
b Excess from 2005	113,734.			
c Excess from 2006	153,210.			
d Excess from 2007	125,365.			
e Excess from 2008	89,208.			

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

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

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

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

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

JAMES AND CAROL COLLINS

**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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><i>a Paid during the year</i>                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED</p>	N/A	PUBLIC	SCHEDULE ATTACHED	539,123.
<b>Total</b>				▶ <b>3a</b> 539,123.
<p><i>b Approved for future payment</i>                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED</p>	N/A	PUBLIC	SCHEDULE ATTACHED	125,000.
<b>Total</b>				▶ <b>3b</b> 125,000.





Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SERVICE FEES	300.			300.
FILING FEES	431.			431.
MISCELLANEOUS	85.	43.		42.
<b>Total</b>	<u>816.</u>	<u>43.</u>		<u>773.</u>

Form 990-PF, Page 2, Part III, Line 3

**Other Increases Stmt**

EXCISE TAX REFUND	31,318.
ULD	31.
<b>Total</b>	<u>31,349.</u>

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(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
Person <input type="checkbox"/> Business <input type="checkbox"/> KELLY L. COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input type="checkbox"/> MELISSA COLLINS GUDIM 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR 1.00	0.	0.	0.

Total

0.      0.      0.

Form 990-PF, Page 1, Part I, Line 16b

**L-16b Stmt**

Line 16b - Accounting Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
EUGENE LEWIS & ASSOC	TAX PREPARATION	3,840.	1,920.		1,920.
<b>Total</b>		<u>3,840.</u>	<u>1,920.</u>		<u>1,920.</u>

Form 990-PF, Page 1, Part I, Line 16c

**L-16c Stmt**

<b>Line 16c - Other Professional Fees:</b>		<b>Amount Paid Per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
<b>Name of Provider</b>	<b>Type of Service Provided</b>				
PHILANTHROPIC ADMINI	ADMINISTRATIVE SERVICE	36,250.	18,125.		18,125.
PAYDEN & RYGEL	INVESTMENT MANAGEMENT	13,422.	13,422.		
<b>Total</b>		<u>49,672.</u>	<u>31,547.</u>		<u>18,125.</u>

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

<b>Line 10b - Investments - Corporate Stock:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
PAYDEN US GROWTH LEADERS	764,334.	764,334.
SPYDERS	2,389,079.	2,389,079.
MID-CAP SPYDERS	534,778.	534,778.
iSHARES RUSSELL 1000	417,207.	417,207.
PAYDEN GLOBAL EQUITY	527,244.	527,244.
VANGUARD SMALL CAP	276,306.	276,306.
MSCI EMERGING MARKET INDEX	257,195.	257,195.
<b>Total</b>	<u>5,166,143.</u>	<u>5,166,143.</u>

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

<b>Line 10c - Investments - Corporate Bonds:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
PAYDEN GNMA BOND FUND	297,163.	297,163.
PAYDEN HIGH INCOME FUND	2,664,846.	2,664,846.
VANGUARD BOND INDEX ETF	1,221,915.	1,221,915.
PAYDEN CORE BOND FUND	1,665,277.	1,665,277.
<b>Total</b>	<u>5,849,201.</u>	<u>5,849,201.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
INVESTMENT IN CB MINERALS COMPANY LLC	502,537.	502,537.
<b>Total</b>	<u>502,537.</u>	<u>502,537.</u>

# The Carol and James Collins Foundation

## Realized Gains and Losses

Fiscal Year Ended 9/30/09

<i>Date</i>	<i>Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
10/23/2008	Sell	-4142.973	Payden Value Leaders Fund	4	\$12.31	\$51,000.00	\$7.54	\$31,238.02	(\$19,761.98)
10/23/2008	Sell	-5223.730	Payden Value Leaders Fund	1	\$12.15	\$63,468.32	\$7.54	\$39,386.92	(\$24,081.40)
10/23/2008	Sell	-12069.721	US Growth Leaders Fund	11	\$10.11	\$122,024.88	\$5.87	\$70,849.26	(\$51,175.62)
10/23/2008	Sell	-22277.228	US Growth Leaders Fund	12	\$10.10	\$225,000.00	\$5.87	\$130,767.33	(\$94,232.67)
10/23/2008	Sell	-14880.952	US Growth Leaders Fund	15	\$10.08	\$150,000.00	\$5.87	\$87,351.19	(\$62,648.81)
10/23/2008	Sell	-9545.524	US Growth Leaders Fund	13	\$9.91	\$94,596.14	\$5.87	\$56,032.23	(\$38,563.92)
10/23/2008	Sell	-622.641	Market Return Fund	22	\$9.80	\$6,101.88	\$6.61	\$4,115.66	(\$1,986.22)
10/23/2008	Sell	-14505.952	Market Return Fund	3	\$9.76	\$141,578.09	\$6.61	\$95,884.34	(\$45,693.75)
10/23/2008	Sell	-3232.767	Payden Value Leaders Fund	10	\$13.00	\$42,025.97	\$7.54	\$24,375.06	(\$17,650.91)
10/29/2008	Sell	-4939.914	Market Return Fund	3	\$9.76	\$48,213.56	\$6.69	\$33,048.02	(\$15,165.54)
10/29/2008	Sell	-24955.452	Market Return Fund	10	\$9.65	\$240,820.11	\$6.69	\$166,951.97	(\$73,868.14)
10/30/2008	Sell	-2612.330	Market Return Fund	8	\$9.57	\$25,000.00	\$6.92	\$18,077.32	(\$6,922.67)
10/30/2008	Sell	-12675.761	Market Return Fund	9	\$9.53	\$120,800.00	\$6.92	\$87,716.27	(\$33,083.74)
10/30/2008	Sell	-16506.604	Market Return Fund	10	\$9.65	\$159,288.73	\$6.92	\$114,225.70	(\$45,063.03)
10/30/2008	Sell	-16469.322	Market Return Fund	1	\$9.29	\$153,000.00	\$6.92	\$113,967.71	(\$39,032.29)
10/31/2008	Sell	1268157.600	Schwab US Treasury Money Fund	1	\$1.00	\$1,268,157.60	\$1.00	\$1,268,157.60	\$0.00

<i>Date Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
11/12/2008 Sell	-250000.000	Schwab US Treasury Money Fund	1	\$1.00	\$250,000.00	\$1.00	\$250,000.00	\$0.00
11/30/2008 Sell	-78299.760	Schwab US Treasury Money Fund	1	\$1.00	\$78,299.76	\$1.00	\$78,299.76	\$0.00
12/31/2008 Sell	-152308.750	Schwab US Treasury Money Fund	1	\$1.00	\$152,308.75	\$1.00	\$152,308.75	\$0.00
1/29/2009 Sell	-10414.130	Payden Value Leaders Fund	1	\$12.15	\$126,531.68	\$6.81	\$70,920.23	(\$55,611.45)
1/29/2009 Sell	-104.763	Payden GNMA Fund	9	\$9.85	\$1,031.92	\$10.06	\$1,053.92	\$22.00
1/29/2009 Sell	-877.877	Payden GNMA Fund	7	\$9.64	\$8,462.73	\$10.06	\$8,831.44	\$368.71
1/29/2009 Sell	-16528.926	Payden GNMA Fund	6	\$9.68	\$160,000.00	\$10.06	\$166,281.00	\$6,280.99
1/29/2009 Sell	-1543.210	Payden GNMA Fund	2	\$9.72	\$15,000.00	\$10.06	\$15,524.69	\$524.69
1/29/2009 Sell	-3073.770	Payden GNMA Fund	3	\$9.76	\$30,000.00	\$10.06	\$30,922.13	\$922.13
1/29/2009 Sell	-4.219	Payden GNMA Fund	8	\$9.78	\$41.26	\$10.06	\$42.44	\$1.18
1/29/2009 Sell	-233.040	Payden GNMA Fund	10	\$9.96	\$2,321.08	\$10.06	\$2,344.38	\$23.30
1/29/2009 Sell	-96.329	Emerging Markets Bond Fund	11	\$12.70	\$1,223.38	\$10.84	\$1,044.21	(\$179.17)
1/29/2009 Sell	-2257.336	Emerging Markets Bond Fund	8	\$13.29	\$30,000.00	\$10.84	\$24,469.52	(\$5,530.47)
1/29/2009 Sell	-2477.477	Emerging Markets Bond Fund	10	\$13.32	\$32,999.99	\$10.84	\$26,855.85	(\$6,144.14)
1/29/2009 Sell	-4437.870	Emerging Markets Bond Fund	9	\$13.52	\$60,000.00	\$10.84	\$48,106.51	(\$11,893.49)
1/29/2009 Sell	-4270.158	Payden Value Leaders Fund	2	\$12.15	\$51,882.42	\$6.81	\$29,079.78	(\$22,802.64)
1/29/2009 Sell	-6119.510	Emerging Markets Bond Fund	7	\$13.89	\$84,999.99	\$10.84	\$66,335.49	(\$18,664.51)
1/31/2009 Sell	-514322.990	Schwab US Treasury Money Fund	1	\$1.00	\$514,322.99	\$1.00	\$514,322.99	\$0.00
2/2/2009 Sell	-30060.350	US Growth Leaders Fund	13	\$9.91	\$297,898.07	\$5.56	\$167,135.55	(\$130,762.52)

<i>Date Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
2/2/2009 Sell	-30959 752	US Growth Leaders Fund	14	\$9 69	\$300,000 00	\$5 56	\$172,136 22	(\$127,863.78)
2/2/2009 Sell	-10922 344	US Growth Leaders Fund	10	\$9 60	\$104,854 50	\$5 56	\$60,728.23	(\$44,126 27)
2/2/2009 Sell	-468 000	iShares Russell 1000 Growth Index	1	\$51 77	\$24,227.42	\$35 31	\$16,525.55	(\$7,701 88)
2/2/2009 Sell	-384 000	iShares Russell 1000 Growth Index	2	\$49 69	\$19,080 19	\$35 31	\$13,559.42	(\$5,520 77)
2/5/2009 Sell	-1515 000	iShare Russell 1000 Value Fund	1	\$65 63	\$99,426 42	\$44.21	\$66,976 94	(\$32,449.48)
2/5/2009 Sell	-3288.000	iShare Russell 1000 Value Fund	7	\$52 79	\$173,573.52	\$44 21	\$145,359 85	(\$28,213 67)
2/5/2009 Sell	-500 000	iShare Russell 1000 Value Fund	6	\$52 78	\$26,390 00	\$44.21	\$22,104 60	(\$4,285.40)
2/5/2009 Sell	-800 000	iShare Russell 1000 Value Fund	3	\$48 62	\$38,893.60	\$44 22	\$35,375 76	(\$3,517 84)
2/5/2009 Sell	-200 000	iShare Russell 1000 Value Fund	5	\$48 61	\$9,721 60	\$44 22	\$8,843 94	(\$877 66)
2/5/2009 Sell	-400 000	iShare Russell 1000 Value Fund	4	\$48 61	\$19,442 80	\$44 22	\$17,687.88	(\$1,754 92)
2/5/2009 Sell	-100 000	iShare Russell 1000 Value Fund	2	\$48.60	\$4,859 80	\$44 22	\$4,421 97	(\$437 83)
2/5/2009 Sell	-700 000	iShare Russell 1000 Value Fund	2	\$48.60	\$34,018 60	\$44 24	\$30,967 79	(\$3,050 81)
2/5/2009 Sell	-5328 000	iShares Russell 1000 Growth Index	1	\$51 77	\$275,819.90	\$36 72	\$195,643 09	(\$80,176.81)
2/6/2009 Sell	-580 000	Vanguard Bond Index Fund Total B	9	\$77.17	\$44,758 60	\$76 72	\$44,497.37	(\$261 23)
2/6/2009 Sell	-1900.000	Vanguard Bond Index Fund Total B	8	\$77 16	\$146,604.00	\$76 75	\$145,820 25	(\$783.75)
2/6/2009 Sell	-705 000	Vanguard Bond Index Fund Total B	8	\$77.16	\$54,397 80	\$76 75	\$54,105 37	(\$292.43)
2/6/2009 Sell	-16507 385	Payden Value Leaders Fund	3	\$11.51	\$190,000 00	\$6 93	\$114,396 18	(\$75,603 82)
2/6/2009 Sell	-600 000	Vanguard Bond Index Fund Total B	10	\$77 16	\$46,297 80	\$76 72	\$46,031 76	(\$266 04)
2/6/2009 Sell	-33589.924	Payden Value Leaders Fund	2	\$12 15	\$408,117.58	\$6 93	\$232,778 17	(\$175,339.40)

<i>Date Tran</i>	<i>Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
2/6/2009	Sell	-1425.000	Vanguard Bond Index Fund Total B	8	\$77.16	\$109,953.00	\$76.72	\$109,325.43	(\$627.57)
2/9/2009	Sell	-1788.000	iShare Russell 1000 Value Fund	3	\$48.62	\$86,927.20	\$44.21	\$79,046.05	(\$7,881.15)
2/13/2009	Sell	-6944.444	Payden GNMA Fund	1	\$9.67	\$67,152.77	\$10.08	\$70,000.00	\$2,847.22
2/24/2009	Sell	-520.000	Vanguard Bond Index Fund Total B	8	\$77.16	\$40,123.20	\$76.97	\$40,024.14	(\$99.06)
2/28/2009	Sell	1906906.930	Schwab US Treasury Money Fund	1	\$1.00	\$1,906,906.93	\$1.00	\$1,906,906.93	\$0.00
3/1/2009	Sell	-725.560	Schwab US Treasury Money Fund	1	\$1.00	\$725.56	\$1.00	\$725.56	\$0.00
3/31/2009	Sell	-3220.930	Schwab US Treasury Money Fund	1	\$1.00	\$3,220.93	\$1.00	\$3,220.93	\$0.00
5/8/2009	Sell	-2660.000	iShares S&P US PFD Funds	1	\$29.44	\$78,299.76	\$28.96	\$77,031.74	(\$1,268.02)
5/20/2009	Sell	-2064.000	iShares TR Barclays Bond	2	\$96.87	\$199,939.68	\$97.53	\$201,307.70	\$1,368.02
5/20/2009	Sell	-1626.000	iShares TR Barclays Bond	1	\$98.11	\$159,526.86	\$97.53	\$158,588.33	(\$938.53)
5/20/2009	Sell	-750.000	Vanguard Bond Index Fund Total B	8	\$77.16	\$57,870.00	\$77.65	\$58,240.73	\$370.73
5/20/2009	Sell	-1312.000	Vanguard Bond Index Fund Total B	7	\$76.54	\$100,420.48	\$77.65	\$101,882.44	\$1,461.96
5/20/2009	Sell	-4375.000	Vanguard Bond Index Fund Total B	6	\$76.53	\$334,818.75	\$77.65	\$339,737.56	\$4,918.81
5/27/2009	Sell	-2352.000	S&P Dep Receipts Trust Unit SR1 E	1	\$128.01	\$301,079.52	\$91.38	\$214,931.40	(\$86,148.12)
5/31/2009	Sell	1151780.480	Schwab US Treasury Money Fund	1	\$1.00	\$1,151,780.48	\$1.00	\$1,151,780.48	\$0.00
6/1/2009	Sell	-1612.000	iShares Russell 1000 Growth Index	2	\$49.69	\$80,097.06	\$41.91	\$67,557.15	(\$12,539.91)
6/1/2009	Sell	-2208.000	iShares Russell 1000 Growth Index	8	\$38.36	\$84,698.88	\$41.91	\$92,534.85	\$7,835.97
6/30/2009	Sell	-162309.000	Schwab US Treasury Money Fund	1	\$1.00	\$162,309.00	\$1.00	\$162,309.00	\$0.00
8/13/2009	Sell	-434.000	Vanguard Bond Index Fund Total B	3	\$76.51	\$33,205.34	\$78.22	\$33,947.39	\$742.05

Date	Tran Type	Shares	Security Name	Lot	Cost	Basis	Sales Price	Sale	G/L
8/13/2009	Sell	-849 000	Vanguard Bond Index Fund Total B	6	\$76 53	\$64,973 97	\$78.22	\$66,408 61	\$1,434 64
8/20/2009	Sell	-1726 000	iShares TR MSCI EAFE FD	2	\$45.08	\$77,808 08	\$51 13	\$88,252 80	\$10,444 72
8/20/2009	Sell	-1808.000	iShares TR MSCI EAFE FD	1	\$38 77	\$70,096 16	\$51.13	\$92,445 57	\$22,349.41
8/25/2009	Sell	-3396.818	Payden GNMA Fund	1	\$9 67	\$32,847.23	\$10 18	\$34,579 61	\$1,732.38
8/25/2009	Sell	-13644.945	Payden GNMA Fund	7	\$9 64	\$131,537 27	\$10 18	\$138,905 54	\$7,368 27
8/25/2009	Sell	-7516 197	Payden GNMA Fund	5	\$9 61	\$72,230 65	\$10 18	\$76,514 89	\$4,284 23
8/31/2009	Sell	-550499 000	Schwab US Treasury Money Fund	1	\$1 00	\$550,499.00	\$1 00	\$550,499 00	\$0.00
9/9/2009	Sell	-500 000	Vanguard Bond Index Fund Total B	3	\$76 51	\$38,255 00	\$78 56	\$39,280 50	\$1,025 50
9/9/2009	Sell	-1000 000	Vanguard Bond Index Fund Total B	3	\$76 51	\$76,510 00	\$78 56	\$78,561.00	\$2,051.00
9/9/2009	Sell	-1044 000	Vanguard Bond Index Fund Total B	3	\$76.51	\$79,876.44	\$78 55	\$82,009 23	\$2,132 79
9/30/2009	Sell	-200000 000	Schwab US Treasury Money Fund	1	\$1 00	\$200,000 00	\$1 00	\$200,000 00	\$0 00

13,182,572.63

11,740,538.14

-1,442,034.52

(1,442,034.69)

0.03

rounding diff. issue.

PART X Fair market value of assets not used directly in carrying out charitable purposes

	SECURITIES			CASH				OTHER ASSETS		CHECK TOTAL FMV	
	Corporate Obligations	Corporate Stock	Other Investments	Total Securities	Bank of America MM Checking	UBS Financial MMA	Charles Schwab MMF	Total Cash	Mineral Rights		Total Other Assets
October	6,053,692	4,210,898		10,264,590	37,072	37,875	522,066	596,813	497,801	497,801	11,359,204
November	6,053,692	4,289,198		10,342,890	79,892	37,727	203,376	321,095	497,801	497,801	11,161,786
December	5,728,468	3,956,077		9,685,545	80,986	37,773	69,638	188,397	497,801	497,801	10,371,743
January	5,552,058	3,883,339		9,435,397	98,755	37,804	56,972	193,531	497,801	497,801	10,128,729
February	5,343,057	3,538,138		8,881,195	129,404	37,822	44,283	211,509	497,801	497,801	9,590,505
March	5,376,904	3,818,213		9,195,117	48,463	37,833	40,335	126,631	517,801	517,801	9,839,548
April	5,498,763	4,228,193		9,726,956	72,539	37,838	31,114	141,491	517,801	517,801	10,386,248
May	5,532,643	4,487,844		10,020,487	99,689	37,837	31,053	168,579	517,801	517,801	10,706,867
June	5,564,961	4,466,170		10,031,131	104,845	37,838	28,837	171,520	532,801	532,801	10,735,452
July	5,721,428	4,809,266		10,530,694	72,819	37,838	28,836	139,493	532,801	532,801	11,202,988
August	5,754,387	4,951,976		10,706,363	93,406	37,838	11,891	143,135	532,801	532,801	11,382,299
September	5,849,201	5,166,143		11,015,344	115,693	38,624	8,723	163,040	532,801	532,801	11,711,185
AVERAGE				<u>9,986,309</u>				<u>213,770</u>	line 1c	<u>514,468</u>	

**The Carol and James Collins Foundation**

30-0100019

Form 990-PF

Year Ended September 30, 2009

Part XV - Grants and Contributions

3a Paid during the year

**The Carol and James Collins Foundation 990PF**

**9/30/09**

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**Airport Marina Counseling Service**

7891 South La Tijera Blvd.

Los Angeles

CA 90045

To support school-based "At Risk Kids " Program

Public Charity

\$5,000.00

**Arts in Education Aid Council, Inc.**

22148 Sherman Way #207

Canoga Park

CA 91303

To support School Music Programs

Public Charity

\$5,000.00

**Association of Small Foundations**

4905 Del Ray Ave., Suite 308

Bethesda

MD 20814

To support general operations

Public Charity

\$495.00

**Ballroom Madness**

149 S. Barrington Ave., Suite 610

Los Angeles

CA 90049

To support classes at Mark Twain Middle School

Public Charity

\$2,500.00

**Boys & Girls Club of Pomona Valley**

1420 S. Garey Ave.

Pomona

CA 91766

To support college bound program for teens

Public Charity

\$10,000.00

**Boys & Girls Club of Santa Clarita Valley**

PO Box 220639

Santa Clarita

CA 91322-0639

To support Triple Play

Public Charity

\$10,000.00

**Boys & Girls Club of West San Gabriel Valley**

328 South Ramona Avenue

Monterey Park CA 91754

To support Power Hour Public Charity \$10,000.00

**Boys & Girls Clubs of America - Los Angeles County Alliance**

4201 Long Beach Blvd., Suite 101

Long Beach CA 90807

To support 2009 Teen Summit Public Charity \$2,500.00

**Bright Star Schools**

2636 Mansfield Avenue

Los Angeles CA 90016

To support Student Services program Public Charity \$10,000.00

**California Institute of the Arts**

24700 McBean Parkway

Valencia CA 91355

To support the CAP Watts Towers Arts Center Piano Program Public Charity \$4,000.00

**California YMCA Youth & Government**

2000 Alameda, Suite 128

San Mateo CA 94403

Director's Matching Grant Public Charity \$500.00

**California YMCA Youth & Government**

2000 Alameda, Suite 128

San Mateo CA 94403

Director's Discretionary Grant Public Charity \$500.00

**Center for LifeLong Learners**

2239 West Washington Blvd.

Los Angeles CA 90018

To support capacity building Public Charity \$7,500.00

**Central City Community Outreach**

PO Box 13273

Los Angeles

CA 90013

To support general operations

Public Charity

\$5,000.00

**Centro Latino for Literacy**

1709 W. 8th St.

Los Angeles

CA 90017

To support general operations

Public Charity

\$5,000.00

**Challengers Boys & Girls Club**

5029 S. Vermont Ave.

Los Angeles

CA 90037

To support Mind Body Soul Program

Public Charity

\$10,000.00

**Children's Bureau of Southern California (dba Children's Bureau)**

3731 Wilshire Blvd., Suite 512

Los Angeles

CA 90010

To support Stories of Promise Capital Campaign

Public Charity

\$20,000.00

**Children's Museum of Los Angeles**

11800 Foothill Blvd.

Lake View Terrace

CA 91342

Capital support for new Museum's exhibits

Public Charity

\$20,000.00

**Christian Schools of the Desert**

40-700 Yucca Lane

Bermuda Dunes

CA 92203

Director's Discretionary Grant

Public Charity

\$5,000.00

**Christian Schools of the Desert**

40-700 Yucca Lane

Bermuda Dunes

CA 92203

Director's Matching Grant

Public Charity

\$1,000.00

**City Scholars Foundation**

900 Wilshire Blvd., Suite 1518

Los Angeles	CA	90017		
To support AfterSchool Leadership Academy			Public Charity	\$5,000.00

**College Bound - Dollars for Achievers**

17777 Center Court Drive, Suite 750

Cerritos	CA	90703		
To support Saturday School Program			Public Charity	\$10,000.00

**Community Partners fbo California Dance Institute**

P.O. Box 3027

Venice	CA	90294		
To support scholarships			Public Charity	\$500.00

**Community Partners fbo Girls & Gangs**

PO Box 291819

Los Angeles	CA	90027		
To support life-skills transition workshops			Public Charity	\$10,000.00

**Council on Foundations**

1828 L Street, NW Suite 300

Washington	DC	20036-5168		
To support general operations			Public Charity	\$1,370.00

**Culver City Education Foundation**

P.O. Box 4178

Culver City	CA	90231		
To support grants for teachers			Public Charity	\$2,500.00

**Eleventh Commandment Ministries, Inc.**

78380 Via Dijon

La Quinta	CA	92253		
Director's Discretionary Grant			Public Charity	\$5,000.00

**Exceptional Children's Foundation (ECF)**

8740 W. Washington Blvd.

Culver City	CA	90232		
To support Adams Early Start Program			Public Charity	\$5,000.00

**Five Acres - The Boys' & Girls' Aid Society of Los Angeles County**

760 W. Mountain View St.

Altadena	CA	91001		
To support the Residential Treatment Center and Group Home Program			Public Charity	\$10,000.00

**Foster Care Project of New Vision Partners**

132 North Euclid Ave.

Pasadena	CA	91101-1722		
To support Foster Care Project			Public Charity	\$10,000.00

**Heart of Los Angeles Youth, Inc.**

2701 Wilshire Boulevard

Los Angeles	CA	90028		
To support Music Program			Public Charity	\$25,000.00

**Hebrew Christian Witness**

Box 2

San Bernardino	CA	92402		
Director's Discretionary Grant			Public Charity	\$5,000.00

**I Have A Dream Foundation - Los Angeles**

634 South Spring Street, Suite 812

Los Angeles	CA	90014		
To support 108 Dreamers at Daniel Freeman Elementary School			Public Charity	\$5,000.00

**Inner City Education Foundation**

5150 Goldleaf Circle, Suite 401

Los Angeles	CA	90056		
To support View Park Prep Expansion			Public Charity	\$10,000.00

**KIPP LA Schools**

445 S. Figueroa St., Suite 2580

Los Angeles	CA	90071		
To support general operations			Public Charity	\$10,000.00

**LAPD Devonshire Police Activity League**

P.O. Box 8056

Northridge	CA	91327		
To support construction of new youth center			Public Charity	\$10,000.00

**Long Beach Blast - Better Learning After School Today**

737 Pine Ave., Suite 201

Long Beach	CA	90813		
To support Academic Mentoring Program			Public Charity	\$10,000.00

**Los Angeles Education Partnership (formerly Urban Education Partnership)**

1055 West Seventh Street, Suite 200

Los Angeles	CA	90017		
T			Public Charity	\$15,000.00

**Making The Right Connections, Inc.**

3250 Wilshire Blvd., Suite 1010

Los Angeles	CA	90010		
To support general operations			Public Charity	\$5,000.00

**Marlborough School**

250 S. Rossmore Ave.

Los Angeles	CA	90004		
Director's Discretionary Grant			Public Charity	\$5,000.00

**Music Intelligence Neural Development Institute**

1503 South Coast Drive, Suite 202

Costa Mesa	CA	92626		
To support 10th Anniversary Awards Dinner			Public Charity	\$2,500.00

**New Village Charter School, Inc.**

147 N. Occidental Blvd.

Los Angeles	CA	90026		
To support Extended Hours Educational Program			Public Charity	\$10,000.00

**Odyssey Charter School**

725 W. Altadena Dr.

Altadena	CA	91104		
To support technology program			Public Charity	\$5,000.00

**Para Los Ninos**

500 South Lucas Ave.

Los Angeles	CA	90017		
To support Charter School			Public Charity	\$10,000.00

**Para Los Ninos**

500 South Lucas Ave.

Los Angeles	CA	90017		
To support Elementary Charter School			Public Charity	\$1,500.00

**Ryman-Carroll Foundation (Ryman Arts)**

315 West Ninth Street, Suite 806

Los Angeles	CA	90015		
To support Saturday Ryman Arts drawing and painting classes			Public Charity	\$5,000.00

**Salesian Boys & Girls Club of Los Angeles**

3218 Wabash Avenue

Los Angeles	CA	90063		
To support the Young Artists Project			Public Charity	\$10,000.00

**Shakespeare Festival /LA, dba The Shakespeare Center of Los Angeles**

1238 West 1st Street

Los Angeles	CA	90026		
To support Will Power to Youth and Play On! Programs			Public Charity	\$10,000.00

**Shoes That Fit**

1420 N. Claremont Blvd., Suite 107B

Claremont	CA	91711		
To support 2008 Back-to-School Shoe Project			Public Charity	\$5,000.00

**Southern California Grantmakers**

350 South Figueroa St., Suite 270

Los Angeles	CA	90071-1201		
To support general operations			Public Charity	\$2,058.00

**Strive Foundation**

9124 S. Main Street

Los Angeles	CA	90003		
to support general operations			Public Charity	\$5,000.00

**Students Run America dba Students Run L.A.**

6505 Zelzah Avenue

Reseda	CA	91335		
To support training of 34 students			Public Charity	\$5,000.00

**Sustainable Conservation**

98 Battery St., Suite 302

San Francisco	CA	94111		
Director's Discretionary Grant			Public Charity	\$2,000.00

**The Bishop's School**

7607 La Jolla Blvd.

La Jolla	CA	92037		
Director's Matching Grant			Public Charity	\$2,500.00

**The Bishop's School**

7607 La Jolla Blvd.

La Jolla	CA	92037		
Director's Discretionary Grant			Public Charity	\$5,000.00

**The Boys & Girls Clubs of Venice**

2232 Lincoln Blvd.

Venice

CA 90291

Director's Discretionary Grant

Public Charity

\$5,000.00

**The Boys & Girls Clubs of Venice**

2232 Lincoln Blvd.

Venice

CA 90291

Director's Matching Grant

Public Charity

\$1,000.00

**The Campanile Foundation**

5500 Campanile Drive

San Diego

CA 92182-1154

Director's Discretionary Grant

Public Charity

\$3,000.00

**The Campanile Foundation**

5500 Campanile Drive

San Diego

CA 92182-1154

To support SDSU Literacy Center summer tutoring program

Public Charity

\$5,000.00

**The Center on Philanthropy and Public Policy, University of Southern California**

Lewis Hall, Room 210

Los Angeles

CA 90089-0626

To support Philanthropic Partners Program

Public Charity

\$10,000.00

**The Mar Vista Institute**

5075 South Slauson Avenue

Culver City

CA 90230

To support the By Youth For Youth Program

Public Charity

\$5,000.00

**The Posse Foundation, Inc.**

14 Wall Street, 7th Floor

New York

NY 10005-2101

To support Posse LA general operations

Public Charity

\$10,000.00

**The Westview School**

11801 Mississippi Ave.

Los Angeles

CA 90025

To support capital campaign

Public Charity

\$15,000.00

**Union Rescue Mission**

545 S. San Pedro St.

Los Angeles

CA 90013

To support the Campaign for Hope Gardens

Public Charity

\$30,000.00

**Upward Bound House**

1104 Washington Avenue

Santa Monica

CA 90403

To support Family Place

Public Charity

\$5,000.00

**Waldorf In North Coastal, Inc., dba Sanderling Waldorf School**

1578 S. El Camino Real

Encinitas

CA 92024

To support funding for new campus

Public Charity

\$5,000.00

**Waldorf In North Coastal, Inc., dba Sanderling Waldorf School**

1578 S. El Camino Real

Encinitas

CA 92024

Director's Discretionary Grant

Public Charity

\$5,000.00

**West Valley Boys & Girls Club**

7245 Remmet Ave.

Canoga Park

CA 91304

To support programs at Tierra del Sol

Public Charity

\$10,000.00

**Westside Family YMCA**

11311 La Grange Ave.

Los Angeles

CA 90025

Director's Discretionary Grant

Public Charity

\$3,000.00

**Westside Family YMCA**

11311 La Grange Ave.

Los Angeles

CA 90025

Director's Matching Grant

Public Charity

\$200.00

**Westside Family YMCA**

11311 La Grange Ave.

Los Angeles

CA 90025

Director's Matching Grant

Public Charity

\$3,000.00

**Women's Care Cottage**

6180 Laurel Canyon Blvd., Suite 375

North Hollywood

CA 91606

To support Healthy Lifestyles for Families Program

Public Charity

\$5,000.00

**YMCA of Metropolitan Los Angeles - Munger Family**

625 South New Hampshire Ave.

Los Angeles

CA 90005

To support the Munger Family YMCA

Public Charity

\$15,000.00

**Young Men's Christian Association of Greater Long Beach**

P.O. Box 90995

Long Beach

CA 90809-0995

To support capital campaign

Public Charity

\$20,000.00

**YWCA of Santa Monica/Westside**

2019 - 14th Street

Santa Monica

CA 90405

To support Housing and Education Program

Public Charity

\$10,000.00

*\$539,123.00*

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**The Carol and James Collins Foundation**

30-0100019

Year Ended September 30, 2009

Form 990-PF

Grants and Contributions

Payable in Future Years

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Children's Bureau of Southern California (dba Children's Bureau)

3731 Wilshire Blvd., Suite 512

Los Angeles CA 90010

2/25/2010 \$30,000.00

Heart of Los Angeles Youth, Inc.

2701 Wilshire Boulevard

Los Angeles CA 90028

2/25/2010 \$30,000.00

LAPD Devonshire Police Activity League

P.O. Box 8056

Northridge CA 91327

7/30/2011 \$10,000.00

7/30/2010 \$10,000.00

YMCA of Metropolitan Los Angeles - Munger Family

625 South New Hampshire Ave.

Los Angeles CA 90005

11/30/2010 \$25,000.00

11/30/2009 \$20,000.00

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125,000-

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